

NOTICE

To,
The Members,
Viacom 18 Media Private Limited

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of the Company will be held on Wednesday, 31st day of July 2019 at 11:30 a.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, 2019 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, 2019, 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, 2019 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, 2019 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 Mr. 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, Mr. 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."

Item No. 5: To appoint a Director in place of Mr. Wade Cullen Davis (having DIN-2157793), 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. Wade Cullen Davis (having DIN-2157793), 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. 6: To appoint a Director in place of Mr. David Lynn (having DIN-7956886), 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. David Lynn (having DIN-7956886), 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. 7: To appoint a Director in place of Ms. Jyoti Deshpande (having DIN-02303283), who retires by rotation and being eligible, offers herself 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, Ms. Jyoti Deshpande (having DIN-02303283), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 8: To consider and approve the reappointment of the Statutory Auditors of the Company for another term of 5 (five) years 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 and on recommendation of the Audit Committee and Board of Directors of the Company M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (having Firm’s registration Number: 117366W/W-100018), be and is hereby reappointed as the Statutory Auditors of the Company for another term of 5 (five) consecutive years to hold office from the conclusion of the 23rd Annual General Meeting until the conclusion of 28th Annual General Meeting to be held in the F.Y. 2023-24, to audit the financial statements of the Company for the F.Y. 2019-20 to F.Y. 2023-24 and that the remuneration and terms of appointment of statutory auditors of the Company be determined mutually by the Audit Committee / Board in consultation with the statutory auditors .”

SPECIAL BUSINESS:

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 2019-20 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 2019-20, up to maximum of INR 2,25,000 (Rupees Two Lac and Twenty Five Thousand Only) excluding out of pocket expenses, applicable taxes and cess thereon be and is hereby ratified;

RESOLVED FURTHER THAT the Directors, Mr. Mukesh Mundra, Chief Financial Officer and Mr. Amit Kumar Sohni, Company Secretary 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.”

Item No. 10: To consider and approve the reclassification of the Authorized Share Capital and consequent alteration of clause V of the Memorandum of Association of the Company and in this regard, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 4, 13 and 61 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 and the authorized share capital of the Company be and is hereby reclassified from 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 to INR 195,00,00,000 (Indian Rupees One Hundred Ninety Five Crores Only) divided into 19,50,00,000 (Nineteen Crores Fifty Lacs Only) Equity Shares of INR 10/- (Indian Rupees Ten Only) each;

RESOLVED FURTHER THAT in accordance with the provisions of 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, if any, thereto, be and is hereby deleted and be substituted with the new Clause V, read as under:

“V. *The Authorized Share Capital of the Company is INR 195,00,00,000 (Indian Rupees One Hundred Ninety Five Crores Only) divided into 19,50,00,000 (Nineteen Crores Fifty Lacs Only) Equity 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.*”

RESOLVED FURTHER THAT any of the Directors of the Company and/or Mr. Mukesh Mundra, Chief Financial Officer and Mr. Amit Kumar Sohni, Company Secretary of the Company 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, and to comply with all other requirements in this regard.”

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

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

Date: July 9, 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 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 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. 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: July 9, 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 Ordinary / Special Businesses mentioned in the accompanying Notice for convening the 23rd 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	49 years	
Date of first appointment	July 10, 2016	
Designation	Non-Executive Director	
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. Rahil 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 liable to retire by rotation	
Remuneration sought to be paid	Nil	
Remuneration last drawn	Nil	
Number of Board Meetings attended during their tenure in the FY 2018-19	Attended during the tenure in FY 2018-19	Held during the tenure in FY 2018-19
	6	6
Shareholding in the Company	Nil	
List of other Directorships held in other Company (including Private Limited Company)	<ul style="list-style-type: none"> • News Broadcasters Association • IndiaCast Media Distribution Private Limited • Network18 Media & Investments Limited • AETN18 Media Private Limited • TV18 Broadcast Limited 	
List of Chairmanship/ Membership of various committees in other public limited companies	<ul style="list-style-type: none"> • TV18 Broadcast Limited <ul style="list-style-type: none"> ○ Member - SRC • AETN18 Media Private Limited 	

