

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that an Extraordinary General Meeting (“**EGM**”) of the shareholders of Viacom 18 Media Private Limited (the “**Company**”) will be held on Wednesday, 20th day of July, 2016 at 4.00 P.M., on a shorter notice, at “The Gateway Room”, Taj Mahal Hotel, Apollo Bunder, Mumbai-400 001, Maharashtra, India (Landmark - Near Gateway of India), to transact the following businesses:

AS SPECIAL BUSINESS:**Item No. 1****AMENDMENT OF THE MEMORANDUM OF ASSOCIATION**

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

“**RESOLVED THAT** in accordance with Sections 4, 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and applicable provisions of Articles of association of the Company and any other applicable law or laws, rules and regulations (including any amendments thereto or re-enactment thereof for the time being in force), the authorized share capital of the Company be and is hereby re-classified from INR 165,00,00,000 (Indian Rupees One Hundred Sixty Five Crores Only) divided into 16,49,98,000 (Sixteen Crores Forty Nine Lacs and Ninety Eight Thousand) equity shares of INR 10 (Indian Rupees Ten Only) each and 2,000 (Two Thousand) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10 (Indian Rupees Ten Only) (“**OCRPS**”) each, to INR 165,00,00,000 (Indian Rupees One Hundred Sixty Five Crores Only) divided into 16,49,95,922 (Sixteen Crores Forty Nine Lacs Ninety Five Thousand Nine Hundred and Twenty Two) equity shares of INR 10 (Indian Rupees Ten Only) each and 4,078 (Four Thousand and Seventy Eight Only) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10 (Indian Rupees Ten Only) (“**OCRPS**”) each.

RESOLVED FURTHER THAT in accordance with Sections 13 and 61 and any other applicable provisions of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company, including the marginal notes thereto, be and is hereby deleted and be substituted with the following new Clause V:

“V. *The Authorized Share Capital of the Company is INR 165,00,00,000 (Indian Rupees One Hundred Sixty Five Crores Only) divided into:*

- (i) 16,49,95,922 (Sixteen Crores Forty Nine Lacs Ninety Five Thousand Nine Hundred and Twenty Two) Equity Shares of INR 10 (Indian Rupees Ten Only) each; and*
- (ii) 4,078 (Four Thousand and Seventy Eight Only) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10 (Indian Rupees Ten Only) each*

with power to increase or reduce the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

Item 2

GRANT OF AUTHORITY TO BOARD UNDER SECTION 180 (1) (c) OF COMPANIES ACT, 2013

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

“RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at their meeting held on February 3, 2014 and pursuant to the provisions of Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow for and on behalf of the Company, from time to time, any sum or sums of monies, from any one or more of the Company’s bankers and/or from any one or more other banks, persons, firms, companies/body corporates, financial institutions, institutional investor(s) and/or any other entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance, deposits, loans, or bill discounting, issue of debentures, commercial papers, long or short term loan(s), syndicated loans, either in rupees and/or such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties (whether movable or immovable, present or future) and all or any of the undertaking of the Company, stock-in-process or debts, for the purpose of the Company’s business, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed, at any time, the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves which are not set apart for any specific purposes, provided that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed INR 500,00,00,000/- (Indian Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any person authorized by the Board from time to time in this regard be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, securities or otherwise as they may think fit.

RESOLVED FURTHER THAT Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the aforesaid resolution be forwarded to the concerned and they be requested to act thereon.”

Item No. 3

RATIFICATION OF REMUNERATION PAYABLE TO MR. VINAYAK BALKRISHNA KULKARNI, COST ACCOUNTANTS, MUMBAI APPOINTED AS COST AUDITORS OF THE COMPANY FOR FY 2016-17

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Mr. Vinayak Balkrishna Kulkarni, Cost Accountants, Mumbai (having Membership No. 28559) appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2016-17, be paid a remuneration of INR 1,50,000 (Indian Rupees One Lac Fifty Thousand Only) plus applicable service tax and out of pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 4

APPOINTMENT OF MR. KENNETH MARK WHITEHEAD AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Kenneth Mark Whitehead (DIN 02673788), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 16, 2016 and who holds office up to the date of next General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Item No. 5

APPOINTMENT OF MR. HARIHARAN MAHADEVAN AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Hariharan Mahadevan (DIN 07036483), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 10, 2016 and who holds office up to the date of next Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Item No. 6

APPOINTMENT OF MR. RAHUL JOSHI AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Rahul Joshi (DIN 07389787), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 10, 2016 and who holds office up to the date of next Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**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 15, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - ‘A’,
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: July 20, 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 TWO HOUR 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 15, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: July 20, 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 businesses mentioned in the accompanying notice for convening the EGM of the Company.

