

To,
The Members,
Viacom 18 Media Private Limited

NOTICE is hereby given that the Extraordinary General Meeting of the Members of the Company will be held on Monday, August 19, 2019 at 3:30 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:

SPECIAL BUSINESSES:

ITEM NO.1: Approval for issuance of Corporate Guarantee to Kotak Mahindra Bank Limited on behalf of Broadcast Audience Research Council (BARC);

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

“RESOLVED THAT pursuant to the provisions of Section 185(2) of the Companies Act, 2013 including any amendment thereto or re-enactment thereof for the time being in force, approval of shareholders of the Company be and is hereby accorded to the Board of Directors for providing a Corporate Guarantee to Kotak Mahindra Bank Limited (hereinafter referred to as the **“Bank”**) on behalf of Broadcast Audience Research Council (hereinafter referred to as the **“Borrower”**) having its registered office situated at Ground Floor, Rose Cottage Complex Parel, 61, DR. S. S. Rao Road, Mumbai – 400 012, India for an amount not exceeding INR 80,000,000 (Indian Rupees Eighty Million Only) to the Bank, in one or more tranches, upon such terms and conditions as the Company, Borrower and the Bank may mutually agree upon from time to time and that the draft of the Corporate Guarantee proposed to be issued to the Bank be and is hereby specifically approved;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Key Managerial Personnel of the Company namely the Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) be and are hereby individually authorized to negotiate, finalize and agree the terms and conditions of the aforesaid Corporate Guarantee as Security to the Bank on behalf of the Borrower, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

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

**Sd/-
Amit Kumar Sohni
Company Secretary**

Date: August 3, 2019
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 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. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this Notice.
4. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
5. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office on all working days, except Saturdays, Sundays and Public holidays, during business hours up to the date of the Meeting. Copies of such document shall also be made available for inspection at the meeting.
6. 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 along with prominent landmark for the venue of the aforesaid meeting is enclosed.

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

**Sd/-
Amit Kumar Sohni
Company Secretary**

Date: August 3, 2019

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 is the Explanatory Statement as required by Section 102 of the Companies Act, 2013 read with applicable Secretarial Standards, sets out all material facts relating to Special Businesses mentioned in the accompanying Notice for convening the Extraordinary General Meeting (“EGM”) of the Members of the Company dated August 3, 2019:

Item No. 1:

The Broadcast Audience Research Council, India (hereinafter referred to as the “**BARC**”) is a Section 25 company registered under the provisions of Companies Act, 1956 is formed for the purpose of designing, commissioning, supervising and owning India’s Broadcast Audience Measurement Systems. BARC brings together the three key stakeholders in Television Audience Measurement; Broadcasters, Advertisers and Advertising & Media Agencies represented by their respective apex bodies; the Indian Broadcasting Foundation (“**IBF**”), the Indian Society of Advertisers (“**ISA**”) and the Advertising Agencies Association of India (“**AAAI**”) which represent the three industries.

BARC functions as a rating measurement agency established by the IBF, ISA and AAAI has in-principally requested the IBF, being one of the founder members of BARC, to provide certain financial assistance to BARC through its board members and co-opted board members to fund the business operations of BARC in form of Corporate Guarantee(s). Viacom18, along with other leading broadcasters in India, is the opted board member of IBF.

It is to be noted that the Company had already provided a Corporate Guarantee, on behalf of BARC, to Yes Bank Limited (hereinafter referred to the “**YBL**”) to the tune of INR 194.40 Million (In two tranches) in the FY2013-14 & 2014-15 with the approvals of the Board of Directors.

It is to be further noted that, the said Term Loan of YBL for which the earlier Corporate Guarantee was provided has been substantially paid by BARC; and the remaining outstanding amount of the said Term Loan of YBL is now being taken over by Kotak Mahindra Bank Limited (hereinafter referred to the “**KMBL**”) partially. In order to avail the said Term Loan from Kotak Mahindra Bank Limited, BARC has requested the Company, inter-alia with all other leading broadcasters, to provide a fresh Corporate Guarantee to KMBL to the tune of an amount of INR 75.00 Million, in one or more tranches.

It is to be further noted that since BARC had already paid the majority of the earlier Term Loan(s) granted by YBL to BARC, the Corporate Guarantee so provided by the Company to YBL on behalf of BARC had also reduced to a very large extent. At present, the outstanding amount of the Corporate Guarantee issued by the Company to YBL stands at INR. 26 Million only as against the overall INR. 194.44 Million.

A request Letter dated August 2, 2019 received from BARC requesting the said Corporate Guarantee and confirming the outstanding amount of the said Corporate Guarantee to YBL is being placed before the meeting and shall also be made available for inspection at the meeting.

Post the issuance of the fresh Corporate Guarantee to KMBL to the tune of INR 75 Million together with the outstanding amount of the earlier Corporate Guarantee to YBL to the tune of INR 26 Million, the overall

Corporate Guarantee exposure of Viacom18 will stand at INR 101 Million which falls well within the limit of Section 186 approved by the Shareholders of the Company in its Meeting held on August 7, 2014.

In terms of the provisions of Section 185 of the Companies Act, 2013 including any amendment thereto or re-enactment thereof for the time being in force (hereinafter referred to as the “Act”) no Company shall advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, without the prior approval of the Shareholders by means of a Special Resolution.

Since the proposed Corporate Guarantee is being provided to KMBL (in connection with the loan taken by BARC) and Mr. Sudhanshu Vats (DIN: 05234702), Managing Director and Group CEO of the Company is also a Board member of BARC; Mr. Vats is deemed to be interested in terms of the provisions of the Act. Hence, the approval of the Shareholders by means of a Special Resolution is required.