	<ul style="list-style-type: none"> ○ Member - NRC <p><i>(The Committee membership and chairpersonship includes membership of the Audit Committee (“AC”), Stakeholders’ Relationship Committee (“SRC”), Nomination & Remuneration Committee (“NRC”) and Corporate Social Responsibility (“CSR”) of Indian public companies including private companies which are subsidiary of a public limited company)</i></p>
Relationship with other director/Manager and other KMP	No inter-se relationship

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 and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

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	67 years
Date of first appointment	June 27, 2017
Designation	Non-Executive Director
Qualifications	Bachelor’s degree in Science and Engineering
Experience	<p>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.</p> <p>For his contribution to the petroleum sector, he has been awarded an honorary doctorate degree by the University of Petroleum Engineering, Dehradun.</p>
Terms and Conditions of appointment	Non-Executive Director, liable to retire by rotation
Remuneration sought to be paid	Nil

Remuneration last drawn	Nil	
Number of Board Meetings attended during their tenure in the FY 2018-19	Held during the tenure in FY 2018-19	Attended during their tenure in the FY 2018-19
	6	5
Shareholding in the Company	Nil	
List of other Directorships held in other Company (including Private Limited Company)	<ul style="list-style-type: none"> • Reliance Industries Limited • Network18 Media & Investments Limited • TV18 Broadcast Limited • Reliance Commercial Dealers Limited 	
List of Chairmanship/ Membership of various committees in other public limited companies	<ul style="list-style-type: none"> • Reliance Commercial Dealers Limited <ul style="list-style-type: none"> ○ Chairman - NRC ○ Member - CSR • Network18 Media & Investments Limited <ul style="list-style-type: none"> ○ Member - AC ○ Member - NRC ○ Member - SRC ○ Member - CSR • TV18 Broadcast Limited <ul style="list-style-type: none"> ○ Member - AC ○ Member - NRC ○ Member - Stakeholders' Relationship Committee ○ Member - Corporate Social Responsibility Committee <p><i>(The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC"), Nomination & Remuneration Committee ("NRC") and Corporate Social Responsibility ("CSR") of Indian public companies including private companies which are subsidiary of a public limited company)</i></p>	
Relationship with other director/Manager and other KMP	No inter-se relationship	

Save and except Mr. Madhusudana Sivaprasad Panda and his relatives, none of the other Directors/Key Managerial Personnel of the Company and/ or their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

As stipulated under Secretarial Standard-2, brief profile of Mr. Wade Cullen Davis, (having DIN-2157793), 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	47 years	
Date of first appointment	April 16, 2018	
Designation	Non-Executive Director	
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	<p>Mr. Wade Cullen Davis is Chief Financial Officer of Viacom, USA. In this role, which he assumed in November 2012, 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 Advance Path 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, liable to retire by rotation	
Remuneration sought to be paid	Nil	
Remuneration last drawn	Nil	
Number of Board Meetings attended during their tenure in the FY 2018-19	Held during the tenure in FY 2018-19	Attended during their tenure in the FY 2018-19
	5	1
Shareholding in the Company	Nil	
List of other Directorships held in other Company (including Private Limited Company)	<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</p>	

	available for inspection at the meeting.
List of Chairmanship/ Membership of various committees in other public limited companies	None <i>(The Committee membership and chairpersonship includes membership of the Audit Committee (“AC”), Stakeholders’ Relationship Committee (“SRC”), Nomination & Remuneration Committee (“NRC”) and Corporate Social Responsibility (“CSR”) of Indian public companies including private companies which are subsidiary of a public limited company)</i>
Relationship with other director/Manager and other KMP	No inter-se relationship

Save and except Mr. Wade Cullen Davis and his relatives, none of the other Directors / Key Managerial Personnel of the Company and/ or their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6

As stipulated under Secretarial Standard-2, brief profile of Mr. David Lynn, (having DIN- 07956886), 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
Date of first appointment	April 16, 2018
Designation	Non-Executive Director
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 liable to retire by rotation	
Remuneration sought to be paid	Nil	
Remuneration last drawn	Nil	
Number of Board Meetings attended during their tenure in the FY 2018-19	Held during the tenure in FY 2018-19	Attended during their tenure in the FY 2018-19
	5	2
Shareholding in the Company	Nil	
List of other Directorships held in other Company (including Private Limited Company)	<ul style="list-style-type: none"> IndiaCast Media Distribution Private Limited <p>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.</p>	
List of Chairmanship/ Membership of various committees in other public limited companies	<ul style="list-style-type: none"> IndiaCast Media Distribution Private Limited <ul style="list-style-type: none"> Member - SRC Member – NRC <p><i>(The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC"), Nomination & Remuneration Committee ("NRC") and Corporate Social Responsibility ("CSR") of Indian public companies including private companies which are subsidiary of a public limited company)</i></p>	
Relationship with other director/Manager and other KMP	No inter-se relationship	

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. 6 of the Notice for approval by the members.

