

NOTICE

To,

The Members,
Viacom 18 Media Private Limited

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of the Company will be held on Friday, September 28, 2018 at 4:30 p.m. at the Registered Office of the Company at Zion Bizworld, Subhash Road - 'A', Vile Parle (East), Mumbai - 400 057, Maharashtra, (Landmark - Near Garware House), to transact the following business:

ORDINARY BUSINESS

Item No. 1: To receive, consider and adopt, the audited financial statements (standalone) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditor's thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements (standalone) of the Company for the year ended March 31, 2018, and the reports of the Board of Directors and the Auditor's thereon, be and are hereby received, considered and adopted."

Item No. 2: To receive, consider and adopt, the audited financial statements (consolidated) of the Company for the financial year ended March 31, 2018 and the reports of the Auditor's thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement (consolidated) of the Company for the financial year ended March 31, 2018 and the report of Auditor's thereon, be and are hereby received, considered and adopted."

Item No. 3: To appoint a Director in place of Rahul Joshi (having DIN-07389787), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of association of the Company, Rahul Joshi (having DIN-07389787), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 4: To appoint a Director in place of Mr. Madhusudana Sivaprasad Panda (having DIN-00012144), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and the Articles of association of the Company, Mr. Madhusudana Sivaprasad Panda (having DIN-00012144), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."



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Item No. 5: To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment, modification(s), variation or re-enactment thereof including rules, circulars, notifications made / issued thereunder and for the time being in force, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (having Firm's registration Number: 117366W/W-100018), Statutory Auditors of the Company, which has been approved by the members at the 18th Annual General Meeting of the Company for a term of 5 years i.e. from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting, be and is hereby ratified for the period of one year i.e. 2018-19 and that the Board of Directors of the Company be and are hereby authorized to fix such remuneration as may be determined in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS:

Item No. 6: To appoint Mr. Wade Cullen Davis (having DIN-2157793) as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 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. Wade Cullen Davis (having DIN-2157793), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and 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 a Director of the Company, liable to retire by rotation."

Item No. 7: To appoint Mr. David Lynn (having DIN-7956886) as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 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. David Lynn (having DIN-7956886), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and 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 a Director of the Company, liable to retire by rotation."

Item No. 8: To appoint Ms. Jyoti Deshpande (having DIN-02303283) as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 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), Ms. Jyoti Deshpande (having DIN-02303283), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice of



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candidature in writing proposing her appointment under Section 160 of the Act, and on recommendation by the Board of Directors of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 9: To ratify remuneration payable to Mr. Vinayak Balkrishna Kulkarni, Cost Accountants, Mumbai appointed as Cost Auditors of the Company for the FY 2018-19 and in this regard, pass the following resolution 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, the remuneration payable to, 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 2018-19, up to maximum of INR 2,25,000 (Indian Rupees Two Lac Twenty Five Thousand Only) plus applicable Goods & Service Tax and out of pocket expenses that may be incurred be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any of the Key Managerial Personnel and/ or Mr. Amit Kumar Sohni, 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 filing of necessary forms, if any, with the Registrar of Companies, Mumbai, Maharashtra, and to comply with all other requirements in this regard."

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

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: September 01, 2018
Place: Mumbai

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

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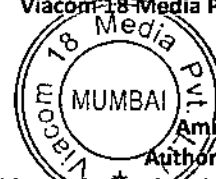
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NOTES:

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 authorising 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 and copies thereof shall also be available for inspection at the Corporate Office of the Company 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 Sohani
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: September 01, 2018

Place: Mumbai

Registered Office

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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 Ordinary / Special Businesses mentioned in the accompanying Notice for convening the 22nd Annual General Meeting of the members of the Company:

Item No. 3

As stipulated under Secretarial Standard-2, brief profile of Mr. Rahul Joshi (having DIN-07389787), including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A:

**Table A
Brief Profile**

Age	48 years
Qualifications	Master of Management Studies from Narsee Monjee Institute, Mumbai University
Experience	Mr. Rahul Joshi is currently the Managing Director of Network 18 Media & Investments Limited. Earlier Mr. Rahul Joshi had worked as a Director, Times of India Group for 20 years. Prior to joining, Mr. Rahul Joshi worked with The Economic Times for more than two decades, where he rose through ranks to quickly become one of India's youngest editors and has also worked as its editorial director. He also launched ET NOW and helped shape the digital coverage of ET Online. He also has worked with The Indian Express in the past and is also on the board of News Broadcasters Association (NBA).
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 from the date of appointment and till the date of Notice of this AGM	During the FY2017-18 till the date of notice of this AGM, Mr. Rahul Joshi attended 6 (Six) meetings of the Board of Directors. Further, details pertaining to attendance in the board meeting from the date of appointment, necessary details had already been disclosed in the previous notice of the AGM.
Directorships of other Board	<ul style="list-style-type: none"> • News Broadcasters Association • IndiaCast Media Distribution Private Limited • Network18 Media & Investments Limited • AETN18 Media Private Limited
Membership/Chairmanship of Committees of other Board	AETN18 Media Private Limited <ul style="list-style-type: none"> • Member – Nomination & Remuneration Committee



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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. 3 of the Notice.

