



June 4, 2012

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex
Bandra (E), Mumbai- 400 051

Sub: Postal Ballot Notice

Dear Sir/ Madam,

This is to inform you that the Company on June 2, 2012 has completed the dispatch of Postal Ballot Notice alongwith the Explanatory Statement, self-addressed business reply envelope (for which postage will be paid by the Company), and Postal Ballot Forms, for the purpose of seeking the assent or dissent of the Members for the below mentioned proposed Resolution:

1. Ordinary Resolution pursuant to sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 to increase the Authorised Share Capital of the Company from Rs. 292 crores to Rs. 1000 crores.

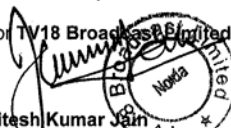
Last date for receipt of duly completed Postal Ballot Forms is Monday, July 2, 2012 and the results of Postal Ballot will be announced on Tuesday, July 3, 2012. Postal Ballot forms received after July 2, 2012 will be treated as if reply from such members has not been received.

We are enclosing herewith the Postal Ballot Notice alongwith Postal Ballot forms for your information and records.

Thanking you,

Yours faithfully,

For TV18 Broadcast Limited


Hitesh Kumar Jain
AGM - Corporate Affairs
& Company Secretary

Enclosed as Above



TV18 Broadcast Limited

Corp. Office: Express Trade Tower, Plot No. 15-16, Sector 16A, Noida, Uttar Pradesh - 201 301, India

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Regd. Office: 503, 504 & 507, 5th Floor, Mercantile House, 15, Kasturba Gandhi Marg, New Delhi - 110 001



TV18 BROADCAST LIMITED

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 16 A, Noida-201301 (U.P.)

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder (s),

NOTICE is hereby given that, pursuant to Section 192A of the Companies Act, 1956, as amended, read with the Companies (Passing of the resolutions by postal ballot) Rules, 2011, TV18 Broadcast Limited (the Company) proposes to obtain approval of its shareholders for the resolution as given in this notice by way of Postal Ballot.

The proposed resolution and the explanatory statement thereto, pursuant to section 173(2) read with Section 192A of the Companies Act, 1956, along-with a Postal Ballot Form are enclosed with this notice for your consideration. This notice is being sent to all the shareholders whose names appear in the Register of Members of the Company as on **Friday, May 25, 2012**. Shareholders may please note that the voting on the resolution as contained in this notice will be made through postal ballot only and the Company has not appointed any agency for electronic voting in this regard.

The Board of Directors have appointed Mr. Anil K. Bhayana, a Practicing Company Secretary, as Scrutinizer and Mr. Pankaj Kumar, Corporate Advisor, as Alternate Scrutinizer (herein after referred as "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and return the same (in Original) duly completed and signed, in the enclosed self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours on **Monday, July 2, 2012** failing which it will be strictly treated as if no reply has been received from the shareholder. Accordingly shareholders are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.

Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer shall submit his report to the Company. The result of the Postal Ballot will be announced by the Chairman / Director/ Company Secretary on **Tuesday, July 3, 2012 at 04.00 P.M.** at the Registered Office of the Company and will be published in newspapers, after such announcement.

In the event of the proposed resolution is assented to by requisite majority of shareholders by means of postal ballot, the date of declaration of result shall be deemed to be the date of passing of the said resolution.

PROPOSED RESOLUTION:

1. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 16, 94 and other applicable provisions, if any, of

the Companies Act, 1956, and subject to the necessary approval(s), if any, in this regard from appropriate authority(ies), and subject to the such approval(s), consent(s), permission(s), modification(s) and/ or sanction(s) as may be required, specified, imposed or suggested by the appropriate authorities, while granting any such approval(s), consent(s), permission(s), modification(s) and/or sanction(s) which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall, include any Committee(s) of the Board already constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Authorized Share Capital of the Company be and is hereby increased from Rs. 2,92,00,00,000/- (Rupees Two Hundred Ninety Two crores only) divided into 1,46,00,00,000 (One Hundred Forty Six crores) equity share of face value of Rs. 2/- (Rupees Two only) each to Rs. 10,00,00,00,000/- (Rupees One Thousand crores only) divided into 5,00,00,00,000 (Five Hundred crores) equity shares of face value of Rs. 2/- (Rupees Two only) each and that existing clause V of the Memorandum of Association of the Company be replaced by the following clause:

Clause V

"The Authorised Share Capital of the Company is Rs. 10,00,00,00,000/- (Rupees One Thousand crores only) divided into 5,00,00,00,000 (Five Hundred crores) equity shares of face value of Rs. 2/- (Rupees Two only) each".

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard, Mr. Raghav Bahl and Mr. Sanjay Ray Chaudhuri, Directors, Mr. RDS Bawa, Group Chief Financial Officer, Mr. Anil Srivastava, Group Senior V. P. - Corporate Affairs, Mr. Gurdeep Singh Puri, General Manager- Finance and Mr. Hitesh Kumar Jain, AGM – Corporate Affairs & Company Secretary be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as they may in their sole and absolute discretion deem necessary or expedient and further authorized to file the necessary form(s), return(s), application(s), document(s), paper(s) in connection to the aforesaid with the appropriate authorities including the office of the Registrar of Companies."

