

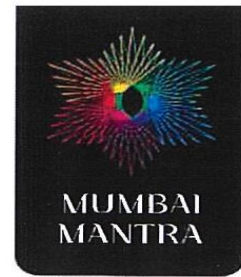
MUMBAI MANTRA MEDIA LIMITED

CIN: U92190MH2008PLC178894

REGISTERED OFFICE: MAHINDRA TOWERS,
P.K. KURNE CHOWK, WORLI, MUMBAI – 400018

TEL: 022 2490 5620 / 5958 | **FAX:** 022 2498 3696

www.mumbaimantra.com



NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF MUMBAI MANTRA MEDIA LIMITED WILL BE HELD ON FRIDAY, 7TH FEBRUARY, 2020 AT 5:00 P.M. AT A SHORT NOTICE AT CONFERENCE ROOM, 3RD FLOOR, CECIL COURT, MAHAKAVI BHUSHAN MARG, MUMBAI 400 001 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

ITEM NO. 1

INCREASE OF AUTHORISED SHARE CAPITAL 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 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the Authorized Share Capital of the Company be increased from existing Rs. 102,50,00,000/- (Rupees One hundred and Two Crores and Fifty Lakhs Only) divided into 10,25,00,000 (Ten Crores Twenty-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) to Rs. 104,50,00,000/- (Rupees One hundred and Four Crores and Fifty Lakhs Only) divided into 10,45,00,000 (Ten Crores Forty-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) by creation of additional of 20,00,000 (Twenty Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 2,00,00,000/- (Two Crores Only) ranking pari passu in all respect with the existing Equity Shares of the Company.”

ITEM NO. 2

AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded, for substituting existing Clause V (a) of the Memorandum of Association of the Company with the following clause –

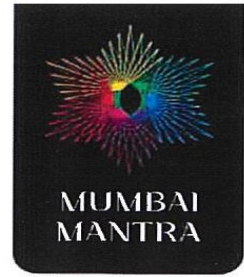
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V. (a) 'The Authorised Share Capital of the Company is Rs. 104,50,00,000/- (Rupees One hundred and Four Crores and Fifty Lakh) divided into 10,45,00,000 (Ten Crores Forty-Five Lakh) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase and/or reduce the capital of the Company.'*

ITEM NO. 3

RE-APPOINTMENT OF MR. AMIT KHANSAHEB AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE YEARS

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Schedule IV to the Act, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Amit Khansaheb (DIN: 06681380), who was appointed as an Independent Director of the Company with effect from 26th March, 2015 under section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office till 25th March, 2020 and who qualifies for being appointed as Independent Director and in respect of whom the Company has received Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being so eligible, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 26th March, 2020 till 25th March, 2025;

RESOLVED FURTHER THAT terms of remuneration of Mr. Amit Khansaheb shall be as applicable presently i.e. as applicable to other Independent Directors.”

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

Sd/-
Ashwini Mhatre
Company Secretary
Membership No:- ACS 47157

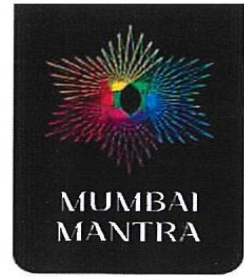
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Registered Office:

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

CIN: U92190MH2008PLC178894

E-mail: mhatre.ashwini@mahindra.com

Website: www.mumbaimantra.com

Tel: 022-24905620/5958

Mumbai, 7th February, 2020

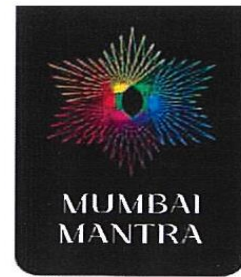
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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“ Act”) setting out material facts concerning businesses under Item No. 1,2 and 3 of the accompanying Notice, is annexed hereto. Further additional information with respect to Item No. 3 of this Notice, as per Clause 1.2.5 required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), is also 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.**
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 Extra Ordinary General Meeting (“Meeting”) of the Company unless the consent for holding the meeting at shorter notice is approved by all the members. The Proxy Form, if not complete in all respects, will be considered invalid. A proxy form for the EGM is enclosed.
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.

