

## 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 12:30 p.m. (IST) 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:

=====

### SPECIAL BUSINESSES:

#### 1. To appoint Mr. Sudhanshu Vats (DIN: 05234702) as a Director:

To consider and, if thought fit, to pass the following Resolution, with or without modifications, 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. Sudhanshu Vats (DIN- 05234702), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and 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 a Director of the Company, liable to retire by rotation."

#### 2. To appoint Mr. Sudhanshu Vats (DIN: 05234702) as Managing Director:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) or amendments thereof for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Sudhanshu Vats (DIN: 05234702) as Managing Director of the Company, for a period of 3 (Three) years with effect from November 26, 2018 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this Meeting in terms of Section I of Part II of Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** in case of inadequacy of profit or no profit in any financial year, the Company shall pay remuneration to Managing Director in terms of Section II of Part II of Schedule V to the Act (including any statutory modification(s) or re-enactment(s) or amendments thereof for the time being in force);



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**RESOLVED FURTHER THAT** the Board, Mr. Sujeet Jain, Group General Counsel & Company Secretary, Mr. Amit Sohni, Deputy 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, as may be required in relation to such amendments 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 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.
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.



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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 Sonni  
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**

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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 & 2:

The Board of Directors of the Company at its meeting held on November 26, 2018 has appointed Mr. Sudhanshu Vats (DIN: 05234702) as an Additional Director on the Board of the Company. The Board of Directors at the same meeting has, subject to the approval of the members, appointed Mr. Sudhanshu Vats as Managing Director for a period of 3 (Three) years w.e.f. November 26, 2018 on the terms and conditions including remuneration as set out in the Statement as "Annexure A" annexed to the Notice convening this Meeting.

It is proposed to seek members' approval, in terms of the applicable provisions of the Act, for (a) appointment of Mr. Sudhanshu Vats as the Director of the Company as per the resolution proposed at Item No. 2 and (b) Appointment of Mr. Sudhanshu Vats as the Managing Director of the Company as per resolution proposed at Item No. 3 of the Notice.

In case of inadequacy of profit or no profit in any financial year, the Company shall pay remuneration to Managing Director as permissible in terms of Section II of Part II of Schedule V to the Act (including any statutory modification(s) or re-enactment(s) or amendments thereof for the time being in force);

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 as Director and the same has been recommended by the Board of Directors of the Company.

Below are the disclosures as required inter alia under Schedule V and under Secretarial Standard-2:

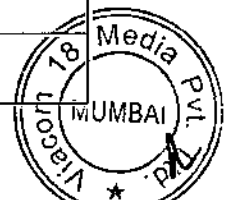
<b>Age</b>	51 years
<b>Qualifications</b>	Management Graduate from the Indian Institute of Management (IIM) - Ahmedabad,
<b>Experience</b>	Mr. Sudhanshu Vats is associated with Viacom 18 Media Private Limited, as its Group CEO and is responsible for all its lines of business – COLORS, Rishtey, Rishtey Cineplex, MTV, MTV Beats, Nickelodeon, Sonic, Nick Jr, Vh1, Comedy Central, COLORS Infinity, COLORS Kannada, COLORS Marathi, COLORS, Bangla, COLORS Oriya, COLORS Gujarati, COLORS Super and COLORS Tamil in Broadcast Entertainment; Viacom18 Motion Pictures in Filmed Entertainment; LIVE Viacom18 and BE Viacom18 in Experiential Entertainment; VOOT in Digital Entertainment and Viacom18 Consumer Products.  In the last four years, he has successfully steered the group into a profitable growth phase while expanding the channel network, driving content-led cinema, entering experiential entertainment through Live events across genres, opening up the Consumer Products business line and making the company future ready with Viacom18 Digital Ventures' OTT platform VOOT. Under Sudhanshu's leadership the group has grown from 6 to over 44 channels and opened 3 more lines of business leading to a stupendous 40% growth in topline.