Item No. 7

As stipulated under Secretarial Standard-2, brief profile of Ms. Jyoti Deshpande, (having DIN- 02303283), including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table E:

Table E
Brief Profile

Age	48 years	
Date of first appointment	July 26, 2018	
Designation	Non-Executive Director	
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>	
Terms and Conditions of appointment	Non-Executive Director liable to retire by rotation	
Remuneration sought to be paid	Nil	
Remuneration last drawn	Nil	
Shareholding in the Company	Nil	
Number of Board Meetings attended during their tenure in the FY 2018-19	Held during the tenure in FY 2018-19	Attended during their tenure in the FY 2018-19
	6	5
List of other Directorships held in other Company (including Private Limited Company)	<ul style="list-style-type: none"> • Network18 Media & Investments Limited • TV18 Broadcast Limited • Balaji Telefilms Limited • Saavn Media Private Limited • IndiaCast Media Distribution Private Limited 	
List of Chairmanship/ Membership of various committees in other public limited companies	<p>None</p> <p><i>(The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC"), Nomination & Remuneration Committee ("NRC") and Corporate Social Responsibility ("CSR") of Indian public companies including private companies which are subsidiary of a public limited company)</i></p>	
Relationship with other director/Manager and other KMP	No inter-se relationship	

Save and except Ms. Jyoti Deshpande and her relatives, none of the other Directors / Key Managerial Personnel of the Company and/ or their relatives are 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. 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 9, 2019 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 2019-20 at a remuneration up to maximum of INR 2,25,000 (Rupees Two Lac and Twenty-Five Thousand Only) excluding out of pocket expenses, applicable taxes and cess thereon 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 2019-20.

A letter dated April 2, 2019 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 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.

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.

Item No. 10

The Members to note that the existing authorized Share Capital of the Company is bifurcated into Equity Share Capital and 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Share Capital in its Memorandum of Association. Since, 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares of the Company, then issued, have been redeemed in full and no longer are issued and outstanding, it is proposed to reclassify the authorized Share Capital of the Company by adding such 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares in the Equity share Capital of the Company thereby keeping only one class of securities in its Memorandum of Association.

The Board of Directors at its meeting dated April 9, 2019 have proposed to reclassify the authorized Share Capital of the Company by adding such 0.001% Optionally Convertible Non-Cumulative Redeemable Preference Shares in the Equity share Capital of the Company thereby keeping only one class of securities in its Memorandum of Association as set out in the resolution.

The Members to note that any amendment in the Memorandum and Association requires approval of the shareholders of the Company by way of a special resolution. Further, re-classification of authorized share capital

also requires approval of the shareholders by way of special resolution. Therefore, this proposal is being made to the members for seeking approval for reclassification of authorized share capital and resultant amendment in the Memorandum of Association of the Company.

Accordingly consent of the members is sought for passing a Special resolution as set out in the Notice for amendment in the Memorandum and Association pursuant to the Companies Act, 2013.

The Special resolution as set out in Item No. 10 of this Notice is accordingly recommended for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested in this Special resolution.

