



NETWORK18 MEDIA & INVESTMENTS LIMITED

Registered Office: 601, 6th Floor, Commercial Tower, Hotel Le Meridien, Raisina Road, New Delhi 110 001.
Corporate Office: Express Trade Tower, Plot No. 15 and 16, Sector 16 A, Noida, Uttar Pradesh 201 301

FIRST & FINAL CALL MONEY NOTICE TO THE HOLDERS OF PARTLY CONVERTIBLE CUMULATIVE PREFERENCE SHARES ISIN NO. IN9870H03017

LAST DATE OF PAYMENT
AUGUST 7, 2008

Dear Sir

Sub.: Issue of 1,02,96,451 Partly Convertible Cumulative Preference Shares (PCCPS) of Rs. 200 each for cash at par aggregating to Rs. 20,592.90 lakhs to the equity shareholders on a Rights basis in the ratio of one PCCPS for every five equity shares held as on the Record Date i.e. March 18, 2008 (hereinafter defined). There will be one detachable warrant for every PCCPS and the Detachable Warrant will be issued on the PCCPS becoming fully paid up ("issue").

The Board of Directors of the Company at its meeting held on April 29, 2008, decided to make the first & final call on PCCPS as per the terms of the Letter of Offer dated March 7, 2008. Under the terms of Letter of Offer an amount of Rs. 100/- per PCCPS is due for payment towards the first & final call money.

The Company had in consultation with the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), fixed, Tuesday, July 1, 2008 as the Record Date for the purpose of ascertaining the holders of PCCPS to whom the first & final call money notice would be sent. As such, call money notice is hereby given to you to pay the first & final call money as per the details given herein below:

The Call money is required to be paid on any working day, at HDFC Bank branches at the locations mentioned overleaf on or before August 7, 2008.

Call Notice Number	Folio Number/ DP & Client ID	No. of PCCPS Held	Amount Due per PCCPS (Rs.)	Total Amount due (Rs.)

You are requested to pay the first & final call money on or before August 7, 2008, failing which you will be liable to pay interest at the rate of 12 percent per annum on the amount due from the last date fixed for payment of the call money till the time of actual payment. Failure to pay the Call Money as aforesaid shall render the PCCPS including the amount already paid thereon, liable to forfeiture. Please read carefully the instructions printed overleaf.

Yours faithfully,

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


Shilpa Aggarwal
 Company Secretary

ACKNOWLEDGEMENT SLIP

Received by Cheque/ DD No.dated.....for
 Rs.....drawn on.....(name
 of the bank & branch) the amount aforesaid being the Call money payable forPCCPS.

Place
Date

Collecting Bank' Signature & Stamp
Date.....2008

Note: Cheque is subject to realisation



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To be attached by the Collecting Branch and sent along with the Statement to the Controlling Branch)

Call Notice Number	Folio Number/ DP & Client ID	No. of PCCPS Held	Amount Due per PCCPS (Rs.)	Total Amount due (Rs.)

Payment details (to be filled in by the shareholder)

Call Money Due (Rs.)	Interest for the delayed Period (Rs.) (Applicable for the payment made after August 7, 2008)	Total Amount Paid (Rs.)

Cheque/ DD No.	Drawn On (Bank & Branch)	Date of Payment	Bank Serial No. (To be filled in by the Bank)

GENERAL INSTRUCTIONS

1. A separate Cheque/ Demand Draft must accompany each Call Notice. Cheque/ Demand Draft should be made payable to "Network18 Media & Investments Limited-Call Money" and crossed "Account Payee Only."
2. Shareholders residing at a place other than the cities where the Bank Collection centers are opened should send their call money along with the completed acknowledgement slip by registered post/ speed post to the Registrar to the Issue along with Demand Draft/ at par cheque, net of Bank and postal charges in favour of "Network18 Media & Investments Limited-Call Money" in case of resident shareholders.
3. The payment of call money by non resident shareholders/ FIs must be made by demand draft/ cheque payable at Mumbai drawn on "Network18 Media & Investments Limited – Call Money – NR" and crossed "A/c Payee only" or funds remitted from abroad in any of the following ways:
 - (a) By Indian Rupee drafts purchased from abroad and payable at Mumbai or funds remitted from abroad (submitted along with Foreign Inward Remittance Certificate); OR
 - (b) By cheque/ draft on a Non-Resident External Account (NRE) or FCNR Account maintained at Mumbai; OR FIs registered with SEBI must remit funds from Special non resident rupee deposit account.
4. Non payment of the Call money will also make the PCCPS liable to forfeiture, including the amount paid thereon, in terms of the Articles of Association of the Company.
5. Cheque/ Demand Draft should be drawn on any banks including Co-operative Bank which is situated at and is a member or a sub-member of the Banker's clearing House located at the Centre where this Call Notice is presented. Outstation Cheques/ Bank Drafts, Money Orders, Stock invests and Postal Orders will not be accepted. No post dated cheque will be accepted and is liable to be rejected.
6. The Call money due on the number of Partly Convertible Cumulative Preference Shares held by the investors needs to be paid in full. Investors may please note that no part payment would be accepted.
7. The Call Notice along with the amount payable by cheque or demand draft must be presented at HDFC Bank branches at the following locations on or before August 7, 2008.

