

NOTICE

To

The Members

Viacom 18 Media Private Limited

NOTICE is hereby given that the 20th Annual General Meeting of the Members of the Company will be held on Friday, the 30th day of September, 2016 at 11.00 a.m., on a shorter notice, 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), 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, 2016 and the reports of the Board of Directors and the Auditors' 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, 2016, and the reports of the Board of Directors and the Auditors' 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, 2016 and the reports of the Auditors' 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, 2016 and the report of Auditors thereon, be and are hereby received, considered and adopted."

Item No. 3: To appoint a Director in place of Mr. Robert Marc Bakish (DIN 02069095), 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. Robert Marc Bakish (DIN 02069095), 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. Jose Enrique Tolosa Aguilar (DIN 06552994), 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. Jose Enrique Tolosa Aguilar (DIN 06552994), 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. Kenneth Mark Whitehead (DIN 02673788), 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. Kenneth Mark Whitehead (DIN 02673788), 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. Rohit Bansal (DIN 02067348), 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. Rohit Bansal (DIN 02067348), 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 Mr. Hariharan Mahadevan (DIN 07036483), 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. Hariharan Mahadevan (DIN 07036483), 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. 8: To appoint a Director in place of Mr. Rahul Joshi (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 (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. 9: To ratify the appointment of the Statutory Auditors of the Company 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, the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (having Firm’s registration Number: 117366W/W-100018), Statutory Auditors of the Company, which has been approved by

the members at the 18th Annual General Meeting of the Company for a term of 5 years i.e. from the conclusion of the 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting, be and is hereby ratified for the period of one year i.e. 2016-17 and that the Board of Directors of the Company be and are hereby authorized 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:

Item No. 10: To grant of authority to Board under Section 180 (1) (a) of Companies Act, 2013 and 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 Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder including any statutory modifications, or re-enactments thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded authorizing the Board of Directors of the Company to secure the loans / borrowings of the Company taken from time to time, by way of mortgage and/or charge, in addition to the mortgages/charges already created or to be created by the Company, to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees, in such form and in such manner and with such ranking and at such time and on such terms and conditions as the Board may determine, on all or any of the movable and/or immovable assets of the Company, both present and future and/or on the whole or any part of the undertaking(s), of the Company up to an amount of INR 1,550,00,00,000/- (Indian Rupees Fifteen Hundred Fifty Crore Only) at any point of time.”

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

SD/-

**Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated April 15, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: September 20, 2016

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 Corporate Office of the Company on all working days, except Saturdays, during business hours upto 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 for the location of the aforesaid meeting is enclosed.

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

SD/-

**Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated April 15, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: September 20, 2016

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, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the 20th Annual General Meeting of the members of the Company:

Item No. 3

As stipulated under Secretarial Standard-2, brief profile of Mr. Robert Marc Bakish, 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 | 52 years |
| Qualifications | M.B.A. from the Columbia University School of Business in 1989 and a B.S. in Operations Research from Columbia's School of Engineering and Applied Science in 1985. |
| Experience | Viacom Inc, Booz Allen & Hamilton, AT&T |
| Terms and Conditions of appointment | Non-Executive Director |
| Details of remuneration | Nil |
| Date of first appointment | March 20, 2007 |
| Shareholding in the Company | Nil |
| Relationship with other director/Manager and other KMP | None |
| Number of meetings attended during the financial year 2015-16 and till the date of the Notice this AGM | 4 |
| Directorships of other Board | <ul style="list-style-type: none"> • IndiaCast Media Distribution Private Limited • IndiaCast Distribution Private Limited |
| Membership/Chairmanship of Committees of other Board | <ul style="list-style-type: none"> • IndiaCast Media Distribution Private Limited <ul style="list-style-type: none"> ○ Member - Nomination and Remuneration Committee • IndiaCast Distribution Private Limited <ul style="list-style-type: none"> ○ Member - Nomination and Remuneration Committee |

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

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Item No. 4

As stipulated under Secretarial Standard-2, brief profile of Mr. Jose Enrique Tolosa Aguilar, 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 | 41 years |
| Qualifications | <ul style="list-style-type: none">• MBA from Harvard Business School in 2004;• B.S. from Georgetown University in 1997 |
| Experience | <p>Mr. Tolosa was appointed Operating Officer of Viacom International Media Networks (VIMN) in March 2015.</p> <p>As SVP, Strategy and Business Development from 2009 and EVP, Strategy, Business Development and Operations from 2013, Mr. Tolosa worked with VIMN's management teams around the world to implement business plans, identify new growth opportunities, oversee key M&A transactions and deliver important operational improvement opportunities.</p> <p>In his seven year career at VIMN, Mr. Tolosa has also fulfilled a number of pan-regional roles and responsibilities, including a period leading Strategy and Business Development in Latin America and a three month stint leading its business in Japan.</p> |
| Terms and Conditions of appointment | Non-Executive Director |
| Details of remuneration | Nil |
| Date of first appointment | April 9, 2015 |
| Shareholding in the Company | Nil |
| Relationship with other director/Manager and other KMP | None |
| Number of meetings attended during the financial year 2015-16 and till the date of the Notice this AGM | 2 |
| Directorships of other Board | <ul style="list-style-type: none">• IndiaCast Media Distribution Private Limited• IndiaCast UTV Media Distribution Private Limited |
| Membership/Chairmanship of Committees of other Board | Nil |

