

NOTICE

To,

The Members,

Viacom 18 Media Private Limited

NOTICE is hereby given that the Extraordinary General Meeting ("EGM") of the Members of Viacom 18 Media Private Limited ("the Company") will be held on Monday, November 26, 2018 at 10:00 a.m. (IST) 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:

1. To amend the Articles of Association of the Company:

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

"RESOLVED THAT pursuant to provisions of Section 14, other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder approval of the members of the Company be and is hereby accorded for alteration of the following existing articles of the Articles of Association ("AoA") of the Company by replacing and substituting the same with the following new articles as under:

- I. The following additional definition will be inserted at the relevant place under Article 2 of the Articles of Association:

"Managing Director" means the person as defined under section 2 (54) of the Companies Act;

- II. Article 8.2 (a) will be replaced to read as follows:

- (a) *The Board of Directors may, with the approval of the Shareholders, appoint a person as Managing Director of the Company.*

In addition, the Board of the Company shall consist of 5 (five) nominee Directors and 2 (two) Independent Directors; which can be expanded with prior written mutual agreement of Viacom Group and Network 18 Group to include additional Independent Directors as part of the Board to meet the requirements of applicable Law; and Viacom Group shall be entitled to nominate 2 (two) Directors for appointment to the Board and the Network 18 Group shall be entitled to nominate 3 (three) Directors for appointment to the Board (hereinafter, each an "Original Director"). No Director shall be required to hold any qualification shares. Each Director shall be entitled to one vote.

- III. Article 8.2 (c) will be replaced to read as follows:

- (c) *All Directors on the Board (other than the Independent Directors and the Managing Director) will retire at every annual Shareholders' Meeting and be eligible for re-appointment at such time. It is clarified that the re-appointment of the Directors of the Viacom Group and the Network 18 Group will be in accordance with the provisions contained in these Articles. Each of Viacom Group and Network 18 Group shall be entitled*

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to remove and replace their respective nominee Original Directors or to fill in the vacancy caused in such office, by a letter addressed to the Company with a copy to the other Shareholder provided that each of Viacom Group and Network 18 Group shall indemnify the Company in relation to any liability that the Company may incur as a result of any such removal. The Company shall appoint nominees on the Board promptly post the receipt of requisite approvals, if required from the relevant Government Authority, such as Ministry of Information and Broadcasting.

IV. Article 8.2 (d) will be replaced to read as follows:

(d) The Board may constitute such committees of the Board as it deems necessary (including audit and compensation committees). Unless otherwise agreed and subject to Articles 8.2(h) and 8.5(e), such committees shall be comprised of Viacom Group Directors and Network 18 Group Directors in the proportion identical to the proportion of Viacom Group Directors and Network 18 Group Directors on the Board. The Board, if deem fit, may appoint Managing Director as a member of these committees or he can be permanent invitees to such committees.

V. Article 13.2 will be replaced to read as follows:

13.2 Inconsistent Provisions

In the event of any conflict between the terms of the Shareholders Agreement on one part and the Articles [except articles 8.2 (a) (c) and (d)] on the other hand, the Parties agree that as between the Parties, the terms of the Shareholders Agreement shall take precedence and the Parties shall cause the prompt amendment of the Articles to remove such conflict to the extent permissible under applicable Law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the Company and/or the Company Secretary be and is hereby authorized to take all such steps and actions and give such directions as it may in its 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;

RESOLVED FURTHER THAT any Director, Mr. Sujeet Jain, Group General Counsel & Company Secretary, Mr. Amit Sohni, Deputy Company Secretary, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, including filing of necessary forms with the Registrar of Companies, Mumbai, Maharashtra, as may be required in relation to such amendments and to comply with all other requirements in this regard."

2. To appoint Mr. Adil Zainulbhai (DIN: 06646490) as a Non-Executive & Independent Director of the Company:

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an Ordinary Resolution:



Viacom18 Media Pvt. Ltd. (A Viacom and Network18 Joint Venture)

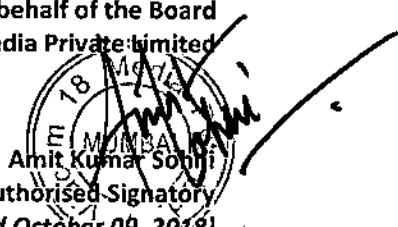
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"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Adil Zainulbhai (DIN: 06646490), who was appointed as an Additional Director (Non-Executive & Independent) pursuant to the provisions of Section 161(1) of the Act in terms of the Articles of Association of the Company and in respect of whom the Company has received a notice of candidature in writing proposing his appointment under Section 160 of the Act, and on recommendation by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto October 9, 2023."

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


Amit Kumar Sohni
Authorised Signatory

(Authorised vide resolution dated October 09, 2018)

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

Date: November 26, 2018
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.

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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

Amit Kumar Sharma
Authorised Signatory

(Authorised vide resolution dated October 09, 2018)

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

Date: November 26, 2018
Place: Mumbai

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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:

Item No. 1:

The Board vide its Circular Resolution dated July 9, 2018 had approved the proposal of appointment of Mr. Sudhanshu Vats, Group CEO of the Company as Director and Managing Director of the Company subject to regulatory approvals from Ministry of Information and Broadcasting ('MIB'). Accordingly, the Company has now received necessary approvals from MIB vide its letter dated October 15, 2018 for the aforesaid appointment.

