

NOTICE

NOTICE is hereby given that an **Extraordinary General Meeting** of the Members of **IndiaCast Media Distribution Private Limited** (“**Company**”) is scheduled to be held at shorter notice on Thursday, **August 7, 2014** at the Registered Office of the Company at 503, 504 & 507, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi – 110001 at IST 1200 hours to transact the following business:

SPECIAL BUSINESS:

The following resolutions are proposed to be passed at the Extraordinary General Meeting of the Company, as special resolutions in compliance with the provisions of sections 71 and 180 of the Companies Act, 2013.

1) To consider and if thought fit to pass with or without modification, the following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under, including any statutory modifications, or re-enactments thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board to borrow on a one-time basis, for the purpose of the Company’s business any sum or sums of money for an aggregate amount outstanding not exceeding INR 500,000,000 notwithstanding that the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

FURTHER RESOLVED THAT all directors and Mr. Sanjay Jain, Chief Financial Officer and Mr. Rupen Thakkar, Senior Manager – Legal (“**Auhtorised Signatory**”) or any person authorized by such **Authorised Signatory** be and are hereby severally empowered and authorised by and on behalf of the Company to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings, file forms and returns with regulatory bodies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2) To consider and if thought fit to pass with or without modification, following resolution as a special resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules framed there under, the articles of association of the Company, consent of the members be and is hereby accorded for issue of 50,000,000 Zero Coupon Compulsorily Convertible Debentures of INR 10 each (“**Debentures**”) at par on rights basis to the existing shareholders of the Company in the ratio of their shareholding as follows and on the terms and conditions set out in the **Annexure 1**:

- A. 25,000,000 Debentures of INR 10 each at par shall be offered to Viacom18 Media Pvt. Ltd, a company incorporated under the Companies Act, 1956 and having its registered office at Zion Bizworld, Subhash Road-A, Vile Parle (East), Mumbai - 400057 (“**Viacom18**”) and holding 50% of the paid up share capital of the Company; and
- B. 25,000,000 of INR 10 each at par shall be offered to TV 18 Broadcast Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 503,504,&507, Mercantile House, 15 Kasturba Gandhi Marg, New Delhi - 110001 (“**TV18**”) and holding 50% of the paid up share capital of the Company.

RESOLVED FURTHER THAT the rights issue of Debentures shall be subject to the provisions contained in the memorandum of association and articles of association of the Company and terms of this resolution and any modification made to the same, during tenure of Debentures.

RESOLVED FURTHER THAT such offer for Debentures be made by notice specifying the number of Debentures offered and the time within which the offer has to be accepted by the shareholder to whom the rights offer is being made by the Company (each such shareholder an “**Offeree**”), and if the such offer is not accepted within the time stipulated in the notice of rights offer or acceptance of the same is waived by the Offeree, the same will be deemed to have been declined. The right to subscribe to the Debentures under the rights offer also gives each Offeree a right to renounce such right in favor of any other shareholder as may be approved by the board of directors of the Company (“**Board**”).

RESOLVED FURTHER THAT if there are any Debentures remaining unsubscribed after the subscription by existing shareholders, as aforementioned, the Board may dispose off the same by offering the same to the other shareholder of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, all directors and Mr. Sanjay Jain, Chief Financial Officer and Mr. Rupen Thakkar, Senior Manager – Legal (“**Auhtorised Signatory**”) be and are hereby severally authorized by and on behalf of the Company to do all such acts, deeds, matters and things as they may at their discretion deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regards to any such issue or allotment as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT all directors and Mr. Sanjay Jain, Chief Financial Officer and Mr. Rupen Thakkar, Senior Manager – Legal (“**Auhtorised Signatory**”), be and are hereby severally authorised by and behalf of the Company to sign and submit such necessary forms and other papers and documents and to do such acts, things, matters and deeds as may be required in order to give effect to this resolution.”

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

REGISTERED OFFICE:

503, 504 & 507, Mercantile House,
15 Kasturba Gandhi Marg, New
Delhi – 110001.

**Authorised Signatory
Rupen Thakkar – Senior Manager (Legal)**
(authorised by Board Resolution dated August 7, 2014)

Date: August 7, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND 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 Extraordinary General Meeting is attached herewith.

ANNEXURE 1

Set out below are the terms and conditions of the Zero Coupon Compulsorily Convertible Debentures of par value of INR 10 each ("**Debentures**") to be issued by **INDIACAST MEDIA DISTRIBUTION PRIVATE LIMITED** (the "**Company**");

1. Debentures to rank *pari passu*:

All the Debentures whether allotted in one or more tranches shall rank *pari passu* inter se without any preference or priority over others.

2. Interest:

The Debentures will carry interest at the rate of 0% per annum.

3. Allotment Term:

The term of the Debenture shall be a period of 3 years ("**Term**"), provided however, the Term may be extended with (a) the prior written approval of all the holders of the Debentures; and (b) the approval of the board of directors ("**Board**") and shareholders ("**Shareholders**") of the Company.

4. Conversion of Debentures:

a. The Debentures shall be converted into equity shares of the Company in 1:1 ratio, that is, for one Debenture one equity share of the Company will be issued. The process of conversion of the Debentures shall be as provided in this paragraph 4:

b. In order to effect a conversion of Debentures into equity shares of the Company, the Company and the holders of the Debentures shall do all such acts and take all such actions and agree and undertake to do all such acts and take all such actions, including:

- i. applying for any approvals for the issue of the equity shares of the Company to be issued upon conversion of the Debentures if the same is required to be obtained by the Company; and/or
- ii. take any corporate and/or shareholder action, as may be reasonably required to allot the equity shares of the Company to the holder of the Debentures.

c. Subject to paragraph 4(d) below, the Debentures can be converted into equity shares of the Company prior to the expiry of the Term if:

- i. all of the holders of the Debentures give an irrevocable written notice to the Company (the "**Conversion Notice**"); and
- ii. the Board and Shareholders have approved such conversion.