Save and except Mr. Jose Enrique Tolosa Aguilar 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Item No. 5

As stipulated under Secretarial Standard-2, brief profile of Mr. Kenneth Mark Whitehead, 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 |
| Qualifications | Honors' degree in Architectural studies from Oxford Polytechnic |
| Experience | <p>Mr. Whitehead is the Executive Vice President and Managing Director of the VIMN Netherlands Holding B.V. operations in Asia ("VIMN").</p> <p>Before joining VIMN, Mr. Whitehead was a Senior Vice President and General Manager of BBC Worldwide Southeast Asia since 2009, where he led the organization to several years of growth and expanded its footprint with multiple channel launches.</p> <p>Prior to BBC, Mr. Whitehead held key roles at Discovery Networks Asia as Senior Vice President- Revenue from 2004 to 2009 and as Vice President- Advertising Sales from 2002 to 2004.</p> <p>Mr. Whitehead has also served in a series of advertising sales positions in Europe and Asia at CNN International from 1996 to 2002.</p> |
| Terms and Conditions of appointment | Non-Executive Director |
| Details of remuneration | Nil |
| Date of first appointment | March 16, 2016 |
| Shareholding in the Company | Nil |
| Relationship with other director/Manager and other KMP | None |
| Number of meetings attended from the date of appointment during the financial year 2015-16 and till the date of the Notice this AGM | 1 |
| Directorships of other Board | <ul style="list-style-type: none">• IndiaCast Media Distribution Private Limited• IndiaCast Distribution Private Limited |
| Membership/Chairmanship of Committees of other Board | Nil |

Save and except Mr. Kenneth Mark Whitehead 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Item No. 6

As stipulated under Secretarial Standard-2, brief profile of Mr. Rohit Bansal, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table D and E respectively:

**Table D
Brief Profile**

| | |
|----------------|--|
| Age | 49 years |
| Qualifications | <ul style="list-style-type: none"> • B.A. (Hons.) from St. Stephen’s College, University of Delhi • Advance Management Program from Harvard Business School |
| Experience | <p>Mr. Bansal is a British Chevening scholar and has undertaken professional programmes at University of Westminster, The Times Centre for Media Studies, and The European Journalism Centre, Maastricht.</p> <p>Mr. Rohit has served on the board of the News Broadcasters Association and has been Resident Editor of The Financial Express, New Delhi; Managing Editor (and later COO) of Independent News Service; Editor-Business, Zee News; Special Correspondent, Television 18; and Senior Business Correspondent, The Times of India.</p> <p>He is a Trustee of the St Stephen’s Alumni Foundation. Mr. Bansal in collaboration with Hammurabi & Solomon advised CEOs across the spectrum of strategy, regulation, advocacy and the media.</p> <p>He served as Treasurer of The Editors Guild of India and Foundation of Media Professionals. His columns reflecting issues before government, financial institutions, private equity, industry leaders, political executive, alumni networks, and global think tanks appears in Governance Now, The Pioneer and exchange4media.</p> <p>His expertise lies in strategy, regulation, advocacy and media.</p> |

| | |
|--|------------------------|
| Terms and Conditions of appointment | Non-Executive Director |
| Details of remuneration | Nil |
| Date of first appointment | April 24, 2015 |
| Shareholding in the Company | Nil |
| Relationship with other director/Manager and other KMP | None |
| Number of meetings attended from the date of appointment during the financial year 2015-16 till the date of Notice of this AGM | 4 |
| Directorships of other Board | As provided in table E |
| Membership/Chairmanship of Committees of other Board | As provided in table E |

Table E
Directorships and memberships / chairmanships of Board Committees

| Name of the Company | Position on the Board and Committee thereof |
|--|--|
| Network18 Media & Investments Limited | Director Member - Nomination and Remuneration Committee Member - Audit Committee Member - Stakeholders Relationship Committee Member - Corporate Social Responsibility Committee Chairman - Share Transfer and Allotment Committee Member- Risk Management Committee |
| Infomedia Press Limited | Director Member - Nomination and Remuneration Committee Member - Audit Committee Chairman - Stakeholders Relationship Committee |
| IndiaCast Media Distribution Private Limited | Director Member - Nomination and Remuneration Committee |
| IBN Lokmat News Private Limited | Director |
| Panorama Television Private Limited | Director Member - Corporate Social Responsibility Committee Member - Nomination and Remuneration Committee |
| TV18 Home Shopping Network Limited | Director |
| AETN18 Media Private Limited | Director |

Save and except Mr. Rohit Bansal 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Item No. 7

As stipulated under Secretarial Standard-2, brief profile of Mr. Hariharan Mahadevan, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table F.

