

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of **IndiaCast Media Distribution Private Limited** will be held at a shorter notice on Monday, the 28th day of September, 2020 at 6.00 p.m. (IST) through Video Conferencing (“VC”) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt

(a) the audited standalone financial statement of the Company for the financial year ended March 31, 2020 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, 2020 and the report of Auditors thereon; and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

(a) “**RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon as circulated to the members, 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, 2020 and the report of Auditors thereon as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Ms. Jyoti Deshpande (DIN: 02303283) who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Jyoti Deshpande (DIN: 02303283), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

3. To appoint Ms. Kshipra Jatana (DIN: 02491225) who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Kshipra Jatana (DIN: 02491225), who retires by rotation at this Annual General Meeting, be and is hereby appointed as a Director of the Company.”

4. To re-appoint Statutory Auditors of the Company for a second term of 5 years and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder from time to time, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (having

Firm's registration Number: 117366W/W-100018) be and is hereby re-appointed as the Statutory Auditors of the Company to the Board, to hold office for a term of 5 years from the conclusion of this 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting in respect of the financial years beginning April 1, 2020 and ending March 31, 2025 and that the remuneration and terms of appointment of statutory auditors of the Company be determined mutually by the Audit Committee / Board in consultation with the statutory auditors."

SPECIAL BUSINESS:

5. To appoint Mr. Alexander Julian Berkett (DIN: 08742059) as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Alexander Julian Berkett (DIN: 08742059), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Ms. Caryn Kennedy Groce (DIN: 08742045) as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Caryn Kennedy Groce (DIN: 08742045), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Mr. Vivek Jain (DIN: 00005034) as an Independent Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Jain (DIN: 00005034), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for term of 5 (five) consecutive years with effect from November 25, 2019 to November 24, 2024;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To appoint Mr. Gagan Kumar (DIN: 02989428) as an Independent Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gagan Kumar (DIN: 02989428), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for term of 5 (five) consecutive years with effect from November 25, 2019 to November 24, 2024;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To make contributions or donations to charitable or other funds/institutions in terms of section 181 of the Companies Act, 2013 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and amendment(s) made there under, if any, for the time being in force) and the applicable rules and regulations thereto, consent of the members be and is hereby accorded to the Company for contributing from time to time to any national, charitable, social, benevolent, public or general and other funds/ institutions/ hospitals/ trustees/ entities of any amounts the aggregate of which does not exceed Rs. 30,00,000/- (Rupees Thirty Lacs only);

RESOLVED FURTHER THAT Director(s), Chief Executive Officer, Chief Financial Officer, Head Legal and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”

By Order of the Board of the Directors

For IndiaCast Media Distribution Private Limited

REGISTERED OFFICE:

First Floor, Empire Complex 414- Senapati
Bapat Marg, Lower Parel, Mumbai – 400013,
Maharashtra, India
CIN: U74300MH2008PTC274364
Date: September 19, 2020

Sd/-
Tushar Hassija
Company Secretary

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means, without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of Section 152 of the Act, Ms. Jyoti Deshpande (DIN: 02303283) and Ms. Kshipra Jatana (DIN: 02491225), Directors, retire by rotation at the Meeting. The Nomination & Remuneration Committee of the Board of Directors and the Board of Directors of the Company commend their respective re-appointments.

Further, Ms. Jyoti Deshpande and Ms. Kshipra Jatana, are interested in the respective Ordinary Resolutions set out at Item No. 2 and 3 of the Notice with regard to their re-appointments. The relatives of Ms. Jyoti Deshpande and Ms. Kshipra Jatana may be deemed to be interested in the

respective resolutions set out at Item No. 2 and 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors of the Company/their relatives are concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.

6. The Company's Registrar and Transfer Agents for its share registry (both, physical as well as electronic) is Kfin Technologies Private Limited ("Karvy") having its office at Karvy Selenium Tower B, 6th Floor, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032.

7. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Notice of the AGM along with the Annual Report 2019-20 is being sent through electronic mode to the Members at their registered email address.

8. PROCEDURE FOR JOINING THE AGM THROUGH VC:

- a. The Company will provide VC facility, enabled through Microsoft Teams, to its Members for participating at the AGM.

The Link for joining the Meeting is:

[Join Microsoft Teams Meeting](#)

- b. Members who would like to express their views or ask questions during the AGM may write to the Company Secretary at tushar.hassija@indiacast.com.
 - c. Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - d. Members who need any technical assistance before or during the AGM, can contact the Company Secretary at +91-9372805261 or tushar.hassija@indiacast.com.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

10. Members attending the AGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send their requests to the Company Secretary at tushar.hassija@indiacast.com.
12. During the AGM when poll on item is required, the members may cast their vote on resolutions by sending emails through their registered email IDs to the designated email tushar.hassija@indiacast.com.
13. Corporate Members are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., to the Company Secretary at e-mail id: tushar.hassija@indiacast.com.
14. The detailed instructions to attend and participate at the Meeting through VC are provided in **Annexure B** to the Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (‘the Act’) and the Articles of Association of the Company, appointed Mr. Alexander Julian Berkett and Ms. Caryn Kennedy Groce as Additional Directors on the Board of the Company w.e.f. May 22, 2020. They hold the office as additional directors up to the date of this Annual General Meeting. Mr. Alexander Julian Berkett and Ms. Caryn Kennedy Groce are not disqualified from being appointed as Directors in terms of Section 164 of the Act and had given their consents to act as Directors. The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the appointments of Mr. Alexander Julian Berkett and Ms. Caryn Kennedy Groce as Directors of the Company. Mr. Alexander Julian Berkett and Ms. Caryn Kennedy Groce does not hold any share of the Company in their name. Mr. Alexander Julian Berkett and Ms. Caryn Kennedy Groce are not related to any other Director of the Company. Other details of Mr. Alexander Julian Berkett and Ms. Caryn Kennedy Groce as required to be disclosed under the provisions of the Secretarial Standard-2, are provided below in Table A and Table B, respectively. Save and except Mr. Alexander Julian Berkett and Ms. Caryn Kennedy Groce and their relatives, none of the other Directors of the Company/their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6 of the Notice. The Board commends the Ordinary Resolutions set out at Item No. 5 & 6 of the Notice for approval by the members.

Table A

Age	45 years
Qualifications	BA, Urban Studies/Affairs
Experience	Mr. Alexander Berkett is presently the Executive Vice President, Corporate Development and Strategy, ViacomCBS. In this role, Mr. Berkett leads ViacomCBS’ efforts to identify, pursue and execute strategic growth opportunities, including acquisitions, partnerships, investments and joint ventures, across all of the company’s businesses and geographies.
Terms and Conditions of appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Alexander Berkett is proposed to be appointed as a Non-Executive Director of the Company.
Details of remuneration	NIL
Remuneration proposed to be paid	NIL

Date of first appointment	May 22, 2020
Shareholding in the Company	Nil
Relationship with other director	Not related to any Director.
Number of meetings attended during the financial year 2019-20	N.A.
Directorships of other Board as on March 31, 2020	N.A.
Membership/Chairmanship of Committees of other Board as on March 31, 2020	-

Table B

Age	48 years
Qualifications	Attorney registered with New York State, Office of Court Administration
Experience	Ms. Groce is an attorney registered with New York State, Office of Court Administration. Ms. Groce has over 20 years of experience in business and legal affairs, and other related functions. She is presently working as Executive Vice President, Deputy General Counsel, ViacomCBS.
Terms and Conditions of appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto, Ms. Caryn Groce is proposed to be appointed as a Non-Executive Director of the Company.
Details of remuneration	NIL
Remuneration proposed to be paid	NIL
Date of first appointment	May 22, 2020
Shareholding in the Company	Nil
Relationship with other director	Not related to any Director
Number of meetings attended during the financial year 2019-20	N.A.
Directorships of other Board as on March 31, 2020	N.A.

Membership/Chairmanship of Committees of other Board as on March 31, 2020	-
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Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company, appointed Mr. Vivek Jain (DIN: 00005034) as an Additional Director (Independent) on the Board of the Company for a term of 5 (five) consecutive years w.e.f. November 25, 2019. He holds the office as an additional director up to the date of this Annual General Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the Company. Mr. Vivek Jain 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. The Company has also received declaration from Mr. Vivek Jain that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Vivek Jain fulfills the conditions for appointment as an Independent Director as specified in the Act. Mr. Vivek Jain is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Vivek Jain, as required to be disclosed under the provisions of the Secretarial Standard – 2 (“SS-2”) issued by the Institute of Company Secretaries of India, are provided below.

Copy of the letter of appointment of Mr. Vivek Jain setting out the terms and conditions of appointment is available for inspection by the members.

Save and except Mr. Vivek Jain and his relatives, none of the other Directors of the Company/their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. This statement may also be regarded as an appropriate disclosure under the Act. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Table C

Age	44 years
Qualifications	Chartered Accountant

Experience	Mr. Vivek Jain is a fellow member of Institute of Chartered Accountants of India. He is currently the proprietor of Vivek Rag & Associates and have over 20 years of experience. He has extensive experience in taxation, consultancy, accounting and secretarial activities. He has successfully represented various corporates before the Income Tax Appellate Tribunal (ITAT) and Commissioner of Income Tax (Appeals) Over the years, Mr. Jain has advised a number of domestic and international companies on tax, transfer pricing, labour laws, industrial laws, issues relating to corporate tax, mergers and restructurings, goods and service tax (GST), and others.
Terms and Conditions of appointment	As per the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Vivek Jain is proposed to be appointed as an Independent Director of the Company.
Details of remuneration	Rs. 50,000 paid as sitting fees for attending the Board/Committee Meetings.
Remuneration proposed to be paid	He is entitled to remuneration by way of fee for attending meetings of the Board and Committees thereof. Currently, the Company is not paying any commission to Directors.
Date of first appointment	November 25, 2019
Shareholding in the Company	Nil
Relationship with other director	Not related to any Director
Number of meetings attended during the financial year 2019-20	-
Directorships of other Board as on March 31, 2020	-
Membership/Chairmanship of Committees of other Board as on March 31, 2020	-

Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the “Act”) and the Articles of Association of the Company, appointed Mr. Gagan Kumar (DIN: 02989428) as an Additional Director (Independent) on the Board of the Company for a term of 5 (five) consecutive years w.e.f. November 25, 2019. He holds the office as an additional director up to the date of this Annual General

Meeting. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of Members of the Company. Mr. Gagan Kumar 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. The Company has also received declaration from Mr. Gagan Kumar that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Gagan Kumar fulfills the conditions for appointment as an Independent Director as specified in the Act. Mr. Gagan Kumar is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Gagan Kumar, as required to be disclosed under the provisions of the Secretarial Standard – 2 (“SS-2”) issued by the Institute of Company Secretaries of India, are provided below.

Copy of the letter of appointment of Mr. Gagan Kumar setting out the terms and conditions of appointment is available for inspection by the members.

