

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS**

**NOTICE** be and is hereby given that an Extraordinary General Meeting of Viacom18 Media Private Limited (the “**Company**”) will be held on Tuesday, April 29, 2014 at 3.30 PM, on a shorter notice, at the registered office of the Company at Zion Bizworld, Subhash Road –‘A’, Vile Parle (East), Mumbai – 400 057, Maharashtra, India, to transact the following matters:

### **AS SPECIAL BUSINESS**

#### **Resolution No. 1**

#### **ISSUANCE OF 0.001% OPTIONALLY CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES (“OCRPS”)**

The Board of Directors has proposed that the Company issue and allot 2,000 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares (“**OCRPS**”) of face value of INR 10 each at a premium of INR 585 per OCRPS for an aggregate consideration of INR 1,190,000 to TV18 Broadcast Limited (“**TV18**”). In accordance with the provisions of Sections 62 and 42 of the Companies Act, 2013, along with rules framed thereunder and any other applicable laws, rules and regulations, the shareholders of the Company are required to approve such issuance by way of a special resolution.

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 62 and any other applicable provisions, if any, of the Companies Act, 2013, including the rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and any other applicable laws, regulations, policies or guidelines including any foreign investment law, policy or guideline in India, and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company, the consent, approval and sanction is hereby granted to create, offer, issue and allot 2,000 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of the Company of face value INR 10 each (“**OCRPS**”) at a premium of INR 585 per OCRPS for an aggregate consideration of INR 1,190,000 to TV18 Broadcast Limited (“**TV18**”) through a preferential allotment, on the following terms:

- (i) The OCRPS shall carry a non-cumulative right of dividend at a fixed rate of 0.001% per year, out of the profits of the Company and the payment of such dividend shall have priority over any dividend rights of the equity shares of the Company (the “**Equity**”

**Shares**"). The OCRPS will not have a right to any surplus dividend over and above the aforesaid dividend at a fixed rate of 0.001% per year.

- (ii) The OCRPS held by TV18 will not be Transferred to any person including to any Affiliate (as defined in the articles of association of the Company ("**Articles**") of TV18 without the express written consent of the Viacom Group. Any attempt to make a Transfer shall be null and void and the Company will not register any such Transfer. "**Transfer**" means to directly or indirectly sell, give, assign, hypothecate, pledge, encumber, grant a security interest in or otherwise dispose of, any OCRPS or any right, title or interest in any of the foregoing. Further, the "**Viacom Group**" means MTV Asia Ventures (India) Pte. Limited ("**MTV Asia**") and any affiliate of MTV Asia (which becomes a shareholder of the Company).
- (iii) In the event of a winding-up of the Company, the holder of the OCRPS will be entitled to a preferential right of return of the amount paid-up on the OCRPS due on the date of winding-up but shall have no further right or claim over any other assets of the Company or its subsidiaries, if any.
- (iv) The holder of OCRPS will not have any voting rights with respect to the preference share capital represented by the OCRPS, except as specifically provided under applicable law. If applicable law allows for the restriction of the aforesaid voting rights with respect to the preference share capital represented by the OCRPS by specifying such restrictions in the terms of the OCRPS or the Articles, such restrictions (to the maximum extent permissible under applicable law) will be deemed to be included in the terms of the OCRPS and the Articles.
- (v) If the Company has the ability to declare a dividend with respect to the OCRPS (as specified under paragraph (i) above) under Section 123 of the Companies Act, 2013, then the Company shall declare and pay such dividend to the holder of the OCRPS.
- (vi) Any variation to the terms of the OCRPS will require written consent of: (a) holders of at least three-fourths of the issued and paid-up OCRPS; and (b) holders of at least three-fourths of the issued and paid-up Equity Shares.

(vii) Conversion of the OCRPS:

(a) Subject to paragraph (ix) below, the OCRPS can be converted (in whole but not in part) into Equity Shares at any time after the 19 year anniversary from the date of issuance and allotment of the OCRPS at the option of the Company if and only if simultaneously with the conversion of the OCRPS and the issuance and allotment of Equity Shares to TV18 (“**OCRPS Equity Shares**”), such total number of Equity Shares that are equal to the OCRPS Equity Shares (“**Viacom Equity Shares**”) are issued and allotted to and are subscribed to by one or more of the entities comprising the Viacom Group (collectively, the “**Viacom Subscribing Entity**”).

(b) The number of OCRPS Equity Shares which will be issued upon conversion of the OCRPS will be determined in accordance with the following formula:

Number of OCRPS Equity Shares = INR 1,190,000 **divided by** the Subscription Price.

