

ibn18 BROADCAST LIMITED

Registered Office: 601, 6th Floor, Commercial Tower, Hotel Le-Meridien, Raisina Road, New Delhi - 110001

Corporate Office: 1st Floor, Express Trade Tower, Plot No.15 & 16, Sector 16A, Noida-201301 (U.P.)

POSTAL BALLOT NOTICE

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

Dear Shareholder (s),

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001 to the shareholders of ibn18 Broadcast Limited to consider and, if thought fit, to pass an ordinary resolution for increasing the authorized share capital of the Company, as contained in this notice by way of Postal Ballot.

The proposed ordinary resolution and the explanatory statement thereto, as required under the provisions of the Companies Act, 1956, along-with a Postal Ballot Form ("Form") is enclosed with this Notice for your consideration. This notice is being sent to all the members whose name appears in the Register of Members of the Company as on September 30, 2009.

The Company has appointed Mr. Anil K. Bhayana, a Practicing Company Secretary, as Scrutinizer and Mr. Pankaj Kumar, Corporate Consultant, as Alternate Scrutinizer (herein after referred as "Scrutinizer") for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed on the Form and return the same duly completed and signed, 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. 05:00 P.M. on Wednesday, November 11, 2009 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member. Upon completion of the scrutiny of the Forms, the Scrutinizer shall submit his report to the Company. The result of the Postal Ballot will be announced on Thursday, November 12, 2009 at 05:00 P.M. at the Registered Office of the Company and will be published in English and Hindi newspapers in Delhi after such announcement.

1. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT

- (a) pursuant to the provisions of sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956, the authorized share capital of the Company be and is hereby increased from Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty Crores) equity shares of face value of Rs. 2/- (Rupees Two only) each to Rs. 55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lacs) Equity Shares of face value of Rs. 2/- (Rupees Two only) each and that the new shares shall rank pari passu with the existing equity shares of the Company;
- (b) in Clause V of Company's Memorandum of Association, the words "The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty Crores) equity shares of face value of Rs. 2/- (Rupees Two only) each" be and are hereby substituted with the words "The Authorised Share Capital of the Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lacs only) equity shares of face value of Rs. 2/- (Rupees Two only) each" and

- (c) 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. Sameer Manchanda, Joint Managing Director, Mr. Raghav Bahl and Mr. Sanjay Ray Chaudhuri, Directors of the Company and Mr. Hitesh Kumar Jain, AGM-Corporate Affairs & Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign, seal, execute and file all such documents, instruments and writings as they may in their sole and absolute discretion deem fit, necessary or expedient."

For ibn18 Broadcast Limited

Sd/-

Hitesh Kumar Jain
AGM-Corporate Affairs
& Company Secretary

Date : September 24, 2009

Place : Noida

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

Your Directors wish to inform you that the Company is in expansion mode and requires to generate long term resources to meet out its expansion plans. The Board of Directors at their meeting held on September 24, 2009 decided to raise the funds by issue of equity shares on rights basis to existing shareholders of the Company. To accommodate the potential issue of additional equity shares under Rights Issue, it is proposed to increase the Authorized Share Capital of the Company.

The present Authorized Share capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty Crore) equity shares of face value of Rs. 2/- (Rupees Two only) each. Your Directors propose to increase the Authorised Share Capital of the Company to Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 27,50,00,000 (Twenty Seven Crore Fifty Lacs) equity shares of face value of Rs. 2/- (Rupees Two only), by addition of 7,50,00,000 (Seven Crore Fifty Lacs) equity shares of face value of Rs. 2/- (Two only) each. To increase the Authorized Share Capital of the Company, Clause V of the Memorandum of Association of the Company is required to be amended and therefore the Board recommends the resolution as set out in the Notice for your approval.

Your Directors recommend that resolution be passed as an ordinary resolution.

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

For ibn18 Broadcast Limited

Sd/-

Hitesh Kumar Jain
AGM-Corporate Affairs
& Company Secretary

Date : September 24, 2009

Place : Noida