

NOTICE

To

The Members
Viacom 18 Media Private Limited

NOTICE is hereby given that the 18th Annual General Meeting of the Members of the Company will be held on Tuesday, the 30th day of September, 2014 at 11.00 a.m. at the registered office of the Company at Zion Bizworld, Subhash Road – 'A', Vile Parle (East), Mumbai - 400 057, Maharashtra, India to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements

To receive, consider and adopt, the financial statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors' thereon.

Item No. 2: Appointment of Director liable to retire by rotation

To appoint a director in place of Mr. Robert Marc Bakish, who retires by rotation and, being eligible, seeks re-appointment.

Item No. 3: Appointment of Auditors

To appoint statutory auditors of the Company and to fix their remuneration and to pass following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (having Firm’s registration Number: 117366W/W-100018) be and are hereby appointed as the auditors of the Company, to hold office for a term of 5 years from the conclusion of this 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting (subject to ratification of the appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) in respect of the financial years beginning April 1, 2014 and ending March 31, 2019, and that the Board of Directors of the Company be and are hereby authorised to fix such remuneration as may be determined in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following resolutions

Item No. 4: Ordinary Resolution for ratification of remuneration payable to Mr. Vinayak Balkrishna Kulkarni, Cost Accountants, Mumbai appointed as Cost Auditors of the Company for FY 2014-15

“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, 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 2014-15, be paid a remuneration of INR 1,20,000 (Indian Rupees One Lac Twenty Thousand Only) plus applicable service tax and out of pocket expenses that may be incurred.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

SD/-

**Sujeet Jain
Group General Counsel &
Company Secretary**

Dated : September 27, 2014

Place : Mumbai

Registered Office

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

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. 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.

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

SD/-

**Sujeet Jain
Group General Counsel &
Company Secretary**

Dated : August 7, 2014

Place : Mumbai

Registered Office

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

**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, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the 18th Annual General Meeting of the members of the Company:

Item No. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting.

The Board of Directors of the Company at its meeting held on August 7, 2014 has 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 2014-15 at a remuneration of INR 1,20,000 (Indian Rupees One Lac Twenty Thousand Only) plus applicable service tax and out of pocket expenses that may be incurred.

The Board recommends this resolution for approval of the Members for ratification of the remuneration payable to the cost auditor for the financial year 2014-15.

The Directors therefore, recommend the Ordinary Resolution for the approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

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

SD/-

**Sujeet Jain
Group General Counsel &
Company Secretary**

**Dated : September 27, 2014
Place : Mumbai**

Registered Office
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Vile Parle (East), Mumbai – 400 057
Maharashtra, India