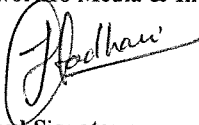
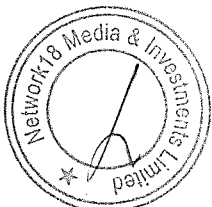


DEAL CONFIRMATION / CONTRACT NOTE

DATE OF CONTRACT	01-Dec-2025	
MATURITY VALUE	Rs200.00 Crores	
DUE DATE*	02-Mar-2026	
PRICE	Rs 197,10,34,000/-	@ 98.5517
DISCOUNT RATE	5.96 % p.a.	
ISSUE REFERENCE	N18/CP/90D/ICICI Pru/200Cr/5.96/02-Mar-2026/2025-26/56	
ISIN CODE	INE870H14WI3	
ISSUED BY	NATIONAL SECURITIES DEPOSITORY LTD.	
CREDIT RATING	India Rating A1+	ICRA A1+
o DATE OF RATING	25-Nov-2025	26-Nov-2025
o VALIDITY FOR ISSUANCE	60 Days	2 Month
o VALIDITY PERIOD OF RATING	Any CP till Redemption	Any CP till Redemption
o FOR AMOUNT	Rs. 2750.00 Crores	Rs. 2750.00 Crores
o CONDITIONS (if any)	None	
o CREDIT SUPPORT (if any)	NIL	
DESCRIPTION OF INSTRUMENT	Commercial Paper	
o AMOUNT	Rs200.00 Crores	
o ISSUED BY	Network18 Media & Investments Limited	
o IN FAVOUR OF	ICICI PRUDENTIAL LIQUID FUND	
o CONDITIONS IF ANY	NIL	
ISSUING AND PAYING AGENT	ICICI Bank Limited, Shop no 18, Unit no 1, 1st Floor, Shree Ganesh CHS, Sector 1, Vashi, Navi Mumbai- 400703	
* Issuer's liability under the CP will continue beyond due date, in case the CP is not Redeemed on due date		
SELLER OF CP	Network18 Media & Investments Limited	
PURCHASER OF CP	ICICI PRUDENTIAL LIQUID FUND	
SETTLEMENT INSTRUCTIONS VALUE DATE	02-Dec-2025	
FUNDS PLEASE CREDIT TO ISSUE PAYORDER FAVORING	ICICI Bank Limited A/c Network 18 Media & Investments Ltd. A/c No. 039305012367 (IFSC: ICIC0000393) for amount of Rs 197,10,34,000/-	
CP PLEASE DELIVER TO	DP Name : HDFC Bank Ltd.	
	DP ID :IN300126	
	Client ID: 11218417	
LEI Number	335800XDXM9BY4X3PA82	
MARKET CONVENTIONS	FIMMDA Conventions	
THE DEAL IS DONE BY (ON BEHALF OF SELLER) (ON BEHALF OF PURCHASER) ON (TRADE DATE) AT TIME OVER PHONE / IN PERSON	Mr. Ankit Jain As above	
NO RECOURSE IS AVAILABLE TO THE PURCHASER OF CP AGAINST PREVIOUS HOLDERS OF THE CP.		
THIS CONTRACT NOTE IS EXECUTED BY For Network18 Media & Investments Limited		
 Authorised Signatory (ON BEHALF OF SELLER OF CP)		(ON BEHALF OF PURCHASER OF CP)
NOTE: ISSUER IS THE SELLER OF CP IN CASE OF PRIMARY MARKET DEAL.		



Network18 Media & Investments Limited

(CIN - L65910MH1996PLC280969)

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LETTER OF OFFER

PART - I

Issuer Details

Name and address of Issuer	Network18 Media & Investments Limited, First Floor, Empire Complex,414, Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra, 400013	
Business Segment/Activity	Broadcasting, Digital Content, Print and Allied Businesses	
Chief Executive (Managing Director/President/CEO/CFO)	Mr. Rahul Joshi (Managing Director)	
Group Affiliation (If Any)	None	

PART - II

Issuer Details

ISIN CODE	INE870H14WI3	
PROPOSED DATE OF ISSUE	02-Dec-2025	
Amount	Rs 200 Crores	
TENOR	90 Days	
Date of Maturity*	02-Mar-2026	
ISSUE REFERENCE	N18/CP/90D/ICICI Pru/200Cr/5.96/02-Mar-2026/2025-26/56	
Proposed to be Listed/Unlisted	Proposaed to be listed at BSE	
End Use of CP	To finance operating expenditures and short term funding gaps	
MARKET CONVENTIONS	FIMMDA Conventions	
Credit Rating Details for the proposed issue		
Credit Rating Issuer	India Rating and research Pvt Ltd.	ICRA Rating Ltd.
Rating	IND A1+	ICRA A1+
• Date of Rating	25-Nov-2025	26-Nov-2025
• Validity of Issuance	60 Days	3 Months
• Validity period of rating	Any CP till Redemption	Any CP till Redemption
• For Amount	Rs 2750.00 Crores	Rs 2750.00 Crores
• Conditions (if any)	None	
• Long Term Credit rating obtained by the Issuer		
• Unaccepted Credit Rating assigned to the Issuer		
• Issuing and Paying Agent Details (Name and Address)	ICICI Bank Ltd, Shop No 18, Unit no 1, 1 st Floor, Shree Ganesh CHS, Sector-1, Vashi, Navi Mumbai- 400703	
• Credit Enhancement Details (if any)	NIL	
• DESCRIPTION OF INSTRUMENT	Commercial Paper	
• AMOUNT	Rs200.00 Crores	
• ISSUED BY	Network18 Media & Investments Limited	
• IN FAVOUR OF	INVESTORS IN COMMERCIAL PAPER	
• CONDITIONS IF ANY	The Proposed CP will be listed on the Stock Exchange(s) in terms of para 4 of the SEBI Circular SEBI/HO/IMD/DF2/CIR/P/2019/104 dt. 01-10-2019 & SEBI Circular SEBI/HO/DDHS/CIR/P/2019/115 dt. 22-10-2019	
Names and address of the Guarantor	NA	
Net Worth of the Guarantor	NA	
Extent of the Guarantee Offered By the Guarantor for the issue.	NA	
Condition Under Which The Guarantee Will Be Invoked	NA	