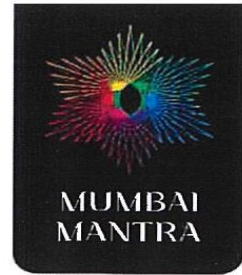
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7. Members are requested to register their email addresses and intimate changes in the email addresses from time to time with the Company, to enable to serve the documents through electronic mode.
8. All relevant documents referred to in the Notice will be available for inspection by the Members of the Company at the Registered Office and Corporate office of the Company before the meeting in physical and electronic form.
9. As per the requirements of SS - 2, a route map for venue of the meeting is enclosed. The prominent landmark for the venue is : Near Regal Cinema, Colaba

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

Sd/-
Ashwini Mhatre
Company Secretary
Membership No:- ACS 47157

Registered Office:

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

CIN: U92190MH2008PLC178894

E-mail: mhatre.ashwini@mahindra.com

Website: www.mumbaimantra.com

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Mumbai, 7th February, 2020

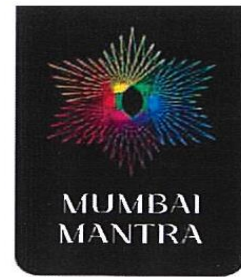
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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 (“Act”) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), the following Explanatory Statement and annexure thereto setting out all material facts relating to the Special Businesses mentioned in the accompanying Notice, should be taken as forming part of this Notice.

ITEM NOS. 1 & 2

INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMENDMENT OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The company would need to raise funds for meeting its working capital requirements, payments of statutory dues, undertaking new projects etc. Therefore, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 102,50,00,000/- (Rupees One Hundred and Two Crores and Fifty Lakhs Only) divided into 10,25,00,000 (Ten Crores Twenty-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) to Rs. 104,50,00,000/- (Rupees One Hundred and Four Crores and Fifty Lakhs Only) divided into 10,45,00,000 (Ten Crores Forty-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) by creation of additional of 20,00,000 (Twenty Lakhs Only) Equity Shares of Rs. 10/- each. The new shares will rank pari passu with the existing Equity Shares.

Further, consequent upon the change in the Authorised Share Capital of the Company, Clause V (a) of the Memorandum of Association of the Company would also require alteration so as to reflect the changed Authorised Share Capital in accordance with Section 13 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The Board recommends the passing of resolution as set out at Item No. 1 & 2 of the Notice as Ordinary Resolution and Special Resolution respectively for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 & 2 of the Notice.

The Memorandum of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the

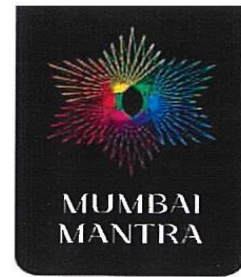
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Registered of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered and also at the Meeting.

ITEM NO. 3

RE-APPOINTMENT OF MR. AMIT KHANSAHEB AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE YEARS

Mr. Amit Khansaheb (DIN: 06681380) was appointed as an Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years commencing from 26th March, 2015. The first term of Mr. Amit Khansaheb as the Independent Director will conclude on 25th March, 2020.

In terms of Section 149 and other applicable provisions of the Act, Mr. Amit Khansaheb, is eligible to be re-appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and is independent of the management.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board and basis the results of the performance evaluation carried out by the said Committee and the Board, at their Board Meeting held on 7th February, 2020 recommended the re-appointment of Mr. Amit Khansaheb as a Non-Executive Independent Director, not being liable to retire by rotation, for a second consecutive term of five years commencing from 26th March, 2020 till 25th March, 2025, to the Members through a special resolution.

Brief Profile of Mr. Amit Khansaheb:

Amit Khansaheb is a Partner in the General Corporate practice of Shardul Amarchand Mangaldas. Amit has over 20 years of experience and specialises in Mergers & Acquisitions, Private Equity, Co-Investments, Joint Ventures as well as Public M&A.

Amit has been ranked as one of the top 15 APAC legal advisers in 2018 by Mergermarkets, in deal volume. Amit has been ranked as a Band 2 lawyer by Chambers and Partners in Corporate & M&A since 2015 and is currently ranked Band 3 in Private Equity.

A notice in writing has been received by the Company under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

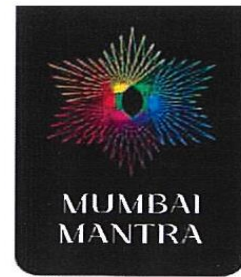
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Other details of Mr. Amit Khansaheb as stipulated under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in the Annexure to this Explanatory Statement.

