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TV18 BROADCAST LIMITED

TV18

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.

NOTICE TO THE EQUITY SHAREHOLDERS OF THE COMPANY

ISSUE OPENS ON	LAST DATE FOR REQUESTS FOR SPLIT APPLICATION FORMS	ISSUE CLOSES ON
Tuesday, September 25, 2012	Wednesday, October 3, 2012	Monday, October 15, 2012

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. For further details read paragraph on ASBA below. ASBA is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same.

DISPATCH OF THE ABRIDGED LETTER OF OFFER ("ALOF") AND COMPOSITE APPLICATION FORMS ("CAF"): The dispatch of the ALOF dated August 31, 2012 along with CAF for the Issue has been completed by the Registrar to the Issue, viz. Link Intime India Private Limited through Registered Post / Speed Post on September 21, 2012 to the Eligible Equity Shareholders of the Company whose names appeared in the Register of Members/Beneficial Owners of the Company, on the Record Date i.e. September 17, 2012.

The CAF duly completed together with the amount payable on application must be deposited with the collecting bank indicated on the reverse of the CAF and not with the Lead Managers or the Company before the close of business hours on or before the Issue Closing Date i.e. October 15, 2012. Separate cheque or bank draft must accompany each CAF. Applicants (including Non-resident Applicants applying on non-repatriation basis) residing at places other than the cities where the bank collection centres have been opened should send their completed CAF by registered post/speed post to the Registrar to the Issue, **Link Intime India Private Limited** along with Demand Draft, (net of bank and postal charges), payable at Mumbai in favour of "**TV18 Broadcast Limited - Rights Issue - R**" crossed "**A/c Payee only**" so that the same are received on or before the Issue Closing Date i.e. October 15, 2012. In case of Non-resident Applicants applying on a repatriation basis, the Demand Drafts (net of bank and postal charges) should be drawn in favour of "**TV18 Broadcast Limited - Rights Issue - NR**" payable at Mumbai and should be sent by registered post/speed post to the Registrar to the Issue in case of Applicants residing at places other than the cities where the bank collection centres have been opened. If any portion of the CAF is detached or separated, such application is liable to be rejected.

AVAILABILITY OF DUPLICATE CAF: In case the original CAF is not received, or is misplaced by the Equity Shareholder, the Registrar to the Issue will issue a duplicate CAF on the request of the Equity Shareholder who should furnish the registered folio number/ DP and Client ID number and his/ her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue atleast 7 days prior to the Issue Closing Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Investor violates such requirements, he/ she shall face the risk of rejection of both the applications.

Neither the Registrar nor the Lead Managers or our Company, shall be responsible for postal delays or loss of duplicate CAFs in transit, if any.

APPLICATION ON PLAIN PAPER: An Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with cheque/ demand draft (net of banking and postal charges) payable at Mumbai which should be drawn in favour of "**TV18 Broadcast Limited – Rights Issue - R**" in case of resident shareholders and non-resident shareholders applying on non-repatriable basis, and in favour of "**TV18 Broadcast Limited – Rights Issue – NR**" in case of nonresident shareholders applying on repatriable basis and send the same by registered post directly to the Registrar to the Issue so as to reach Registrar to the Issue on or before the Issue Closing Date. The envelope should be superscribed "**TV18 Broadcast Limited – Rights Issue - R**" in case of resident shareholders and Non-resident shareholders applying on non-repatriable basis, and "**TV18 Broadcast Limited – Rights Issue – NR**" in case of non-resident shareholders applying on repatriable basis.

The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars: • Name of Issuer, being TV18 Broadcast Limited; • Name and address of the Equity Shareholder including joint holders; • Registered Folio Number/ DP and Client ID no.; • Number of Equity Shares held as on Record Date; • Number of Equity Shares entitled to; • Number of Equity Shares applied for; • Number of additional Equity Shares applied for, if any; • Total number of Equity Shares applied for; • Total amount paid at the rate of ₹ 20 per Equity Share; • Particulars of cheque/demand draft; • Savings/ Current Account Number and name and address of the bank where the Equity Shareholder will be depositing the refund order. In case of Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories; • Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN number of the Investor and for each Investor in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue; • Share certificate numbers and distinctive numbers of Equity Shares, if held in physical form; • Allotment option preferred - physical or demat form, if held in physical form; • If the payment is made by a draft purchased from NRE/ FCNR/ NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account; • Signature of the Equity Shareholders to appear in the same sequence and order as they appear in the our records; and • Additionally, all such applicants are deemed to have accepted the following undertaking as provided for on page 326 of the Letter of Offer.