*** Issuer's liability under the CP will continue beyond due date, in case the CP is not redeemed on due date, even if the CP is in Demat.**

Part III

A. Issuer Financial Details

CP Borrowing	
Date of Board Resolution	October 12, 2024
• Limit Approved by Board	Rs 2,750.00 Crores
• Limit as per CRA	Rs 2,750.00 Crores
• Limited Approved by Regulator concerned (If applicable)	NA

B; Detail of CP and other Debt instruments outstanding as on date of letter of offer CP/ other Debt instruments (Including Liabilities not redeem on due date)

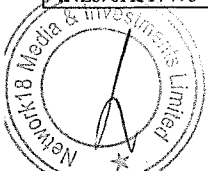
ISIN	ISSUE DATE	AMOUNT (RS)	MATURITY DATE	AMOUNT O/S	IPA	CRA/Rating	RATING AMOUNT
INE870H14VU0	02-Sep-2025	150,00,00,000	02-Dec-2025	150,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14VV8	03-Sep-2025	250,00,00,000	03-Dec-2025	250,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14VW6	04-Sep-2025	300,00,00,000	04-Dec-2025	300,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr

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INE870H14VX4	10-Sep-2025	250,00,00,000	10-Dec-2025	250,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14VZ9	11-Sep-2025	200,00,00,000	11-Dec-2025	200,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14VY2	12-Sep-2025	175,00,00,000	12-Dec-2025	175,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14WA0	15-Oct-2025	300,00,00,000	13-Jan-2026	300,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14WB8	16-Oct-2025	75,00,00,000	14-Jan-2026	75,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14WC6	03-Nov-2025	225,00,00,000	02-Feb-2026	225,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14WC6	04-Nov-2025	300,00,00,000	03-Feb-2026	300,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14WF9	11-Nov-2025	150,00,00,000	10-Feb-2026	150,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14WE2	12-Nov-2025	125,00,00,000	11-Feb-2026	125,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
INE870H14WG7	14-Nov-2025	150,00,00,000	13-Feb-2026	150,00,00,000	ICICI BANK	"IND A1+", "Care A1+"	Rs 2750 Cr
	Total			2650,00,00,000			

C Fund based facilities from Banks/Financial Institutions , if any

Name of the Bank	Nature of Facility	Sanction Limit (Rs)	Asset Classification
ICICI BANK LTD	WCDL/ Overdraft	332.50 Crore	Standard
IDFC FIRST BANK LTD	WCDL /STL/Overdraft	200 Crore	Standard
CITI Bank N.A.	WCDL /STL/Overdraft	500 Crore	Standard
Yes Bank Ltd	WCDL/CC	280.00 Crore	Standard

D Shareholding details of Promoters : As per Annexure attached

E Financial Summary of last three years audited financials

Particular	Rs In Crore			
	Q2 FY 2025-26	F Y 2024-25	F Y 2023-24	F Y 2022-23
EQUITY	771.00	771.00	771.00	523.47
NET WORTH	5,550.76	5,124.52	1,915.24	1017.12
INVESTMENT IN SUBSIDIARIES/AFFILIATES	5,237.31	5,470.31	2,002.93	3222.85
TOTAL DEBT OUTSTANDING - SHORT TERM (< 1 YEAR -OTHER DEBT	3,032.93	2,787.38	2,552.71	2,609.61
GROSS INCOME	907.58	1,896.21	1,817.73	187.21
OPERATING PROFIT (PBITD)*	11.54	33.48	18.00	54.42
GROSS PROFIT (PBTD)*	(78.89)	(163.19)	(149.50)	182.10
NET PROFIT (POST TAX)#	446.05	3,213.36	(185.41)	(186.53)
Audit Qualification, If Any	None	None	None	None

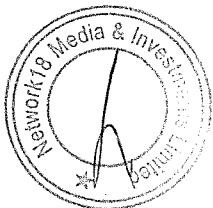
* excluding exceptional income of Rs.587.01 crore

including exceptional income of Rs.587.01 crore

F Details of Statutory auditor and changes thereof in the last three financial years

Details of the Statutory Auditor:

Name and address	Date of appointment	Remarks (viz. reasons for change etc.)
Deloitte Haskins & Sells LLP Indiabulls Finance Centre, Tower-3, 27th - 32nd Floor, Senapati Bapat Marg, Elphinstone Road(West), Mumbai - 400 013	25/09/2017	-



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Details of the change in statutory auditors in last three financial years including any change in the current year:

Sl. No.	Name, address	Date of appointment/resignation	Date of cessation (in case of resignation)	Remarks (viz. reasons for change etc.)
None				

G Details of default of CPs or any other Debt Instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year. None

H Details of any other material event/development having implications for the financials/credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision.

All the material events/ developments concerning the Company are disclosed to the Stock Exchanges as per the regulatory requirements and are available in the public domain.

I Material Litigation, If Any

Save as stated in the last published audited financial.

J Regulatory Strictures, if any

Statements of the Issuer, there is no other material litigation or regulatory strictures against the Issuer.

For Network18 Media & Investments Limited



Authorised Signatory
Date 01-Dec-2025

