

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

**NOTICE** be and is hereby given that an Extraordinary General Meeting (“**EGM**”) of shareholders of Viacom18 Media Private Limited (the “**Company**”) will be held on Wednesday, the 12<sup>th</sup> day of August 2015 at 4.15 P.M., on a shorter notice, at Meeting Room No. 3, Business Centre, Lobby Level, The Oberoi, Mumbai- 400001, Maharashtra, India (Landmark - Near Marine Drive Jogging Track), to transact the following businesses:

### **AS SPECIAL BUSINESS**

#### **Item No. 1**

##### **APPOINTMENT OF MR. ARUN KUMAR ADHIKARI AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** Mr. Arun Kumar Adhikari (holding DIN: 00591057) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

#### **Item No. 2**

##### **APPOINTMENT OF MR. ARUN KUMAR ADHIKARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, 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 thereof, for the time being in force), Mr. Arun Kumar Adhikari (holding DIN: 00591057), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from August 12, 2015 and whose office shall not be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 197 of the Companies Act, 2013 read with Schedule IV of thereof (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Arun Kumar Adhikari, Independent Director of the Company be paid, annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

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

**Sd/-**

**Amit Kumar Sohni  
Authorised Signatory  
(Authorised vide resolution dated April 9, 2015)  
VIACOM18 MEDIA PRIVATE LIMITED  
Zion Bizworld, Subhash Road - ‘A’,  
Vile Parle (East), Mumbai-400 057,  
Maharashtra, India**

**Date: August 12, 2015**

**Place: Mumbai**

**Registered Office**

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

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM OF THE COMPANY IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.
3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
4. In terms of the requirements of the Secretarial Standards -2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

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

**Sd/-**

**Amit Kumar Sohni  
Authorised Signatory  
(Authorised vide resolution dated April 9, 2015)  
VIACOM18 MEDIA PRIVATE LIMITED  
Zion Bizworld, Subhash Road - ‘A’,  
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CIN-U92100MH1995PTC095508

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

**Item No. 1 and 2**

The Board of Directors of the Company had appointed Mr. Arun Kumar Adhikari as an Additional Director with effect from August 12, 2015 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Arun Kumar Adhikari, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Arun Kumar Adhikari as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from August 12, 2015.

Mr. Adhikari is an alumni of the Indian Institute of Technology, Kanpur and the Indian Institute of Management, Calcutta. He has also undergone an Advanced Management Program at the Wharton School, University of Pennsylvania, USA. He joined Hindustan Lever Limited as Management Trainee in 1977 and was with the Unilever Group working in India and overseas. He has held roles of increasing responsibility in the organisation across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.

The Company has received a notice in writing from shareholders along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Arun Kumar Adhikari for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr Arun Kumar Adhikari, who is proposed to be appointed as an Independent Director of the Company with effect from August 12, 2015 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 experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Adhikari as an Independent Director setting out the terms and conditions 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.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Mr. Arun Kumar Adhikari be paid annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Except Mr. Arun Kumar Adhikari, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 1 and 2 of this Notice are accordingly recommended for your approval.

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

**Sd/-**

**Amit Kumar Sohni**  
**Authorised Signatory**  
*(Authorised vide resolution dated April 9, 2015)*  
**VIACOM18 MEDIA PRIVATE LIMITED**  
**Zion Bizworld, Subhash Road - 'A',**  
**Vile Parle (East), Mumbai-400 057,**  
**Maharashtra, India**

**Date: August 12, 2015**

**Place: Mumbai**

**Registered Office**

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



**CIN:** U92100MH1995PTC095508

**Registered Office:** Zion Bizworld, Subhash Road – A, Vile Parle (East), Mumbai – 400 057  
Maharashtra, India

**EXTRA ORDINARY GENERAL MEETING**

**ATTENDANCE SLIP**

<b>DPID</b>	<b>Client ID</b>	<b>Folio No.</b>	<b>No. of Shares</b>

**Name** : \_\_\_\_\_

**Address** : \_\_\_\_\_

**Name of Proxy:** \_\_\_\_\_

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company on Wednesday, the 12<sup>th</sup> day of August 2015 at 4.15 P.M., at Meeting Room No. 3, Business Centre, Lobby Level, The Oberoi, Mumbai- 400001, Maharashtra, India.

\_\_\_\_\_

**SIGNATURE OF THE ATTENDING MEMBER/PROXY**

**NOTE:**

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



**CIN:** U92100MH1995PTC095508

**Registered Office:** Zion Bizworld, Subhash Road – A, Vile Parle (East), Mumbai – 400 057, Maharashtra, India

Name of the member (s)		e-mail Id	
Registered address		Folio No/ Client Id	
		DP ID	

I/We, being the member (s) of ..... shares of the Viacom 18 Media Private Limited, hereby appoint:

- \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
- \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
- \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extra Ordinary General Meeting** of the Company, to be held on Wednesday, the 12<sup>th</sup> day of August 2015 at 4.15 P.M., at Meeting Room No. 3, Business Centre, Lobby Level, The Oberoi, Mumbai-400001, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
	Special Business		
1	Appointment of Mr. Arun Kumar Adhikari as a Director of the Company		
2	Appointment of Mr. Arun Kumar Adhikari as an Independent Director of the Company		

Signed this..... day of..... 2015

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

Affix Revenue Stamp

\_\_\_\_\_  
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.**