Table F
Brief Profile

| | |
|---|---|
| Age | 48 years |
| Qualifications | Cost Accountant Graduation in Physics |
| Experience | <p>Mr. Mahadevan is currently the Chief Financial Officer of Network18 Media & Investments Limited. He oversees finance for all group businesses and joint ventures of Reliance. Mr. Mahadevan has about 20 years of work experience in Corporate finance.</p> <p>Mr. Mahadevan has been working with Reliance Industries Limited for about 10 years. In the past, he has also worked with Tube Investments Limited, Chennai.</p> |
| Terms and Conditions of appointment | Non-Executive Director |
| Details of remuneration | Nil |
| Date of first appointment | July 10, 2016 |
| Shareholding in the Company | Nil |
| Relationship with other director/Manager and other KMP | None |
| Number of meetings attended from the date of appointment and till the date of the Notice this AGM | Nil |
| Directorships of other Board | <ul style="list-style-type: none">• Digital18 Media Limited• Setpro Distribution Limited• Panorama Television Private Limited• RRK Finhold Private Limited• RVT Finhold Private Limited• RRB Investments Private Limited• Web18 Software Services Limited• AETN18 Media Private Limited• IBN Lokmat News Private Limited |
| Membership/Chairmanship of Committees of other Board | <ul style="list-style-type: none">• Network18 Media & Investments Limited<ul style="list-style-type: none">○ Member - Risk Management Committee• Panorama Television Private Limited<ul style="list-style-type: none">○ Member - Audit Committee○ Member - Nomination and Remuneration Committee• AETN18 Media Private Limited<ul style="list-style-type: none">○ Member - Nomination and Remuneration Committee |

Save and except Mr. Hariharan Mahadevan 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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Item No. 8

As stipulated under Secretarial Standard-2, brief profile of Mr. Rahul Joshi, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table G:

Table G
Brief Profile

| | |
|---|--|
| Age | 46 years |
| Qualifications | Master of Management Studies from Narsee Monjee Institute, Mumbai University |
| Experience | Mr. Joshi is currently the CEO- News and Group Editor in Chief of Network 18 Media and Investments Limited. Earlier Mr. Joshi had worked as a Director, Times of India Group for 20 years. |
| Terms and Conditions of appointment | Non-Executive Director |
| Details of remuneration | Nil |
| Date of first appointment | July 10, 2016 |
| Shareholding in the Company | Nil |
| Relationship with other director/Manager and other KMP | None |
| Number of meetings attended from the date of appointment and till the date of the Notice this AGM | 1 |
| Directorships of other Board | News Broadcasters Association |
| Membership/Chairmanship of Committees of other Board | Nil |

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 / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

Item No. 10

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of Directors of any company, shall not except with the consent of the Members of the Company in the General Meeting, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking/s. Therefore, as

per the provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the moveable and / or immoveable properties of the Company may be deemed as the disposal of the whole or substantially whole of the undertaking of the Company.

In order to comply with the requirements under the Act, the Shareholders at their general meeting dated February 3, 2014 had approved limits to the tune of INR 1300,00,00,000/- (Indian Rupees Thirteen Hundred Crore Only) under section 180 (1) (a) of the Act as the overall authority to the Board of Directors to create charge over the assets of the Company for securing its borrowings from time to time.

Pursuant to Clause 16 of the Scheme of Arrangement and Amalgamation of Prism TV Private Limited ("Prism TV") with the Company, all the validly subsisting resolutions as approved by Prism TV shall be added to the limits of the Company, as are considered necessary by the Board of Directors of the Company. The shareholders of Prism TV had approved the creation of charge over its assets without any monetary limit and Prism TV had charges against its assets to the tune of INR 250,00,00,000/- (Indian Rupees Two Hundred and Fifty Crore Only) which now stands transferred as a charge on the assets of the Company. It is therefore proposed to increase the limit of creation of charges over the assets of the Company to the extent of existing charges of Prism TV.

In order to ensure compliances with the provisions of Section 180 (1)(a), it is therefore proposed to seek your approval to authorize the Board of Directors of the Company to create charge over the assets of the Company to the tune of INR 1550,00,00,000/- (Indian Rupees Fifteen Hundred Fifty Crore Only) to secure borrowings made by the Company.

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

Your Board recommends the Special resolution as set out in this notice for your approval.

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

SD/-

**Amit Kumar Sohni
Authorised Signatory
(Authorised vide resolution dated April 15, 2016)
VIACOM18 MEDIA PRIVATE LIMITED
Zion Bizworld, Subhash Road - 'A',
Vile Parle (East), Mumbai-400 057,
Maharashtra, India**

Date: September 20, 2016

Place: Mumbai

Registered Office

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

ROUTE MAP

