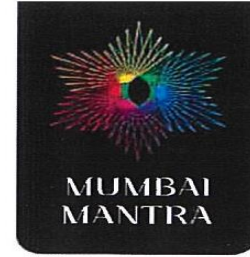


MUMBAI MANTRA MEDIA LIMITED

CIN: U92190MH2008PLC178894

REGISTERED OFFICE: MAHINDRA TOWERS, P.K. KURNE
CHOWK, WORLI, MUMBAI – 400018 | TEL: 022 2490 5620 / 5958 |
FAX: 022 2498 3696 | WEBSITE: www.mumbaimantra.com



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 11TH ANNUAL GENERAL MEETING OF MUMBAI MANTRA MEDIA LIMITED WILL BE HELD ON FRIDAY, 02ND AUGUST, 2019 AT 11.00 A.M. AT MAHINDRA RISE CONFERENCE ROOM, 5TH FLOOR, B WING, MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI - 400 018 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Rohit Khattar (DIN: 00244040) who retires by rotation and, being eligible, offers himself for re-appointment.
3. Approval to do away with annual Ratification of Statutory Auditors

“RESOLVED THAT consequent to omission of first proviso to section 139(1) of the Companies Act 2013 (“the Act”) made vide Companies (Amendment) Act, 2017 effective 7th May, 2018, the matter relating to appointment of M/s. B S R & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 101248W/W-100022), Statutory Auditors of the Company, to hold office till 15th Annual General Meeting of the Company to be held in the year 2023 shall not be required to be placed for ratification by members at every annual general meeting.”

By Order of the Board of Directors
For Mumbai Mantra Media Limited

Vidhi Salot
Company Secretary
ACS:- 47123

Registered Office:
Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai 400018.
CIN No: U92190MH2008PLC178894
E-mail: shah.ruchika@mahindra.com

Website: www.mumbaimantra.com

Tel: 022-24905620

Place: Mumbai

Date: 14th May, 2019

NOTES:

1. Additional information with respect to Item Nos. 2 and 3 of this Notice respectively, as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), is annexed to and shall be read as part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. A Proxy Form, in prescribed format (Form MGT-11), is being sent herewith, with instructions for filing, signing and submitting the same. The instrument of proxy, in order to be effective, must be deposited with the Company at its registered office not less than forty-eight (48) hours before the commencement time of the 11th Annual General Meeting (“Meeting”) of the Company. The Proxy Form, if not complete in all respects, will be considered invalid.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member. Proxies submitted on behalf of Companies, must be supported by an appropriate resolution/authority as applicable.
5. Pursuant to the provisions of Section 113 of the Act, Body Corporate Members who intend to send their authorised representative(s) to attend the Meeting are requested to send, to the Company, a certified copy of the Resolution, of its Board of Directors or other governing body, authorising such representative(s) alongwith the respective specimen signature(s) of those representative(s) authorised to attend and vote on their behalf at the Meeting.
6. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting along with a valid photo identity proof for verification purpose.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which the Directors are interested, maintained under

Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

8. All the documents referred to in the Notice will be available for inspection by the Members of the Company in physical or in electronic form at the Registered Office of the Company between 10:30 a.m. to 2:00 p.m. on all working days from the date hereof upto the date of the Meeting and at the venue of meeting and copies thereof shall also be made available for inspection in physical or electronic form at the registered office of the Company.
9. Members are requested to register their email addresses and intimate changes in the email addresses from time to time with the Company/ Registrar & Transfer Agents, so as to enable to serve the documents to the shareholders through electronic mode.
10. As per the requirements of SS - 2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice.

The prominent landmark for the venue is: Near Doordarshan.

Additional Information with respect to Item No. 3

Approval to do away with annual Ratification of Statutory Auditors

The Members of the Company had at their 10th Annual General Meeting (“AGM”) held on 1st August, 2018, appointed M/s. B S R & Co LLP, Chartered Accountants, having Firm Registration No.101248W/W-100022 as Statutory Auditors of the Company to hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting to be held in the year 2023.