Subsequently, to enable the said appointment in terms with the Articles of Association ('AoA') of the Company, the Board of Directors at its meeting held on November 26, 2018, recommended certain amendments with respect to certain provisions of the AoA of the Company by altering the same by replacing and substituting it with the new articles as set out in the draft of the resolution.

As per provisions of Section 14 of the Companies Act 2013, any amendment in the AoA of the Company; approval of the shareholders of the Company is required by way of a Special Resolution.

Approval of the members is therefore sought for the amendment on the Articles of Association of the Company by passing a Special Resolution as set out at Item No. 1 of the Notice.

Copy of the AoA of the Company incorporating the proposed amendments is available for inspection by members at the registered office of the Company on all working days, except Saturdays, Sundays and Public holidays, during business hours up to the date of the Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

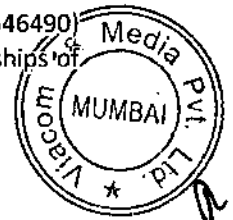
The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2:

The Board of Directors of the Company, pursuant to the provisions of Section 161 (1) of the Act and the Articles of Association of the Company, appointed Mr. Adil Zainulbhai (DIN: 06646490) as an Additional (Non-Executive & Independent) Director on the Board of the Company w.e.f. October 09, 2018.

In terms of the provisions Section 160 of the Companies Act, 2013, the Company has received a notice of candidature in writing proposing his appointment and the same has been recommended by the Board of Directors of the Company. Further, Mr. Adil Zainulbhai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

As stipulated under Secretarial Standard-2, brief profile of Mr. Adil Zainulbhai (DIN: 06646490) including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A:



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Table A
Brief Profile

Age	64 years
Qualifications	Graduated in Mechanical Engineering from the Indian Institute of Technology. He also has an M.B.A. from Harvard Business School
Experience	<p>Mr. Zainulbhai is currently a Senior Advisor to McKinsey and an Independent Director at Reliance Industries Ltd. and at Larsen & Toubro Ltd. He retired as Chairman of McKinsey, India after 34 years at McKinsey. He spent the last 10 years in India. Prior to returning to India, he led the Washington office of McKinsey and founded the Minneapolis office.</p> <p>Over the last 10 years in India, Mr. Zainulbhai has worked directly with the CEOs and promoters of some of the major companies in India and globally - private companies, MNCs and PSUs. He has been focusing on 3 areas: a) Helping Indian companies meet their growth aspirations and become successful globally and developing their senior leadership; b) Helping Public Sector Undertakings (PSUs) become more efficient and Effective; c) Helping MNCs enter India and build profitable, large and innovative businesses.</p> <p>Mr. Zainulbhai has also been working with several parts of the government and led efforts around urbanization, inclusive growth and energy.</p> <p>Recently, Mr. Zainulbhai co-edited the book, 'Reimagining India' which featured 60 authors including prominent businessmen, academics, economists, authors and journalists. The book has been #1 in non-fiction in India on its release and #2 on Amazon's International Business List in the US.</p>
Justification for appointment of Independent Director	Considering his vast experience with top MNCs in past decades, appointment of Mr. Adil Zainulbhai on the Board of the Company will be highly valuable.
Terms and Conditions of appointment	<ul style="list-style-type: none"> • Not liable to retire by rotation; • Appointed for 5 years; • Sitting Fee as approved by the Board;
Remuneration last paid	Not applicable
Remuneration sought to be paid	Sitting Fee as approved by the Board from time to time
Date of first appointment	October 09, 2018
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	No inter se relationship
Number of meetings attended from the date of appointment and till the date of Notice of this Meeting	Nil

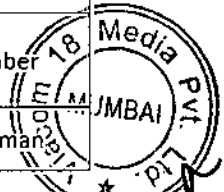


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Directorships of other Board			
1. Reliance Industries Limited 2. Cipla Limited 3. Network18 Media & Investments Limited 4. TV18 Broadcast Limited 5. Larsen and Toubro Limited 6. Reliance Retail Ventures limited 7. Reliance Jio Infocomm Limited 8. Anant National University 9. Piramal Foundation			
Membership/Chairmanship of Committees of other Board	Company	Committees	Membership/Chairmanship
	Reliance Industries Limited	Audit Committee	Member
		Human Resources Nomination & Remuneration Committee	Chairman
		Risk Management Committee	Chairman
	Cipla Limited	Corporate Social Responsibility Committee	Member
		Nomination & Remuneration Committee	Chairman
	Network18 Media & Investments Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Stakeholders' Relationship Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
	TV18 Broadcast Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
	Larsen & Toubro Limited	Nomination & Remuneration Committee	Member
	Reliance Retail Ventures Limited	Audit Committee	Chairman



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		Corporate Social Responsibility Committee	Chairman
		Nomination & Remuneration Committee	Member
	Reliance Jio Infocomm Limited	Audit Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
		Nomination & Remuneration Committee	Member

In the opinion of the Board, Mr. Adil Zainulbhai, who is proposed to be appointed as an Independent Director of the Company for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast and invaluable experience, his presence on the Board will be of immense value to the Company.

