

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Equity shareholders of Viacom 18 Media Private Limited (the “**Company**”) will be held on Monday, March 7, 2016 at 5.15 P.M. 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 business:

AS SPECIAL BUSINESS:

Item No. 1

REDUCTION OF SECURITIES PREMIUM ACCOUNT OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 52 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Sections 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 and enabling provisions in the Articles of Association of Viacom 18 Media Private Limited (“Viacom18” or “the Company” or “Transferee Company”) and subject to the sanction of the Scheme of Amalgamation & Arrangement of Prism TV Private Limited (“Prism”) and the Company and their respective shareholders and creditors (“Scheme” or “the Scheme”) by the Hon’ble High Court of Judicature at Bombay, and further subject to such other approvals as may be required, consent of the Shareholders be and is hereby accorded to reduce and utilize an amount, not exceeding Indian Rupees One Thousand Eight Hundred Crores lying to the credit of the securities premium account of the Company, as per the manner specified in Clause 12 of the Scheme.

RESOLVED FURTHER THAT any of the Directors of the Company and / or Key Managerial Personnel of Company namely Mr. Sudhanshu Vats - Group CEO, Mr. Narayan Prabhat Ranjan - CFO and Mr. Sujeet Jain - Company Secretary and/ or Mr. Mukesh Mundra, Mr. Amit Kumar Sohni, Mr. Shirish Bhoite and Ms. Madhavi Ravi Shankar, being authorized representatives of the Company, for the purpose of giving effect to this resolution be and are hereby severally authorised, on behalf of the Company, to:

- a) sign and submit requisite applications, petitions, affidavits, representations or other documents as may be required for seeking approval of Hon’ble High Court of Judicature at Bombay and/or approval of other regulatory or statutory authorities as may be required; and
- b) generally do all such acts, deeds, matters and things, as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the Company 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 April 9, 2015)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - ‘A’,
Vile Parle (East), Mumbai-400 057,
Maharashtra, India

Date: February 3, 2016
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 April 9, 2015)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India

Date: February 3, 2016

Place: Mumbai

Registered Office:

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

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

The Board of Directors of the Company in their meeting held on February 3, 2016 have approved the Scheme of Amalgamation & Arrangement of Prism TV Private Limited (“Prism”) and Viacom 18 Media Private Limited

("Viacom18" or "the Company") and their respective shareholders and creditors ("Scheme" or "the Scheme"), under Sections 391 to 394 read with Sections 100 to 103 and other applicable provisions of the Companies Act, 1956, and read with Section 52 and other applicable provisions, if any of the Companies Act, 2013. Members of the Company had accorded their consent / approval to the Scheme by submitting individual consent letters and the Scheme shall be further subject to approval of Hon'ble Bombay High Court.

The Scheme provides that upon the merger of Prism with the Company, the Company shall utilize the securities premium account as per the manner specified in Clause 12 of the Scheme.

As per Section 52(1) of the Companies Act, 2013 utilization of the securities premium account for purposes other than those specified in Sub-section (2) of the said section shall require compliance with the provisions of Sections 100 to 103 of the Companies Act, 1956. Proposed utilization of securities premium account of the Company, in pursuance of the Scheme as aforesaid, would be deemed to be a capital reduction and accordingly approval of the shareholders of the Company by way of a special resolution is being sought pursuant to Section 52 of the Companies Act, 2013 read with Section 100 to 103 of the Companies Act, 1956.

The utilization of securities premium account as mentioned above, shall be effected as an integral part of this Scheme itself in accordance with the provisions of Section 52 of the Companies Act, 2013 and Sections 100 to 103 of the Companies Act, 1956, however as the same does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital, the provisions of Section 101 of the Companies Act, 1956 are not applicable. Therefore the Order of the High Court sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Companies Act, 1956 confirming the reduction shall not be required. The Company's equity capital structure and shareholding pattern will remain unchanged.

The proposed restructuring will not cause any prejudice to the creditors of the Company since it does not involve any financial outlay / outgo on the part of the Company. Further, the proposed restructuring would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolution as set out in Item no. 1 of this Notice are accordingly recommended for your approval.

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

Sd/-

Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated April 9, 2015)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India

Date: February 3, 2016

Place: Mumbai

Registered Office:

Zion Bizworld, Subhash Road – A, Vile Parle (East),

Mumbai - 400 057 Maharashtra, India

CIN-U92100MH1995PTC095508



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 Monday, March 7, 2016 at 5.15 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.

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

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 Monday, March 7, 2016 at 5.15 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 and at any adjournment thereof in respect of such resolution as are indicated below:

No.	Resolutions	For	Against
1	Reduction of securities premium account of the Company		

Signed this..... day of..... 2016

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