“**Subscription Price**” means the higher of: (a) INR 595, or (b) fair market value (determined in accordance with the relevant applicable law) of each Equity Share at which the Viacom Subscribing Entity is eligible under the relevant applicable law to subscribe at the time when the Equity Shares are issued and allotted to the Viacom Subscribing Entity simultaneously with conversion of the OCRPS into the OCRPS Equity Shares.

(c) Any decision relating to conversion of the OCRPS on behalf of the Company will only be taken by the RPS Committee (as defined in paragraph (viii)(b) below).

(d) Once the RPS Committee on behalf of the Company takes the decision to exercise the option to convert the OCRPS into Equity Shares in exercise of its option as referred in paragraph (vii)(a) read with paragraph (vii)(c), it will issue a notice (“**Conversion Notice**”) to both TV18 and the Viacom Group informing them about the Company’s intention to convert the OCRPS into Equity Shares.

(e) After the issuance of the Conversion Notice and receipt thereof by TV18 and the Viacom Group, the Company will immediately take all the actions required

(including necessary corporate approvals) for conversion of the OCRPS, the issuance and allotment of the OCRPS Equity Shares to TV18 and issuance and allotment of the Viacom Equity Shares to the Viacom Subscribing Entity. Once all the aforesaid requirements have been completed, as certified by the Company, the Company will, on the same date and simultaneously, issue and allot: (a) the Viacom Equity Shares to the Viacom Subscribing Entity in consideration of the Subscription Price for each Viacom Equity Share; and (b) the OCRPS Equity Shares to TV18.

- (f) The number of OCRPS Equity Shares and Viacom Equity Shares will always be equal. The OCRPS will not be converted into Equity Shares and no such OCRPS Equity Shares will be issued and allotted to TV18 if simultaneously the Viacom Equity Shares are not issued to and subscribed to by the Viacom Group. The total amount payable by the Viacom Subscribing Entity for subscribing to the Viacom Equity Shares will be INR 1,190,000.
  - (g) The OCRPS Equity Shares issued and allotted upon conversion of the OCRPS will rank *pari passu* and shall have the same rights as the Equity Shares.
- (viii) Redemption of the OCRPS:
- (a) The OCRPS will be redeemable (in whole but not in part) at the earlier of: (i) the 20 year anniversary of the date of issuance and allotment of the OCRPS, (ii) any time at the option of the Company; (iii) at any time by the holder of the OCRPS, (iv) the occurrence of the event described in paragraph (viii)(d) below, and (v) the occurrence of the event described in paragraph (viii)(e) below.
  - (b) All actions and decisions on behalf of the Company in relation to the OCRPS including the redemption and conversion of the OCRPS will be taken only by a committee of the board of directors of the Company (“**Board**”) comprised of only the directors of the Company (each a “**Director**”) nominated by MTV Asia under Article 8.2(a)(i) of the Articles (the “**RPS Committee**”). It is clarified that the exercise of the option by the Company to redeem the OCRPS (as referred to in paragraph (viii)(a)(ii) above) will be taken only by the RPS Committee.

- (c) Redemption of the OCRPS will be done by way of a fresh issue of Equity Shares to the Viacom Group and N18 Group. It is agreed that the Viacom Group and the N18 Group will, for the purpose of redemption and at the time of the redemption of the OCRPS, infuse funds equivalent to the amount required to redeem the OCRPS, in proportion to their equity shareholding in the Company at the time of redemption, respectively. “**N18 Group**” means Network18 Media and Investments Limited (“**N18**”), TV18 and any affiliate of N18 holding any Equity Shares.
- (d) The OCRPS will be compulsorily and automatically redeemed prior to any meeting of the Company in which the holder of the OCRPS, with respect to the preference share capital represented by the OCRPS, obtains a right to vote under the then applicable law on any and all the resolutions placed before the Company.
- (e) The OCRPS will be compulsorily and automatically redeemed in the event any provision of Article 8.5(G) and Article 8.5(H) of the Articles cannot be implemented owing to a change in law or any action taken pursuant to any provision of Article 8.5(G) and Article 8.5(H) of the Articles is declared unlawful by an appropriate authority.
- (f) In the event the OCRPS are not redeemed prior to the 20 year anniversary of the date of issuance and allotment of the OCRPS in accordance with the terms governing their redemption or converted into Equity Shares in accordance with the terms governing their conversion, then the OCRPS will be automatically redeemed at the end of 20 years from the date of issuance and allotment of the OCRPS.
- (g) The OCRPS will only be redeemed at the price at which such OCRPS are issued (i.e. INR 595 per OCRPS aggregating to INR 1,190,000), and no other premium will be payable at the time of redemption.
- (ix) The Company and the holder of the OCRPS acknowledge: (1) the right of the Viacom Group to subscribe at any time following the issuance and allotment of the OCRPS to the

