

NOTICE

To,
The Members,
IndiaCast Media Distribution Private Limited,
Mumbai

NOTICE is hereby given that the 9th Annual General Meeting of the Members of **IndiaCast Media Distribution Private Limited** will be held on Friday, the 29th day of September, 2017 at 1.30 p.m. at the Registered office of the Company at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2017 and the Reports of the Board of Directors' and Auditors thereon.
2. To consider ratification of appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, (Registration no.: 117366W), as the Statutory Auditors of the Company and to fix their remuneration.
3. To appoint a Director in place of Ms. Kshipra Jatana (DIN: 02491225) who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint a Director in place of Mr. Kenneth Mark Whitehead (DIN: 02673788) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF ADDITIONAL DIRECTOR, MR. RAHUL JOSHI AS DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 ('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. Rahul Joshi (DIN: 07389787), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 11, 2017 and who holds office up to the date of next 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 hereby appointed as Director of the Company, liable to retire by rotation.”

6. RE-APPOINTMENT OF ADDITIONAL DIRECTOR, MR. LALIT KUMAR JAIN AS DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 ('Act') read with Schedule IV and other applicable provisions, if any, of 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. Lalit Kumar Jain (DIN: 01451886), who was appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors with effect from July 11, 2017 and who holds office up to the date of next 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 hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term upto July 10, 2022.”

7. RE-APPOINTMENT OF ADDITIONAL DIRECTOR, MR. RAMESH KUMAR DAMANI AS DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘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. Ramesh Kumar Damani (DIN:00049764), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 11, 2017 and who holds office up to the date of next 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 hereby appointed as Director of the Company, liable to retire by rotation.”

8. RE-APPOINTMENT OF ADDITIONAL DIRECTOR, MR. WADE CULLEN DAVIS AS DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 (‘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. Wade Cullen Davis (DIN: 02157793), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 19, 2017 and who holds office up to the date of next 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 hereby appointed as Director of the Company, liable to retire by rotation.”

By Order of the Board of the Directors

For IndiaCast Media Distribution Private Limited

REGISTERED OFFICE:

First Floor, Empire Complex 414-
Senapati Bapat Marg, Lower Parel,
Mumbai – 400013, Maharashtra, India

Date: September 19, 2017

Tushar Hassija
Company Secretary

(authorised by Board Resolution dated September
19, 2017)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND TO 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.
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.