

NOTICE

To,
The Members of
IndiaCast Media Distribution Private Limited

NOTICE is hereby given that the 10th Annual General Meeting of the Members of **IndiaCast Media Distribution Private Limited** will be held on Friday, the 28th day of September, 2018 at 11.00 a.m. 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 consider and adopt

(a) the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

(a) “**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) “**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Rahul Joshi (DIN: 07389787) who retires by rotation at this Annual General Meeting, as a Director 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, Mr. Rahul Joshi (DIN: 07389787), who retires by rotation at this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint a Director in place of Mr. Ramesh Kumar Damani (DIN: 00049764) who retires by rotation at this Annual General Meeting as a Director 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, Mr. Ramesh Kumar Damani (DIN: 00049764), who retires by rotation at this Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

4. To appoint Mr. David Lynn (DIN: 07956886) as director of the Company 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 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. David Lynn (DIN: 07956886), who was appointed as an Additional Director of the Company by the Board of Directors with effect from October 09, 2017 and who holds office up to the date of next Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. To appoint Mr. Kenneth Mark Whitehead (DIN: 02673788) as director of the company 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 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kenneth Mark Whitehead (DIN: 02673788), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 21, 2017 and who holds office up to the date of next Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as Director of the Company, liable to retire by rotation.”


6. To appoint Ms. Jyoti Deshpande (DIN: 02303283) as director of the company 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 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Jyoti Deshpande (DIN:02303283), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 16, 2018 and who holds office up to the date of next Annual General Meeting in terms of Section 161(1) of the Act, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

REGISTERED OFFICE:

First Floor, Empire Complex 414- Senapati
Bapat Marg, Lower Parel, Mumbai – 400013,
Maharashtra, India
CIN: U74300MH2008PTC274364
Place: Mumbai
Date: August 10, 2018

**By Order of the Board of the Directors
For IndiaCast Media Distribution Private Limited**


**Tushar Hassija
Company Secretary**

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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

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. 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 / other valid authorisation together with the specimen signatures of the representative(s) authorised under the said Board Resolution / authorisation to attend and vote on their behalf at the Meeting.
4. 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.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on July 21, 2017.
6. In terms of the provisions of Section 152 of the Act, Mr. Rahul Joshi and Mr. Ramesh Kumar Damani, Directors, retire by rotation at the Meeting. Board of Directors of the Company commend their respective re-appointments. The details of Mr. Rahul Joshi and Mr. Ramesh Kumar Damani as required to be disclosed as per Secretarial Standards-2, are provided in the Annexure to the Notice.
7. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
8. Route Map of the venue of the meeting is enclosed.

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

Item No. 4

The Board of Directors of the Company had appointed Mr. David Lynn as an Additional Director of the Company with effect from October 09, 2017. Pursuant to Section 161(1) of the Companies Act, 2013, Mr. Lynn holds his office till the date of this General Meeting. Mr. Lynn is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

Table A

Age	46 years
Qualifications	BEng, Associate Chartered Accountant.
Experience	Mr. David Lynn is President and Chief Executive Officer of Viacom International Media Networks, giving him management oversight of all of Viacom's media networks and related businesses outside the U.S. Prior to assuming this role in January 2017, Mr. Lynn was President of VIMN UK, Northern and Eastern Europe from 2014, having been Executive Vice President, Managing Director of the group since March 2007.
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	October 09, 2017
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended during the financial year 2017-18 and till the date of the Notice this AGM	1

Directorships of other Board	<ul style="list-style-type: none"> • Channel 5 Broadcasting Limited • Viacom Interactive Limited • Ignite Media Brands Group Pty Limited • The Paramount UK Partnership (trading as Comedy Central) • Nickelodeon UK Limited • Television Audience Measurement Ireland Limited • VIMN Argentina Limited • Viacom 18 Media Private Limited
Membership/Chairmanship of Committees of other Board	-

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

Save and except Mr. David Lynn, 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.

Item No. 5

The Board of Directors of the Company had appointed Mr. Kenneth Mark Whitehead (DIN: 02673788) as an Additional Director of the Company with effect from December 21, 2017. Pursuant to Section 161(1) of the Companies Act, 2013, Mr. Whitehead holds his office till the date of this General Meeting. Mr. Whitehead is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

Table B

Age	45 years
Qualifications	Degrees and honors in both philosophy and economics from Williams College.
Experience	24+ Years
Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	December 21, 2017
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None

IndiaCast Media Distribution Private Limited

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Number of meetings attended during the financial year 2017- 18 and till the date of the Notice this AGM	2
Directorships of other Board	<ul style="list-style-type: none"> • MTV Asia • MTV Asia Ventures Co. • Nickelodeon Asia Holdings Pte. Ltd • Nickelodeon Australia Management Pty Ltd. • Roptonal Limited • SBS- Viacom Limited • Viacom 18 Media (UK) Limited • Viacom 18 US Inc. • Viacom Networks Japan K. K. • Viacom Networks Japan G.K. (as Executive Manager)
Membership/Chairmanship of Committees of other Board	<ul style="list-style-type: none"> • 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. Jyoti Deshpande as an Additional Director of the Company with effect from May 16, 2018. Pursuant to Section 161(1) of the Companies Act, 2013, Ms. Deshpande holds office till the date of this General Meeting. Ms. Deshpande is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

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

Table C

Age	47 years
Qualifications	Bachelor's Degree in Commerce and Economics and Master's Degree in Business Administration.
Experience	Ms. Jyoti Deshpande has over 25 years of experience in media and entertainment across advertising, media consulting, television and film. She has been part of the leadership team of Eros International since 2001 and as a Group CEO & MD she has spearheaded Eros's growth as a global leader in Indian filmed entertainment.