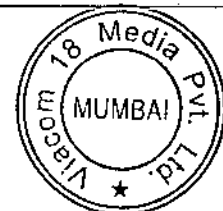
Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Item No. 4

As stipulated under Secretarial Standard-2, brief profile of Mr. Madhusudana Sivaprasad Panda (Mr. PMS Prasad), (having DIN-00012144), including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table B:

**Table B
Brief Profile**

Age	66 years
Qualifications	Bachelor's degree in Science and Engineering
Experience	Mr. Prasad is an Executive Director at Reliance Industries Limited (RIL). He has contributed to the growth of RIL over the past three decades and has held various posts in the petrochemicals, refining and marketing, exploration and production and fibres businesses of RIL. His exemplary leadership in steering the diversification of RIL – from a refining and petrochemicals company to an exploration and product business company earned him the Energy Executive of the Year Award in 2008 from Petroleum Economist. For his contribution to the petroleum sector, he has been awarded an honorary doctorate degree by the University of Petroleum Engineering, Dehradun.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	June 27, 2017
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment and till the date of Notice of this AGM	During the FY2017-18 till the date of notice of this AGM, Mr. Prasad attended 5 (Six) meetings of the Board of Directors.
Directorships of other Board	<ul style="list-style-type: none"> • Reliance Industries Limited • Network18 Media & Investments Limited • TV18 Broadcast Limited • Reliance Commercial Dealers Limited
Membership/Chairmanship of Committees of other Board	<ul style="list-style-type: none"> • Reliance Commercial Dealers Limited <ul style="list-style-type: none"> ◦ Chairman - Nomination and Remuneration Committee • Reliance Industries Limited <ul style="list-style-type: none"> ◦ Member - Health, Safety & Environment Committee



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	<ul style="list-style-type: none"> ○ Member - Risk Management Committee • Network18 Media & Investments Limited <ul style="list-style-type: none"> ○ Member - Audit Committee ○ Member - Nomination & Remuneration Committee ○ Member - Stakeholders' Relationship Committee ○ Member - Corporate Social Responsibility Committee • TV18 Broadcast Limited <ul style="list-style-type: none"> ○ Member - Audit Committee ○ Member - Nomination & Remuneration Committee ○ Member - Stakeholders' Relationship Committee ○ Member - Corporate Social Responsibility Committee
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Save and except Mr. Madhusudana Sivaprasad Panda and his relatives, none of the other Directors/Key Managerial Personnel of the Company/their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

Item No. 6

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. Wade Cullen Davis as an Additional Director on the Board of the Company w.e.f. April 16, 2018. He holds the office as an Additional Director up to the date of this Annual General Meeting.

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. Wade Cullen Davis 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. Wade Cullen Davis, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table C:

**Table C
Brief Profile**

Age	46 years
Qualifications	Mr. Wade Cullen Davis holds B.A. Cum Laude with honors in Economics and B.A Cum Laude with honors in Philosophy from Williams College, Williamstown Massachusetts.
Experience	Mr. Wade Cullen Davis is Chief Financial Officer of Viacom, USA. In this role, which he assumed in November 2012,



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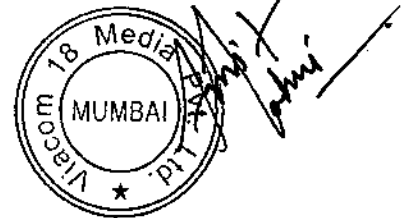
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	<p>Mr. Davis is responsible for overseeing the core financial functions of the company on a global basis, including Financial Planning, Tax, Treasury, Reporting, and Risk Management. Additionally, Mr. Davis oversees Corporate Development, Strategy, Research & Consumer Insights functions for the Company.</p> <p>Prior to joining Viacom, Mr. Davis was an investment banker in the technology and media sectors for more than a decade. As an investment banker at Lazard Frères & Co and Wasserstein Perella & Co., Mr. Davis advised clients on transactions with an aggregate value of more than \$40 billion. Before becoming an investment banker, Mr. Davis held operating positions at Harley Davidson, Inc. in Milwaukee, Wisconsin.</p> <p>Mr. Davis has been active in the reform of public education and is co-founder and a member of the Board of AdvancePath Academics, a firm that operates technology-based centers that recover and educate high school dropouts. Additionally, Mr. Davis serves on the Board of Directors of Cengage Learning, one of the largest providers of higher education curriculum solutions in the world.</p>
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	April 16, 2018
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment and till the date of Notice of this AGM	None
Directorships of other Board	<ul style="list-style-type: none"> IndiaCast Media Distribution Private Limited <p>In addition, Mr. Wade Cullen Davis holds board position in several foreign entities, a list of which shall be made available for inspection at the meeting.</p>
Membership/Chairmanship of Committees of other Board	None

Save and except Mr. Wade Cullen Davis and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.



