

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of the Members of IndiaCast Media Distribution Private Limited (“the Company”), will be held on Tuesday, July 7, 2015 at 10.00 a.m. at the Registered Office of the Company at 503, 504 & 507 Mercantile House, 15 Kasturba Gandhi Marg, New Delhi - 110001, India, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the Financial Year ended on 31st March, 2015 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sarbvir Singh (DIN: 00509959), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Paul Rourke (DIN: 05144789), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Statutory Auditors to fill casual vacancy

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

“RESOLVED THAT pursuant to provision of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and on the basis of recommendations of the Audit Committee of the Board of Directors, M/s. Deloitte Haskins & Sells, Chartered Accountant Mumbai, having Firm Registration No. 117366W/W-100018, be and are hereby appointed as Statutory Auditors of the Company, to fill casual vacancy caused by resignation of M/s. Deloitte Haskins & Sells (having firm registration no. 015125N), Chartered Accountants, Gurgaon, as statutory auditors of the Company for a period of five years, to hold office upto the conclusion of the 12th Annual General Meeting on the remuneration and terms and conditions as may deemed fit between the Company and the Statutory Auditors.

RESOLVED FURTHER THAT all Directors of the Company, Mr. Sanjay Jain – Chief Financial Officer, Mr. Rupen Thakkar – Authorised Signatory of the Company be and are hereby severally authorised to do all such acts, things and deeds as may be necessary to give effect to this resolution.”

**By Order of the Board of the Directors
For IndiaCast Media Distribution Pvt. Ltd**

REGISTERED OFFICE:

503, 504 & 507, Mercantile
House, 15 Kasturba Gandhi Marg,
New Delhi – 110001.

**Authorised Signatory
Rupen Thakkar – Associate Director (Legal)**
(authorised by Board Resolution dated April 9, 2015)

Date: May 25, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Appointment of proxies, in order to be effective should be made in duly completed, stamped and signed for MGT-11 and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
3. 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 attached herewith.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO: 4: Appointment of Statutory Auditors to fill casual vacancy (Ordinary Resolution):

Due to their preoccupation elsewhere M/s. Deloitte Haskins & Sells., Chartered Accountants, Gurgaon (having firm registration no. 015125N) have expressed their inability to continue as the Statutory Auditor of the Company with effect from April 22, 2015. In order fill the casual vacancy caused due Resignation of M/s. Deloitte Haskins & Sells, the Board of Directors of the Company have appointed M/s. Deloitte Haskins & Sells., Chartered Accountant, Mumbai having Firm Registration No: 117366W/W-100018, as the New Statutory Auditor of the Company.

In terms of provisions of section 139(8)(i) of the Companies Act, 2013, in case of Casual Vacancy arises in the office of the Statutory Auditor of the Company and if such casual vacancy is as a result of the resignation of an auditor, such vacancy be filled by the Board of Directors of the Company within 30 days of the Resignation and such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board.

In order to comply with the provision of Section 139(8)(i) and such other applicable provisions of the Companies Act, 2013, your Board recommends the Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountant, Mumbai as the Statutory Auditor of the Company for a period of five years, for approval of the members.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors
For IndiaCast Media Distribution Pvt. Ltd**

REGISTERED OFFICE:

503, 504 & 507, Mercantile
House, 15 Kasturba Gandhi Marg,
New Delhi – 110001.

Authorised Signatory

Rupen Thakkar – Associate Director (Legal)
(authorised by Board Resolution dated April 9, 2015)

Date: May 25, 2015

Indiacast Media Distribution Private Limited

Registered Office: 503, 504 & 507 Mercantile House, 15 Kasturba Gandhi Marg, New Delhi - 110001, India

CIN : U74300DL2008PTC177274

Form No. MGT-11

Proxy form

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

Name of the Member(s)	
Address	
Email ID	
DP ID	
Client Id/Folio No.	

I/We, being the member (s) of shares of the above named company, hereby appoint

1.Name:

.....

Address:.....

.....

E-mail Id:.....Signature or failing him/her

2.Name:

.....

Address:.....

..

E-mail Id:.....Signature or failing him/her

3.Name:

.....

Address:.....

.....

E-mail Id:.....Signature or failing him/her

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 Tuesday, July 7, 2015 503, 504 & 507 Mercantile House, 15 Kasturba Gandhi Marg, New Delhi - 110001, India at 10 a.m. or at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	I/We assent to the resolution(For)	I/We dissent to the Resolution(Against)
1.	To receive, consider and adopt the Audited Statement of Profit & Loss Account for the Financial Year ended on 31st March, 2015 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Sarbvir Singh (DIN: 00509959), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint a Director in place of Mr. Paul Rourke (DIN: 05144789), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Appointment of Statutory Auditors to fill casual vacancy		

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

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Re. 1 revenue Stamp

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.

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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrances of the meeting hall)

I hereby record my presence at the 7th Annual General Meeting of the Company on on Tuesday, July 7, 2015 503, 504 & 507 Mercantile House, 15 Kasturba Gandhi Marg, New Delhi - 110001, India at 10 a.m..

DP Id* _____

Folio No. _____

Client Id* _____

No. of Shares _____

Name and Address of Shareholder / Proxy

Signature of Shareholder / Proxy

Note: *Applicable for investors holding shares in electronic form.

(To be signed at the time of handing over this slip)

Route Map

