



NETWORK18 MEDIA & INVESTMENTS 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 NOTICE

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

Dear Preference Shareholder(s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 to the holders of 5% Non Convertible Cumulative Preference Shares (Preference Shareholders) to consider and if thought fit, to pass the Resolution contained in this notice by way of Postal Ballot.

The proposed resolution and the explanatory statements thereto along-with a Postal Ballot Form are enclosed with this Notice for your consideration. This notice is being sent under certificate of posting to all the preference shareholders whose name appears in the Register of Preference Shareholders as on **Wednesday, June 30, 2010**.

The Company has appointed Mr. Anil K. Bhayana, a Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same duly completed, 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. 5.00 P.M. on **Friday, August 13, 2010** to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the preference shareholders. Upon completion of the scrutiny of the Forms, the Scrutinizer shall submit his report to the Company. The results of the Postal Ballot will be announced on **Monday, August 16, 2010** at 5.00 P.M. at the Registered Office of the Company and will be published in leading English and Hindi newspapers in New Delhi after such announcement.

To consider and if thought fit, to give assent/dissent to the following Resolution:

As Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 80, 87, 106, 192A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, terms of the issue and subject to such other approvals/ sanctions as may be required, the consent of 5% Non Convertible Cumulative Preference Shareholders of the Company be and is hereby accorded for alteration of their rights, by way of waiving off voting rights (if any) on 5% Non Convertible Cumulative Preference Shares arising or to be arising in terms of provisions of section 87 of the Companies Act, 1956.

RESOLVED FURTHER THAT for the purpose of giving effect to the above matter and to settle any question, difficulty or doubt that may arise in this regard, Mr. Raghav Bahl,

Managing Director, Mr. R.D.S. Bawa, CFO and Ms. Shilpa Verma, Manager- Corporate Affairs & Company Secretary of the Company, be and are hereby authorized severally 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 to give effect to the aforesaid resolution."

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

Item No. 1

Your Company has received letters from the preference shareholders of the Company for waiver of voting rights arising or to be arising in terms of the Companies Act with a request to pass a special resolution of class holders in this regard. In terms of provisions of section 106 and section 192A of the Companies Act, 1956 and read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 approval of preference shareholders by way of a special resolution is required for alteration of rights attached to any class of shares by a special resolution passed by means of a postal ballot.

Accordingly, the waiver off/ forgoing any voting rights arising or to be arising in terms of section 87(2) (b) of the Companies Act, 1956 on 5% Non Convertible Cumulative Preference Shares ("NCCPS") is being sought in accordance with the provisions of section 106 of the Companies Act and Article 52 of the Articles of Association of the Company read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001. Other terms and conditions of NCCPS would remain unchanged, as stipulated at the time of issue of NCCPS as per the rights issue letter of offer as modified from time to time.

The Board of Directors accordingly, recommends the resolution set out in the accompanying Notice for the approval of the preference shareholders of the Company.

Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

None of the Directors of the Company except Mr Raghav Bahl, Ms Vandana Malik and Ms Subhash Bahl are in any way, concerned or interested in the said resolution.

By Order of the Board
For Network18 Media & Investments Limited

Sd/-

Shilpa Verma
Manager-Corporate Affairs
& Company Secretary

Place : Mumbai
Date : July 7, 2010

CERTIFIED TO BE TRUE COPY.

Shilpa Verma
Manager-Corporate Affairs
& Company Secretary



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POSTAL BALLOT FORM

Sl. No:

1. Name(s) of Preference Shareholder(s) (in block letters)
(including joint holders, if any)

2. Registered address of the sole/first
named Preference Shareholder

3. Registered folio No./DP ID No./Client ID No.*
(* Applicable to investors holding Preference Shares
in dematerialized form)

4. Number of 5% Non Convertible Cumulative Preference Shares held

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the
business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing
the tick (✓) mark at the appropriate box below.

Sl. No.	Resolution	No. of Preference shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	To consider alteration of rights on preference shares.			

Place:

Date:

Signature of the Preference Shareholder

Instructions

1. A Preference Shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form (in original) and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the preference shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed on the authority of the Board of Directors of the Company.
3. This form should be completed and signed by the preference shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named preference shareholder and in his absence, by the next named preference shareholder.
4. Unsigned Postal Ballot Form will be rejected.
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on **Friday, August 13, 2010**. Postal Ballot Form received after this date will be strictly treated as if the reply from the preference shareholders has not been received.
6. In case of shares held by companies, trust, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board/Trustee Resolution/ Authority.
7. Voting rights shall be reckoned on the paid up value of preference shares registered in the name of the preference shareholders as on **Wednesday, June 30, 2010**.
8. Preference Shareholders are requested not to send any other paper along-with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.