Viacom Equity Shares in consideration of the Subscription Price, and (2) the obligation of the Company to issue and allot Equity Shares to the Viacom Group upon exercise of such right. Along with and simultaneously with the issuance and allotment of the Viacom Equity Shares to the Viacom Subscribing Entity, and notwithstanding anything to the contrary contained in paragraph (vii)(a) above, the OCRPS will be converted into such number of Equity Shares as provided above.

- (x) To exercise such right, the Viacom Group will give a notice in writing to the Company and the N18 Group signifying its intention to exercise its right to subscribe to the Viacom Equity Shares in consideration of the Subscription Price for each Viacom Equity Share ("**Subscription Notice**"). The Subscription Notice will also identify the Viacom Subscribing Entity.
- (xi) After the issuance of the Subscription Notice and receipt thereof by the Company and the N18 Group, the Company will immediately take all the actions required (including necessary corporate approvals) for the conversion of the OCRPS, issuance and allotment of the OCRPS Equity Shares to TV18 and the issuance and allotment of the Viacom Equity Shares to the Viacom Subscribing Entity. Once all the aforesaid requirements have been completed, as certified by the Company, the Company will on the same date and simultaneously issue: (a) the Viacom Equity Shares to the Viacom Subscribing Entity in consideration of the Subscription Price for each Viacom Equity Share; and (b) the OCRPS Equity Shares to TV18.
- (xii) The number of OCRPS Equity Shares and Viacom Equity Shares will always be equal. The OCRPS will not be converted into Equity Shares and no such OCRPS Equity Shares will be issued and allotted to TV18 if simultaneously the Viacom Equity Shares are not issued and subscribed to by the Viacom Group. The total amount payable by the Viacom Subscribing Entity for subscribing to the Viacom Equity Shares will be INR 1,190,000."

**For and on behalf of the Board of Directors  
Viacom 18 Media Private Limited**

**SD/-  
Sujeet Jain  
Group General Counsel & Company Secretary**

**Date: April 29, 2014**

**Place: Mumbai**

**Registered Office**

Zion Bizworld, Subhash Road – A, Vile Parle (East),  
Mumbai – 400 057, Maharashtra, India

**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 102 of the Companies Act, 2013, 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.

**For and on behalf of the Board of Directors  
Viacom 18 Media Private Limited**

**SD/-**

**Sujeet Jain  
Group General Counsel & Company Secretary**

**Date: April 29, 2014**

**Place: Mumbai**

**Registered Office**

Zion Bizworld, Subhash Road – A, Vile Parle (East),  
Mumbai – 400 057, Maharashtra, India

**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the members of the Company:

**Item No. 1**

The Board of Directors has proposed that the Company issue and allot 2,000 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares ("**OCRPS**") of face value of INR 10 each at a premium of INR 585 per OCRPS for an aggregate value of INR 1,190,000, to TV18 Broadcast Limited ("**TV18**"), on the following terms:

- (i) The OCRPS shall carry a non-cumulative right of dividend at a fixed rate of 0.001% per year, out of the profits of the Company and the payment of such dividend shall have priority over any dividend rights of the equity shares of the Company (the "**Equity Shares**"). The OCRPS will not have a right to any surplus dividend over and above the aforesaid dividend at a fixed rate of 0.001% per year.
- (ii) The OCRPS held by TV18 will not be Transferred to any person including to any Affiliate (as defined in the articles of association of the Company ("**Articles**")) of TV18 without the express written consent of the Viacom Group. Any attempt to make a Transfer shall be null and void and the Company will not register any such Transfer. "**Transfer**" means to directly or indirectly sell, give, assign, hypothecate, pledge, encumber, grant a security interest in or otherwise dispose of, any OCRPS or any right, title or interest in any of the foregoing. Further, the "**Viacom Group**" means MTV Asia Ventures (India) Pte. Limited ("**MTV Asia**") and any affiliate of MTV Asia (which becomes a shareholder of the Company).
- (iii) In the event of a winding-up of the Company, the holder of the OCRPS will be entitled to a preferential right of return of the amount paid-up on the OCRPS due on the date of winding-up but shall have no further right or claim over any other assets of the Company or its subsidiaries, if any.
- (iv) The holder of OCRPS will not have any voting rights with respect to the preference share capital represented by the OCRPS, except as specifically provided under applicable law. If applicable law allows for the restriction of the aforesaid voting



rights with respect to the preference share capital represented by the OCRPS by specifying such restrictions in the terms of the OCRPS or the Articles, such restrictions (to the maximum extent permissible under applicable law) will be deemed to be included in the terms of the OCRPS and the Articles.