Terms and Conditions of appointment	Non-Executive Director
Details of remuneration	Nil
Date of first appointment	May 16, 2018
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended during the financial year 2017- 18 and till the date of the Notice this AGM	1
Directorships of other Board	<ul style="list-style-type: none"> • Network 18 Media Private Limited • Balaji Telefilms Limited • Saavn Media Private Limited • Eros International Media Limited • Eros International PLC
Membership/Chairmanship of Committees of other Board	-


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

Save and except Ms. Jyoti Deshpande, 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.

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Maharashtra, India
CIN: U74300MH2008PTC274364
Place: Mumbai
Date: August 10, 2018

**By Order of the Board of the Directors
For IndiaCast Media Distribution Private Limited**


**Tushar Hassija
Company Secretary**

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Annexure to the Notice dated August 10, 2018.

Details of the Directors retiring by rotation / seeking re-appointment at the Meeting

Item No. 2&3

In terms of the provision of Section 152 of the Companies Act, 2013, Mr. Rahul Joshi and Mr. Ramesh Kumar Damani 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 profiles of Mr. Rahul Joshi and Mr. Ramesh Kumar Damani, including names of companies in which they hold directorships and memberships / chairmanships of Board Committees, are provided below in Table D:

Table D

Particulars	Mr. Rahul Joshi	Mr. Ramesh Kumar Damani
Age	48 Years	47 Years
Qualifications	Master's in Management Studies from Narsee Monjee Institute, Mumbai University.	Chartered Accountant and Company Secretary.
Experience	Mr. Rahul Joshi is currently the Managing Director of Network18 Media and Investments Limited. Prior to this Mr. Joshi had worked as a Director, Times of India Group for 20 years.	Mr. Ramesh Kumar Damani has a rich professional experience of more than 23 years. He has been with Reliance for about 10 years. He is having hands on experience in the fields of Finance, Taxation, Merger & Acquisitions, Corporate Laws and Corporate matters.
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director
Details of remuneration	Nil	Nil
Date of first appointment	July 11, 2017	July 11, 2017
Shareholding in the Company	Nil	Nil
Relationship with other director / Manager and other KMP	None	None
Number of meetings attended during the financial year 2017-18 and till the date of the Notice this AGM	6	6
Directorships of other Board	<ul style="list-style-type: none"> • News Broadcasters Association; • AETN18 Media Private Limited; • Viacom18 Media Private Limited; 	<ul style="list-style-type: none"> • Reliance Vantage Retail Limited • Kaniska Commercials Private Limited • Reliance-Grandoptical Private Limited

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	<ul style="list-style-type: none"> • Network18 Media & Investments Limited 	<ul style="list-style-type: none"> • Reliance Innovative Building Solutions Private Limited • IBN Lokmat News Private Limited • Model Economic Township Limited • AETN18 Media Private Limited • Big Tree Entertainment Private Limited • Reliance Jio Media Private Limited • Big Tree Entertainment Private Limited
Membership/Chairmanship of Committees of other Board	<ul style="list-style-type: none"> • News Broadcasters Association – Member of Nomination and Remuneration Committee 	<ul style="list-style-type: none"> • Reliance Innovative Building Solutions Private Limited - Member of Audit Committee • Reliance Jio Media Private Limited - Member of Allotment and Audit Committee • IBN Lokmat News Private Limited - Member of Audit Committee and Corporate Social Responsibility Committee

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

Save and except Mr. Rahul Joshi and Mr. Ramesh Kumar Damani, 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.

IndiaCast Media Distribution Private Limited
Registered Office: First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai – 400013,
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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 TENTH ANNUAL GENERAL MEETING of the Company, to be held on Friday, the 28th day of September, 2018 at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India at 11.00 a.m. or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	I/We assent to the resolution (For)	I/We dissent to the Resolution (Against)
I.	Adoption of Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.		

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2.	Appointment of Mr. Rahul Joshi, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of Mr. Ramesh Kumar Damani, who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of Mr. David Lynn as Director of the Company, liable to retire by rotation.		
5.	Appointment of Mr. Kenneth Mark Whitehead as Director of the Company, liable to retire by rotation.		
6.	Appointment of Ms. Jyoti Deshpande as Director of the Company, liable to retire by rotation.		

Signed this.....day of September, 2018

Signature of shareholder.....

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

Affix Re. 1 revenue Stamp

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 10th Annual General Meeting of the Company on Friday, the 10th day of September, 2018 at 11.00 a.m. at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India.

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



IndiaCast Media Distribution Private Limited

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