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

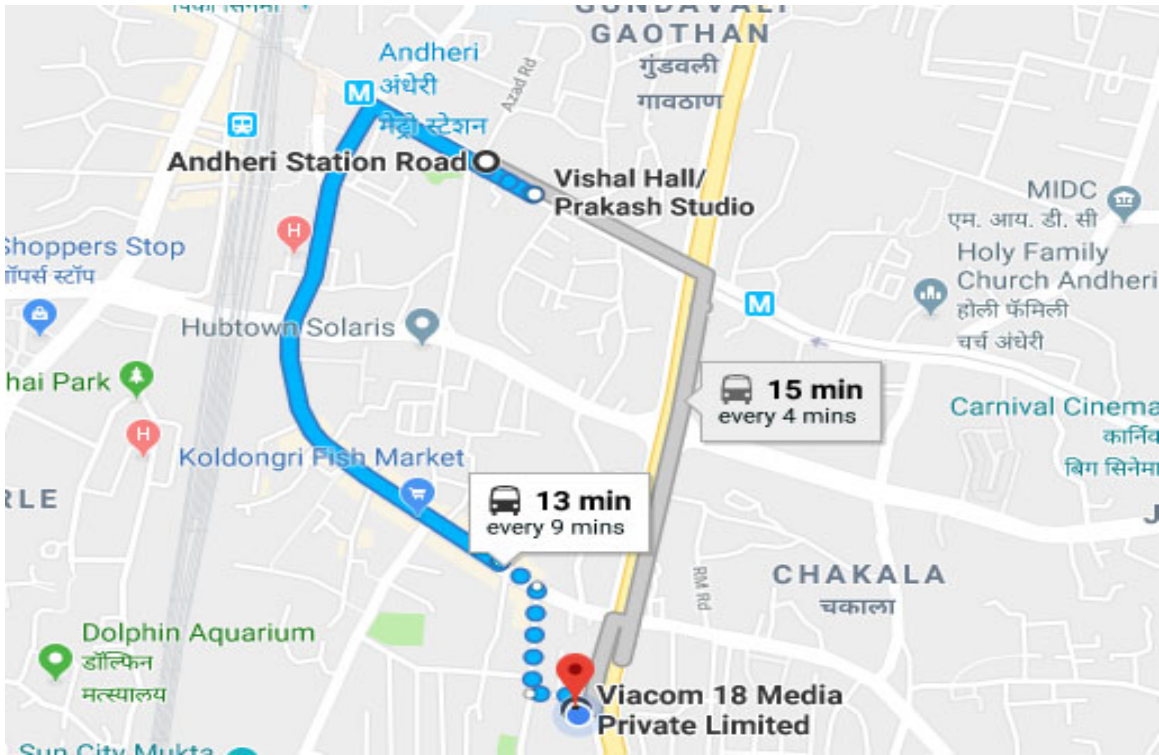
**Sd/-
Amit Kumar Sohni
Company Secretary**

Date: July 9, 2019

Place: Mumbai

Registered Office

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

ROUTE MAP FOR THE 23RD ANNUAL GENERAL MEETING

Day & Date : Wednesday, 31st day of July 2019
Time : 11:30 a.m.
Address : Zion Bizworld, Subhash Road - 'A', Vile Parle (East), Mumbai - 400 057, Maharashtra, India.
Prominent Landmark : Near Garware House

Viacom 18 Media Private Limited
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 **23rd ANNUAL GENERAL MEETING** of the Company on **Wednesday, 31st day of July 2019 at 11:30 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.

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:

- _____ (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 **23rd Annual General Meeting** of the Company, to be held on **Wednesday, 31st day of July, 2019 at 11:30 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
Ordinary Business			
1	To receive, consider and adopt, the audited financial statements (standalone) of the Company for the financial year ended March 31, 2019 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, 2019 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 and being eligible, offers himself for re-appointment.		
5	To appoint a Director in place of Mr. Wade Cullen Davis (having DIN-2157793), who retires by rotation and being eligible, offers himself for re-appointment.		
6	To appoint a Director in place of Mr. David Lynn (having DIN-7956886), who retires by rotation and being eligible, offers himself for re-appointment.		
7	To appoint a Director in place of Ms. Jyoti Deshpande (having DIN-02303283), who retires by rotation and being eligible, offers herself for re-appointment.		
8	To consider and approve the reappointment of the Statutory Auditors of the Company for another term of 5 (five) years and to fix their remuneration.		
Special Business			
9	To ratify remuneration payable to Mr. Vinayak Balkrishna Kulkarni, Cost Accountants, Mumbai appointed as Cost Auditors of the Company for the FY 2019-20.		
10	To consider and approve the reclassification of the Authorized Share Capital and consequent alteration of clause V of the Memorandum of Association of the Company.		

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.