

NOTICE

NOTICE is hereby given that the **Seventh** Annual General Meeting of the Members of **Prism TV Private Limited** will be held on Monday, June 29, 2015 at 11.00 a.m. at the Registered Office of the Company at 1-10-76, Fair Fields Begumpet, Hyderabad- 500 016, Telangana to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, 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 Statutory Auditors of the Company and fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT M/s Deloitte Haskins & Sells LLP, Chartered Accountants Firm's registration Number: 117366W / W-100018, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 years from the conclusion of this 7th Annual General Meeting till the conclusion of the 12th Annual General Meeting (subject to ratification of the appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) in respect of the financial years beginning April 1, 2015 and ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix such remuneration as may be determined in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis to be agreed upon between the auditors and the Board of Directors."

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Bharathula & Associates, Cost Accountants, Hyderabad (having Membership No. 101019) appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2014-15, be paid a remuneration of INR 75,000 (Indian Rupees Seventy Five Thousand Only) plus applicable service tax and out of pocket expenses that may be incurred.

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

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Rohit Bansal (DIN 02067348), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 9, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is appointed as Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Mr. Vinay Chand Chhajlani (DIN 00078665), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 9, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is appointed as Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (‘Act’) and the rules made there under, Ms. Kshipra Jatana (DIN 02491225), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 9, 2015 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is appointed as Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 196, 197 read with Schedule V, Section 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the Company hereby accords its approval for the appointment of Mr. Dhaneshkumar Mishra as a Manager of the Company for a period of 3 years with effect from March 22, 2015 on terms and conditions as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section II of Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT the Board 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.”

By order of the Board of Directors

Sd/-

**Vaishali Bosmia
Company Secretary**

Place: Noida

Date: June 20, 2015

Registered Office:

1-10-76, Fair Fields Begumpet,

Hyderabad- 500016, Telangana, India

CIN: U93000TG2008PTC062365

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning Item no. 2 to 7 of the Notice 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

Item No. 2

At the 6th Annual general meeting of the Company held on September 30, 2014, M/s. A.K. Sabat & Co (Firm registration No. 321012E) were appointed as Statutory Auditor of the Company for a term of 2 years for the financial year (FY) 2014-15 till FY 2015-16, subject to the ratification of the members of the Company at every intervening Annual General Meeting. Subsequently, M/s. A.K. Sabat & Co., Chartered Accountants, have expressed their unwillingness to continue as the Statutory Auditors of the Company. In view of the same, the Board at its meeting held on June 20, 2015 proposed the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants with Firm's registration Number: 117366W / W-100018 as the Statutory Auditors of the Company to hold office for a term of 5 years from conclusion of this Annual General Meeting until the conclusion of Eleventh Annual General meeting in place of M/s. A.K. Sabat & Co., Chartered Accountants.

The Company has received confirmation from M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, to the effect that their appointment, if made, would be in accordance with the conditions prescribed in Section 139 of the Companies Act, 2013 and would be within the prescribed limits under Section 141 of the Companies Act, 1956. Accordingly, the appointment of M/s. Deloitte Haskins & Sells LLP., Chartered Accountants, for a term of 5 years, is being proposed and recommended as an Ordinary Resolution.

Your Board recommends the Ordinary 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 are in any way concerned or interested in this Ordinary resolution.

Item No. 3

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting.

The Board of Directors of the Company at its meeting held on March 22, 2015 had considered and approved the appointment of M/s. Bharathula & Associates, Cost Accountants, Mumbai (having Membership No. 101019) as the cost auditor of the Company for the financial year 2014-15 at a remuneration of INR 75,000 (Indian Rupees Seventy Five Thousand) plus applicable service tax and out of pocket expenses that may be incurred.

Accordingly consent of the members is sought for passing an Ordinary resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2014-15.

Your Board recommends the Ordinary 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 are in any way concerned or interested in this Ordinary resolution.

