

## NOTICE

To,  
The Members,  
**IndiaCast Media Distribution Private Limited,**  
Mumbai

NOTICE is hereby given that the 8<sup>th</sup> Annual General Meeting of the members of **IndiaCast Media Distribution Private Limited** will be held on Friday, September 30, 2016 at 2 PM at the Registered office of the Company at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors thereon.
2. To consider ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, (Registration no.: 117366W), as the Statutory Auditors of the Company and to fix their remuneration.
3. To appoint a Director in place of Mr. Robert Mark Bakish (Holding DIN: 02069095) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jose Tolosa (Holding DIN: 06552994) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

#### **5. RE-APPOINTMENT OF ADDITIONAL DIRECTOR, MR. KENNETH MARK WHITEHEAD AS DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Kenneth Mark Whitehead (DIN 02673788), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 25, 2016 and who holds office up to the date of next General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

#### **6. RE-APPOINTMENT OF ADDITIONAL DIRECTOR, MS. KSHIPRA JATANA AS DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Ms. Kshipra Jatana (DIN 02491225), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 17, 2015 and who holds office up to the date of next General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

7. **DISPENSING ATTENDANCE OF AUDITORS FROM ATTENDING THE GENERAL MEETING:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 146 and other applicable provisions, if any of Companies Act, 2013, consent of the Company be and is hereby accorded for dispensing Auditors of the Company from attending the General Meetings (including this Annual General Meeting) to be held time to time subject to the willingness and availability of Auditors at their discretion.”

**By Order of the Board of the Directors  
For IndiaCast Media Distribution Pvt. Ltd**

**REGISTERED OFFICE:**

First Floor, Empire Complex, 414-  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013.

**Authorised Signatory  
Rupen Thakkar**

(authorised by Board Resolution dated April 9, 2015)

**Date: September 1, 2016**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Appointment of proxies, in order to be effective should be made in duly completed, stamped and signed for MGT-11 and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special business to be transacted at the Annual General Meeting is attached herewith.
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.

## EXPLANATORY STATEMENT

### (Pursuant to Section 102 of the Companies Act, 2013)

#### Item No. 2 & 3

In terms of the provision of Section 152 of the Companies Act, 2013, Mr. Jose Tolosa and Mr. Robert Mark Bakish retires at the ensuing Annual General Meeting and offers themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment.

As stipulated under Secretarial Standard-2, brief profile of Mr. Jose Tolosa and Mr. Robert Mark Bakish, including names of companies in which they hold directorships and memberships / chairmanships of Board Committees, is provided below in Table A:

Particulars	Mr. Jose Tolosa	Mr. Robert Bakish
Age	41 Years	53 Years
Qualifications	M.B.A.	M.B.A. B.S.
Experience	20+ Years	20+ Years
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director
Details of remuneration	Nil	Nil
Date of first appointment	May 01, 2013	April 29, 2014
Shareholding in the Company	Nil	Nil
Relationship with other director/Manager and other KMP	None	None
Number of meetings attended during the financial year 2016-17 and till the date of the Notice this AGM	1	2
Directorships of other Board	<ul style="list-style-type: none"><li>• IndiaCast Distribution Private Limited</li><li>• Viacom 18 Media Private Limited</li></ul>	<ul style="list-style-type: none"><li>• IndiaCast Media Distribution Private Limited</li><li>• Viacom 18 Media Private Limited</li><li>•</li></ul>
Membership/Chairmanship of Committees of other Board		Member of Nomination and Remuneration Committee of IndiaCast Distribution Private Limited

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

Save and except Mr. Anuj Gandhi and Mr. Robert Bakish, 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. 2 & 3 of the Notice.

**Item No. 5**

The Board of Directors of the Company had appointed Mr. Kenneth Mark Whitehead as an Additional Director of the Company with effect from February 25, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Kenneth Mark Whitehead holds his office till the date of this General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Kenneth Mark Whitehead as Director of the Company.

The Company has received from Mr. Kenneth Mark Whitehead (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company.

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 A:

Age	50 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	February 25, 2016
Shareholding in the Company	Nil

Relationship with other director/Manager and other KMP	None
Number of meetings attended during the financial year 2016- 17 and till the date of the Notice this AGM	1
Directorships of other Board	<ul style="list-style-type: none"> <li>• IndiaCast Distribution Private Limited</li> <li>• Viacom 18 Media Private Limited</li> </ul>
Membership/Chairmanship of Committees of other Board	Nil

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

Save and except Mr. Kenneth Mark Whitehead, 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.

#### **Item No. 6**

The Board of Directors of the Company had appointed Ms. Kshipra Jatana as an Additional Director of the Company with effect from November 17, 2015. Pursuant to Section 161(1) of the Companies Act 2013, Ms. Kshipra Jatana holds her office till the date of this General Meeting. Appropriate notice has been received from a member proposing appointment of Ms. Kshipra Jatana as Director of the Company.

