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TV18 BROADCAST LIMITED

We were incorporated in India on June 6, 2005 as "Global Broadcast News Private Limited" as a private limited company under the Companies Act, 1956, as amended ("Companies Act"). Subsequently we were converted into a public limited company under Section 44 of the Companies Act with effect from December 12, 2005. Subsequently, we changed our name to "ibn18 Broadcast Limited" on April 2, 2008 pursuant to a fresh certificate of incorporation consequent to change of name. We then changed our name to the present name "TV18 Broadcast Limited" on June 17, 2011 pursuant to a fresh certificate of incorporation consequent to change of name pursuant to the Scheme of Arrangement (as defined in the Letter of Offer) approved by the High Court of Delhi. **Registered Office:** 503, 504 & 507, 5th Floor, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi – 110 001. **Corporate Office:** Express Trade Tower, Plot No. 15-16, Sector 16A, Noida – 201 301, Uttar Pradesh. **Tel:** +91 120 434 1818; **Fax:** +91 120 432 4110; **Contact Person:** Hitesh Kumar Jain, Company Secretary & Compliance Officer; **E-mail:** tv18rights@network18online.com; **Website:** www.network18online.com

FOR PRIVATE CIRCULATION TO THE EQUITY SHAREHOLDERS OF TV18 BROADCAST LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF 1,349,577,882 EQUITY SHARES WITH A FACE VALUE OF ₹ 2 EACH ("EQUITY SHARES") FOR CASH AT A PREMIUM OF ₹ 18 PER EQUITY SHARE FOR AN AMOUNT OF ₹ 26,991.56 MILLION ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF THE COMPANY IN THE RATIO OF 41 EQUITY SHARE(S) FOR EVERY 11 FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON SEPTEMBER 17, 2012 ("THE ISSUE"). THE ISSUE PRICE IS 10 TIMES THE FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER "TERMS OF THE ISSUE" ON PAGE 314 OF THE LETTER OF OFFER.

ASBA*

Simple, Safe, Smart way of making an Application - Make use of it !!!

*Applications Supported by Blocked Amount (ASBA) is Mandatory for Non Retail Applicants. ASBA is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same.

NOTICE TO THE EQUITY SHAREHOLDERS OF THE COMPANY

Mr. Shahzaad Siraj Dalal, an Independent Director on the Board of the Company, retired by rotation at the Annual General Meeting of the Company held on September 14, 2012, and has accordingly ceased to be a Director of the Company with effect from September 14, 2012.

This notice should be read in conjunction with the Letter of Offer and the Abridged Letter of Offer, both dated August 31, 2012, the Composite Application Form and the statutory advertisement issued by the Company on September 22, 2012.

DISCLAIMER CLAUSE OF SEBI: Securities and Exchange Board of India only gives its observations on the offer document and this does not constitute approval of either the Issue or the Offer Document. The investors are advised to refer the full text of the '**Disclaimer Clause of SEBI**' on page 303 of the Letter of Offer.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by the BSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by the BSE nor does it certify the correctness or completeness of any contents of the Letter of Offer. The investors are advised to refer the full text of the '**Disclaimer Clause of BSE**' on page 307 of the Letter of Offer.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by the NSE should not in any way be deemed or construed that the Letter of Offer has been cleared or approved by the NSE nor does it certify the correctness or completeness of any contents of the Letter of Offer. The investors are advised to refer the full text of the '**Disclaimer Clause of NSE**' on page 307 of the Letter of Offer.

The Letter of Offer, ALOF and CAF will not be sent to any person or into any jurisdiction in which it would not be permissible to deliver the Equity Shares or rights, and the Equity Shares and rights may not be offered, sold, resold, transferred or delivered, directly or indirectly, to any person in any such jurisdiction. The Equity Shares and rights have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or under any securities laws of any state or other jurisdiction of the United States of America and may not be offered, sold, resold, allotted, taken up, exercised, renounced, pledged, transferred or delivered, directly or indirectly in or into the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

AVAILABILITY OF THE LETTER OF OFFER: The Letter of Offer is available on the websites of the Lead Managers viz www.icicisecurities.com, www.rbs.in, website of BSE and NSE viz www.bseindia.com and www.nseindia.com and on SEBI's website: www.sebi.gov.in and a copy of the same can be downloaded from these websites.

For **TV18 Broadcast Limited**
On behalf of Board of Directors

Place : Noida
Date : September 22, 2012

Sd/-
Hitesh Kumar Jain
Company Secretary & Compliance Officer

TV18 Broadcast Limited is proposing, subject to market conditions and other considerations, an offer of its equity shares on rights basis and has filed a Letter of Offer with the BSE Limited and National Stock Exchange of India Limited. Investors should note that investment in equity shares involves a high degree of risk and are requested to refer to "Risk Factors" in the Letter of Offer.