First proviso to Section 139(1) of the Companies Act 2013 (“the Act”) -prior to amendment made vide Companies (Amendment) Act, 2017 effective 7th May 2018 stated that: “Provided that the Company shall place the matter relating to such appointment for ratification by members at every annual general meeting” and hence the appointment of Statutory Auditors required ratification by the Members at every AGM. But pursuant to the Companies (Amendment) Act, 2017 effective 7th May 2018, the above requirement of placing the matter relating to appointment of statutory auditor by members at every AGM has been omitted. Hence, it is no longer necessary statutorily to get the matter relating to appointment of Statutory Auditors ratified by members at every AGM. However, since the shareholders resolution mentioned about ratification at every AGM as per the then prevailing law, it is proposed to seek shareholders’ approval to the effect that annual ratification is no longer required.

Hence, it is proposed to seek approval of the members to the effect that the matter relating to ratification of appointment of M/s. B S R & Co LLP, Chartered Accountants, having Firm Registration No.101248W/W-100022, to hold office until the conclusion of the 15th Annual General Meeting to be held in the year 2023 shall not be required to be placed for ratification by members at every annual general meeting.

None of the Directors, Key Managerial Personnel and their respective relatives are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

The Board commends approval of members by way of ordinary resolution for the matter relating to doing away with ratification of Statutory Auditors as set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

By Order of the Board of Directors
For Mumbai Mantra Media Limited

Vidhi Salot
Company Secretary
ACS:- 47123

Registered Office:
Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai 400018.
CIN No: U92190MH2008PLC178894

E-mail: shah.ruchika@mahindra.com
Website: www.mumbaimantra.com
Tel: 022-24905620

Place: Mumbai
Date: 14th May, 2019

**ANNEXURE TO ITEM NOS. 2 OF THE NOTICE CONVENING THE 11th ANNUAL
GENERAL MEETING OF THE COMPANY**

**Details of Directors seeking appointment/re-appointment and approval at 11th Annual
General Meeting pursuant to Secretarial Standard - 2 on General Meetings issued by the
Institute of Company Secretaries of India**

Mr. Rohit Khattar (DIN: 00244040), Director, would retire by rotation and being eligible, offers himself for re-appointment at the 11th Annual General Meeting of the Company pursuant to Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India

The following additional information is provided in respect of Mr. Rohit Khattar

Item No. 2 - Re-appointment : Mr. Rohit Khattar	
Name of Director	Mr. Rohit Khattar
Director Identification Number (DIN)	00244040
Nationality	India
Date of first appointment on the Board	29 th October, 2008
Date of Birth ; Age	2 nd July, 1963 ; 56 Years
Qualifications & Experience	Mr. Rohit Khattar is a creative entrepreneur with interests in Hospitality and Entertainment. He is Founder Chairman of Cinestaan Film Company, a boutique studio which has several films under development and production. Cinestaan's international subsidiary Cinestaan International also produces films and sells films through C International Sales. It also has a joint venture with AA Films (India's leading distributor) for overseas film distribution (Cinestaan AA Distributors) with Rohit Khattar as Chairman and Anil Thadani as MD & CEO. Mr. Rohit Khattar is Founder Chairman of Old World Hospitality Private Limited (O.W.H.), which is India's largest live entertainment company and operates India's most comprehensive performing arts and convention center, Habitat World, India Habitat Centre, New Delhi. In addition, Old World Hospitality operates 2 hotels and over 30 restaurants, which have won several awards since Khattar founded the company in 1990. His restaurant Indian Accent, New Delhi is the only restaurant from India on the World's 50 Best Restaurants list with outposts in New York & London. Khattar was featured amongst 'The Big 10 of the F&B industry' and amongst 'the 99 superstars who changed our lives across India' by Time Out. He