Item No. 4

The Board of Directors of the Company at the meeting held on May 9, 2015 appointed Mr. Rohit Bansal as an Additional Director of the Company. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Rohit Bansal holds his office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Rohit Bansal as Director of the Company.

Your Board recommends the Ordinary resolution as set out in Item No 4 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Rohit Bansal (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

Item No. 5

The Board of Directors of the Company at the meeting held on May 9, 2015 appointed Mr. Vinay Chand Chhajlani as an Additional Director of the Company. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Vinay Chand Chhajlani holds his office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Mr. Vinay Chand Chhajlani as Director of the Company.

Your Board recommends the Ordinary resolution as set out in Item No 5 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Vinay Chand Chhajlani (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

Item No. 6

The Board of Directors of the Company at the meeting held on May 9, 2015 appointed Ms. Kshipra Jatana as an Additional Director of the Company. Pursuant to Section 161(1) of the Companies Act 2013, Ms. Kshipra Jatana holds her office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Ms. Kshipra Jatana as Director of the Company.

Your Board recommends the Ordinary resolution as set out in Item No 6 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Kshipra Jatana (whose appointment is proposed in this resolution) are in any way concerned or interested in the resolution.

Item No. 7

At the meeting held on March 22, 2015, the Board of Directors of the Company had, subject to approval of the Members at the ensuing Annual General Meeting, approved appointment of Mr. Dhaneshkumar Mishra as a Manager of the Company for 3 years from March 22, 2015 at the remuneration in the form of consultancy fees.

As per Schedule V of Companies Act, 2013, any appointment of and remuneration paid *inter alia* to Manager in a Company having no profits/inadequate profit shall be subject to approval of the members by passing special resolution at a general meeting. In view of this approval of the members is sought for appointment of, and remuneration paid to, Mr. Dhaneshkumar Mishra as a Manager of the Company for the period from March 22, 2015 to March 21, 2018. Relevant information required under Schedule V of the Companies Act, 2013 is being provided herein below:

➤ General Information about the Company

The Company was incorporated on 29th December 2008 and thereafter the Company has commenced its broadcasting business. The Company is in the business of broadcasting non-news and current affairs content. Prism owns, operates and broadcasts 5 (five) channels under the brand 'Colors', namely "Colors Kannada", "Colors Bangla", "Colors Marathi", "Colors Gujarati" and "Colors Oriya".

Financial Performance as per the last audited financials as on 31st March, 2015 is as under:

Particulars	For the year ended 31.03.2015 (INR)
Share Capital	250,513,400
Reserves and Surplus	(108,967,513)
Revenue from Operations	3,324,977,357
Net Profit (Loss) after Tax	(1,347,853,579)

The Company has not made any foreign investments or collaborations as on date.

➤ **Information about the appointee**

At the meeting held on March 22, 2015, the Board of Directors of the Company had, subject to approval of the Members at the ensuing Annual General Meeting, approved appointment of Mr. Dhaneshkumar Mishra as a Manager of the Company for 3 years from March 22, 2015 at the remuneration in the form of consultancy fees.

Brief Profile:

Mr. Dhaneshkumar Mishra, an MBA in finance and a Commerce Graduate, has more than 20 years of experience in the field of accounts, taxation and finance and related matters. He started his career with M/s. Shree Venkatesh Steels Ltd. In his previous role he was assigned with the responsibilities of an Accountant and was managing related affairs.

Mr. Mishra in the capacity of Manager would manage the affairs of the Company within the overall supervision and control of the Board of Directors. Mr. Mishra's enriching experience of more than 20 years in relevant field will help the Company to reap benefit of his experience in the business operations of the Company. The past remuneration drawn by Mr. Mishra was Rs. 19,72,100 as a finance consultant and not as a managerial personnel of the Company.

The main terms and conditions of appointment are set out herein below:

- a) **Tenure of Appointment :**
For a period of three (3) years with effect from March 22, 2015
- b) **Remuneration**
The Remuneration shall be paid by way of consultancy fees of Rs. 27.34 Lacs p.a. Any increase in the remuneration proposed to be paid will be decided by the Board or by the Nomination and Remuneration Committee (NRC) on authority of the Board, and which shall not exceed the limits provided under Part II Section II of Schedule V or any statutory modification(s) or re-enactment thereof.

