

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 Wednesday, 20th day of July, 2016 at 9.00 AM, 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****APPOINTMENT OF INTERNAL AUDITOR FOR THE FY 2016-17**

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

“**RESOLVED THAT** in terms of provisions of Section 138 of the Companies Act, 2013 (“Act”) read with the Companies (Accounts) Rules, 2014 (“Rules”), as amended from time to time, and pursuant to the enabling provisions in the Articles of Association of the Company, M/s. Ernst & Young LLP, Mumbai, be and are hereby appointed as Internal Auditors of the Company for the financial year 2016-17 on such terms and conditions as agreed between the Internal Auditors and the Company and at a fee as may be mutually decided.

RESOLVED FURTHER THAT any of the Key Managerial Personnel and/ or Mr. Amit Kumar Sohni, Associate Director- Legal, be and are hereby severally authorized to do all such acts, deeds and things necessary or desirable in connection with or incidental to giving effect to this resolution, including but not limited to issuing of engagement/ appointment letter to Internal Auditors and filing of necessary forms, if any, with the Registrar of Companies, Mumbai, Maharashtra, and to comply with all other requirements in this regard.”

Item No. 2**ADOPTION OF THE BUSINESS PLAN, ANNUAL BUDGET AND FUNDING FOR FINANCIAL YEAR APRIL, 2016 TO MARCH, 2017**

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

“**RESOLVED THAT** pursuant to the enabling provisions in the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Annual Business plan, Annual Budget and the funding requirements of the Company for the financial year from April 2016 till March 2017.

RESOLVED FURTHER THAT any of the Directors of the Company and / or Key Managerial Personnel of Company namely Mr. Sudhanshu Vats - Group CEO, Mr. Soumen Ray - CFO and Mr. Sujeet Jain - Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things, as may be necessary, proper or expedient or desirable in connection with or incidental to giving effect to this resolution 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 February 3, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: July 18, 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 FORTY EIGHT 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)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
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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

In compliance with the provisions of Section 138 of the Companies Act, 2013 (“ Act”) read with Companies (Accounts) Rules, 2014 (“Rules”), as amended from time to time, it is proposed to appoint M/s Ernst & Young, LLP, Mumbai as the Internal auditors of the Company for the FY 2016-17.

Further pursuant to the provisions of Article 8.5 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 appointment of Internal Auditor of the Company for the financial year from April 2016 to March 2017, falls within the ambit of Special Reserved matters, the same needs to be approved by the Equity Shareholders’ of the Company.

A copy of the Articles of Association of the Company and draft letter of appointment/ engagement of the Internal Auditors for the financial year from April 2016 to March 2017 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 are 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

Pursuant to the provisions of Article 8.5 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 adoption of Annual Business Plan, Annual Budget and funding requirements for the financial year from April 2016 to March 2017, falls within the ambit of Special Reserved matters, the same needs to be approved by the Equity Shareholders’ of the Company.

A copy of the Articles of Association of the Company, draft Annual Business Plan, Annual Budget and funding requirements for the financial year from April 2016 to March 2017 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 are 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
Zion Bizworld, Subhash Road - ‘A’,
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: July 18, 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 Wednesday, 20th day of July, 2016 at 9.00 A.M. at “The Gateway Room”, Taj Mahal Hotel, Apollo Bunder, Mumbai-400 001, 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 Wednesday, 20th day of July, 2016 at 9.00 AM, on a shorter notice, at "The Gateway Room", Taj Mahal Hotel, Apollo Bunder, Mumbai-400 001, Maharashtra, India and at any adjournment thereof in respect of such resolution as are indicated below:

No.	Resolutions	For	Against
1	Appointment of Internal Auditor for the FY 2016-17		
2	Adoption of the business plan, annual budget and funding for financial year April, 2016 to March, 2017		

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