Item No. 1

The Board at their meeting held on February 3, 2016 had approved the Scheme of Amalgamation & Arrangement between Prism TV Private Limited (“Prism”) and 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. The members of the Company had accorded their consent / approval to the Scheme and the Scheme shall be further subject to approval of Hon’ble Bombay High Court, which is awaited.

As a consideration to be discharged by the Company to the shareholders of the Prism pursuant to the Scheme, the Company would issue and allot shares to equity and preference shareholders of Prism.

As a consideration to be discharged by the Company to the preference shareholders of the Prism pursuant to the Scheme, the Company would issue and allot 1039 (One Thousand and Thirty Nine) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares (“OCRPS”) of INR 10/- each fully paid up in the Company for every 1000 (One Thousand) fully paid up 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10 each held in Prism upon the Scheme becoming effective.

In order to enable the Company to issue OCRPS in pursuance to the Scheme, the authorised share capital of the Company needs to be re-classified to create sufficient number of OCRPS in the authorized share capital so that OCRPS issuance can be made.

It is proposed to reclassify the existing authorised share capital of the Company from INR 165,00,00,000 (Indian Rupees One Hundred Sixty Five Crores Only) divided into 16,49,98,000 (Sixteen Crores Forty Nine Lacs and Ninety Eight Thousand) equity shares of INR 10 (Indian Rupees Ten Only) each and 2,000 (Two Thousand) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10 (Indian Rupees Ten Only) ("OCRPS") each, to INR 165,00,00,000 (Indian Rupees One Hundred Sixty Five Crores Only) divided into 16,49,95,922 (Sixteen Crores Forty Nine Lacs Ninety Five Thousand Nine Hundred and Twenty Two) equity shares of INR 10 (Indian Rupees Ten Only) each and 4,078 (Four Thousand and Seventy Eight Only) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10 (Indian Rupees Ten Only) ("OCRPS") each.

Consequent to the approval of the Scheme, the authorized share capital of the Company would stand increased to the extent of addition of authorized share capital of Prism.

Draft of the Memorandum of Association 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 resolution as set out in Item no. 1 of this Notice is accordingly recommended for your approval.

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.

Item 2:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of Members of the Company in the General Meeting by way of a special resolution, borrow any sum or sums of money from time to time for the purposes of business of the Company, if the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) exceeds the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose.

Members of the Company had on February 3, 2014 authorized Board of Directors to borrow long term or medium term loans from Banks, Financial Institutions, any other lenders or debenture trustees for an amount not exceeding INR 300,00,00,000/- (Indian Rupees Three Hundred Crore Only). However in view of the business expansion, the Company would require, from time to time, additional banking facilities to meet the funding requirements of the Company. Considering the quantum of present borrowing already sanctioned by the Bank and proposed sum intended to be borrowed by Company at a future date (subject to approval of members), it is therefore proposed that the existing borrowing limits of INR 300,00,00,000/- (Indian Rupees Three Hundred Crore Only) be increased to INR 500,00,00,000/- (Indian Rupees Five Hundred Crore Only).

The Special resolution as set out in Item no. 2 of this Notice is accordingly recommended for your approval.

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.

Item No. 3

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to conduct cost audit to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting.

On recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on April 15, 2016 had considered and approved the appointment of Mr. Vinayak Balkrishna Kulkarni, Cost Accountants, Mumbai (having Membership No. 28559) as the cost auditor of the Company for the financial year 2016-17 at a remuneration upto INR 1,50,000 (Indian Rupees One Lac Fifty Thousand) plus applicable service tax and out of pocket expenses that may be incurred.

Accordingly consent of the members is sought for passing an Ordinary resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2016-17.

A letter dated April 2, 2016 received from Mr. Vinayak Balkrishna Kulkarni, Cost Accountant, confirming their eligibility to act as such 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 Ordinary resolution as set out in Item no. 3 of this Notice is accordingly recommended for your approval. None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this Ordinary resolution.