(v) If the Company has the ability to declare a dividend with respect to the OCRPS under Section 123 of the Companies Act, 2013, then the Company shall declare and pay such dividend to the holder of the OCRPS.

(vi) Any variation to the terms of the OCRPS will require written consent of: (a) holders of at least three-fourths of the issued and paid-up OCRPS; and (b) holders of at least three-fourths of the issued and paid-up Equity Shares.

(vii) Conversion of the OCRPS:

(a) Subject to paragraph (ix) below, the OCRPS can be converted (in whole but not in part) into Equity Shares at any time after the 19 year anniversary from the date of issuance and allotment of the OCRPS at the option of the Company if and only if simultaneously with the conversion of the OCRPS and the issuance and allotment of Equity Shares to TV18 (“**OCRPS Equity Shares**”), such total number of Equity Shares that are equal to the OCRPS Equity Shares (“**Viacom Equity Shares**”) are issued and allotted to and are subscribed to by one or more of the entities comprising the Viacom Group (collectively, the “**Viacom Subscribing Entity**”).

(b) The number of OCRPS Equity Shares which will be issued upon conversion of the OCRPS will be determined in accordance with the following formula:

Number of OCRPS Equity Shares = INR 1,190,000 **divided by** the Subscription Price.

“**Subscription Price**” means the higher of: (a) INR 595, or (b) fair market value (determined in accordance with the relevant applicable law) of each Equity Share at which the Viacom Subscribing Entity is eligible under the

relevant applicable law to subscribe at the time when the Equity Shares are issued and allotted to the Viacom Subscribing Entity simultaneously with conversion of the OCRPS into the OCRPS Equity Shares in accordance with the terms hereof.

- (c) Any decision relating to conversion of the OCRPS on behalf of the Company will only be taken by the committee of the RPS Committee (as defined in paragraph (viii)(b) below).
- (d) Once the RPS Committee on behalf of the Company takes the decision to exercise the option to convert the OCRPS into Equity Shares in exercise of its option as referred in paragraph (vii)(a) read with paragraph (vii)(c), it will issue a notice ("**Conversion Notice**") to both TV18 and the Viacom Group informing them about the Company's intention to convert the OCRPS into Equity Shares.
- (e) After the issuance of the Conversion Notice and receipt thereof by TV18 and the Viacom Group, the Company will immediately take all the actions required (including necessary corporate approvals) for conversion of the OCRPS, the issuance and allotment of the OCRPS Equity Shares to TV18 and issuance and allotment of the Viacom Equity Shares to the Viacom Subscribing Entity. Once all the aforesaid requirements have been completed, as certified by the Company, the Company will, on the same date and simultaneously, issue and allot: (a) the Viacom Equity Shares to the Viacom Subscribing Entity in consideration of the Subscription Price for each Viacom Equity Share; and (b) the OCRPS Equity Shares to TV18.
- (f) The number of OCRPS Equity Shares and Viacom Equity Shares will always be equal. The OCRPS will not be converted into Equity Shares and no such OCRPS Equity Shares will be issued and allotted to TV18 if simultaneously the Viacom Equity Shares are not issued to and subscribed to by the Viacom Group. The total amount payable by the Viacom Subscribing Entity for subscribing to the Viacom Equity Shares will be INR 1,190,000.

- (g) The OCRPS Equity Shares issued and allotted upon conversion of the OCRPS will rank *pari passu* and shall have the same rights as the Equity Shares.

