

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that an Extraordinary General Meeting (“**EGM**”) of shareholders of Viacom18 Media Private Limited (the “**Company**”) will be held on Friday, the 31st Day of July 2015 at 5.30 P.M., 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 (Landmark - Near Garware House), to transact the following businesses:

AS SPECIAL BUSINESS

Item No. 1

APPROVAL FOR ADOPTION OF RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass the following resolution, with or without modifications, if any, as special resolution:

“**RESOLVED THAT** in accordance with the provisions of applicable law, including Section 14 of the Companies Act, 2013 and the rules made thereunder and amended from time to time, approval of the shareholders of the Company be and is hereby accorded, by way of special resolution, to adopt the restated articles of association of the Company, a draft of which was circulated to the shareholders and is placed before the meeting (which be and is hereby specifically approved), in substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders of the Company or otherwise to the end and intent that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT Mr. Sudhanshu Vats, Group CEO, Mr. Narayan Ranjan, CFO and Mr. Sujeet Jain, Group General Counsel & Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including filing of necessary forms with the Registrar of Companies, Mumbai, Maharashtra, as may be required in relation to such amendments and to comply with all other requirements in this regard.”

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

Sd/-

Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated July 31, 2015)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - ‘A’,
Vile Parle (East), Mumbai-400 057,
Maharashtra, India

Date: July 31, 2015

Place: Mumbai

Registered Office

Zion Bizworld, Subhash Road – A, Vile Parle (East),
Mumbai - 400 057 Maharashtra, India
CIN-U92100MH1995PTC095508

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM OF THE COMPANY 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 EGM.
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.
4. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

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

Sd/-

Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated July 31, 2015)
VIACOM18 MEDIA PRIVATE LIMITED
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

Item No. 1

For the purpose of the proposed resolution, the shareholders note that the shareholders of the Company desire to amend and restate the shareholders' agreement.

The board of directors ("**Board**"), vide circular resolution dated July 31, 2015, approved the execution of a restated shareholders' agreement between the Company, TV18 Broadcast Limited, Network 18 Media and Investments Limited and MTV Asia Ventures (India) Pte Ltd ("**Restated SHA**"). The Restated SHA has been executed between the parties on July 31, 2015.

Therefore, in order to give effect to the provisions of the Restated SHA and to record the understanding of the shareholders of the Company in the articles of association of the Company ("**AOA**"), it is proposed to amend the provisions of the AOA so as to incorporate the relevant provisions of the Restated SHA into the AOA.

The draft of the restated AOA is enclosed along with the notice of this EGM as Attachment I for the kind perusal of the members.

The Board has granted its approval to the amendment in the AOA vide resolution dated July 31, 2015. The approval of the members of the Company is required, by way of a special resolution pursuant to section 14 of the Companies Act, 2013, for adoption of restated AOA.

Draft of the AOA proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

The Board recommends 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 each of the directors representation on the Board of the Company as nominee of shareholders. Further, no key managerial personnel and their relatives have any financial or other interest in this resolution.

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

Sd/-

Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated July 31, 2015)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India

Date: July 31, 2015

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CIN: U92100MH1995PTC095508

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

EXTRA ORDINARY GENERAL MEETING

ATTENDANCE SLIP

DPID	Client ID	Folio No.	No. of Shares

Name : _____

Address : _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company on Friday, the 31st Day of July 2015 at 5.30 P.M., at the registered office of the Company at Zion Bizworld, Subhash Road –‘A’, Vile Parle (East), Mumbai – 400 057, Maharashtra, India.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



CIN: U92100MH1995PTC095508

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

Name of the member (s)		e-mail Id	
Registered address		Folio No/ Client Id	
		DP ID	

I/We, being the member (s) of shares of the Viacom 18 Media Private Limited, hereby appoint:

- _____ (Name) of _____ (Address) having e-mail id _____ or failing him
- _____ (Name) of _____ (Address) having e-mail id _____ or failing him
- _____ (Name) of _____ (Address) having e-mail id _____

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the Company, to be held on Friday, the 31st Day of July 2015 at 5.30 P.M., at the registered office of the Company at Zion Bizworld, Subhash Road –‘A’, Vile Parle (East), Mumbai – 400 057, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
	Special Business		
1	Adoption of Restated Articles of Association of the Company		

Signed this..... day of..... 2015

Signature of shareholder

Affix Revenue Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP