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	<p>A Hindustan Unilever (Unilever India) veteran, Mr. Sudhanshu Vats has spent about 20 years at the organization in different assignments.</p> <p>A Management Graduate from the Indian Institute of Management - Ahmedabad, he joined Hindustan Unilever Limited as a Management Trainee and worked with them in various Sales &amp; Marketing and General Management roles across categories (Home &amp; Personal Care, and Foods) and in all four regions in the country.</p> <p>During his tenure he has shaped many popular household brands, most notably Lipton, Vim, Wheel, Surf, Rin, Lifebuoy and Lux. He has also done a short-term assignment on Modern Trade (Organized Retailing) in Thailand.</p> <p>In his last assignment with Unilever as Vice President – Laundry, South Asia, he grew the South Asia Laundry business in strong double digits crossing the Euro 1 bn turnover milestone in 2011. In his earlier assignment as Vice President - Skin Cleansing and Laundry, and HHC, HUL India, he successfully led the Laundry and HHC categories doubling this large business segment in just four years.</p> <p>During 2004-2005, Mr. Sudhanshu Vats worked with BP in India for about 18 months as Vice President Marketing and was instrumental in the Castrol Master brand re-launch in 2005.</p> <p>Mr. Sudhanshu Vats leads industry thinking and brings fresh perspective to the Media &amp; Entertainment Sector. He is committed to the development and expansion of the sector in India. He is Chairman of the National Media and Entertainment Committee of CII (Confederation of Indian Industry), Director and Vice President of IBF (Indian Broadcasting Foundation) and Director and Member of the Board of BARC (Broadcast Audience Research Council).</p>
<b>Terms and Conditions of appointment</b>	As set out in the Statement as "Annexure A" annexed to the Notice convening this Meeting.
<b>Remuneration last paid</b>	Remuneration last paid as the CEO of the Company was INR 680.25/- Lacs per annum
<b>Remuneration sought to be paid</b>	As set out in the Statement as "Annexure A" annexed to the Notice convening this Meeting.
<b>Date of first appointment</b>	November 26, 2018
<b>Number of meetings attended from the date of appointment and till the date of Notice of this Meeting</b>	Nil
<b>Directorships of other Board</b>	<ul style="list-style-type: none"> <li>• Rustom Hospitality Private Limited</li> <li>• Indian Broadcasting Foundation (Section-25)</li> <li>• Broadcast Audience Research Council (Section-25)</li> </ul>
<b>Membership/Chairmanship of Committees of other Board</b>	Nil



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Considering his expertise in the Media & Entertainment Sector, the Board of Directors are of the view that Mr. Sudhanshu Vats is suitable for the position of Managing Director of the Company and has accordingly recommended his appointment and remuneration as set out in the statement annexed to this Notice for the approval of the members. The remuneration proposed to Mr. Sudhanshu Vats as Managing Director is as per industry standards considering the nature of business, profile, his expertise and exposure.

Mr. Sudhanshu Vats is / has not been related to any of the directors or promoters of the Company, its parents or any of its subsidiaries. Further, he does not have any interest, directly or indirectly, in the capital of the Company, its parents or subsidiary companies. Apart from receiving remuneration as Managing Director, Mr. Sudhanshu Vats has no pecuniary relationship directly or indirectly with the Company.

Mr. Sudhanshu Vats satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under Section 196 (3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act as a Director and Managing Director of the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sudhanshu Vats under section 190 of the Act.

