

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 10th day of March, 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(s), the following resolution as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the Members be and is hereby accorded for substitution of the Main Object Clause III (A) (1) (i), (ii), (iii) & (iv) of the Memorandum of Association of the Company with the following:

"Clause III (A) -

- (i) *To carry on the business of receiving, manufacturing, producing, acquiring, broadcasting, distributing, communicating, relaying, exhibiting, telecasting, releasing, commissioning, selling, purchasing, licensing, taking or giving on lease or hire films, motion pictures, serials, documentaries, entertainment programmes and products etc. in the category 'non-news and current affairs' in any of the regional Indian languages, to establish, maintain, operate production capability and facility, market and sell advertising air-time for the purpose of broadcasting on television satellite, cable and other network, radio & other media (whether now known or hereafter devised)."*

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

Sd/-

Director

Place: Hyderabad

Date: January 12, 2015

Registered Office

H. No.1-10-76, Fair Fields, Begumpet,

Hyderabad – 500 016, Telangana, India

CIN: U93000TG2008PTC062365

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business to be transacted at the Extra-ordinary General Meeting is annexed herewith.
2. 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.

3. 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.

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

The Company had ceased to carry on any business activities relating to uplinking and downlinking of 'News and current affairs' content in any of channels that the Company operates w.e.f. October 22, 2014. The Board at its meeting held on October 24, 2014, had subject to your approval and approval of relevant governmental authorities including the Ministry of Information and Broadcasting (MIB), approved for re-registration of channels of the Company for continuance of uplinking and downlinking of Non- news and Current affairs contents on its channels.

The Company now seeks your approval by way of Special resolution for changing the object clause of the Memorandum of Association, as mentioned in the Notice.

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

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