Save and except Mr. Gagan Kumar and his relatives, none of the other Directors of the Company/their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice. This statement may also be regarded as an appropriate disclosure under the Act. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Table D

Age	46 years
Qualifications	Advocate & CA
Experience	Mr. Gagan Kumar is a commerce graduate from Delhi University and a member of the Bar Council of Delhi, as well as a fellow member of Institute of Chartered Accountants of India. Before setting up Krishnomics Legal, one of the leading Tax and Corporate law firm, Mr. Kumar was principal associate with one of the largest law firms of India. Mr. Kumar has also worked with Big 4 accounting firms and brings with him more than 19 years of experience. He has extensive experience in litigation and advisory aspects of the tax practice. He has successfully represented various corporates before the Supreme Court, High Court and Income Tax Appellate Tribunal (ITAT) and Commissioner of Income Tax (Appeals), Dispute Resolution Panel of Income Tax, Central Excise & Service Tax Appellate Tribunal, National Consumer Dispute Redressal Commission, among others. He has been a regular speaker at various national and international forums. He is a member of the Delhi High Court Bar Association and of the American Bar Association.

Terms and Conditions of appointment	As per the resolution at Item No. 8 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Gagan Kumar is proposed to be appointed as an Independent Director of the Company.
Details of remuneration	Rs. 50,000 paid as sitting fees for attending the Board/Committee Meetings.
Remuneration proposed to be paid	He is entitled to remuneration by way of fee for attending meetings of the Board and Committees thereof. Currently, the Company is not paying any commission to Directors.
Date of first appointment	November 25, 2019
Shareholding in the Company	Nil
Relationship with other director	Not related to any Director
Number of meetings attended during the financial year 2019-20	-
Directorships of other Board as on March 31, 2020	Infomedia Press Limited Greycells18 Media Limited IBN Lokmat News Private Limited AETN18 Media Private Limited e-Eighteen.com Limited
Membership/Chairmanship of Committees of other Board as on March 31, 2020	Infomedia Press Limited
	Audit Committee – Chariman
	Nomination & Remuneration Committee – Member
	Stakeholders’ Relationship Committee-Member
	AETN18 Media Private Limited
	Audit Committee – Member
	Nomination & Remuneration Committee – Member
	Greycells18 Media Limited
	Audit Committee-Member
	Nomination and Remuneration Committee-Member
	IBN Lokmat News Private Limited
	Corporate Social Responsibility Committee-Member
	Audit Committee-Member
e-Eighteen.com Limited	
Audit Committee-Chairman	

	Nomination and Remuneration Committee-Chairman
	Corporate Social Responsibility Committee-Member

Item No. 9

This resolution is for enabling and authorizing the Company to contribute to national, charitable, social, benevolent, public or general and other funds/institutions/hospitals/trustees/entities, from time to time, for any national, charitable, social, benevolent, public or general causes not directly relating to the business of the Company or the welfare of its employees, above the aggregate maximum amount permissible under section 181 of the Companies Act, 2013.

None of the Directors of the Company or their relatives are concerned or interested in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

By Order of the Board of the Directors

For IndiaCast Media Distribution Private Limited

REGISTERED OFFICE:

First Floor, Empire Complex 414- Senapati
Bapat Marg, Lower Parel, Mumbai – 400013,
Maharashtra, India
CIN: U74300MH2008PTC274364
Date: September 19, 2020

Sd/-
Tushar Hassija
Company Secretary

Annexure A to the Notice dated September 19, 2020

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, Ms. Jyoti Deshpande and Ms. Kshipra Jatana retires at the ensuing Annual General Meeting and offers themselves for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommends their re-appointment.

As stipulated under Secretarial Standard-2, brief profiles of Ms. Jyoti Deshpande and Ms. Kshipra Jatana, including names of companies in which they hold directorships and memberships / chairmanships of Board Committees, are provided below in Table E:

Table E

Particulars	Ms. Jyoti Deshpande	Ms. Kshipra Jatana
Age	49 years	48 years
Qualifications	MBA	LLB
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. Prior to joining Eros in 2001, Ms. Deshpande has worked for 7 years in the field of advertising, media consulting and television with companies such as J Walter Thomson India, Mindshare, Zee Television and B4U television. Ms. Deshpande has a Bachelor's degree in Commerce and Economics from Mumbai University and a Master's Degree in Business Administration (MBA) from SPJIMR, Mumbai University.	Ms. Kshipra Jatana is a Group General Counsel of Network18 and she oversees legal operations and regulatory matters for all group businesses and joint ventures. Ms. Kshipra Jatana has over 24 years of experience in the legal advisory and corporate law space.
Terms and Conditions of appointment	Non-Executive Director	Non-Executive Director
Details of remuneration	Nil	Nil
Remuneration proposed to be paid	Nil	Nil