In the opinion of the Board, Mr. Amit Khansaheb fulfils the conditions specified in the Act and the Rules made thereunder for re-appointment as an Independent Director and is Independent of the management. The Board considers that the proposed re-appointment of Mr. Amit Khansaheb as an Independent Director, considering his skills, experience & knowledge in diverse areas, his background and experience and contributions made by him during his tenure. The Board is of the opinion that the continued association of Mr. Amit Khansaheb will be of immense value and benefit and in the best interest of the Company, and therefore, the Board recommends his re-appointment to the Members.

Terms and conditions of the appointment of Mr. Amit Khansaheb as an Independent Director of the Company and all the relevant documents referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members at the Registered Office of the Company, in physical or in electronic form, between 10:00 a.m. (IST) to 1:00 p.m. (IST) on all working days (Monday to Friday) and copies thereof shall also be available for inspection in physical or electronic form at the registered office of the Company up to the date of and also at the Extra Ordinary General Meeting.

Mr. Amit Khansaheb is interested in this Resolution as it pertains to his re-appointment. The relatives of Mr. Amit Khansaheb may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except, Mr. Amit Khansaheb and his relatives to the extent of their shareholding interest, if any, none of the other 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 explanatory statement together with the accompanying Notice and annexure thereto may also be regarded as a disclosure under Secretarial Standard-2 on Board Meetings issued by the Institute of Company Secretaries of India.

The Board recommends Special resolution for the re-appointment of Mr. Amit Khansaheb as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five years commencing from 26th March, 2020 till 25th March, 2025.

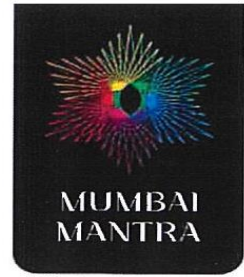
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By Order of the Board of Directors
For Mumbai Mantra Media Limited

Sd/-
Ashwini Mhatre
Company Secretary
Membership No:- ACS 47157

Registered Office:

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Worli, Mumbai 400018.

CIN: U92190MH2008PLC178894

E-mail: mhatre.ashwini@mahindra.com

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Mumbai, 7th February, 2020

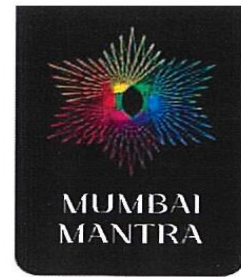
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ANNEXURE I TO ITEM NO. 3 OF THE NOTICE CONVENING THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

Details of Directors seeking approval for re-appointment at Extra Ordinary General Meeting pursuant to Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India

	Item no. 3: Re-appointment of Mr. Amit Khansaheb
Name of the Director	Mr. Amit Khansaheb
DIN	06681380
Nationality	Indian
Date of Birth ; Age	19th May, 1973 , 46 years
Date of First Appointment on the Board	26th March, 2015
Qualifications	
Experience	
List of directorships in other Indian companies	<ol style="list-style-type: none">1. Ekatra Hospitality Ventures Private Limited2. Cinestaan Entertainment Private Limited3. Cinestaan Digital Private Limited4. Cinestaan Film Company Private Limited5. Cinerise Media & Entertainment Private Limited
Chairman in the Committees of the Boards of companies in which he is a Director	

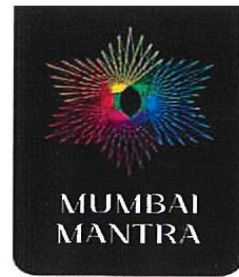
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	Item no. 3: Re-appointment of Mr. Amit Khansaheb
Membership in the Committees of the Boards of companies in which he is a Director	
Details of remuneration sought to be paid and the remuneration last drawn	Not Applicable
Terms and Conditions of Re-appointment	Non-Executive, Independent Director, Not Liable to retire by rotation
Shareholding in the company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the company.	Mr. Amit Khansaheb is not related to any of the Directors, Manager and KMPs
The number of Meetings of the Board attended during the year	3 Out of 6 Meetings held

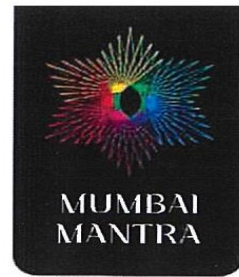
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ATTENDANCE SLIP

