

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

NOTICE be and is hereby given that an Extraordinary General Meeting (“**EGM**”) of shareholders of Prism TV Private Limited (the “**Company**”) will be held on Friday, the 29th day of January, 2016 at 4.15 P.M., on a shorter notice, at the Express Trade Tower, Plot No. 15/16, Sector 16A, Filmcity, Noida - 201301, India (Landmark - Near Filmcity), to transact the following businesses:

AS SPECIAL BUSINESS

Item No. 1

APPOINTMENT OF MR. GAGAN KUMAR AS A DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** Mr. Gagan Kumar (holding DIN: 02989428) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

Item No. 2

APPOINTMENT OF MR. NIRAJ KUMAR AS A DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** Mr. Niraj Kumar (holding DIN: 02091043) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

Item No. 3

APPOINTMENT OF MR. GAGAN KUMAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof,

for the time being in force), Mr. Gagan Kumar (holding DIN: 02989428), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from January 29, 2016 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

Item No. 4

APPOINTMENT OF MR. NIRAJ KUMAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Niraj Kumar (holding DIN: 02091043), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from January 29, 2016 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

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

SD/-

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

**Date: January 29, 2016
Place: Mumbai**

Registered Office

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM OF THE COMPANY IS ENTITLED TO APPOINT ONE OR MORE PROXIES, 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 AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.
3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
4. 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: January 29, 2016

Place: Mumbai

Registered Office

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Begumpet, Hyderabad,
Telangana- 500 016, India
CIN – U93000TG2008PTC062365

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

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

Item No. 1 and 3

The Board of Directors of the Company had appointed Mr. Gagan Kumar as an Additional Director with effect from January 29, 2016 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mr. Gagan Kumar, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Gagan Kumar as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from January 29, 2016.

Mr. Gagan Kumar is a Commerce Graduate, a member of Bar Council of Delhi, a member of American Bar Association and a fellow member of Institute of Chartered Accountants of India. Mr. Kumar, a Settlor in Krishnomics Legal, has over 16 years of experience as a Principal Associate with topmost consultancy firm. Mr. Kumar has extensive experience in litigation and advisory aspects of tax practice. He has successfully represented various corporates before the Hon'ble Supreme Court, High Court and Income tax Appellate Tribunal and Commissioner of Income Tax. Mr. Kumar has been recognised as India's leading corporate tax lawyer by The International Who's Who Legal in 2012 and one of the Tax Controversy Leader by International Tax Review, London in 2013 and 2014. Mr. Kumar is a regular speaker on various National and International forums. Mr. Kumar has also contributed to various articles to national and international journals. Mr. Kumar is also a member of National Council of Confederation of Indian Industries (CII) on Micro, Small and Medium Enterprises.

The Company has received a notice in writing from shareholders along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Gagan Kumar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Gagan Kumar, who is proposed to be appointed as an Independent Director of the Company with effect from January 29, 2016 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Gagan Kumar as an Independent Director setting out the terms and conditions 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.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Gagan Kumar is provided below in Table A:

Table A
Brief Profile

Age	41 years
Qualifications	<ul style="list-style-type: none"> • Chartered Accountant from the Institute of Chartered Accountant of India; • LLB • B.Com from University of Delhi
Experience	<p>Mr. Kumar, a Settlor in Krishnomics Legal, has over 16 years of experience as a Principal Associate with topmost consultancy firm. Mr. Kumar has extensive experience in litigation and advisory aspects of tax practice.</p> <p>He has successfully represented various corporates before the Hon'ble Supreme Court, High Court and Income tax Appellate Tribunal and Commissioner of Income Tax. Mr. Kumar has been recognised as India's leading corporate tax lawyer by The International Who's Who Legal in 2012 and one of the Tax Controversy Leader by International Tax Review, London in 2013 and 2014. Mr. Kumar is a regular speaker on various National and International forums. Mr. Kumar has also contributed to various articles to national and international journals. Mr. Kumar is also a member of National Council of Confederation of Indian Industries (CII) on Micro, Small and Medium Enterprises.</p>
Terms and Conditions of appointment	Appointed as Independent Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting.
Details of remuneration	Nil
Date of first appointment	January 29, 2016

Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment till the date of Notice of this AGM	N.A.
Directorships of other Board	<ul style="list-style-type: none"> • Capital18 Fincap Private Limited • AETN18 Media Private Limited • Infomedia Press Limited • Equator Trading Enterprises Private Limited • Panorama Television Private Limited • Greycells18 Media Limited
Membership/Chairmanship of Committees of other Board	<p>1) Infomedia Press Limited Chairman- Audit Committee Chairman- Nomination and Remuneration Committee</p> <p>2) Equator Trading Enterprises Private Limited Chairman- Audit Committee Chairman- Nomination and Remuneration Committee</p> <p>3) Capital18 Fincap Private Limited Chairman- Audit Committee Chairman- Nomination and Remuneration Committee</p> <p>4) AETN18 Media Private Limited Chairman- Audit Committee Chairman- Nomination and Remuneration Committee</p> <p>5) Panorama Television Private Limited Chairman- Audit Committee Chairman- Nomination and Remuneration Committee</p> <p>6) Greycells18 Media Limited Chairman- Audit Committee Chairman- Nomination and Remuneration Committee</p>

Except Mr. Gagan Kumar, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 1 and 3 of this Notice are accordingly recommended for your approval.