(viii) Redemption of the OCRPS:

- (a) The OCRPS will be redeemable (in whole but not in part) at the earlier of:
  - (i) the 20 year anniversary of the date of issuance and allotment of the OCRPS, (ii) any time at the option of the Company; (iii) at any time by the holder of the OCRPS; or (iv) the occurrence of the event described in paragraph (viii)(d) below, and (v) the occurrence of the event described in paragraph (viii)(e)below.
- (b) All actions and decisions on behalf of the Company in relation to the OCRPS including the redemption and conversion of the OCRPS will be taken only by a committee of the board of directors of the Company (“**Board**”) comprised of only the directors of the Company (each a “**Director**”) nominated by MTV Asia under Article 8.2(a)(i) of the Articles (the “**RPS Committee**”). It is clarified that the exercise of the option by the Company to redeem the OCRPS (as referred to in paragraph (viii)(a)(ii) above) will be taken only by the RPS Committee.
- (c) Redemption of the OCRPS will be done by way of a fresh issue of Equity Shares to the Viacom Group and N18 Group. It is agreed that the Viacom Group and the N18 Group will, for the purpose of redemption and at the time of the redemption of the OCRPS, infuse funds equivalent to the amount required to redeem the OCRPS, in proportion to their equity shareholding in the Company at the time of redemption, respectively. “**N18 Group**” means Network18 Media and Investments Limited (“**N18**”), TV18 and any affiliate of N18 holding any Equity Shares.
- (d) The OCRPS will be compulsorily and automatically redeemed prior to any meeting of the Company in which the holder of the OCRPS, with respect to the preference share capital represented by the OCRPS, obtains a right to

vote under the then applicable law on any and all the resolutions placed before the Company.

- (e) The OCRPS will be compulsorily and automatically redeemed in the event any provision of Article 8.5(G) and Article 8.5(H) of the Articles cannot be implemented owing to a change in law or any action taken pursuant to any provision of Article 8.5(G) and Article 8.5(H) of the Articles is declared unlawful by an appropriate authority.
- (f) In the event the OCRPS are not redeemed prior to the 20 year anniversary of the date of issuance and allotment of the OCRPS in accordance with the terms governing their redemption or converted into Equity Shares in accordance with the terms governing their conversion, then the OCRPS will be automatically redeemed at the end of 20 years from the date of issuance and allotment of the OCRPS.
- (g) The OCRPS will only be redeemed at the price at which such OCRPS are issued (i.e. INR 595 per OCRPS aggregating to INR 1,190,000), and no other premium will be payable at the time of redemption.
- (ix) The Company and the holder of the OCRPS acknowledge: (1) the right of the Viacom Group to subscribe at any time following the issuance and allotment of the OCRPS to the Viacom Equity Shares in consideration of the Subscription Price, and (2) the obligation of the Company to issue and allot Equity Shares to the Viacom Group upon exercise of such right. Along with and simultaneously with the issuance and allotment of the Viacom Equity Shares to the Viacom Subscribing Entity, and notwithstanding anything to the contrary contained in paragraph (vii)(a) above, the OCRPS will be converted into such number of Equity Shares as provided above.
- (x) To exercise such right, the Viacom Group will give a notice in writing to the Company and the N18 Group signifying its intention to exercise its right to subscribe to the Viacom Equity Shares in consideration of the Subscription Price for each Viacom Equity Share (“**Subscription Notice**”). The Subscription Notice will also identify the Viacom Subscribing Entity.
- (xi) After the issuance of the Subscription Notice and receipt thereof by the Company and the N18 Group, the Company will immediately take all the actions required

(including necessary corporate approvals) for the conversion of the OCRPS, issuance and allotment of the OCRPS Equity Shares to TV18 and the issuance and allotment of the Viacom Equity Shares to the Viacom Subscribing Entity. Once all the aforesaid requirements have been completed, as certified by the Company, the Company will on the same date and simultaneously issue: (a) the Viacom Equity Shares to the Viacom Subscribing Entity in consideration of the Subscription Price for each Viacom Equity Share; and (b) the OCRPS Equity Shares to TV18.

- (xii) The number of OCRPS Equity Shares and Viacom Equity Shares will always be equal. The OCRPS will not be converted into Equity Shares and no such OCRPS Equity Shares will be issued and allotted to TV18 if simultaneously the Viacom Equity Shares are not issued to and subscribed to by the Viacom Group. The total amount payable by the Viacom Subscribing Entity for subscribing to the Viacom Equity Shares will be INR 1,190,000.