The Company has received from Ms. Kshipra Jatana (i) consent to act as director of the Company; and (ii) a declaration that she is not disqualified from being appointed as a director of the Company.

As stipulated under Secretarial Standard-2, brief profile of Ms. Kshipra Jatana, including names of companies in which he holds directorships and memberships / chairmanships of Board Committees, is provided below in Table A:

Age	45 years
Qualifications	LLB
Experience	20+ Years
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	November 17, 2015
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None

Number of meetings attended during the financial year 2016- 17 and till the date of the Notice this AGM	2
Directorships of other Board	<ul style="list-style-type: none"> <li>• Infomedia Press Limited;</li> <li>• Indiacast Distribution Private Limited;</li> <li>• Equator Trading Enterprises Private Limited;</li> <li>• Greycells18 Media Limited;</li> <li>• Colosseum Media Private Limited;</li> <li>• AETN18 Media Private Limited;</li> <li>• TV18 Home Shopping Network Limited</li> </ul>
Membership/Chairmanship of Committees of other Board	<ul style="list-style-type: none"> <li>• Equator Trading Enterprises Private Limited (Chairperson of Nomination and Remuneration Committee)</li> <li>• Greycells18 Media Limited (Chairperson of Nomination and Remuneration Committee and Audit Committee)</li> <li>• AETN18 Media Private Limited (Member of Allotment Committee)</li> <li>• TV18 Home Shopping Network Limited (Member of Allotment Accounts Committee)</li> <li>• IndiaCast Media Distribution Private Limited (Member of Audit Committee)</li> </ul>

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

Save and except Ms. Kshipra Jatana, 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.

#### **Item No. 7**

To grant exemption / dispensing attendance of Auditors from attending the General Meeting.

Pursuant to the provisions of Section 146 of the Companies Act, 2013, it is mandatory for the Auditor to attend General Meetings (Including Annual General Meetings) of the Company unless exempted by the Company for the same.

However, looking at the busy schedule and other commitments and occupations of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, having Firm Registration No. 117366W/W-100018, Statutory Auditor of the Company, the Board of Directors of the Company is of the opinion that they must grant an exemption to the Auditor to attend the Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company, if any, 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 except proposed appointees.

Your Board recommends passing of proposed resolutions.

**By Order of the Board of the Directors  
For IndiaCast Media Distribution Pvt.Ltd**

**REGISTERED OFFICE:**

First Floor, Empire Complex, 414-  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013.

**Date:** September 1, 2016

**Authorised Signatory**  
**Rupen Thakkar**  
(authorised by Board Resolution dated July 20,  
2016)



**IndiaCast Media Distribution Private Limited**  
Registered Office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel,  
Mumbai – 400013 CIN : U74300MH2008PTC274364

**Form No. MGT-11**  
**Proxy form**

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

Name of the Member(s)	
Address	
Email ID	
DP ID	
Client Id/Folio No.	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1.Name:

.....

Address:.....

E-mail Id:.....Signature ..... or failing  
him/her

2.Name:

.....

Address:.....

E-mail Id:.....Signature ..... or failing  
him/her

3.Name:

.....

Address:.....

E-mail Id:.....Signature ..... or failing  
him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EIGHTH ANNUAL GENERAL MEETING of the Company, to be held on Friday, 30<sup>th</sup> September, 2016 at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai – 400013 at 2 p.m. or at any adjournment thereof in respect of such resolution as are indicated below:

<b>Resolutio n No.</b>	<b>Resolution</b>	<b>I/We assent to the resolution(For)</b>	<b>I/We dissent to the Resolution(Against)</b>
1.	Adoption of audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.		

2.	Ratification of Appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company		
3.	Appointment of Mr. Robert Bakish, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of Mr. Jose Tolosa, who retires by rotation and being eligible, offers himself for re-appointment.		
5.	Re-appointment of Additional Director, Mr. Kenneth Mark Whitehead as director of the company		
6.	Re-appointment of Additional Director, Ms. Kshipra Jatana as director of the company		

Signed this.....day of..... 2016

Affix Re. 1 revenue Stamp
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Signature of shareholder.....

Signature of Proxy holder(s).....

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.

**ATTENDANCE SLIP**

(Please complete this attendance slip and hand it over at the entrances of the meeting hall)

I hereby record my presence at the 8th Annual General Meeting of the Company on Friday, 30<sup>th</sup> September, 2016 at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai - 400013 at 2 P.M.

DP Id\* \_\_\_\_\_

Folio No. \_\_\_\_\_

Client Id\* \_\_\_\_\_

No. of Shares \_\_\_\_\_

Name and Address of Shareholder / Proxy \_\_\_\_\_

\_\_\_\_\_

Signature of Shareholder / Proxy

Note: \*Applicable for investors holding shares in electronic form.

(To be signed at the time of handing over this slip)

# Route Map