1. "I/We understand that neither the Rights Entitlement nor the Equity Shares have been, and will be, registered under the United States Securities Act of 1933 (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") or to, or for the account or benefit of a "U.S. Person" as defined in Regulation S of the US Securities Act ("Regulation S"). I/we understand the Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that neither us, nor the Registrar, the Lead Managers or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of us have reason to believe is, a resident of the United States or a "U.S. Person" (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction. 2. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence. 3. I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. 4. I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/or the Equity Shares is/are, outside the United States, (ii) am/are not a "U.S. Person" as defined in Regulation S, and (iii) am/are acquiring the Rights Entitlement and/ or the Equity Shares in an offshore transaction meeting the requirements of Regulation S. 5. I/ We acknowledge that we, the Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. **If the Investor violates such requirements, he/ she shall face the risk of rejection of both the applications. We shall refund such application amount to the Investor without any interest thereon.**

Further, in case of ASBA Investor, the Eligible Equity Shareholders shall submit the plain paper application to the SCSB for authorising such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB.

The lists of banks who have been notified by SEBI to act as SCSBs for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1346920293590.html For details on designated branches of SCSB collecting the CAF, please refer the above mentioned SEBI link.

APPLICATIONS SUPPORTED BY BLOCKED AMOUNT (ASBA): Please note that, in terms of SEBI circular CIR/CFD/DIL/I/ 2011 dated April 29, 2011, QIB applicants, Non-Institutional Investors and other applicants whose application amount exceeds ₹ 200,000 can participate in the Issue only through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors or (iii) investors whose application amount is more than ₹ 200,000, can participate in the Issue either through the ASBA process or the non ASBA process.

ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For details, please refer to "Procedure for Application through the Applications Supported by Blocked Amount ("ASBA") Process" on page 323 of the Letter of Offer.

"EQUITY SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE."

LAST DATE OF APPLICATION: The last date for submission of the duly filled in CAF is October 15, 2012. The Board of Directors or any authorised committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days. If the CAF together with the amount payable is not received by the Banker to the Issue/ Registrar to the Issue on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board or any authorised committee thereof, the invitation to offer contained in the Letter of Offer shall be deemed to have been declined and the Board or any authorised committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as provided under the chapter "Terms of the Issue – Basis of Allotment" on page 330 of the Letter of Offer.

INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES OF OUR COMPANY CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

LISTING: The existing Equity Shares are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE together, the "Stock Exchanges"). We have received "in-principle" approvals from BSE and NSE for listing the Equity Shares to be Allotted in the Issue vide their letters dated July 13, 2012 and July 26, 2012, respectively. For the purposes of the Issue, the Designated Stock Exchange is the NSE.

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).

BANKERS TO THE ISSUE: Kotak Mahindra Bank Limited, Punjab National Bank and ICICI Bank Limited.

PLEASE REFER TO THE REVERSE OF THE COMPOSITE APPLICATION FORMS FOR THE DETAILS OF THE BANKERS TO THE ISSUE AND THEIR COLLECTION CENTRES.

Investors are advised to refer the Letter of Offer and the Abridged Letter of Offer, and the risk factors contained therein before applying in the Issue.

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.

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
 ICICI Securities Limited ICICI Centre, H. T. Parekh Marg Churchgate Mumbai – 400 020, India Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 E-mail: tv18.rights@icicisecurities.com Investor Grievance E-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Payal Kulkarni SEBI Registration No.: INM000011179	 RBS Equities (India) Limited 83/ 84, Sakhar Bhavan 230, Nariman Point Mumbai – 400 021, India Tel: +91 22 6632 5535 Fax: +91 22 6632 5541 E-mail: TV18.Rights2012@rbs.com Investor Grievance E-mail: customercareecm@rbs.com Website: www.rbs.in Contact Person: Bharti Jani SEBI Registration No.: INM000011674	 Link Intime India Private Limited C-13, Pannalal Silk Mills Compound LBS Marg, Bhandup (West) Mumbai – 400 078, India. Tel: +91 22 2596 7878 Fax: +91 22 2596 0329 Toll Free No: 1-800-220-878 Email: tv18.rights@linkintime.co.in Investor Grievance E-mail: tv18.rights@linkintime.co.in Website: www.linkintime.co.in Contact Person: Pravin Kasare SEBI Registration No: INR000004058	Hitesh Kumar Jain Express Trade Tower Plot Nos. 15 and 16, Sector 16 A Noida – 201 301, Uttar Pradesh, India Tel: +91 120 434 1818, Fax: +91 120 432 4110 E-mail: tv18rights@network18online.com Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, Amount blocked, ASBA Account number and the Designated Branch of the SCSB where the CAF was submitted by the ASBA Investors.

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

Sd/-

Hitesh Kumar Jain
Company Secretary & Compliance Officer

Place : Noida
Date : September 22, 2012

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.

C O N C E P T

Size: 20x50 sq. cm