

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

**NOTICE** be and is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Equity shareholders of Viacom 18 Media Private Limited (the “**Company**”) will be held on Thursday, 20th day of July, 2017 at 9.00 AM, 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:

**AS SPECIAL BUSINESS:****Item No. 1****APPOINTMENT OF INTERNAL AUDITOR FOR THE FY 2017-18**

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

“**RESOLVED THAT** in terms of provisions of Section 138 of the Companies Act, 2013 (“**Act**”) read with the Companies (Accounts) Rules, 2014 (“**Rules**”), as amended from time to time, and pursuant to the enabling provisions in the Articles of Association of the Company, KPMG, registered with the Registrar of Firms under Indian Partnership Act, 1932 (“**KPMG**”) having Firm Registration No. BA62445, be and are hereby appointed as Internal Auditors of the Company for the financial year 2017-18 on such terms and conditions as agreed between the Internal Auditors and the Company and at a fee as may be mutually decided.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or any of the Key Managerial Personnel and/ or any other person(s) authorised by the Board in this behalf, 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 issuing of engagement/ appointment letter to Internal Auditors and filing of necessary forms, if any, with the Registrar of Companies, Mumbai, Maharashtra, and to comply with all other requirements in this regard.”

**Item No. 2****ADOPTION OF THE BUSINESS PLAN, ANNUAL BUDGET AND FUNDING FOR THE FINANCIAL YEAR APRIL, 2017 TO MARCH, 2018**

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

“**RESOLVED THAT** pursuant to the enabling provisions in the Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to the Annual Business plan, Annual Budget and the funding requirements of the Company for the financial year from April 2017 till March 2018.

**RESOLVED FURTHER THAT** any of the Directors of the Company and / or Key Managerial Personnel of Company namely Mr. Sudhanshu Vats - Group CEO, Mr. Soumen Ray - CFO and Mr. Sujeet Jain - Company Secretary be

and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things, as may be necessary, proper or expedient or desirable in connection with or incidental to giving effect to this resolution to give effect to this resolution without being required to seek any further consent or approval of the Company 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 February 3, 2016)**

**Date: July 14, 2017**

**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 FORTY-EIGHT 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 February 3, 2016)*

**Date: July 14, 2017**

**Place: Mumbai**

**Registered Office:**

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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**

The members are requested to note that erstwhile Internal Auditors M/s Ernst & Young, LLP, Mumbai has conveyed their ineligibility to act as Internal Auditors of the Company for the FY2017-18 as per the prohibitory provisions of Section 144 of the Act.

In compliance with the provisions of Section 138 of the Companies Act, 2013 ("Act") read with Companies (Accounts) Rules, 2014 ("Rules"), as amended from time to time, it is proposed to appoint KPMG, registered with the Registrar of Firms under Indian Partnership Act, 1932 ("KPMG") having Firm Registration No. BA62445, as the Internal auditors of the Company for the FY 2017-18.

Further pursuant to the provisions of Article 8.5 of the Articles of Association of the Company, decisions relating to certain business/operational matters ("Special Reserved matters") is required to be approved by way of prior written consent of the Equity Shareholders' of the Company at their general meeting. Since appointment of Internal Auditor of the Company for the financial year from April 2017 to March 2018, falls within the ambit of Special Reserved matters, the same needs to be approved by the Equity Shareholders' of the Company.

A copy of the Articles of Association of the Company, consent of KPMG to act as Internal Auditors and draft letter of appointment/ engagement with the KPMG as Internal Auditors for the financial year from April 2017 to March 2018 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.

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

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.

**Item No. 2**

Pursuant to the provisions of Article 8.5 of the Articles of Association of the Company, decisions relating to certain business/operational matters ("Special Reserved matters") is required to be approved by way of prior written consent of the Equity Shareholders' of the Company at their general meeting. Since adoption of Annual Business Plan, Annual Budget and funding requirements for the financial year from April 2017 to March 2018, falls within the ambit of Special Reserved matters, the same needs to be approved by the Equity Shareholders' of the Company.

A copy of the Articles of Association of the Company, draft Annual Business Plan, Annual Budget and funding requirements for the financial year from April 2017 to March 2018 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.

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

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.

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

Sd/-

**Amit Kumar Sohni  
Authorised Signatory  
(Authorised vide resolution dated February 3, 2016)**

**Date: July 14, 2017**

**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 Thursday, 20th day of July, 2017 at 9.00 A.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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**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 Thursday, 20th day of July, 2017 at 9.00 AM, 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) and at any adjournment thereof in respect of such resolution as are indicated below:

No.	Resolution(s)	For	Against
1	Appointment of Internal Auditor for the FY2017-18		
2	Adoption of the business plan, annual budget and funding for the financial year April, 2017 to March, 2018		

Signed this..... day of..... 2017

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

ROUTE MAP

