



# ibn18 BROADCAST LIMITED

Registered Office: 601, 6<sup>th</sup> Floor, Commercial Tower, Hotel Le-Meridien, Raisina Road, New Delhi-110 001.  
Corporate Office: Express Trade Tower, Plot No.15 & 16, Sector 16A, Noida-201301, U.P.



## NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of **ibn18 Broadcast Limited** will be held on Friday, the 27th June, 2008 at 11.15 A.M at FICCI , Golden Jubilee Auditorium, Tansen Marg, New Delhi – 110 001, to discuss the following matters :

To consider, and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to Section 78, Section 100 and other applicable provisions of the Companies Act, 1956, if any, (including any statutory modification or re-enactment thereof for the time being in force) read with Clause 3 and 6 of the Articles of Association of the Company, subject to the confirmation of the Hon’ble High Court of Delhi and subject to such other regulatory approvals as may be required and as an integral part of the Scheme of Arrangement between the Company, BK Fincap Private Limited and Jagran TV Private Limited and their respective shareholders and creditors (hereinafter referred to as the **“Scheme”**), the approval of equity shareholders of the Company be and is hereby given to the reduction of the Securities Premium account of the Company for writing off (a) the amount representing the differential arising on account of consolidation as envisaged in the Scheme, more specifically as provided in Clause 9 of the Scheme and (b) debit balance in the Profit and Loss Account of the Company amounting to Rs 659,525,644, representing the cash loss component i.e. “Accumulated losses excluding unabsorbed depreciation” , as appearing in the books of accounts of the Company (Rupees Six Hundred and Fifty Nine Million Five Hundred and Twenty Five Thousand Six Hundred and Forty Four only)”.

**RESOLVED FURTHER THAT** in relation to reduction of the Securities Premium Account, for the purpose of giving effect to the above resolution and for the removal of any difficulties or doubts, Mr. Sameer Manchanda , Joint Managing Director , Mr. Raghav Bahl, Director , Mr. Gurdeep Singh Puri, General Manager Finance and Mr. Hitesh Kumar Jain, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, at their absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above as considered necessary to give effect to the above resolution or to carry out such modifications/

directions as may be ordered by the Hon’ble High Court of Delhi or any other regulatory authority while confirming/ passing requisite orders to implement this Resolution passed in the Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** in relation to reduction of Securities Premium Account, the above said officers be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the conduct of the process, and to execute and sign necessary documents, agreements, applications, petitions, affidavits to regulatory and other authorities, and to do all such acts, deeds, matters and things, as they may deem fit and proper, including appointment of Advocate(s), filing and verifying the petition, affirming affidavits, and appearing in Courts.

**RESOLVED FURTHER** in relation to reduction of Securities Premium Account, the above said officers shall also have the power to withdraw, in full or in part, effect modification and modify any applications made to regulatory authorities or the High Court/ other authorities, should such action be considered necessary or as may be ordered by the High Court/ other authorities.”

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto and forms part of this Notice.
3. Members and/or Proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.

By Order of the Board

Sd/-

Place: Noida  
Date : May 16, 2008

Hitesh Kumar Jain  
Company Secretary

**Explanatory Statement under Section 173(2) of the Companies Act, 1956**

The Board of Directors vide their meeting held on December 19, 2007 had approved the Scheme of Arrangement between your Company, BK Fincap Private Limited and Jagran TV Private Limited and their respective shareholders and creditors (hereinafter referred to as "**Scheme**"). Pursuant to Section 78, Section 100 and other applicable provisions of the Companies Act, 1956, powers granted under the Articles of Association of the Company and as an integral part of Scheme, the Board of Directors of the Company propose to utilize the Securities Premium Amount as appearing in the books of the Company for writing off (a) the amount representing the differential arising on account of consolidation as envisaged in the Scheme, more specifically as provided in Clause 9 of the Scheme, as increased by the expenses of the Scheme and (b) debit balance in the Profit and Loss Account of the Company amounting to Rs 659,525,644, representing the cash loss component i.e. "Accumulated loss excluding unabsorbed depreciation" as appearing in the books of accounts of the Company (Rupees Six Hundred and Fifty Nine Million Five Hundred and Twenty Five Thousand Six Hundred and Forty Four only).

The amount of Rs 659,525,644 to be set off as above, shall be appropriated only from the cash loss component i.e.

"Accumulated losses excluding unabsorbed depreciation" and no amount of "unabsorbed depreciation" shall be reduced. There shall not be any reduction of Securities Premium Account from the unabsorbed depreciation component and the amount of unabsorbed depreciation will remain unaffected by the reduction.

This reduction in Securities Premium Account is proposed to be done as an integral part of the Scheme; however, as a matter of abundant caution, it is proposed to obtain specific approval of the shareholders by means of a separate Special Resolution. This capital reduction is proposed to ensure that the capital structure of the Company better reflects the financial position of the Company, after consolidation as envisaged under the Scheme.

The Directors of the Company may be deemed to be concerned or interested in the above resolution only to the extent of shares held by them in the Company.

The Directors recommend the aforesaid special resolution for your approval.

By Order of the Board

Sd/-

Hitesh Kumar Jain  
Company Secretary

Place: Noida  
Date : May 16, 2008



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## ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the members of ibn18 Broadcast Limited to be held on Friday the 27<sup>th</sup> day of June 2008 at 11.15 A.M. at FICCI , Golden Jubilee Auditorium, Tansen Marg, New Delhi – 110 001

NAME(S) OF THE SHAREHOLDER(S)	Registered Folio No.
	Client ID No.
	DP ID No.
	No. of shares held

Name of Proxy (in block letters)  
(To be filled in, if the Proxy attends instead of the Member)

\_\_\_\_\_  
Shareholder/Proxy's Signature



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## PROXY FORM

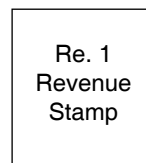
I/We ..... of ..... being a Shareholder of ibn18 BROADCAST LIMITED hereby appoint..... of..... or falling him..... of..... or falling him..... of..... as my/our Proxy in my/our absence to attend and vote for me/us and on my/our behalf at the meeting of the members of ibn18 Broadcast Limited to be held on Friday, the 27<sup>th</sup> day of June, 2008 at 11.15 A.M. at FICCI , Golden Jubilee Auditorium, Tansen Marg, New Delhi – 110 001

AS WITNESSED under my/our hand(s) this .....day of.....2008

Signed by the said .....

Regd. Folio No./Client ID No. ....

DP ID No. ....



### NOTES :

The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.



UPC/BOOK-POST

Network **18**

If undelivered please return to :

**ibn18 BROADCAST LIMITED**

601, 6th Floor, Commercial Tower, Hotel Le-Meridien,  
Raisina Road, New Delhi 110 001