Extra Ordinary General Meeting - Friday, 7th February, 2020

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTERANCE 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 **Extra Ordinary General Meeting** of the Company held on **Friday, 7th February, 2020 at 5:00p.m. at Conference Room, 3rd Floor, Cecil Court, Mahakavi Bhushan Marg, Mumbai - 400 001.**

Signature of First holder/Proxy/Authorised Representative:

Signature of 1st Joint holder: _____

Signature of 2nd Joint holder: _____

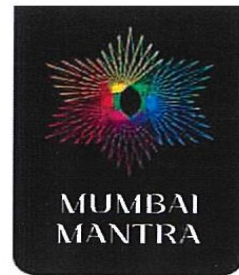
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Notes:

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.

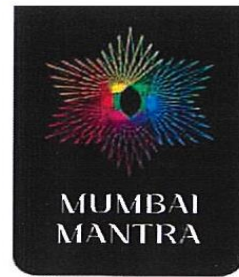
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FORM NO. MGT-11

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 _____
shares of the company, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

Signature:

or failing him,

2. Name: _____ E-mail Id: _____

Address: _____

Signature:

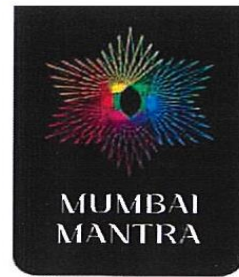
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or failing him,

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 **Extra Ordinary General Meeting** of the Company to be held on **Friday, 7th February, 2020 at 5:00 p.m. at Conference Room, 3rd Floor, Cecil Court, Mahakavi Bhushan Marg, Mumbai - 400 001** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Nature of Resolution	(Please see Note No.4)	
		For	Against
ITEM NO. 1	Increase of Authorised Share Capital of the Company		
ITEM NO. 2	Amendment of Memorandum of Association of the Company		
ITEM NO. 3	Re-appointment of Mr. Amit Khansaheb as an Independent Director for a second term of 5 (five) years.		

Signed this _____ day of _____, 2020.

Affix
Revenue
Stamp

Signature of Shareholder(s)

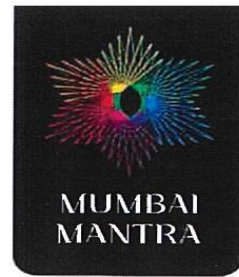
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Signature of Proxy holder(s) Signature of Proxy holder(s) Signature of Proxy holder(s)

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, shall be duly filled, stamped, signed.
3. Please complete all details of Member(s) in the form before submission.
4. It is optional to indicate your preference. If you leave the 'for', 'against' and 'abstain' column blank on all/any resolutions, your Proxy(ies) will be entitled to vote on Poll (if taken) in the manner as he/she thinks fit.