Save and except Mr. Adil Zainulbhai 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. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

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

Amit Kumar Sohani
Authorised Signatory

(Authorised vide resolution dated October 09, 2018)

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Maharashtra, India

Date: November 26, 2018

Place: Mumbai

Registered Office

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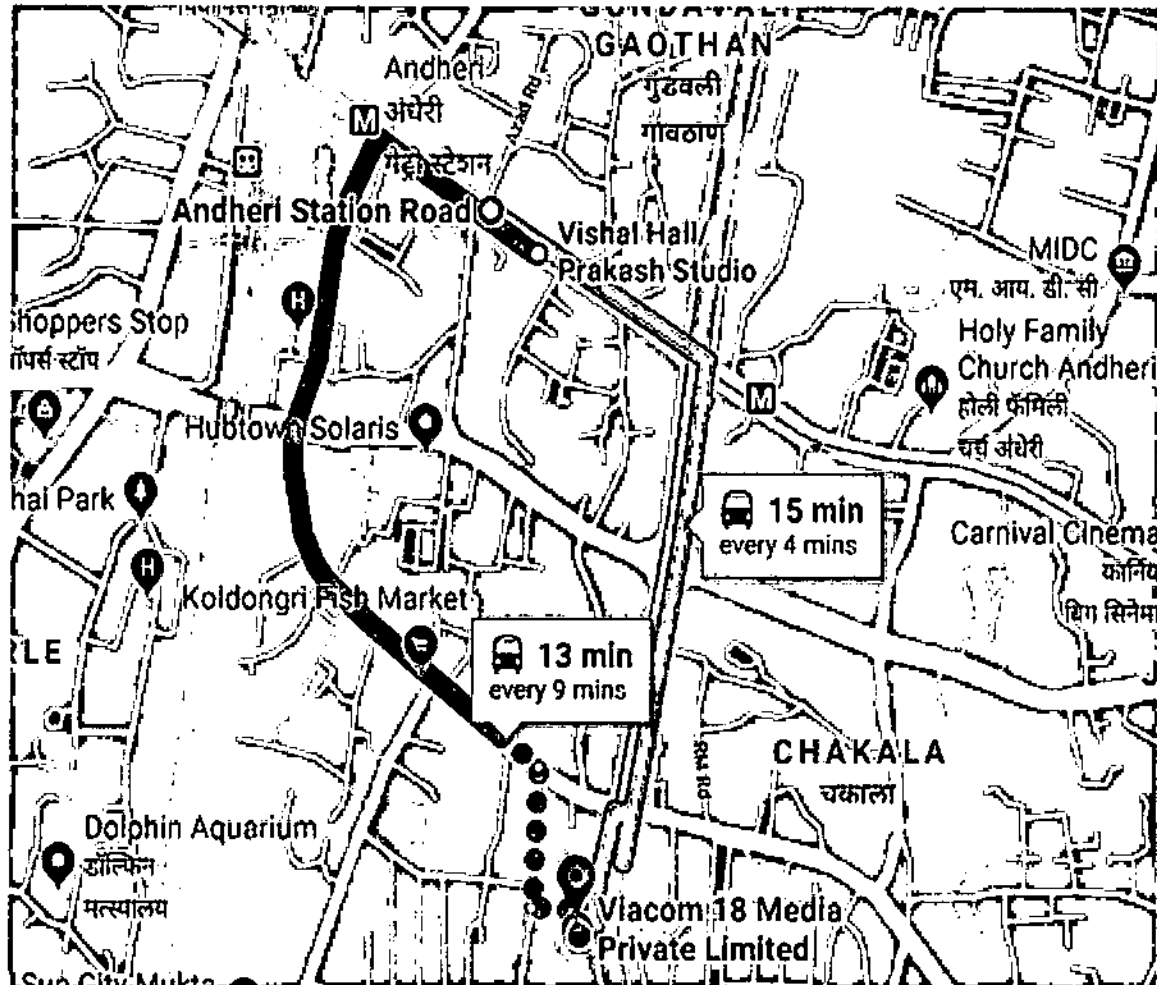


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ROUTE MAP:

Extraordinary General Meeting of the Company, to be held on Monday, 26th day of November, 2018 at 10:00 a.m. at the registered office of the Company at Zion Bizworld, Subhash Road – 'A', Vile Parle (East), Mumbai - 400 057, Maharashtra, India.

Prominent Landmark - Near Garware House



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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]

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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 **Extraordinary General Meeting** of the Company, to be held on Monday, 26th day of November, 2018 at 10:00 a.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:

No.	Resolutions	For	Against
Special Business			
1.	To amend the Articles of Association of the Company		
2.	To appoint Mr. Adil Zainulbhai (DIN: 06646490) as a Non-Executive & Independent Director of the Company		

Signed this day of..... 2018

Affix
Revenue
Stamp

Signature of shareholder

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.



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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, 26th day of November 2018 at 10:00 a.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.



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