The meeting of the Board to seek the aforesaid approval shall be convened within 7 days from the receipt of Conversion Notice. The meeting of the Shareholders to seek the aforesaid approval shall be convened at shorter notice, subject to the articles of association of the Company, at a time and place as determined by the Board.

d. In the event the Term of the Debentures has expired, no Conversion Notice shall be required from all the holders of the Debentures. In such an event, the Board shall, at least 7 days prior to the expiry of the Term, call for a meeting of the Board by circulating a notice for such meeting of the Board to all the directors of the Company existing at that time at a place and time as specified in the notice. The Company shall on the date of expiry of the Debentures convene the

meeting of the Board pursuant to and in accordance with the notice provided in this paragraph 4(d), to approve the conversion of the Debentures to equity shares of the Company.

- e. As soon as practicable after the Board and Shareholders have approved the conversion of the Debentures to equity shares of the Company either pursuant to paragraphs 4(c) or 4(d), as the case may be, the Company, at its expense, will cause to be issued in the name of, and delivered to, the holder, a certificate or certificates for the number of equity shares of the Company to which such holder of Debentures shall be entitled upon such exercise. To the extent permitted under applicable laws, the holder of Debentures shall be deemed to be the holder of record of the equity shares of the Company on the date of conversion, notwithstanding that the register of members of the Company shall then be closed or that certificates representing such equity shares of the Company shall not then be actually delivered to the holder.
- f. The Company shall increase/amend its authorised share capital, if required, to issue and allot equity shares to Viacom18 and TV18 in accordance with the provisions of applicable law and its articles of association.

5. Debenture-Holders not entitled to Shareholders Rights:

The Debentures shall not confer upon the holders thereof the rights to receive notices of, or to attend and to vote at, general meetings of the Company or to receive annual reports of the Company.

6. Payments:

The holders of the Debentures shall pay the entire amount equal to face value of Debentures at the time of accepting the rights offer of the Company.

7. Replacement of Debenture Certificates:

If the certificate representing the Debentures is mutilated or defaced then upon production thereof to the Company, the Company shall cancel the same and issue a new certificate in lieu thereof. If any certificate representing the Debentures is lost, stolen or destroyed, then upon furnishing such proof thereof to the satisfaction of the Company and upon furnishing such indemnity as the Company may deem adequate and upon payment of any expenses incurred by the Company in connection with such indemnity, the Company shall issue a new certificate. A fee will be charged by the Company not exceeding such sum as may be prescribed by law on each fresh certificate representing the Debenture issued hereunder except certificates in replacement of those which are old, decrepit or worn-out or defaced or where the pages for recording transfers have been fully utilized.

8. Amendment / Modification:

The terms of the Debentures shall only be changed, modified, varied or amended with (a) the prior written approval of all the holders of the Debentures; (b) the approval of the Board; and (c) and the approval of the Shareholders.

9. Security:

The above Debentures are not secured by any charge on the assets of the company and are unsecured and subject to applicable law shall rank pari-passu with the other unsecured creditors of the Company.

10. Additional terms:

Any dispute arising out of or connection with the provisions of this Annexure 1 shall be governed by Article 20 of the articles of association of the Company.

Explanatory Statement u/s 102 of the Companies Act, 2013

ITEM NO: 1: AUTHORIZATION FOR BORROWING (SPECIAL RESOLUTION):

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company cannot, except with the consent of members in general meeting by a special resolution, borrow any sum or sums of money from time to time for the purposes of business of the Company, if the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) exceeds the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

In order to meet the funds requirement of the Company it is proposed to have approval of members of the Company for a one-time borrowing by the Company of INR 500,000,000 via issuance of Debentures described in item 1 above.

The Board therefore, recommend the Special Resolution for 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.

ITEM NO. 2: AUTHORIZATION FOR ISSUE OF ZERO COUPON COMPULSORILY CONVERTIBLE DEBENTURES ON RIGHTS BASIS (SPECIAL RESOLUTION):

In view of the funds requirement of the Company for the purpose of working capital, the Board is contemplating issue of 50,000,000 Zero Coupon Compulsory Convertible Debentures of INR 10 each ("Debentures") by making offer to the existing shareholders of the Company to subscribe to Debentures of the Company on rights basis in proportion of their shareholding in the Company i.e 25,000,000 Zero Coupon Compulsorily Convertible Debentures of INR 10 each at par.

The proposed issuance of Debentures on rights basis shall be made at a price of INR 10 per Debentures at par. The Debentures will be subject to terms and conditions as contained in the special resolution, a draft of which is set out in the Notice with which this explanatory statement is annexed..

In accordance with the applicable provisions of the Companies Act, 2013 the rules made there under, as amended till date, the Company proposes to obtain approval of shareholders by way of special resolution for the issuance of Debentures to the existing equity shareholders of the Company on rights basis.

The Board therefore, recommend the Special Resolution for 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.

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

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**Authorised Signatory
Rupen Thakkar – Senior Manager (Legal)**
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Date: August 7, 2014