

## NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of Prism TV Private Limited("the Company") will be held at the Registered Office of the Company at H. No.1-10-76, Fair Fields, Begumpet, Hyderabad - 500 016, Telangana, India, on Tuesday, the 6th day of January, 2015 at 2.00 p.m. to transact the following business:

### ***SPECIAL BUSINESS:***

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

"**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors of the Company (which the term shall include any Board Committee duly authorised by the Board) be and is hereby authorised to mortgage and/or charge all or any part of assets or immovable properties of the Company wherever situated, both present and future, and/or whole or part of the undertaking(s) of the Company of every nature and kind whatsoever together with power to take over the management of the business and concern of the Company in certain events, to or in favor of Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount(s) borrowed or to be borrowed by the Company from time to time for due repayment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings."

**By Order of the Board  
For Prism TV Private Limited**

**Sd/-**

**Director**

Place: Hyderabad  
Date: November 28, 2014  
**Registered Office**  
H. No.1-10-76,  
Fair Fields, Begumpet,  
Hyderabad - 500 016,  
Telangana, India  
**CIN: U930001G2008PTC062365**

## NOTES

1. Any Member entitled to attend and vote at the meeting is entitled to appoint a Proxy 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 with the Company not less than 48 hours before the meeting.

2. Corporate members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

**By order of the Board  
For Prism TV Private Limited**

Sd/-

**Director**

Place: Hyderabad  
Date: November 28, 2014  
**Registered Office**  
H. No.1-10-76,  
Fair Fields, Begumpet,  
Hyderabad - 500 016,  
Telangana, India  
**CIN: U93000TG2008PTC062365**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company is seeking additional funds from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, from time to time. For securing the said borrowings made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. As per Section 180(1)(a) of the Companies Act, 2013, the authority to the Board to sell/lease/charge Undertaking(s) of the Company would be subject to approval of Members by passing a Special Resolution.

To facilitate the Board to create mortgage / charge on assets and/or undertakings of the Company from time to time, to secure borrowings of the Company, it is recommended that your Board be authorised for the purpose under Section 180(1)(a) of the Companies Act, 2013.

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

None of the Directors and/or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Special resolution.

**By order of the Board  
For Prism TV Private Limited**

Sd/-  
**Director**

Place: **Hyderabad**  
Date: **November 28, 2014**  
Registered Office  
H. No.1-10-76,  
Fair Fields, Begumpet,  
Hyderabad - 500016,  
Telangana, India  
CIN: U93000TG2008PTC062365