Date of first appointment	May 16, 2018	November 17, 2015
Shareholding in the Company	Nil	Nil
Relationship with other director / Manager and other KMP	None	None
Number of meetings attended during the financial year 2019-20	4	2
Directorships of other Board	Network18 Media & Investments Limited TV18 Broadcast Limited Viacom18 Media Private Limited Balaji Telefilms Limited Saavn Media Private Limited	Infomedia Press Limited Greycells18 Media Limited IBN Lokmat News Private Limited Digital18 Media Limited Colosseum Media Private Limited AETN18 Media Private Limited Web18 Digital Services Limited Media18 Distribution Services Limited Viacom18 US Inc Viacom18 Media (UK) Ltd Roptonal Limited Tara Advisors LLP
Membership / Chairmanship of Committees of other Board	Viacom18 Media Private Limited - Nomination and Remuneration Committee – Chairperson	Greycells18 Media Limited- Nomination and Remuneration Committee-Chairperson Audit Committee – Chairperson Infomedia Press Limited- Nomination and Remuneration Committee-Member

Save and except Ms. Jyoti Deshpande and Ms. Kshipra Jatana, none of the other Directors / 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.

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

Item No. 4: Re-appointment of Statutory Auditors for a second term of 5 years.

M/s Deloitte Haskins and Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W / W-100018) were appointed as Statutory Auditors of the Company by the Members at the 7th Annual General Meeting (AGM) held on 07th July, 2015 to hold office as Statutory Auditors from the conclusion of 7th AGM till the conclusion of 12th AGM of the Company. Accordingly, their present term gets completed on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 (‘the

Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s Deloitte Haskins and Sells LLP for conducting the audit for the financial year 2019-20 is Rs. 33.50 lacs (exclusive of applicable taxes thereon and out of pocket expenses) for audit of accounts of the Company for the financial year ended 31st March, 2020 and for availing other services during the financial year 2019-20. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s Deloitte Haskins and Sells LLP, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 17th AGM. M/s Deloitte Haskins and Sells LLP, statutory auditors have conducted the statutory audit of the company from FY 2015-16 to FY 2019-20 and their performance was found to be satisfactory.

Brief Profile of Statutory Auditors

Deloitte Haskins & Sells ("DHSLLP"), Mumbai has been converted to a Limited Liability Partnership (LLP), with the name Deloitte Haskins & Sells LLP, w.e.f. November 20, 2013. DHSLLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018).

DHSLLP has offices across India in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Baroda, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa.

None of the Directors of the Company or their relatives are concerned or interested in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of the Directors

For IndiaCast Media Distribution Private Limited

REGISTERED OFFICE:

First Floor, Empire Complex 414- Senapati
Bapat Marg, Lower Parel, Mumbai – 400013,
Maharashtra, India
CIN: U74300MH2008PTC274364
Date: September 19, 2020

Sd/-

Tushar Hassija
Company Secretary

Annexure B

PROCEDURE FOR JOINING THE AGM THROUGH VC

1. In case you already have MS Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link given in **Note 8 above**. You will connect to the meeting.

Alternatively, you may open MS Teams, click on “Join a Meeting” option.

2. In case you do not have MS Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure:
 - a. You can join the Meeting through directly through web by clicking the link and entering your name before joining the Meeting; or
 - b. You can download the MS Teams App. For installing MS Teams App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link given in the Notice



System will prompt you to download MS Teams App



Download and Install MS Teams



Click on “**Join meeting**” option