Item No. 2 and 4

The Board of Directors of the Company had appointed Mr. Niraj Kumar as an Additional Director with effect from January 29, 2016 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing General Meeting.

The Company has received from Mr. Niraj Kumar, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Niraj Kumar as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 2013 for a term of 5 consecutive years commencing from January 29, 2016.

Mr. Niraj Kumar is a graduate and qualified lawyer enrolled with Bar Council of India, Bar Council of Delhi and International Bar Association and currently a partner in DSK Legal, a leading law firm. His area of expertise includes corporate- commercial transactions, Mergers and Acquisition, private equity and general corporate advisory. Mr. Kumar is also an expert speaker in programme on NDTC/NDTC Profit and on CNBC.

The Company has received a notice in writing from shareholders along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Mr. Niraj Kumar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. Niraj Kumar, who is proposed to be appointed as an Independent Director of the Company with effect from January 29, 2016 for a period of 5 years, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act 2013 and is Independent of the management. Considering his vast experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Niraj Kumar as an Independent Director setting out the terms and conditions 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.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Niraj Kumar is provided below in Table B:

Table B
Brief Profile

Age	42 years
Qualifications	<ul style="list-style-type: none"> • LLB from University of Delhi; • B.A. (Hons.) from University of Delhi
Experience	Mr. Niraj Kumar is an Indian qualified lawyer and is a partner with DSK Legal, Law firm. His area of expertise includes corporate- commercial transactions, mergers

	<p>and acquisitions, private equity and general corporate advisory.</p> <p>Mr. Kumar has, in the past, worked with Bhartiya Reserve Bank Note Mudran Limited, PWS and Fox Mandal & Co.</p> <p>Mr. Kumar has represented various Ministries of Government of India, viz:</p> <ul style="list-style-type: none"> ➤ Ministry of Finance, in resolution of multiple disputes, both at domestic and international level; ➤ Ministry of Civil Aviation, for merger of two government owned airlines; ➤ Ministry of Commerce and Industries, for drafting of policy paper on setting up of the International Financial Services Centre in India.
Terms and Conditions of appointment	Appointed as Independent Director on terms and conditions as mentioned in the draft letter of appointment as placed before the meeting.
Details of remuneration	Nil
Date of first appointment	January 29, 2016
Shareholding in the Company	Nil
Relationship with other director/Manager and other KMP	None
Number of meetings attended from the date of appointment till the date of Notice of this AGM	N.A.
Directorships of other Board	<ul style="list-style-type: none"> • Kaisons Housing Corporation Limited • Achyut Shanti Foods Private Limited • Silicon Graphics Systems (India) Private Limited • Avakaza Software Private Limited • IndiaCast Distribution Private Limited • IndiaCast Media Distribution Private Limited • Sei Technology Private Limited
Membership/Chairmanship of Committees of other Board	<ol style="list-style-type: none"> 1) IndiaCast Media Distribution Private Limited Member- Audit Committee Nomination and Remuneration - Audit Committee 2) IndiaCast Distribution Private Limited Member- Audit Committee Nomination and Remuneration - Audit Committee

Except Mr. Niraj Kumar, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 2 and 4 of this Notice are accordingly recommended for your approval.

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

SD/-

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

**Date: January 29, 2016
Place: Mumbai**

Registered Office
1-10-76, Fair Fields,
Begumpet, Hyderabad,
Telangana- 500 016, India
CIN – U93000TG2008PTC0623



CIN: U93000TG2008PTC062365

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

EXTRA ORDINARY 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 **EXTRA ORDINARY GENERAL MEETING** of the Company on Friday, January 29, 2016 at 4.15 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.

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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:

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 Friday, January 29, 2016 at 4.15 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	Appointment of Mr. Gagan Kumar as a Director of the company		
2	Appointment of Mr. Niraj Kumar as a Director of the company		
3	Appointment of Mr. Gagan Kumar as an independent director of the company		
4	Appointment of Mr. Niraj Kumar as an independent director of the company		

Signed this..... day of..... 2016

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.

ROUTE MAP

