

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF EQUITY SHAREHOLDERS OF THE COMPANY**

Notice be and is hereby given that an Extraordinary General Meeting of Prism TV Private Limited (the "Company") will be held on Tuesday, October 13, 2015 at 4.00 P.M. at Express Trade Tower, Plot No. 15/16, Sector 16A, Film City, Noida- 201 301 (Landmark - Near Filmcity), on a shorter notice, to transact the following business:

### **AS SPECIAL BUSINESS**

- 1. To consider and if thought fit, to pass with or without modification/s the following resolution as a Special Resolution:**

### **APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY AND MATTERS RELATED THERETO**

**"RESOLVED THAT** pursuant to the provisions of Section 12 (5) and 13 (4) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, as amended from time to time, and subject to the confirmation by the Office of the Hon'ble Regional Director, South East Region, Hyderabad and other consents, sanctions, permissions and approvals, as may be necessary, the consent of Shareholders of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Telangana (erstwhile Andhra Pradesh) (within the Jurisdiction of the Registrar of Companies, Telangana at Hyderabad) to the State of Maharashtra (within the Jurisdiction of the Registrar of Companies, Maharashtra at Mumbai) and the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting with the following new clause:

- II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e. within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Key Managerial Personnel, namely, Mr. Dhaneshkumar Mishra- Manager, Mr. Sanjiv Kulsheshtra- CFO and Ms. Vaishali Bosmia, Company Secretary of the Company be and are hereby jointly and/or severally authorized to seal, sign and verify petition /application, forms, bonds, affidavits, declarations, and / or any other documents and papers as may be required to give effect to the resolution including but not limited to filing documents with the Registrar of Companies and Chief Secretary of State of Telangana and to take such necessary steps as may be necessary to obtain confirmation of the Hon'ble Regional Director (South East Region), Hyderabad in respect of the aforesaid alteration of Clause II of the Memorandum of Association of the Company and to agree to such modifications, terms and conditions with reference thereto as may be directed by the Hon'ble Regional Director, South East Region, Hyderabad and to modify the same accordingly.

**RESOLVED FURTHER THAT** any the Directors of the Company and/or Key Managerial Personnel, namely, Mr. Dhaneshkumar Mishra- Manager, Mr. Sanjiv Kulsheshtra- CFO and Ms. Vaishali Bosmia, Company Secretary of the Company be and are hereby jointly and / or severally authorized to sign and submit the relevant form(s) and document(s) for to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** on obtaining the confirmation from the Hon'ble Regional Director, South East Region, Hyderabad; the Registered office of the Company be transferred from the State of Telangana (erstwhile known as Andhra Pradesh) (within the Jurisdiction of the Registrar of Companies,

Andhra Pradesh & Telangana at Hyderabad) to the State of Maharashtra (within the Jurisdiction of the Registrar of Companies, Maharashtra at Mumbai)."

**NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD REACH DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is set-out hereto and forms part of this Notice.
- c) Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
- d) In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

**For and on behalf of the Board of Directors  
Prism TV Private Limited**

Sd/-

**Vaishali Bosmia  
Company Secretary  
Membership No. 37173**

**Date: October 12, 2015**

**Place: Mumbai**

**Registered Office**  
1-10-76, Fair Fields,  
Begumpet, Hyderabad,  
Telangana- 500 016, India  
CIN – U93000TG2008PTC062365

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Extra Ordinary General Meeting of the members of the Company:

The Company is engaged in the business of broadcasting of 5 (five) regional channels namely "*COLORS Marathi*", "*COLORS Gujarati*", "*COLORS Bangla*", "*COLORS Oriya*", and "*COLORS Kannada*" and at present do not run and operate any channel in the Telugu language in the State of Telangana. Further, out of 5 (five) channels that the Company runs and operates; "*COLORS Marathi*" and "*COLORS Gujarati*", are pre-dominantly based out of western region of the country mainly in the State of Maharashtra.

Furthermore, the Company being involved in the business of broadcasting of television channels in the media & entertainment sector, Mumbai provides the infrastructure, facilities and commercial opportunities necessary for the efficient operation of the Company. Also, registered and/or corporate offices of most leading corporations engaged in a similar line of business as that of the Company, including some of its group companies, are based in the State of Maharashtra.

In view of the above, the Board of Directors of the Company are of the opinion that in order to better realize the objectives of the Company and, facilitate the operation of the Company in a more economical and efficient manner and expand the reach of the Company's operations, the registered office of the Company be shifted from the City of Hyderabad, situated under the Jurisdiction of Registrar of Companies, Andhra Pradesh & Telangana, Hyderabad to the State of Maharashtra, situated under the Jurisdiction of Registrar of Companies, Maharashtra, Mumbai.

The Board of Directors expects this shift of registered office, if allowed by the Hon'ble Office, to result in the business synergies of and minimization of efforts, as well costs. This will help the Company to increase its business prospects, scale and profitability and operate more economically and efficiently. Further, the proposed alteration of the Memorandum of Association will not be prejudicial to the Shareholders or Creditors of the Company.

Hence it is proposed to shift the Registered Office of the Company from the State of Telangana (under the Jurisdiction of the Registrar of Companies, Andhra Pradesh & Telangana at Hyderabad) to the State of Maharashtra (within the Jurisdiction of Registrar of Companies, Maharashtra at Mumbai).

Draft of the MOA proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Pursuant to the provisions of Section 12(5) of the Companies Act, 2013, members are requested to approve the resolution as a Special Resolution. Your Board recommends this Special resolution for your approval.

There is no financial or other interest of the directors, key managerial personnel and their relatives in this resolution.

**For and on behalf of the Board of Directors  
Prism TV Private Limited**

**Sd/-**

**Vaishali Bosmia  
Company Secretary  
Membership No. 37173**

**Date: October 12, 2015  
Place: Mumbai  
Registered Office  
1-10-76, Fair Fields,  
Begumpet, Hyderabad,  
Telangana- 500 016, India  
CIN – U93000TG2008PTC062365**



**CIN** : U93000TG2008PTC062365  
**Registered Office** : 1-10-76, Fair Fields Begumpet, Hyderabad- 500016, Telangana, India

**EXTRA ORDINARY GENERAL MEETING**

**ATTENDANCE SLIP**

<b>DPID</b>	<b>Client ID</b>	<b>Folio No.</b>	<b>No. of Shares</b>

**Name** : \_\_\_\_\_

**Address** : \_\_\_\_\_

**Name of Proxy:** \_\_\_\_\_  
(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the **EXTRA ORDINARY GENERAL MEETING** of the Company on Tuesday, October 13, 2015 at 4.00 p.m. at Express Trade Tower, Plot No. 15/16, Sector 16A, Filmcity, Noida - 201301.

\_\_\_\_\_  
**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.

**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:

1. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ (Name) of \_\_\_\_\_ (Address) having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ (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 **Extra Ordinary General Meeting** of the Company, to be held on Tuesday, October 13, 2015 at 4.00 p.m. at Express Trade Tower, Plot No. 15/16, Sector 16A, Filmcity, Noida - 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions	For	Against
1	Approval for shifting of registered office of the Company and matters related thereto		

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

\_\_\_\_\_  
Signature of shareholder

Affix Revenue Stamp

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> proxy holder

\_\_\_\_\_  
Signature of 3<sup>rd</sup> 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.**

# ROUTE MAP

