

## NOTICE

NOTICE is hereby given that the **Sixth** Annual General Meeting of the Members of **Prism TV Private Limited** will be held on Tuesday, September 30, 2014 at 11.00 a.m. at the Registered Office of the Company at 1-10-76, Fair Fields Begumpet, Hyderabad-500016 to transact the following business:

### *Ordinary Business:*

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss of the Company for the financial year ended on that date and the Report of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Ramoji Rao, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ch Kiron, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s A K Sabat & Co., Chartered Accountants, having Firm Registration No. 321012E, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Eighth Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

### *Special Business:*

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

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and pursuant to the provisions of the Articles of Association of the Company, consent of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to borrow for and on behalf of the Company, from time to time, any sum or sums of money, from any one or more persons, firms, body corporate, bankers, financial institutions or from others by way of advances, deposits, loans, or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties (whether movable or immovable, present or future) or stock-in-process or debts, for the purpose of the Company's business, notwithstanding that the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the 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 which are not set apart for any specific purposes, provided that the said borrowing shall not exceed INR 250,00,00,000/- (Indian Rupees Two Hundred Fifty Crore Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or any person authorized by the Board from time to time in this regard be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies

to be borrowed from time to time as to interest, repayment, securities or otherwise as they may think fit.

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised 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 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.

**RESOLVED FURTHER THAT** a certified true copy of the aforesaid resolution be forwarded to the concerned and they be requested to act thereon.”

**By order of the Board**

Place: Hyderabad

**Director**

Date: May 21, 2014

**Registered Office:**

1-10-76, Fair Fields Begumpet, Hyderabad- 500016

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 Annual 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**

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 of the Company in the General Meeting by way of 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, from time to time and considering quantum of borrowings intended to be borrowed by Company at a future date (subject to approval of members) and in order to facilitate availing additional Banking facilities for the Company in the form of long term or medium term loans for an amount not exceeding INR 250,00,00,000/- (Indian Rupees Two Hundred and Fifty Crore Only), it is proposed to seek approval of members of the Company.

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**

**Director**

Place: Hyderabad  
Date: May 21, 2014  
**Registered Office**  
H. No.1-10-76,  
Fair Fields, Begumpet,  
Hyderabad - 500 016,  
Telangana, India  
CIN: U93000TG2008PTC062365