For TV18 Broadcast Limited

Sd/-

Hitesh Kumar Jain
AGM-Corporate Affairs
& Company Secretary

Date : May 24, 2012
Place : Noida

**EXPLANATORY STATEMENT UNDER SECTION 173
(2) OF THE COMPANIES ACT, 1956**

The shareholders of the Company are hereby informed that your Company is in the process of placing itself into a full-fledged media house with an intent to cater the need of diverse genres by offering a unique mix of national and regional channels. For achieving this objective, your Company had announced the raising of funds by offering its equity shares on rights basis and has filed the Draft Letter of Offer (DLoO) with the Securities and Exchange Board of India and concerned Stock Exchanges. However in view of the current market scenario and the future requirements and in order to accommodate the proposed rights issue it is proposed to increase the authorized share capital of the Company from existing Rs. 2,92,00,00,000/- (Rupees Two Hundred Ninety Two crores only) divided into 146,00,00,000 (One Hundred Forty Six crores) equity shares of face value of Rs. 2/- (Rupees Two only) each to Rs. 10,00,00,00,000/- (Rupees One Thousand crores only) divided into 5,00,00,00,000 (Five Hundred crores) equity shares of face value of Rs. 2/- (Rupees Two only) each, by addition of 354,00,00,000 (Three Hundred Fifty Four crores) equity shares of face value of Rs. 2/- (Rupees Two only) each.

Consequent to the proposed increase in the Authorised Share Capital of the Company, Clause V of the Memorandum of Association of the Company is required to be amended in the manner mentioned in the proposed resolution. As per the provisions of section 16 and 94 of the Companies Act, 1956 such proposed increase in the authorised share capital and consequent amendment in Memorandum of Association of the Company requires approval of the members by way of an ordinary resolution.

Your Directors, therefore, recommend this resolution be passed as an ordinary resolution through Postal Ballot.

None of the Directors and Manager of the Company is in any way concerned or interested in this resolution save and except to the extent of their shareholding in the Company.

For TV18 Broadcast Limited

**Sd/-
Hitesh Kumar Jain
AGM—Corporate Affairs
& Company Secretary**

Date : May 24, 2012
Place : Noida



TV18 BROADCAST LIMITED

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 16 A, Noida-201301

POSTAL BALLOT FORM

1. Name & Registered address of the Sole/First named Shareholder (in block Letters) : Sr. No.
2. Name of the joint Shareholders(s), if any :
3. Registered folio No./DP ID No./Client ID No.* : (*Applicable to Shareholders holding shares in dematerialized form)
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated May 24, 2012 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below;

(tick (✓) mark in both the boxes would render your Ballot Form invalid)

Sl. No.	Brief description of the resolution	No. of Shares	I/We assent I/We dissent	
			to the Resolution (FOR)	to the Resolution (AGAINST)
	Ordinary Resolution pursuant to sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 to increase the Authorised Share Capital of the Company from Rs. 2.92 crores to Rs. 10.00 crores			

Place:
Date:

(Signature of the shareholder(s))

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is Monday, July 2, 2012.
Please read the instructions overleaf carefully before completing the Ballot Form.

Instructions

1. In terms of section 192A of the Companies Act 1956 read with Companies (Passing of resolutions by postal ballot) Rules, 2011 and with a view to ensure participation of all shareholders of the Company in passing of the resolution, the item of business set out in the notice above may be passed by way of a Postal Ballot.
2. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form (in Original) and send it directly to the Scrutinizer in the enclosed preprinted address envelope. Postage will be born and paid by the Company. However envelopes containing Postal Ballots, if sent by courier at the expenses of the registered shareholder, will also be accepted. Please note that if any extraneous paper is found in such envelope the same would not be considered by the Scrutinizer and may be destroyed and the Company and / or the Scrutinizer shall not be held responsible for the same.
3. A (✓) mark should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be. Incomplete or unsigned Postal Ballots will be rejected. Tick in both the boxes would render your Ballot invalid. Please note that (X) mark or any other mark other than (✓) in the box signifying assent or dissent shall be deemed as if no mark has been placed and the box is left blank.
4. This form should be completed and signed by the shareholder. In case of joint holdings, this form should be completed and signed (as per the signature registered with the Company) by first named shareholder and in his absence, by the next named shareholder.
5. In case of shares held by companies, trust, societies and corporate members etc, duly completed Postal Ballot form should also be accompanied by a certified copy of the Board Resolution/Other Authority together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
6. The Postal Ballot Form duly completed and signed should be forwarded (In original) to the Scrutinizer appointed by the Board of Directors, at the Registered Office of the Company so as to reach the Scrutinizer not later than the close of working hours on Monday, July 2, 2012. For this purpose, a self-addressed postage pre-paid envelope is enclosed herewith. Please note that any response received from the shareholders after Monday, July 2, 2012 will be treated as if the reply from such shareholder has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly shareholders are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
Please note that photocopy of a Ballot Form will not be accepted and a shareholder may request for a duplicate Postal Ballot Form, if so required, and the same duly completed and signed should reach the Scrutinizer not later than the time specified above.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on Friday, May 25, 2012.
8. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
9. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.
10. Shareholders may please note that the voting on the resolution as contained in this notice will be made through postal ballot only and the Company has not appointed any agency for electronic voting in this regard.