

ADVENTURE MARKETING PRIVATE LIMITED

Regd. Off.: 403, Prabhat Kiran, 17 Rajendra Place, New Delhi - 110 008

August 17, 2012

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

BSF Limited
P J Towers, Dalal Street
Mumbai - 400 001

Sub: Disclosure under Regulation 29(1) / 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith a disclosure in the prescribed format in term of Regulations 29(1)/29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of Acquisition of 82,78,180 Equity Shares of Network18 Media & Investments Limited from the following entities:

1. RB Holdings Private Limited	- 4,830,480
2. Raghav Bahl	- 2,574,390
3. RB Investments Private Limited	- 746,290
4. Ritu Kapur	- 127,020
TOTAL	- 8,278,180

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

for **Adventure Marketing Private Limited**


(Raghav Bahl)
Director

C C To: Network18 Media & Investments Limited
503, 504 & 507, 5th Floor, Mercantile House
15, Kasturba Gandhi Marg
New Delhi - 110 001

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DISCLOSURES UNDER REGULATION 29(1)/29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	Network18 Media & Investments Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer (**)	M/s Adventure Marketing Private Limited		
3. Whether the acquirer belongs to Promoter/Promoter group	Yes, the acquirer belongs to Promoter/Promoter Group.		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition of shares/voting rights/holding of the Acquirer and PAC	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
Before the acquisition under consideration, holding of : (**)			
a) Shares carrying voting rights	500	0.00034	0.00030
b) Voting rights (VR) otherwise than by equity shares	-	-	-
c) Warrants/convertible securities (SOFCDs) /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) (#)	3,115,264	2.12	1.92
Total (a+b+c)	3,115,764	2.12034	1.9203
Details of acquisition			
a) Shares carrying voting rights acquired	8,278,180	5.65	5.09
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the			

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acquirer to receive shares carrying voting rights in the IC (specify holding in each category) acquired			
Total (a+b+c)	8,278,180	5.65	5.09
After the acquisition, holding of			
a) Shares carrying voting rights	8,278,680	5.65	5.09
b) VRs otherwise than by equity shares	-	-	-
c) ~~Warrants/~~ convertible securities (SOFCDS) /any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition (#)	3,115,264	2.12	1.92
Total (a+b+c)	11,393,944	7.77	7.01
6. Mode of acquisition (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Off market transaction, Inter-se Promoter Group Transfer, exempted Under Regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011		
7. Date of acquisition of/ ~~date of receipt of intimation of allotment of shares~~ /VR/ ~~warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.~~	August 16, 2012		
8. Equity share capital / total voting capital of the TC before the said acquisition	146,559,272		
9. Equity share capital/ total voting capital of the TC after the said acquisition	146,559,272		
10. Total diluted share/voting capital of the TC after the said acquisition	165,250,857		

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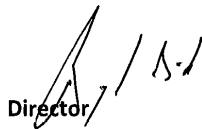
Note:

(**) Please refer to **Annexure -A** for Pre and Post Shareholding of the Acquirer and Promoter/Promoter Group.

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of 18,691,585 SOFCDs of Rs.160.50.

(#) Secured Optionally Fully Convertible Debentures of Rs.160.50 each. The TC has a total of Outstanding 18,691,585 SOFCDs of Rs.160.50. Further the acquirer has given an undertaking to not exercise the conversion option for conversion of SOFCDs into equity shares during the conversion period of 18 months from the date of issuance of SOFCDs and not transfer SOFCDs.