- c) Other terms of Appointment:
- i. The Manager shall be engaged as a “Finance Consultant” exclusively on contract basis.
 - ii. The contract of employment would be devoid of any employment benefits and thus none of the benefits accruing on regular employee can be claimed by the Manager.
 - iii. The Manager shall not become interested or otherwise concerned, directly or through her spouse and / or children, in any agency with which the Company deals with.
 - iv. The terms and conditions of the appointment of the Manager may be altered and varied from time to time by the Board and/or NRC on authority of the Board , subject to the approvals as may be required.

Further, considering the nature of industry and specialty of services to be rendered by Mr. Dhaneshkumar Mishra, no comparative remuneration of industry is available for information. Also, there is no pecuniary relationship Mr. Mishra has, directly or indirectly with the Company. Also Mr. Mishra is not related to any of the managerial personnel.

➤ **Other information:**

Due to the regulatory environment in the Media & Entertainment sector coupled with stiff competitive environment in the broadcasting sector and on account of discontinuation of ‘news contents’ and increase in the operational expenses, the business operations of the company is yet to show positive outcome in terms of numbers and performance. However, with the strong sighted focus on contents of non-news and current affairs to be broadcasted and revamping and rebranding of channels of the Company clubbed with other rigorous efforts of the management with the help of recent favorable economic situation, the company anticipates improvement in its performance in the coming years.

Your Board recommends the Special resolution as set out in Item No 7 for approval of Members.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Dhaneshkumar Mishra (whose appointment and remuneration is proposed in this resolution) are in any way concerned or interested in the resolution.

By order of the Board of Directors

Sd/-

**Vaishali Bosmia
Company Secretary**

Place: Noida
Date: June 20, 2015
Registered Office
H. No.1-10-76,
Fair Fields, Begumpet,
Hyderabad – 500 016, Telangana, India
CIN: U93000TG2008PTC062365



CIN: U93000TG2008PTC062365

Registered Office: 1-10-76, Fair Fields Begumpet, Hyderabad- 500016, Telangana, India

ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DPID	Client ID	Folio No.	No. of Shares

Name : _____

Address : _____

Name of Proxy: _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the **SEVENTH ANNUAL GENERAL MEETING** of the Company on Monday, June 29, 2015 at 11.00 a.m. at 1-10-76 Fair Fields Begumpet, Hyderabad- 500 016, Telangana .

SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



CIN: U93000TG2008PTC062365

Registered Office: 1-10-76, Fair Fields Begumpet, Hyderabad- 500016, Telangana,India

Name of the member (s)		e-mail Id	
Registered address		Folio No/ Client Id	
		DP ID	

I/We, being the member (s) of shares of the Prism TV Private Limited, hereby appoint:

- _____ (Name) of _____ (Address) having e-mail id _____ or failing him
- _____ (Name) of _____ (Address) having e-mail id _____ or failing him
- _____ (Name) of _____ (Address) having e-mail id _____

and whose signature(s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Seventh Annual General Meeting** of the Company, to be held on Monday, June 29, 2015 at 11.00 a.m. at 1-10-76, Fair Fields Begumpet, Hyderabad- 500 016, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
1	Consider and adopt the Audited Balance Sheet as at March 31, 2015, 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	Appoint Statutory Auditors of the Company and fix their remuneration		
3	Ratification of remuneration paid to M/s Bharathula & Associates, Cost Accountants		
4	Appointment of Rohit Bansal as a Director of the Company		
5	Appointment of Vinay Chand Chhajlani as a Director of the Company		
6	Appointment of Kshipra Jatana as a Director of the Company		
7	Appointment of Mr. Dhaneshkumar Mishra as a Manager of the Company		

Signed this..... day of..... 2015

Signature of shareholder

Affix Revenue Stamp

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

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.