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Item No. 7

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. David Lynn as an Additional Director on the Board of the Company w.e.f. April 16, 2018. He holds the office as an Additional Director up to the date of this Annual General Meeting.

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. David Lynn 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. David Lynn, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table D:

**Table D
Brief Profile**

Age	50 years
Qualifications	Mr. David Lynn has done his Engineering from University College, Dublin and is also a Chartered Accountant from the Institute of Chartered Accountants Ireland.
Experience	David Lynn is President, CEO of Viacom International Media Networks, giving him management oversight of all of Viacom's media networks and related businesses outside the U.S. Prior to assuming this role in January 2017, Lynn was President of VIMN UK, Northern and Eastern Europe from 2014, having been Managing Director since March 2007. In this role he was responsible for the largest of Viacom's geographic divisions outside the U.S., encompassing its operations in 33 European countries. Lynn led the acquisition of Channel 5 Broadcasting in 2014 and its successful integration into Viacom, subsequently leading Channel 5 to the highest operating profit in its 20-year history. Previously, he was also responsible for Viacom's international distribution strategy, covering pay TV and VOD. From 2004, Lynn served as SVP, Managing Director, for Nickelodeon UK. Prior to this, Lynn worked in senior management for Paramount Comedy Channel UK from 1999 onwards.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	April 16, 2018
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None



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Number of meetings attended from the date of appointment and till the date of Notice of this AGM	None
Directorships of other Board	<ul style="list-style-type: none"> IndiaCast Media Distribution Private Limited In addition, Mr. David Lynn holds board position in several foreign entities, a list of which shall be made available for inspection at the meeting.
Membership/Chairmanship of Committees of other Board	None

Save and except Mr. David Lynn and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

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 Ms. Jyoti Deshpande as an Additional Director on the Board of the Company w.e.f. July 26, 2018. She holds the office as an Additional Director up to the date of this Annual General Meeting.

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

As stipulated under Secretarial Standard-2, brief profile of Ms. Jyoti Deshpande, including names of companies in which she holds directorships and memberships/chairmanships of Board Committees, is provided below in Table E:

Table E

Brief Profile

Age	48 years
Qualifications	Ms. Jyoti has a Bachelor's Degree in Commerce and Economics from Mumbai University and a Master's Degree in Business Administration (MBA) from SPJIMR, Mumbai University.
Experience	<p>Ms. Jyoti Deshpande has over 25 years of experience in media and entertainment across advertising, media consulting, television and film. She has been part of the leadership team of Eros International since 2001 and as Group CEO & MD, she has spearheaded Eros' growth as a global leader in Indian filmed entertainment.</p> <p>Prior to joining Eros in 2001, Ms. Jyoti has worked for 7 years in the field of advertising, media consulting and television with companies such as J Walter Thompson India, Mindshare, Zee Television and B4U Television.</p>



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Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	July 26, 2018
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment and till the date of Notice of this AGM	1 (One)
Directorships of other Board	<ul style="list-style-type: none"> • Network18 Media & Investments Limited • TV18 Broadcast Limited • Eros International Media Limited • Eros International PLC • Balaji Telefilms Limited • Saavn Media Private Limited • IndiaCast Media Distribution Private Limited
Membership/Chairmanship of Committees of other Board	<ul style="list-style-type: none"> • Eros International Media Limited <ul style="list-style-type: none"> ○ Member - Corporate Social Responsibility Committee

Save and except Ms. Jyoti Deshpande and her relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

In pursuance of Section 148 of the Companies Act, 2013, the Company is required to conduct cost audit to audit the cost records of the applicable products/services of the Company. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee, if any, and approved by the Board, has to be ratified by the members of the Company.

The Board of Directors of the Company at its meeting held on April 16, 2018 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 2018-19 at a remuneration up to maximum of INR 2,25,000 (Indian Rupees Two Lac Twenty Five Thousand Only) plus applicable Goods and Service Tax and out of pocket expenses that may be incurred, as set out in the resolution.

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 2018-19.

A letter dated March 22, 2018 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. 9 of this Notice is accordingly recommended for your approval.



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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.

