

TELEVISION EIGHTEEN INDIA LIMITED

Registered Office: 503, 504 & 507, 5th Floor, Mercantile House, 15, K. G. Marg, New Delhi 110 001

Corporate Office: Express Trade Tower, Plot No. 15 & 16, Sector 16 A, Noida-201301

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 to the shareholders of Television Eighteen India Limited to consider and, if thought fit, to pass the resolution as contained in this notice by way of a Postal Ballot.

The proposed resolution and the explanatory statement thereto, as required under the provisions of the Companies Act, 1956, along-with a Postal Ballot Form ("Form") are enclosed with this Notice for your consideration. This Notice is being sent to all the members whose name appears in the Register of Members of the Company as on Friday, **December 10, 2010**.

The Company has appointed Mr. Anil K. Bhayana, a Practicing Company Secretary, as Scrutinizer and Ms. Tulika Aggarwal, a Practicing Company Secretary, as an Alternate Scrutinizer (herein after referred as "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Form and return the same duly completed and signed, in the attached self addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05:00 P.M. on Monday, January 17, 2011 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member. Upon completion of the scrutiny of the Forms, the Scrutinizer shall submit his report to the Company. The result of the Postal Ballot will be announced on Tuesday, January 18, 2011 at 05:00 P.M. at the Registered Office of the Company and will be published in English and Hindi newspapers in Delhi after such announcement.

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

"RESOLVED THAT pursuant to the provisions of Section 100 and other applicable provisions, if any, of the Companies Act, 1956 and Articles of Association of the Company and subject to obtaining such approvals, consents, permissions and sanctions as may be required and subject to the sanction of the Scheme of Arrangement among the Company, Network18 Media & Investments Limited, ibn18 Broadcast Limited, Web18 Software Services Limited, IBN18 Media & Software Services Limited, iNews.com Limited, Care Websites Private Limited, Television Eighteen Commoditiescontrol.

com Limited, RVT Investments Private Limited, Network18 India Holdings Private Limited and their respective shareholders and creditors under Sections 391 to 394 read with section 78 and 100 to 103 and other applicable provisions of the Companies Act, 1956, if any between respective shareholders and creditors (hereinafter referred to as the "Scheme"), which has already been approved by the Board of Directors at their meeting held on July 7, 2010 and subject to confirmation of the Hon'ble High Court of Delhi (the "Court") and further subject to such conditions as may be prescribed while granting such approvals, consents, permissions, sanctions and confirmation which the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee which the Board of Directors of the Company may have constituted or may thereafter constitute and/or any Director or any individual or individuals delegated with the powers necessary for the purpose) of the Company may agree and accept, the consent of the members be and is hereby accorded that the aggregate of the net assets of the 'News Business Undertaking' of the Company standing in the books and transferred to ibn18 Broadcast Limited ("ibn18") at the close of business of the day immediately preceding the Appointed Date, shall be adjusted against the capital reserve account and securities premium account upto such amount as may be deemed necessary by the Board while implementing the Scheme.

RESOLVED FURTHER THAT Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Whole Time Director, Mr. R.D.S. Bawa, Chief Financial Officer, Mr. Anil Srivastava, Senior V.P. Corporate Affairs & Company Secretary and Mr. Sachin Gupta, authorized person be and are hereby severally authorized to give such directions as they may think fit and proper, including directions for settling any questions or difficulties that may arise, prepare and finalize Form of Minutes, and to do all such acts, deed, matters and things of whatsoever nature as they may in their absolute discretion consider necessary, expedient and proper."

By Order of the Board
For Television Eighteen India Limited

Sd/-

Anil Srivastava

Date : December 10, 2010 Senior VP-Corporate Affairs
Place : Noida & Company Secretary

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

Your Company has entered into a Scheme of Arrangement ("Scheme") involving demerger of "News Business Undertaking" of the Company into ibn18 Broadcast Limited and merger of the Demerged Company into Network18 Media & Investments Limited.

Clause 9 and 12 of the Scheme provides that the aggregate of the net assets of the News Business Undertaking standing in the books of accounts of the Company and transferred to ibn18 at the close of business of the day immediately preceding the Appointed Date, shall be adjusted against the capital reserve account and the securities premium account of the Company. Such reduction of capital (capital reserves/securities premium account) forms an integral part of the Scheme and should be read in the context of whole Scheme and not on standalone basis.

In accordance with the provisions of Section 78 and 100 of the Companies Act, 1956, reduction of share capital includes reduction of securities premium account and requires approval of the shareholders by way of a special resolution.

For the sake of clarity, it is specified that the reduction of the capital reserve/securities premium account does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid up share capital, hence the interest of the creditors of the Company are not affected in any way. The proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts

in the ordinary course of business. However upon the Scheme becoming effective the Company shall stand merged with Network18 Media & Investments Limited.

Further Article 49A of the Articles of Association of the Company permits the Company to reduce its share capital/ share premium account. The reduction of share capital will be subject to the approval of the Hon'ble High Court of Delhi at New Delhi as part of the Scheme or otherwise.

The aforesaid Scheme is being placed for consideration of the equity shareholders of the Company at their meeting to be convened as per the directions of the Hon'ble High Court of Delhi vide its order dated November 19, 2010, however as a part of good corporate governance practice, your approval is separately sought by voting through postal ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

Your Directors recommend the adoption of the above resolution.

None of Directors of the Company has any concern or interest in this item of business except to the extent of their shareholding in the Company.

By Order of the Board
For Television Eighteen India Limited

Sd/-

Anil Srivastava

Date : December 10, 2010 Senior VP-Corporate Affairs
Place : Noida & Company Secretary

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

"RESOLVED THAT pursuant to the provisions of Section 100 and other applicable provisions of any of the Companies Act, 1956 and Articles of Association of the Company and subject to obtaining such approvals, consents, permissions and sanctions as may be required and subject to the sanction of the Scheme of Management among the Company, Network18 Media & Investments Limited, ibn18 Broadcast Limited, Web18 Software Services Limited, ibn18 Media & Software Services Limited, News.com Limited, Care Webates Private Limited, Television Eighteen India Limited, and

By Order of the Board
For Television Eighteen India Limited
Sd/-
Anil Srivastava
Date : December 10, 2010 Senior VP-Corporate Affairs
Place : Noida & Company Secretary