The Board of Directors at its meeting dated August 3, 2019 approved the proposal of providing corporate guarantee to KMBL on behalf of BARC, for an amount not exceeding INR 80.00 Million, in one or more tranches, subject to the approval of the shareholders by way of a Special Resolution. A draft of the Corporate Guarantee proposed to be issued to the KMBL is being placed before the meeting and shall also be made available for inspection at the meeting.

It is to be noted that the Loan proposed to be taken by BARC from KMBL, in connection of which the said corporate guarantee is being provided, is being availed by BARC for its funding requirements to support their Principal Business Activities.

The Directors, therefore, recommend the Special Resolution for approval of the shareholders.

Except for Mr. Sudhanshu Vats, Managing Director & Group CEO of the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

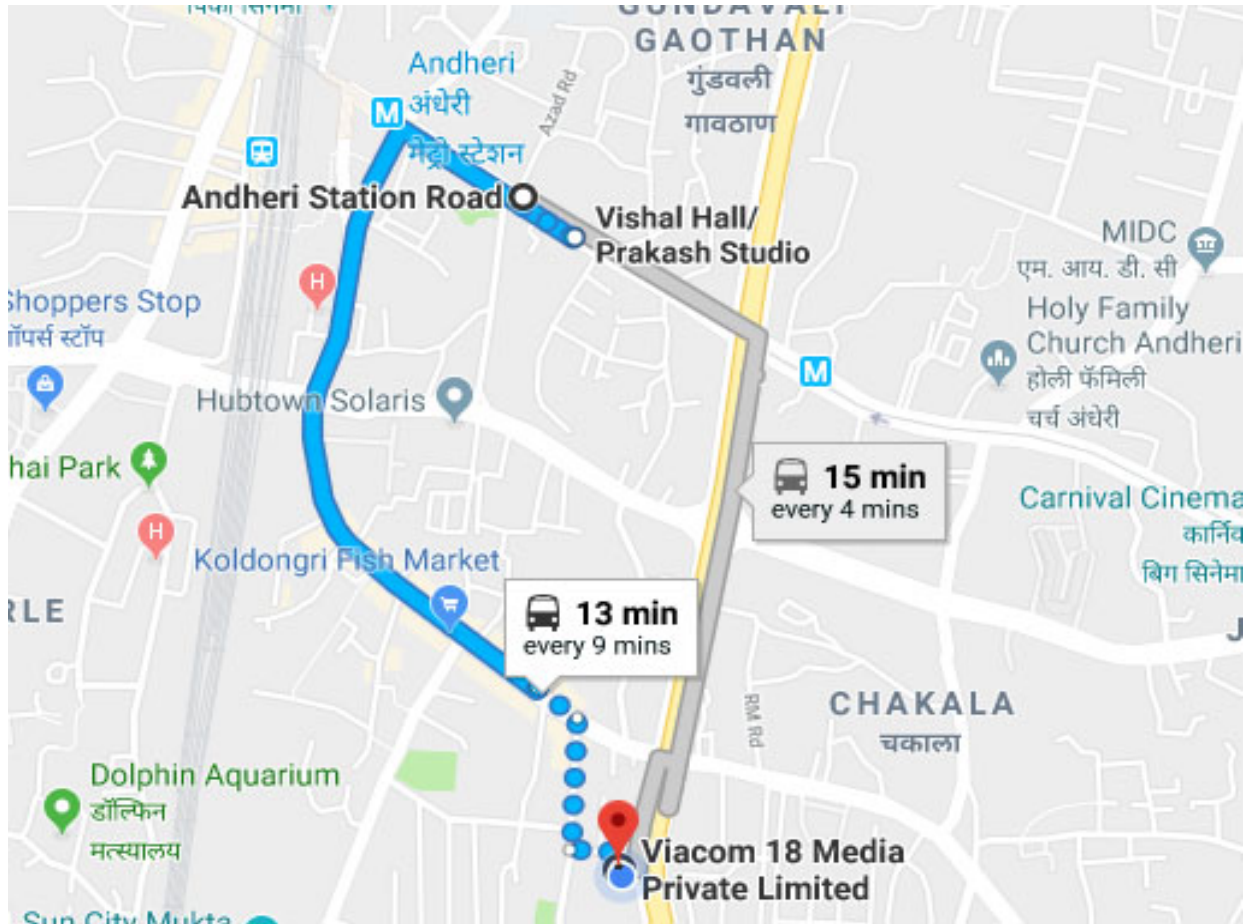
**Sd/-
Amit Kumar Sohni
Company Secretary**

Date: August 3,2019

Place: Mumbai

Registered Office:

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

ROUTE MAP:

Day & Date: Monday, August 19, 2019

Time: 3:30 p.m.

Address: Zion Bizworld, Subhash Road - 'A', Vile Parle (East), Mumbai - 400 057, Maharashtra, India.

Prominent Landmark : Near Garware House

PROXY FORM

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

Viacom 18 Media Private Limited

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:

1. _____ (Name) of _____ (Address) having e-mail id _____ or failing him
2. _____ (Name) of _____ (Address) having e-mail id _____ or failing him
3. _____ (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 **Extraordinary General Meeting** of the Company, to be held on Monday, August 19, 2019 at 3:30 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) and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Resolution	For	Against	Abstained
Approval for issuance of Corporate Guarantee to Kotak Mahindra Bank Limited on behalf of Broadcast Audience Research Council (BARC)			

Signed this day of..... 2019

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.

Viacom 18 Media Private Limited
CIN: U92100MH1995PTC095508
Registered Office: Zion Bizworld, Subhash Road – ‘A’, Vile Parle (East),
Mumbai – 400 057 Maharashtra, India

**EXTRAORDINARY 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 **EXTRAORDINARY GENERAL MEETING** of the Company on Monday, August 19, 2019 at 3:30 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).

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.