

NOTICE

To,
The Members,
Viacom 18 Media Private Limited

NOTICE is hereby given that the 24th Annual General Meeting of the Members of the Company will be held on Monday, 28th day of September, 2020 at 5.30 p.m. (India Time) through Video Conferencing (“VC”), 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, 2020 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, 2020, 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, 2020 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, 2020 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. 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. 6: 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.”

SPECIAL BUSINESS:

Item No. 7: To ratify remuneration payable to Mr. Vinayak Balkrishna Kulkarni, Cost Accountants, Mumbai appointed as Cost Auditors of the Company for the FY 2020-21 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 2020-21, 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.”

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

SD/-

**Amit Kumar Sohni
Company Secretary**

Date: September 21, 2020

Place: Mumbai

Registered Office

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

Tel: +91 22 4258 1818

CIN-U92100MH1995PTC095508

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening of the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.

5. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the AGM along with the Annual Report 2019-20 is being sent through electronic mode to the Members at their registered email address.

6. PROCEDURE FOR JOINING THE AGM THROUGH VC:

- a. The Company will provide VC facility, enabled through Microsoft Teams, to its Members for participating at the AGM.

The Link for joining the Meeting is:

[Join Microsoft Teams Meeting](#)

- b. Members who would like to express their views or ask questions during the AGM may write to the Company Secretary at amit.sohni@viacom18.com.
 - c. Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM
 - d. Members who need any technical assistance before or during the AGM, can contact the Company Secretary at +91 9819666386 or amit.sohni@viacom18.com.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

8. Members attending the AGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send their requests to the Company Secretary at amit.sohni@viacom18.com.
10. During the AGM when poll on item is required, the members may cast their vote on resolutions by sending emails through their registered email IDs to the designated email ID amit.sohni@viacom18.com.
11. Corporate Members are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Authority Letter, etc., to the Company. The same may be sent to the Company Secretary at his e-mail id: amit.sohni@viacom18.com.
12. The detailed instructions to attend and participate at the Meeting through VC are provided in **Annexure A** to the Notice.

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

SD/-

**Amit Kumar Sohni
Company Secretary**

Date: September 21, 2020

Place: Mumbai

Registered Office

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

Tel: +91 22 4258 1818

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	50 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 2019-20	Held during the tenure in FY 2019-20	Attended during the tenure in FY 2019-20
	4	4
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 • Indian Broadcasting Foundation 	
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</i></p>	

	<i>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. 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	68 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 2019-20	Held during the tenure in FY 2019-20	Attended during their tenure in the FY 2019-20
	4	4
Shareholding in the Company	Nil	
List of other Directorships held in other Company	<ul style="list-style-type: none"> Reliance Industries Limited 	

(including Private Limited Company)	<ul style="list-style-type: none"> • 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 - SRC ○ Member - CSR <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. 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 C:

**Table C
Brief Profile**

Age	51 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	<p>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.</p> <p>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.</p> <p>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.</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 2019-20	Held during the tenure in FY 2019-20	Attended during their tenure in the FY 2019-20
	4	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. 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 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. 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 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	49 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 2019-20	Held during the tenure in FY 2019-20	Attended during their tenure in the FY 2019-20
	4	4
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	None <i>(The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC"),</i>	

	<i>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 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. 6 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

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 22, 2020 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 2020-21 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 2020-21.

A letter dated April 10, 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. 7 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.

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

SD/-

**Amit Kumar Sohni
Company Secretary**

Date: September 21, 2020

Place: Mumbai

Registered Office

Zion Bizworld, Subhash Road – ‘A’,
Vile Parle (East), Mumbai – 400 057

Tel: +91 22 4258 1818

Maharashtra, India

CIN-U92100MH1995PTC095508

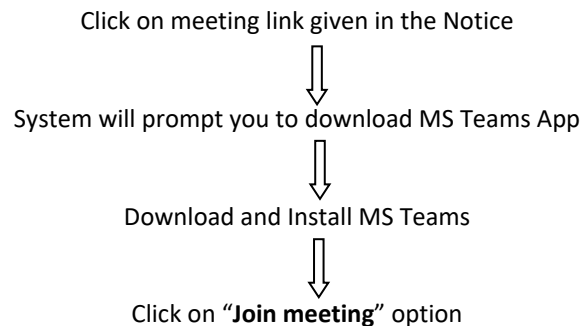
Annexure A

PROCEDURE FOR JOINING THE AGM THROUGH VC:

1. In case you already have MS Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link given in **Note 6 above**. You will connect to the meeting.

Alternatively, you may open MS Teams, click on “Join a Meeting” option.

2. In case you do not have MS Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure:
 - a. You can join the Meeting through directly through web by clicking the link and entering your name before joining the Meeting; or
 - b. You can download the MS Teams App. For installing MS Teams App on your **iPad / apple devices / iPad / Android devices**:



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