For **Adventure Marketing Private Limited**


Director

Place: Noida

Date: August 17, 2012

NETWORK18 MEDIA & INVESTMENTS LIMITED Shareholding of "Promoter and Promoter Group"										
Pre Proposed Transaction					Post Proposed Transaction					
Sl No	Name of the Shareholder	Equity Shares		SCF (L)		Equity Shares		SCF (L)		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of total capital	Number of convertible securities held	As a % of total capital	No. of Shares held	As a % of total capital	Number of convertible securities held	As a % of total capital	
1	RB HOLDINGS PRIVATE LIMITED	66876617	25.11%	6270529	4.25%	0	0.00%	6270529	4.25%	1.11
2	NETWORK18 EMPLOYEES WELFARE TRUST (held in the name of its Trustee Mr. R D S Bawa)	15922229	10.86%	0.00	0.00%	15922229	10.86%	0.00	0.00%	9.64
3	BAGHAV BAHU	12714764	8.69%	0.00	0.00%	12714764	8.69%	0.00	0.00%	0.00
4	RB INVESTMENTS PRIVATE LIMITED	1731454	2.55%	0.00	0.00%	1731454	2.55%	0.00	0.00%	0.00
5	RITU KAPUR	641347	0.44%	0.00	0.00%	641347	0.44%	0.00	0.00%	0.01
6	TV18 EMPLOYEES WELFARE TRUST	568617	0.39%	0.00	0.00%	568617	0.39%	0.00	0.00%	0.14
7	VANDANA MALIK	87566	0.06%	0.00	0.00%	87566	0.06%	0.00	0.00%	0.05
8	BAGHAV BAHU	86995	0.06%	0.00	0.00%	86995	0.06%	0.00	0.00%	0.00
9	NETWORK18 EMPLOYEES WELFARE TRUST	59878	0.04%	0.00	0.00%	59878	0.04%	0.00	0.00%	0.04
10	SURHASH BAHU	58818	0.04%	0.00	0.00%	58818	0.04%	0.00	0.00%	0.04
11	BAGHAV BAHU	50213	0.03%	0.00	0.00%	50213	0.03%	0.00	0.00%	0.00
12	VANDANA MALIK	7145	0.00%	0.00	0.00%	7145	0.00%	0.00	0.00%	0.00
13	RB MEDIASOFT PRIVATE LIMITED	5000	0.00%	0.00	0.00%	5000	0.00%	0.00	0.00%	5.01
14	RB MEDIASOFT PRIVATE LIMITED	5000	0.00%	0.00	0.00%	5000	0.00%	0.00	0.00%	7.67
15	RITU KAPUR	2166	0.00%	0.00	0.00%	2166	0.00%	0.00	0.00%	0.00
16	WATERMARK INFRASTRUCTURE PRIVATE LIMITED	500	0.00%	3115264	2.13%	1.89	8278680	5.65%	3115264	2.13%
17	COLORFUL MEDIA PRIVATE LIMITED	500	0.00%	3115264	2.13%	1.89	8278680	5.65%	3115264	2.13%
18	ADVENTURE MARKETING PRIVATE LIMITED	500	0.00%	3115264	2.13%	1.89	8278680	5.65%	3115264	2.13%
19	RB MEDIA HOLDINGS PRIVATE LIMITED	500	0.00%	3115264	2.13%	1.89	8278680	5.65%	3115264	2.13%
20	MANU KAPUR	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
21	PRAMOD KAPUR	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
22	INFOMEDIA 18 LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
23	BIG TREE ENTERTAINMENT PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
24	DIGITAL 18 MEDIA LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
25	RIGHTSTORY.COM LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
26	MOHITKANTH DOT COM INDIA LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
27	BK MEDIA PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
28	KEYMAN FINANCIAL SERVICES PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
29	NETWORK18 PUBLICATIONS LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
30	RB SOFTWARE PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
31	RB INVESTMENTS PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
32	RVT SOFTECH PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
33	CAPITAL18 FINCAP PRIVATE LIMITED (EARLIER VY HOLDINGS PVT.LTD.)	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
34	VY SOFTECH PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
35	RRK FINHOLD PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
36	RVT FINHOLD PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
37	VY MEDIA PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
38	E - 18 LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
39	WEB18 HOLDINGS LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
40	NR18 MEDIA PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
41	WS MEDIA VENTURES PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
42	TV18 BROADCAST LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
43	SETPR18 US INHOLDING LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
44	NEWSWIRE18 LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
45	TV18 HOME SHOPPING NETWORK LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
46	TELEVISION EIGHTEEN MEDIA AND INVESTMENTS LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
47	BK HOLDINGS LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
48	TELEVISION EIGHTEEN MAURITIUS LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
49	TV18 HSN HOLDINGS LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
50	NAMONO INVESTMENTS LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
51	RVT HOLDINGS PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
52	COLORCUM MEDIA PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
53	STARGAZE ENTERTAINMENT PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
54	WEBCHUTNEY STUDIO PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
55	GREYCELLS18 MEDIA LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
56	CAPITAL18 LIMITED, MAURITIUS	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
57	CAPITAL18 ACQUISITION CORP	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
58	RRK HOLDINGS PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
59	RRK MEDIA PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
60	RRK SECURITIES PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
61	BK MEDIA MAURITIUS PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
62	WEB18 SECURITIES PRIVATE LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
63	NETWORK18 HOLDINGS LIMITED, CAYMAN ISLANDS	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
64	TV18 UK LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
65	WEB18 SOFTWARE SERVICES LIMITED	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
66	GLOBAL BROADCAST EMPLOYEES WELFARE TRUST	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
67	IBN18 TRUST	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
68	MST VIDUR BAHU	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
69	MISS TARA BAHU	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
70	MR SANDEEP KAPUR	0	0.00%	0.00	0.00%	0	0.00%	0.00	0.00%	0.00
TOTAL		70790089	48.30%	18691585	12.75%	42.84	70790089	48.30%	18691585	12.75%

Secured Optionally Fully Convertible Debentures of Rs.160.50 each.

Handwritten signature/initials