For Resident shareholders: **AGRA:** Shop No F3, F3-A, 1st Floor, Friend's Plaza, Sanjay Place • **AHMEDABAD:** HDFC Bank House, Near Mithakali Six Roads, Amritsar- 1st Floor, R.S Towers, Hall Bazar • **BANGALORE:** No 8 / 24 Salco Centre, Richmond Road, **BARODA:** 5th Floor, Midway Heights, Next To Panchmukhi Hanuman Temple, Lokmanya Tilak Road, Kirti Mandir, Near Kala Ghoda, Raopura • **Bhavnagar:** 1st Floor, Gopi Arcade, Opp Takhteshwar Post Office, Waghawadi Road • **BHOPAL:** Service Branch, 1st Floor, Z-1, Zone 1, MP Nagar • **BHUBANESHWAR:** Junction of Janpath & Gandhi Marg, Hotal Jajati Complex, Kharvelanagar, Unit - III, Master Canteen Square • **CHANDIGARH:** SCO 371/372, Sector 35 B • **COCHIN:** 1st Floor, SI Plaza, Palarivattom • **COIMBATORE:** 1635 Classic Tower, Trichy Road • **DEHRADUNE:** 56, Rajpur Road, Delhi- Figops, 1st Floor, Kailash Building, 26 K G Marg • **GUWAHATI:** Fancy Bazar Branch - Wbo, Mishra Complex Jail Road • **HYDERABAD:** 6-1-73 3rd Floor Saeed Plaza, Lakadikapaul • **INDORE:** 3 Rd Floor, 9/1A, U.V.House, South Tukonj • **JAIPUR:** 1st Floor, O - 10, Ashok Marg, Ahimsa Circle, C Scheme • **JAMNAGAR:** Plot No 6, Park Colony, St Ann's School, Bedi Bunder Road • **KANPUR:** Navin Market Branch, 15/46 Civil Lines • **KOLKATA:** Abhilasha II, 6, 1st Floor, 6 Royd Street • **LUCKNOW:** Pranay Tower, Darbari Lal Sharma Marg, Beside Pratibha Cinema • **LUDHIANA:** Cms Dept, 5th Floor, Mall Road, Chennai- Mariam Centre, Ground Floor, 751 B, Anna Salai • **MANGALORE:** M.N Towers, Kadri, Margoa- Ranghavi Building, Opp Municipality Garden, Dr George Barette Road • **MUMBAI:** Maneckjiwadia Building, Nanik Motwani Marg • **PUNE:** Millennium Tower, 5th Floor, 885 Bhandarkar Road, Opp Sane Dairy • **PATNA:** Rajendra Ram Plaza, Exhibition Road • **RAJKOT:** Opp Alfred High School, 2nd Floor, Panchratna Bldg, Jawahar Road • **SURAT:** 7th Floor, Kashi Plaza, Next to Dr Bipin Desai Children Hospital, Majura Gate • **VISHAKAPATNAM:** 1st Floor, Poduri Castle above Rayomond Showroom, Dwarka Nagar • **NAGPUR:** 303 & 304, 3rd Floor, Wardh Road, 12, Milestone, Near Lokmat Square.

For Non Resident Applicants-

MUMBAI: Maneckji Wadia Bldg, Grd Floor, Nanik Motwani Marg, Fort, Mumbai 400 018.

8. After the last date of payment, i.e. August 7, 2008, HDFC Bank Branches at the aforesaid locations will not accept any Call money payment. Such Call money payment along with interest at the rate of 12 percent per annum for the delayed period should be sent by Registered Post/ Speed Post, unless presented personally, to the Registrar to the Issue or at the address given in instruction 15 below.
9. The shareholders to note that the PCCPS ISIN No. IN9870H03017 which are listed on the BSE and NSE is suspended from trading with effect from June 24, 2008.
10. As per the terms of the offer, the Company will take necessary steps to appropriate Rs. 50 out of the Issue Price of Rs. 200/- towards the issuance of one Equity share (Rs. 5 towards face value and Rs. 45 towards share premium). After part conversion of the PCCPS in to one equity Share, the PCCPS will continue to be traded as a preference share for the balance amount of Rs. 150/-. The Company will also issue one detachable warrant on PCCPS becoming fully paid up. The same will also be freely and separately traded on Stock Exchanges.
11. The new fully paid up Equity Share to be allotted on the conversion shall rank pari passu with the existing equity shares of the Company in all respect including dividend. The new shares will be credited to your demat account as mentioned in the call money notice and in case of folio no. physical share certificate shall be dispatched at your address registered with the Company.
12. The Company will take the appropriate action for the listing of new equity shares and warrants issued upon the PCCPS becoming fully paid up.
13. The holders of PCCPS who have paid call money due at the designated bank branches will receive endorsement stickers after 6 weeks from the last date specified for the payment of call money. In the event of the stickers not being received within 10 weeks from the last date of payment, a request may be made along with a xerox copy of the receipted call notice to the Registrar to the Issue.
14. In case of non receipt of Call money notice, shareholders can request for the duplicate Call money notice at the registered office of the Company or Registrar to the Issue. However the same may also be downloaded from the company's website www.network18online.com.
15. All correspondence in this regard may be addressed to :

Alankit Assignments Limited

2E/21, Jhandewalan Extension

New Delhi 110 055

**PRINTED MATTER
UNDER CERTIFICATE OF POSTING**

If undelivered please return to:
Alankit Assignments Limited
(Unit : Network18 Media & Investments Limited)
ALANKIT HOUSE
2E/21, Jhandewalan Extension
New Delhi - 110 055