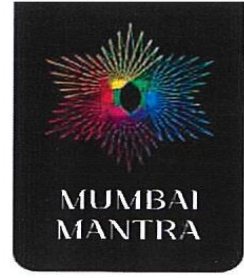
MUMBAI MANTRA MEDIA LIMITED

CIN: U92190MH2008PLC178894

REGISTERED OFFICE: MAHINDRA TOWERS,
P.K. KURNE CHOWK, WORLI, MUMBAI – 400018

TEL: 022 2490 5620 / 5958 | **FAX:** 022 2498 3696

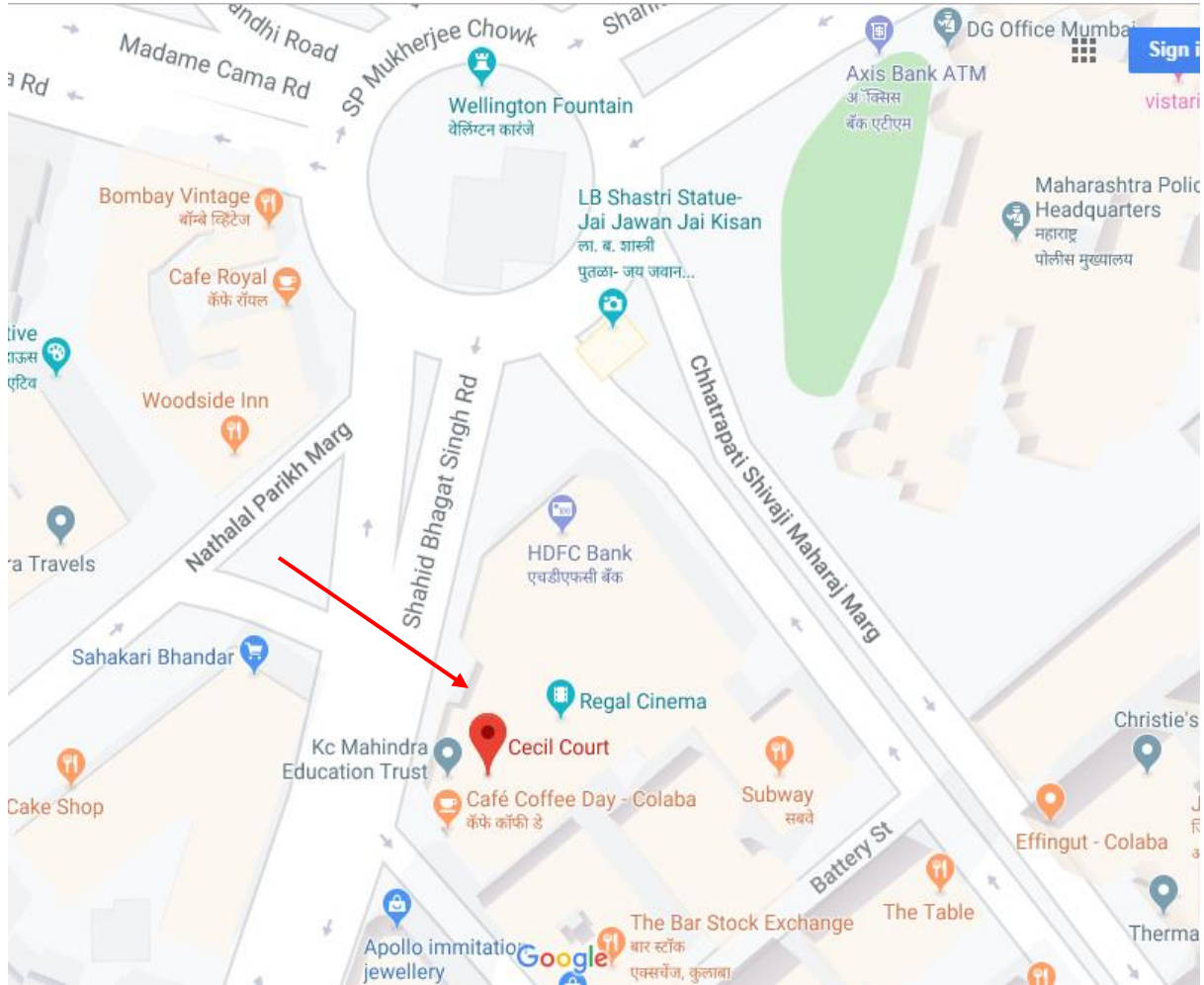
www.mumbaimantra.com



Venue of Extra Ordinary General Meeting: Conference Room, 3rd Floor, Cecil Court, Mahakavi Bhushan Marg, Mumbai - 400 001

Prominent Landmark: The prominent landmark for the venue is: Near Regal Cinema

Route Map to the Venue of the AGM:



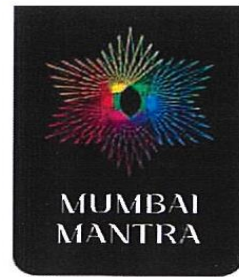
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CONSENT BY THE SHAREHOLDERS FOR CONVENING EXTRA ORDINARY GENERAL MEETING AT SHORTER NOTICE

[PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013]

To,

The Board of Directors

Mumbai Mantra Media Limited

Mahindra Towers, P.K. Kurne Chowk,

Worli, Mumbai – 400018

I / We _____ *son of _____ *resident of / *having
Registered Office at _____ holding _____
Equity Shares of the Company of Rs. 10 each in our *name / joint name, representing ___%
hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the
Extraordinary General Meeting of the Members of the Company on **Friday, 7th February,**
2020 at 5:00 p.m. at a Shorter Notice at Conference Room, 3rd Floor, Cecil Court, Mahakavi
Bhushan Marg, Mumbai - 400 001.

Signature

Name (in Block Letters)

Date : 7th February, 2020

*Strike off whatever is not applicable.