Item No. 4

The Board of Directors of the Company had appointed Mr. Kenneth Mark Whitehead as an Additional Director of the Company with effect from March 16, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Kenneth Mark Whitehead holds his office till the date of this General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Kenneth Mark Whitehead as Director of the Company.

The Company has received from Mr. Kenneth Mark Whitehead (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company.

As stipulated under Secretarial Standard-2, brief profile of Mr. Kenneth Mark Whitehead, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A:

Table A

Age	50 years
Qualifications	Honors' degree in Architectural studies from Oxford Polytechnic
Experience	Mr. Whitehead is the Executive Vice President and Managing Director of the VIMN Netherlands Holding B.V. operations in Asia ("VIMN"). Before joining VIMN, Mr. Whitehead was a Senior Vice President and General Manager of BBC Worldwide Southeast Asia since 2009, where he led the organization to several years of growth and expanded its footprint with multiple channel launches.

	Prior to BBC, Mr. Whitehead held key roles at Discovery Networks Asia as Senior Vice President- Revenue from 2004 to 2009 and as Vice President- Advertising Sales from 2002 to 2004. Mr. Whitehead has also served in a series of advertising sales positions in Europe and Asia at CNN International from 1996 to 2002.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	March 16, 2016
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended during the financial year 2016-17 and till the date of the Notice this EGM	1
Directorships of other Board	<ul style="list-style-type: none"> • IndiaCast Media Distribution Private Limited • IndiaCast Distribution Private Limited
Membership/Chairmanship of Committees of other Board	Nil

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Save and except Mr. Kenneth Mark Whitehead and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No.5

The Board of Directors of the Company had appointed Mr. Hariharan Mahadevan as an Additional Director of the Company with effect from July 10, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Hariharan Mahadevan holds his office till the date of next Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Hariharan Mahadevan as Director of the Company.

The Company has received from Mr. Hariharan Mahadevan (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company.

As stipulated under Secretarial Standard-2, brief profile of Mr. Hariharan Mahadevan, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table B.

Table B

Age	48 years
Qualifications	Cost Accountant Graduation in Physics
Experience	Mr. Mahadevan is currently the Chief Financial Officer of Network18 Media & Investments Limited. He oversees finance for all group businesses and joint ventures of Reliance. Mr. Mahadevan has about 20 years of work experience in Corporate finance. Mr. Mahadevan has been working with Reliance Industries Limited for about 10 years. In the past, he has also worked with Tube Investments Limited, Chennai.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	July 10, 2016
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended during the financial year 2016-17 and till the date of the Notice this EGM	Nil
Directorships of other Board	<ul style="list-style-type: none"> • Digital18 Media Limited • Setpro Distribution Limited • Panorama Television Private Limited • RRK Finhold Private Limited • RVT Finhold Private Limited • RRB Investments Private Limited • Web18 Software Services Limited • AETN18 Media Private Limited • IBN Lokmat News Private Limited
Membership/Chairmanship of Committees of other Board	<ol style="list-style-type: none"> 1. Network18 Media & Investments Limited : <ul style="list-style-type: none"> ➤ Risk Management Committee - Member 2. Panorama Television Private Limited : <ul style="list-style-type: none"> ➤ Audit Committee - Member ➤ Nomination and Remuneration Committee - Member 3. AETN18 Media Private Limited : <ul style="list-style-type: none"> ➤ Nomination and Remuneration Committee - Member

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Save and except Mr. Hariharan Mahadevan and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

The Board of Directors of the Company had appointed Mr. Rahul Joshi as an Additional Director of the Company with effect from July 10, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Rahul Joshi holds his office till the date of this General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Rahul Joshi as Director of the Company.

The Company has received from Mr. Rahul Joshi (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company.

As stipulated under Secretarial Standard-2, brief profile of Mr. Rahul Joshi, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table C:

Table C

Age	46 years
Qualifications	Master of Management Studies from Narsee Monjee Institute, Mumbai University
Experience	Mr. Joshi is currently the CEO- News and Group Editor in Chief of Network 18 Media and Investments Limited. Earlier Mr. Joshi had worked as a Director, Times of India Group for 20 years.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	July 10, 2016
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended during the financial year 2016-17 and till the date of the Notice this EGM	Nil
Directorships of other Board	News Broadcasters Association
Membership/Chairmanship of Committees of other Board	Nil

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Save and except Mr. Rahul Joshi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

**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 15, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

**Date: July 20, 2016
Place: Mumbai**

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

ROUTE MAP