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



Amit Kumar Sohra
Authorised Signatory

(Authorised vide resolution dated April 15, 2016)

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Vile Parle (East), Mumbai-400 057,
Maharashtra, India

Date: September 01, 2018

Place: Mumbai

Registered Office

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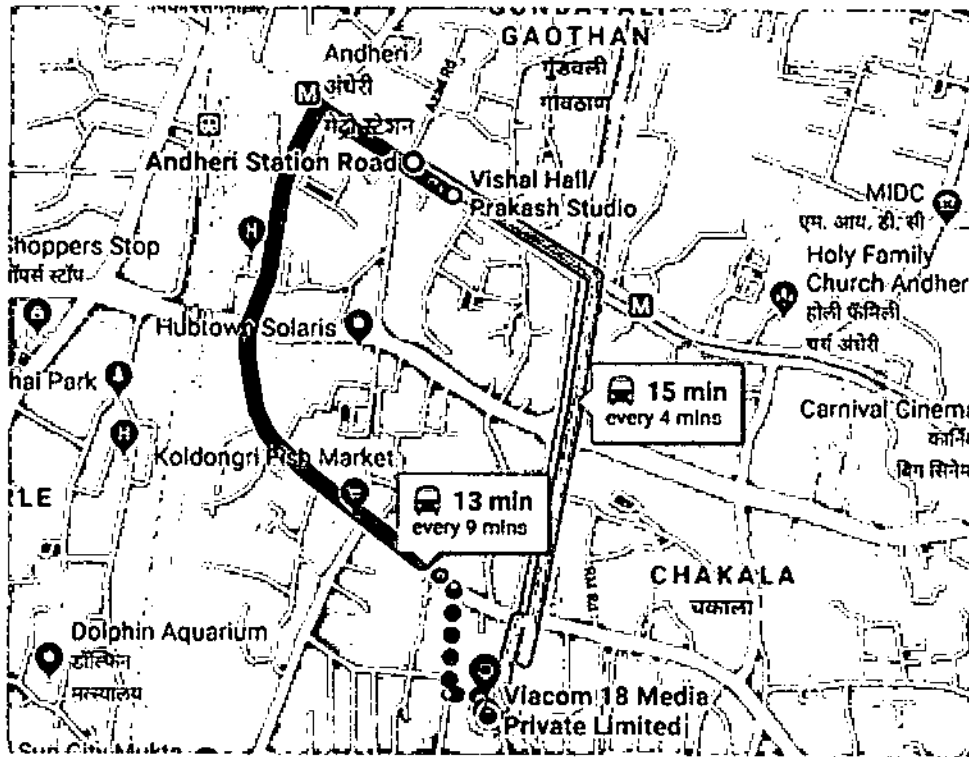
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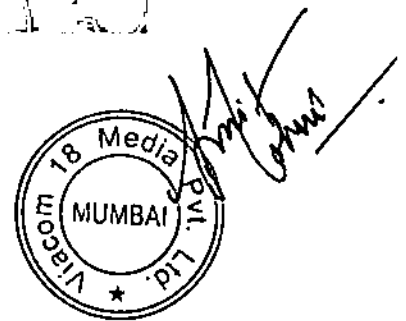


VIACOM 18

ROUTE MAP



Prominent Landmark: Near Garware House



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VIACOM 18

CIN: U92100MH1995PTC095508

Registered Office: Zion Bizworld, Subhash Road – A, Vile Parle (East),
Mumbai – 400 057 Maharashtra, India**ANNUAL 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 **22nd ANNUAL GENERAL MEETING** of the Company on Friday, 28th day of September, 2018 at 4.30 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.



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

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 **22nd Annual General Meeting** of the Company, to be held on Friday, 28th day of September, 2018 at 4:30 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:

No.	Resolutions	For	Against
Ordinary Business			
1	To receive, consider and adopt, the audited financial statements (standalone) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and the Auditors' thereon.		
2	To receive, consider and adopt, the audited financial statements (consolidated) of the Company for the financial year ended March 31, 2018 and the reports of the Auditors' thereon.		
3	To appoint a Director in place of Mr. Rahul Joshi (DIN-07389787), who retires by rotation and being eligible, offers himself for re-appointment.		
4	To appoint a Director in place of Mr. Madhusudana Sivaprasad Panda (DIN-00012144), who retires by rotation.		
5	To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
6	To appoint Mr. Wade Cullen Davis (having DIN-2157793) as a Director.		
7	To appoint Mr. David Lynn (having DIN-7956886) as a Director.		
8	To appoint Ms. Jyoti Deshpande (having DIN-02303283) as a Director.		
9	To ratify remuneration payable to Mr. Vinayak Balkrishna Kulkarni, Cost Accountants, Mumbai appointed as Cost Auditors of the Company for the FY 2018-19.		

Signed this..... day of..... 2018

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.