In accordance with the provisions of Sections 62 and 42 of the Companies Act, 2013, along with rules framed thereunder and any other applicable laws, rules and regulations, the shareholders of the Company are required to approve such issuance by way of a special resolution. Set out below are certain details in respect of the proposed issuance of OCRPS:

- Objects of the issue of the OCRPS: To meet the Company's business requirements and to further its business interests.
- Total number of OCRPS: 2,000 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value INR 10 each.
- Issue price: INR 595 per OCRPS, aggregating to INR 1,190,000.
- Basis of issue price (along with report of the registered valuer): Pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, the Company has obtained a valuation report dated April 22, 2014 ("**Valuation Report**") from M/s. Nayyar Maniar and Associates LLP, Chartered Accountants (the "**Registered Valuer**") (copy enclosed), who have determined the fair value of the equity shares of the Company to be INR 595. Since the OCRPS are convertible into equity shares (in accordance with their terms) at a conversion price linked to the fair value of the equity shares, the Company deems it appropriate that the issue price and conversion price of the OCRPS shall correspond to the fair value of the equity shares. Accordingly, the issue price and

conversion price of the OCRPS has been determined on the basis of the fair value of the equity shares of the Company, as certified by Registered Valuer in their Valuation Report.

- Relevant date with reference to which the Issue Price has been arrived at: The issue price has been determined based on the Valuation Report dated April 22, 2014.
- Class of person to whom the allotment is proposed to be made: TV18 Broadcast Limited (“**TV18**”) is a public limited company incorporated in India and is a promoter and shareholder of the Company.
- Intention of promoters, directors or key managerial personnel to subscribe to the offer: The OCRPS will be offered to TV18, which is a promoter and shareholder of the Company. The OCRPS are not proposed to be offered to any other person(s).
- The proposed time within which the allotment shall be completed: The OCRPS shall be allotted within the stipulated time period prescribed under the Companies Act, 2013.
- Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them: The OCRPS are proposed to be offered and allotted to TV18. Post-completion of the proposed preferential issue, TV18 will hold 50% of the equity share capital of the Company and 100% of the preference share capital of our Company.
- Change in control, if any, in the company that would occur consequent to the preferential offer: While there will be no change in control of the Company, pursuant to completion of the preferential issue of OCRPS to TV18, the Company shall become a subsidiary of TV18.
- Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: No allotment on a preferential basis has been made during such period.

- Pre -issue and post-issue shareholding pattern of the Company shall be as follows:

S. No.	Category	Pre Issue				Post Issue			
		No. of Equity Shares held	% of Equity Shareholding	No. of OCRPS held	% of OCRPS Shareholding	No. of Equity Shares held	% of Equity Shareholding	No. of OCRPS held	% of OCRPS Shareholding
A.	<b>Promoters' holding:</b>								
1	<b>Indian:</b>								
	Individual	0	0	0	0	0	0	0	0
	Bodies Corporate	47768791	50	0	0	47768791	50	2000	100
	<b>Sub Total (A1)</b>	<b>47768791</b>	<b>50</b>	<b>0</b>	<b>0</b>	<b>47768791</b>	<b>50</b>	<b>2000</b>	<b>100</b>
2	<b>Foreign Promoters</b>	47768791	50	0	0	0	0	0	0
	<b>Sub Total (A2)</b>	<b>47768791</b>	<b>50</b>	<b>0</b>	<b>0</b>	<b>47768791</b>	<b>50</b>	<b>0</b>	<b>0</b>
	<b>Sub Total A (A1+ A2)</b>	<b>95537582</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>95537582</b>	<b>100</b>	<b>2000</b>	<b>100</b>
B	<b>Non-Promoters' holding:</b>								
1	Institutional Investors	0	0	0	0	0	0	0	0
2	Non-Institution:	0	0	0	0	0	0	0	0
	Private Corporate Bodies	0	0	0	0	0	0	0	0
	Directors and Relatives	0	0	0	0	0	0	0	0
	Indian Public	0	0	0	0	0	0	0	0
	Others (Including NRIs)	0	0	0	0	0	0	0	0
	<b>Sub Total (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL</b>	<b>95537582</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>95537582</b>	<b>100</b>	<b>2000</b>	<b>100</b>

The Directors recommend the resolution for acceptance by the Shareholders. There is no financial or other interest of the directors and their relatives in this resolution except to the extent of Mr. Raghav Bahl who is also a Director in TV18 and Mr. Saikumar Balasubramanian who is appointed as Manager in TV18. Further, no key managerial personnel and their relatives has any financial or other interest in this resolution.

**For and on behalf of the Board of Directors  
Viacom 18 Media Private Limited**

**SD/-**

**Sujeet Jain  
Group General Counsel & Company Secretary**

**Date: April 29, 2014**

**Place: Mumbai**

**Registered Office**

Zion Bizworld, Subhash Road – A, Vile Parle (East),  
Mumbai – 400 057, Maharashtra, India