

POSTAL BALLOT FORM

Serial No. _____

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956)

(1) Name & Registered address of the Sole First named Member (in block Letters)

(2) Name of the joint Member(s), if any

(3) Registered Folio No. / DP ID No. & Client ID No. *

(*Applicable to members holding shares in dematerialised form)

(4) Number of Shares held

(5) 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 21st February 2013 by conveying my/our assent or dissent to said Resolutions by placing the tick (✓) mark at the appropriate box below:

Brief description of the resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Resolution under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to sell Company's Undertaking comprising of its Business Directories viz. 'Yellow Pages' and 'ASK Me' along with related assets.			

Place Date _____ Signature of the Shareholder

Following Particulars to be used only in case Member opts for e-voting

ELECTRONIC VOTING PARTICULARS

ESVN (Electronic Voting Sequence Number)	USER ID	PASSWORD

Note: Last date for receipt of Postal Ballot Forms by the Scrutinizer is 5:00 p.m. on Thursday, March 28, 2013.

Please read the instructions overleaf carefully before completing the Ballot Form.

Dear Member (s),

NOTICE is hereby given, pursuant to Section 192A of the Companies Act, 1956, as amended, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, Network18 Media & Investments Limited (hereinafter referred to as "Company" or "Network18") proposes to obtain consent of its Members for the following Ordinary 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 members whose names appear in the Register of Members of the Company as on Friday, February 15, 2013.

The Board of Directors of Network18 have appointed Mr. Anil K. Bhayana, a Practicing Company Secretary, as 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 and binding.

You are requested to carefully read the instructions printed on the accompanying Postal Ballot Form and return the same (in original, photocopy not allowed) 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 5:00 p.m. on Thursday, March 28, 2013 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received. Accordingly Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.

The Company is pleased to offer e-voting facility as an alternate, for its Members. The procedure for e-voting is given after the Explanatory Statement below.

The Scrutinizer will submit his final report on Thursday, March 28, 2013. The results will be announced by the Managing Director or the Company Secretary of the Company on March 28, 2013 at the registered office of your Company at 8:00 p.m. The result of the Postal Ballot will also be displayed at the registered office of your Company and communicated to the stock exchanges where your Company's shares are listed and intimated through a public notice in newspapers. The result will also be put on the Company's website i.e. www.network18online.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of result.

PROPOSED RESOLUTION

(1) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a), Section 192A read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time) and subject to approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, and subject further to such other term(s), condition(s), stipulation(s), alteration(s), amendment(s) or modification(s) as may be required, specified or suggested by any of such appropriate authorities, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a committee thereof) to sell and transfer the Company's Undertaking comprising of its Business Directories viz. 'Yellow Pages' and 'ASK Me' along with related assets including (but not limited to), employees, intellectual properties including (but not limited to) all licenses, patents, know how, permits, consents, customer data base, internet domain name, trademark, brand names, approvals, and liabilities (if any), as a slump sale or otherwise in such manner, in such form, terms and conditions and on such consideration as may be deemed prudent, desirable and necessary by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do and perform all such acts, matters, deeds and things, as it may at its discretion deem necessary or desirable for such purpose including but without limited to, delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company, appointment of consultants, solicitors or any other agencies as may be required and entering into arrangements for sale of undertakings and such other arrangements and agreements, as may be necessary and to settle any questions, difficulties or doubts that may arise in regard to any such matter, without being required to seek any further clarification, consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution".

By Order of the Board
For Network18 Media & Investments Limited

Date : February 21, 2013
Place : Noida

Yug Samrat
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) READ WITH SECTION 192A OF THE COMPANIES ACT, 1956

In line with the stated objective of monetizing the non-core assets of Network18 profitably and allowing a greater focus on the Company's core digital and publishing businesses, the Board of Directors of Network18 vide its meeting held on 21st February, 2013, subject to approval of the Members, provided its approval for evaluating opportunities for reorganizing and/or divesting the Undertaking of the Company comprising of Business Directories viz. 'Yellow Pages' and 'ASK Me' along with related assets including (but not limited

to), the employees, intellectual properties including (but not limited to) all licenses, patents, know how, permits, consents, customer data base, internet domain name, trademark, brand names approvals and liabilities (if any), as a slump sale or otherwise. The Board of Directors are of the view that this would enable greater management focus on core businesses of the Company, thereby generating value for the Members in the long run.

Section 293(1)(a) of the Companies Act, 1956 provides inter alia that the Board of Directors of a Public Company shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking or undertakings of the Company except with the consent of the members of the Company. Accordingly, the approval of the Members is being sought through Postal Ballot for passing the Ordinary Resolution as set out in the above Notice.

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

The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company and hence recommends this Ordinary Resolution for the approval of the Members

By Order of the Board
For **Network18 Media & Investments Limited**

Date : February 21, 2013
Place : Noida

Yug Samrat
Company Secretary

E-VOTING OPTION

The Company has made arrangements with National Securities Depository Limited to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that E-voting is optional.

The instructions for Members opting for e-voting are as under:-

- a) In case of Members receiving e-mail from NSDL:
 - (i) Open e-mail and open .PDF file viz; Network18 e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” of Network18 Media & Investments Limited.
 - (viii) Now you are ready for e-Voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: anielbhayana@hotmail.com or investors.n18@network18online.com with a copy marked to evoting@nsdl.co.in
- b) In case of Members receiving Postal Ballot Form by Post:
 - (i) Initial password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (a) above, to cast vote
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-Voting User Manual for members, available at the download section of www.evoting.nsd.com.
- d) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote. Please note that e-voting is allowed upto 5:00 p.m. on Thursday, March 28, 2013.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f) Members who have registered their e-mail-ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members have the option to vote either through e-voting or through Postal Ballot Form. Please note that if a member has opted for e-voting, then he/she should not vote through postal ballot form and vice-a-versa. However, in case a member has cast their vote both through e-voting and Postal Ballot, then voting done through postal ballot shall be ignored and voting done through e-voting shall be treated as a valid vote.
- g) Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can seek Postal Ballot Form from Kavy Computershare Private Limited, Registrar & Transfer Agent, Plot Nos.17-24, Vittal Rao Nagar, Madhapur, Hyderabad 500 081, India.

INSTRUCTIONS FOR POSTAL BALLOT

1. In terms of section 192A of the Companies Act 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, and with a view to ensure participation of all Members 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 Member 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 Member, 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 Member. In case of joint holdings, this form should be completed and signed (as per the signature registered with the Company) by first named Member and in his absence, by the next named Member.
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 5:00 p.m. on Thursday, March 28, 2013. For this purpose, a self-addressed postage pre-paid envelope is enclosed herewith. Please note that any response received from the Members after 5:00 p.m. on Thursday, March 28, 2013 will be treated as if the reply from such Member has not been received and shall not be counted for the purpose of passing the Resolution. Accordingly Members 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 Member 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 Members as on Friday, February 15, 2013.
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.