

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 Tuesday, 20th day of September, 2016 at 10 A.M., on a shorter notice, at Conference Room No.1, 1st Floor, Express Trade Tower, Plot No.15/16, Sector-16A, Filmcity, Noida -201301 India (Landmark - Near Filmcity), 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 195,00,00,000 (Indian Rupees One Hundred Ninety Five Crores Only) divided into 19,49,93,922 (Nineteen Crores Forty Nine Lacs and Ninety Three Thousand Nine Hundred and Twenty Two) equity shares of INR 10/- (Indian Rupees Ten Only) each and 6,078 (Six Thousand Seventy Eight) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten Only) (“OCRPS”) each, to INR 195,00,00,000 (Indian Rupees One Hundred Ninety Five Crores Only) divided into 19,49,95,922 (Nineteen Crores Forty Nine Lacs and Ninety Five Thousand Nine Hundred and Twenty Two) equity shares of INR 10/- (Indian Rupees Ten Only) each and 4,078 (Four Thousand Seventy Eight) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten Only) 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 substituted with the following new Clause V:

“V. *The Authorized Share Capital of the Company is INR 195,00,00,000 (Indian Rupees One Hundred Ninety Five Crores Only) divided into:*

- (i) 19,49,95,922 (Nineteen 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 Seventy Eight) 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 No. 2

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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, and any other applicable law or laws, rules and regulations (including any amendments thereto or re-enactment thereof for the time being in force) 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 and/ or the Key Managerial Personnel namely Mr. Sudhanshu Vats, Group CEO; Mr. Soumen Ray, CFO and Mr. Sujeet Jain, Group General Counsel & Company Secretary of the Company, and/ or Mr. Amit Kumar Sohni, authorised representative of the Company, be and are hereby severally authorized to take all such steps and actions and give such directions as it may in their 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.”

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

Sd/-

**Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated February 3, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: September 19, 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 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 February 3, 2016)
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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

Consequent to the Scheme of Amalgamation & Arrangement between Prism TV Private Limited ("Prism") with 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, which became effective on September 1, 2016, the authorized share capital of the Company is increased to the extent of addition of authorized share capital of Prism.

Subsequently, the Company would issue and allot equity and preference shares in the form of 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares ("OCRPS") to equity and preference shareholders respectively as a consideration to be discharged by the Company pursuant to the provisions of the Scheme.

In order to include 2,000 shares from OCRPS to equity shares in the Authorized share capital of the Company, it is proposed to reclassify the Authorized share capital of the Company from the existing INR 195,00,00,000 (Indian Rupees One Hundred Ninety Five Crores Only) divided into 19,49,93,922 (Nineteen Crores Forty Nine Lacs Ninety Three Thousand Nine Hundred and Twenty Two) equity shares of INR 10/- (Indian Rupees Ten Only) each and 6,078 (Six Thousand Seventy Eight) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten Only) ("OCRPS") each, to INR 195,00,00,000 (Indian Rupees One Hundred Ninety Five Crores Only) divided into 19,49,95,922 (Nineteen 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 Seventy Eight) 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- each.

Further pursuant to the provisions of the Articles of Association of the Company, decisions relating to certain business/operational matters ("Special Reserved matters") is required to be approved by way of prior written consent of the Equity Shareholders' of the Company at their general meeting. Since any change to the Memorandum of Association, falls within the ambit of Special Reserved matters, the same needs to be approved by the Equity Shareholders' of the Company.

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 No. 2

Consequent to the Scheme of Amalgamation & Arrangement between Prism TV Private Limited ("Prism") with 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, which became effective on September 1, 2016, the board of directors ("Board"), approved the execution of a restated shareholders' agreement between the Company, its shareholders TV18 Broadcast Limited, MTV Asia Ventures (India) Pte Ltd., Nickelodeon Asia Holdings Pte Ltd. and Network 18 Media and Investments Limited ("Restated SHA").

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 in the AOA.

Further pursuant to the provisions of the Articles of Association of the Company, decisions relating to certain business/operational matters ("Special Reserved matters") is required to be approved by way of prior written consent of the Equity Shareholders' of the Company at their general meeting. Since any change to the Articles of Association, falls within the ambit of Special Reserved matters, the same needs to be approved by the Equity Shareholders' of the Company.

Draft of the Articles 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. 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.

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

Sd/-

Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated February 3, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
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ROUTE MAP