Mr. Sudhanshu Vats is interested in the resolution set out at Item Nos. 1 & 2 of the Notice. The relatives of Mr. Sudhanshu Vats may be deemed to be interested in the said resolutions of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Sudhanshu Vats 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. 1 & 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice and Special 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

  
MUMBAI  
Amit Kumar Soni  
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

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Vile Parle (East), Mumbai - 400 057

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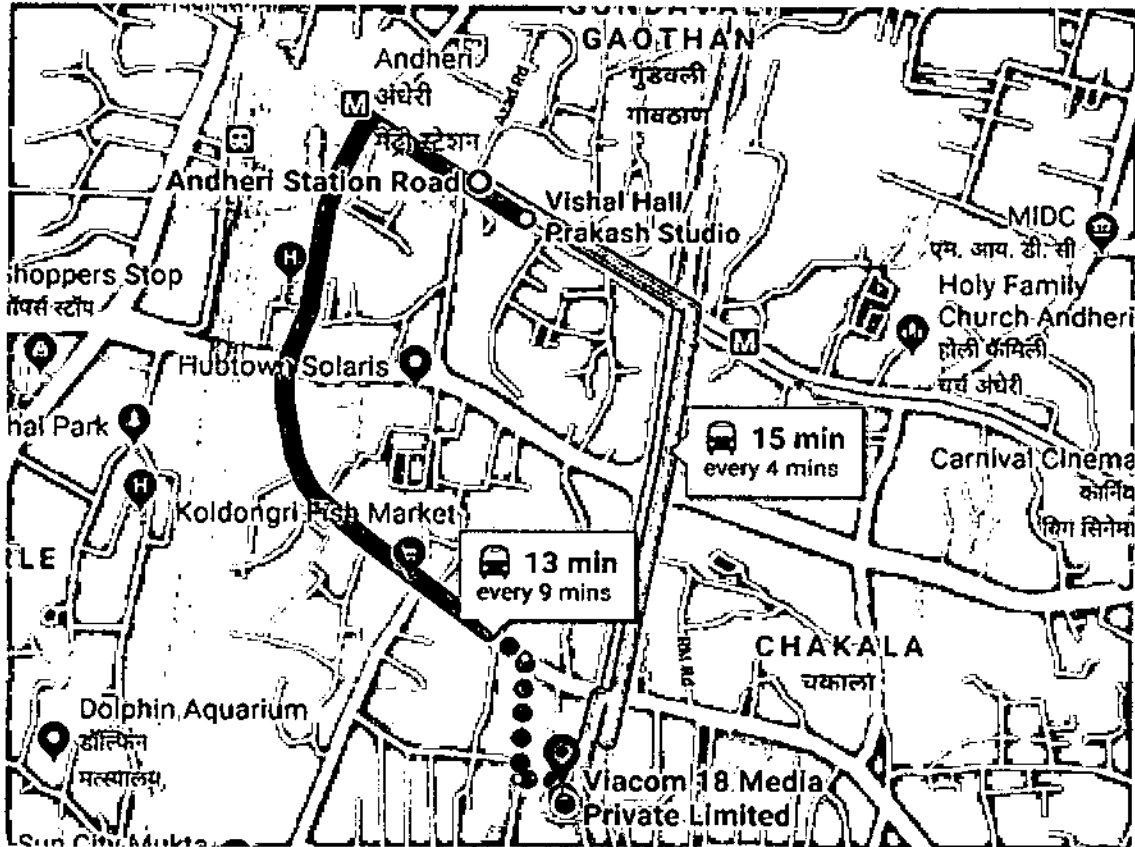


# VIACOM 18

## ROUTE MAP:

Extraordinary General Meeting of the Company, to be held on Monday, 26th day of November, 2018 at 12:30 p.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]

### 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:

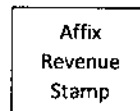
1. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the Company, to be held on Monday, 26<sup>th</sup> day of November, 2018 at 12:30 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
<b>Special Business</b>			
1.	To appoint Mr. Sudhanshu Vats (DIN: 05234702) as a Director		
2.	To appoint Mr. Sudhanshu Vats (DIN: 05234702) as Managing Director		

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

\_\_\_\_\_  
Signature of shareholder



\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> proxy holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> 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, 26<sup>th</sup> day of November 2018 at 12:30 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.



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