Item No. 2 - Re-appointment : Mr. Rohit Khattar	
	(along with Vir Sanghvi) was honoured by the 'IFCA Award of Excellence' by the Indian Federation of Culinary Associations in appreciation of his outstanding contribution to the development of the culinary profession and society.
Terms & conditions of appointment	Non - Executive , Non - Independent Director, liable to retire by rotation
Last drawn Remuneration	NIL
Details of remuneration sought to be paid	Not Applicable
Number of shares held in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company.	Mr. Rohit Khattar is not related to any of the Directors, Manager and KMPs.
The number of Meetings of the Board attended during the year	Out of 5 meetings held, all 5 were attended by Mr. Rohit Khattar
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Other Directorships:</u></p> <ol style="list-style-type: none"> 1. Mahindra Holidays & Resorts India Limited 2. I E Marketing Private Limited 3. Tamarai Suites Private Limited 4. ILC Hospitality Limited 5. Old World Hospitality Private Limited 6. Ekatra Hospitality Ventures Private Limited 7. Tikka Town Private Limited 8. Cinestaan Entertainment Private Limited 9. Cinestaan Digital Private Limited 10. Cinestaan Film Company Private Limited <p><u>Other Memberships/ Chairmanships of Committees:</u></p> <p><u>Audit Committee:</u></p> <ol style="list-style-type: none"> 1. Mahindra Holidays & Resorts India Limited - Member <p><u>Nomination and Remuneration/ Compensation Committee:</u></p> <ol style="list-style-type: none"> 1. Mahindra Holidays & Resorts India Limited - Member

By Order of the Board of Directors
For Mumbai Mantra Media Limited

Vidhi Salot
Company Secretary
ACS:- 47123

Registered Office:

Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai 400018.

CIN No: U92190MH2008PLC178894

E-mail: shah.ruchika@mahindra.com

Website: www.mumbaimantra.com

Tel: 022-24905620

Place: Mumbai

Date: 14th May, 2019

ATTENDANCE SLIP

11TH ANNUAL GENERAL MEETING - TUESDAY, 02ND AUGUST, 2019

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING

Name and Address of the First named Member:

Name of the Joint holder(s), if any:

DP Id/Client Id:

Folio No.:

No. of Shares:

Name of Proxy/Authorised Representative:

I/we certify that I/we am/are Member(s)/Proxy for the Member(s) of the Company.

I hereby record my presence at the **11th Annual General Meeting** of the Company held on **Tuesday, 02nd August, 2019 at 11.00 a.m. at Mahindra Rise Conference Room, 5th Floor, B Wing, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai : 400018.**

Signature of First holder/Proxy/Authorised Representative:

Signature of 1st Joint holder: _____

Signature of 2nd Joint holder: _____

Notes:

1. Only Shareholders of the Company and/or their Proxy/Authorised Representative will be allowed to attend the Meeting;
2. You are requested to bring your copy of the Annual Report to the Meeting;
3. Joint Shareholders desiring to attend the Meeting may obtain additional attendance slips on request.

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)	:
Registered address	:
E-mail Id	:
Folio No./Client Id	:
DP ID	:

I / We, being the member(s) of Mumbai Mantra Media Limited, holding _____ Equity shares of the above-named company, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature:

or failing him,

2. Name: _____ E-mail Id: _____

Address: _____

Signature:

or failing him,

3. Name: _____ E-mail Id: _____

Address: _____

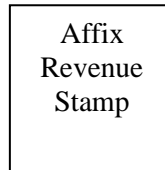
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 11th **Annual General Meeting** of the Company to be held on **Tuesday, 02nd August, 2019 at 11.00 a.m. at Mahindra Rise Conference Room, 5th Floor, B Wing, Mahindra Towers, P. K. Kurne**

Chowk, Worli, Mumbai: 400018 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Nature of Resolutions	For	Against
	<u>Ordinary Business:</u>		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon.		
2.	To appoint a Director in place of Mr. Rohit Khattar (DIN: 00244040) who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	Approval to do away with annual ratification of Auditors		

Signed this _____ day of _____, 2019.



Signature of Shareholder(s)

Signature of Proxy holder(s) _____
Signature of Proxy holder(s) _____
Signature of Proxy holder(s)

NOTES:

1. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
2. This form of Proxy, to be effective, should be duly completed, revenue stamped should be affixed, signed across the revenue stamp, and deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

Venue of 11th Annual General Meeting: Mahindra Rise Conference Room, 5th Floor, B Wing, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai: 400018

Prominent Landmark: The prominent landmark for the venue is: Near Doordarshan

Route Map to the Venue of the AGM:

