

## MUMBAI MANTRA MEDIA LIMITED

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

**PHONE:** 022 2490 5620 **FAX:** 022 2498 3696

**CIN:** U92190MH2008PLC178894

www.mumbaimantra.com

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### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF MUMBAI MANTRA MEDIA LIMITED WILL BE HELD ON SATURDAY, 16<sup>th</sup> MARCH, 2019 AT 4.30 P.M. AT A SHORTER NOTICE AT WAR s, 5<sup>th</sup> FLOOR, B WING, MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI - 400 018 TO TRANSACT THE FOLLOWING BUSINESS:**

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**1. INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY**

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

**“RESOLVED THAT** in supersession of the resolution passed by the members of the Company (“Board”) on 10th September, 2018 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification thereto or re-enactment thereof) and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to borrow from time to time, for the purpose of the Company’s business, such sum or sums of money (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) not exceeding aggregate amount of Rs. 2 Crores (Rupees Two Crores only) at any given point of time, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorised to negotiate, discuss terms with Banks/Lender(s), for the purpose of aforesaid borrowings and create mortgage and/or charge as may be required, sign and execute all such documents, agreements, writings, file relevant forms with Ministry of

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Corporate Affairs and generally do all such acts, deeds and things as may be required to give effect to the above Resolution.

**RESOLVED FURTHER THAT** if required for this purpose, the Common Seal of the Company be taken outside the Registered Office of the Company beyond the city limits.

**RESOLVED FURTHER THAT** any Director of the Company or Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorized to file necessary E-forms with the Registrar of Companies, Maharashtra, and do all such, acts, deeds, matters and things as may be necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** a copy of the resolution 'Certified to be True' be submitted severally by any one of the Director of the Company or Chief Financial Officer or Manager or Company Secretary of the Company to the concerned authorities / parties as may be necessary from time to time and the said authorities / parties be requested to act thereon."

**2. APPROVAL FOR KEEPING OF REGISTER OF MEMBERS WITH KARVY COMPUTERSHARE PRIVATE LIMITED, RTA**

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

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**“RESOLVED THAT** pursuant to provisions of Section 94 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) the approval of the members of the Company be and is hereby accorded for keeping Register of Members together with the Index of Members, Register of Debenture Holders and other Security Holders, if any, under Section 88 of the Act at the Office premises of the Company's Registrar & Share Transfer Agents (“RTA”), Karvy Computershare Private Limited and/or at such places where the RTA may have their office from time to time in Mumbai and/or at the Office Premises of the Company’s RTA at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai - 400023 and/or at such places within Mumbai where the RTA may have their office from time to time and/or at Registered office of the company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018 and the copies of the Annual Returns under Section 92 of the Act be kept at the Registered office of the company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to file necessary E-forms with the Registrar of Companies, Maharashtra, and do all such, acts, deeds, matters and things as may be necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** a copy of the resolution ‘Certified to be True’ be submitted severally by any one of the Director of the Company or Chief Financial Officer or Manager or Company Secretary to the concerned authorities / parties as may

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be necessary from time to time and the said authorities / parties be requested to act thereon."

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

Sd/-  
Vidhi Salot  
Company Secretary

**Registered Office:**

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

CIN No: U92190MH2008PLC178894

E-mail: [shah.ruchika@mahindra.com](mailto:shah.ruchika@mahindra.com)

Website: [www.mumbaimantra.com](http://www.mumbaimantra.com)

Tel: 022-24905620/5958

Mumbai, 16<sup>th</sup> March, 2019

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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 of the accompanying Notice, is annexed hereto.
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.
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.
7. Members/Proxy(ies)/Representatives are requested to bring attendance slip duly signed as per the specimen signature recorded with the Company in this Notice of

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Extra Ordinary General Meeting along with a valid photo identity proof for verification purpose to the Meeting.

8. Members are requested to register their email addresses and intimate changes in the email addresses from time to time with the Company, so as to enable to serve the documents through electronic mode.
9. 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.
10. 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 Doordarshan

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

Sd/-  
**Vidhi Salot**  
Company Secretary

**Registered Office:**

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

CIN No: U92190MH2008PLC178894

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Website: [www.mumbaimantra.com](http://www.mumbaimantra.com)

Tel: 022-24905620/5958

Mumbai, ... March, 2019

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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 NO. 1**

#### **INCREASE IN THE OVERALL BORROWING LIMITS OF THE COMPANY**

Keeping in view the existing and future financial requirements of the Company, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit. It is therefore proposed to supersede the resolution passed by the shareholders of the company on 10<sup>th</sup> September, 2018 to increase the overall borrowings limits of the Company so that the future borrowings together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) does not exceed aggregate amount of Rs. 2 crores (Rupees Two Crores) at any given point of time, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium.

Section 180 of the Companies Act, 2013 provides that Board of Directors of a Company may borrow any amount exceeding its paid up share capital, Securities Premium and free reserves if authorised by passing special resolution in general meeting of the company.

The consent of the Shareholders is sought to increase the borrowing limits of the Company upto an amount not exceeding Rs. 2 Crores (Rupees Two Crores Only).

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 of the Notice.

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

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### **ITEM NO. 2**

#### **APPROVAL FOR KEEPING OF REGISTER OF MEMBERS WITH KARVY COMPUTERSHARE PRIVATE LIMITED, RTA**

The Board of Directors of the company had appointed Karvy Computershare Private Limited ("KCPL") [operations being transferred to Karvy Fintech Private Limited (Karvy Fintech)] as its Registrar and Share Transfer Agent ("RTA") having its Registered Office at - 6, Avenue, 4<sup>th</sup> street, No.1, Banjara Hills, Hyderabad 500034, Andhra Pradesh.

Pursuant to Section 94 of the Companies Act, 2013 and the relevant rules under the Companies (Management and Administration) Rules, 2014, the registers under Section 88 and the copies of Annual Return filed under Section 92 may be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if the same is approved by Members by a special resolution passed at a general meeting of the Company.

The Board has approved to keep the register of members with Karvy Computershare Private Limited, the Company's Registrar and Share Transfer Agent (RTA). Pursuant to above provisions, it is proposed that the Register of Members together with the Index of Members, Register of Debenture Holders and other Security Holders, if any, under Section 88 of the Act be kept at the Office premises of the Company's RTA and/or at such places where the RTA may have their office from time to time in Mumbai and/or at the Office Premises of the Company's RTA at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Mumbai - 400023 and/or at such places within Mumbai where the RTA may have their office from time to time and/or at Registered office of the company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018. Further, the copies of Annual Return filed under Section 92 of the Act be kept at the Registered office of the company at Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai - 400 018.

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. 2 of the Notice.



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The Board commends Special resolution for Approval for keeping of register of members with Karvy Computershare Private Limited, RTA as set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

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

Sd/-  
**Vidhi Salot**  
Company Secretary

**Registered Office:**

Mahindra Towers, P. K. Kurne Chowk,  
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Mumbai, 16<sup>th</sup> March, 2019

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**ATTENDANCE SLIP**

**Extra Ordinary General Meeting - Saturday, 16<sup>th</sup> March, 2019**

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 **Saturday, 16<sup>th</sup> March, 2019 at 4.30 p.m. at War Room, 5<sup>th</sup> Floor, B Wing, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai : 400018.**

Signature of First holder/Proxy/Authorised Representative:

Signature of 1<sup>st</sup> Joint holder: \_\_\_\_\_

Signature of 2<sup>nd</sup> 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]*

<b>Name of the member(s)</b> <b>Registered address</b> <b>E-mail Id</b> <b>Folio No./Client Id</b> <b>DP ID</b>	
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I/We, being the member (s) of \_\_\_\_\_ shares of the above named company,  
hereby appoint:

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Signature:

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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 **Saturday, 16<sup>th</sup> March, 2019 at 4.30 p.m. at War Room, 5<sup>th</sup> 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	(Please see Note No.4)	
		For	Against
1	Approval for increase in the overall borrowing limits of the company		
2.	Approval for keeping of register of members with Karvy Computershare Private Limited, RTA		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

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.

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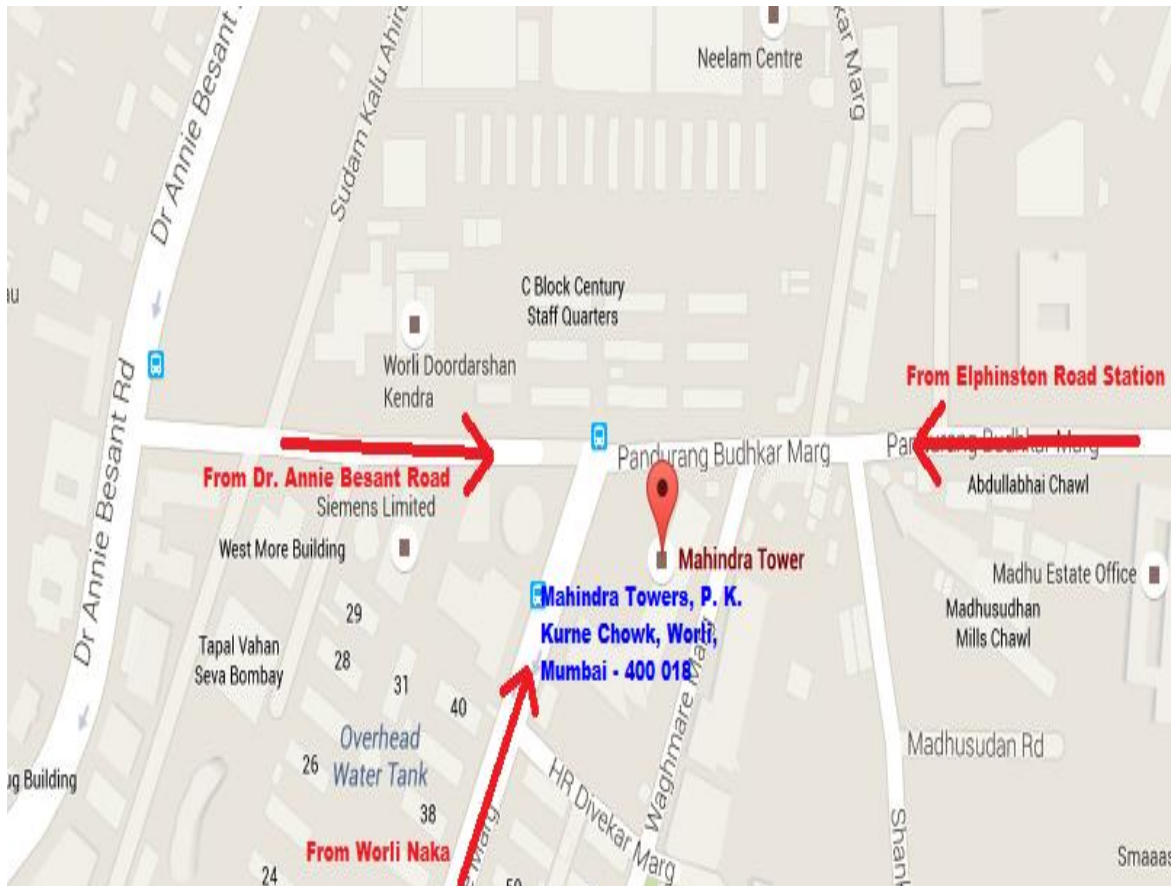
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**Venue of Extra Ordinary General Meeting:** War Room, 5<sup>th</sup> Floor, B Wing, Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai: 400018

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

**Route Map to the Venue of the AGM:**



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THE COMPANIES ACT, 2013  
CONSENT BY THE SHAREHOLDERS FOR SHORTER NOTICE CONSENT  
[PURSUANT TO SECTION 101]

**To,**

**The Board of Directors**

Mumbai Mantra Media Limited

Gateway Building, Apollo Bunder,

Mumbai-400001

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 hereby  
give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the  
Extraordinary General Meeting of the members on 16<sup>th</sup> March, 2019, at a shorter notice.

Signature .....

Name ..... (in Block Letters)

Date : .....

\*Strike off whatever is not applicable.