

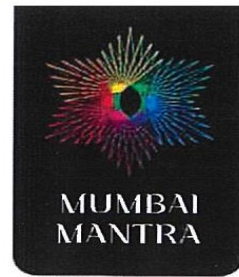
MUMBAI MANTRA MEDIA LIMITED

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, 27TH SEPTEMBER, 2019 AT 4.00 P.M. AT A SHORT NOTICE AT MAHINDRA TOWERS, P. K. KURNE CHOWK, WORLI, MUMBAI 400 018 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. 94,50,00,000/- (Rupees Ninety-Four Crores Fifty Lakhs Only) divided into 9,45,00,000 (Nine Crore Forty-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) to Rs. 97,50,00,000/- (Rupees Ninety-Seven Crores Fifty Lakhs Only) divided into 9,75,00,000 (Nine Crore Seventy-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) by creation of additional of 30,00,000 (Thirty Lakhs Only) Equity Shares of Rs.10/- each 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 -

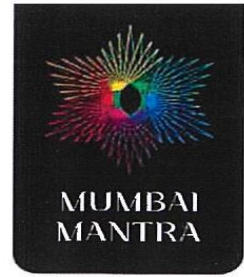
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V. (a) 'The Authorised Share Capital of the Company is Rs. 97,50,00,000/- (Rupees Ninety Seven Crore Fifty Lakh) divided into 9,75,00,000 (Nine Crore Seventy Five Lakh) Equity Shares of Rs.10/- (Rupees Ten) each with power to increase and/or reduce the capital 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,
Worli, Mumbai 400018.

CIN No: U92190MH2008PLC178894

E-mail: salot.vidhi2@mahindra.com

Website: www.mumbaimantra.com

Tel: 022-24905620/5958

Mumbai, 27th September, 2019

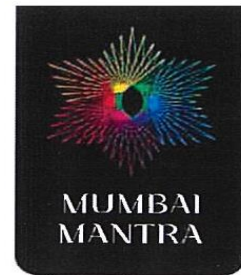
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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“ Act”) setting out material facts concerning businesses under Item No. 1 and 2 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. 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.

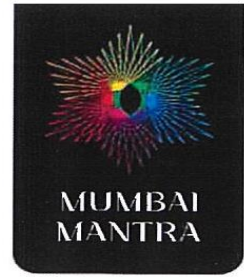
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7. Members are requested to register their email addresses and intimate changes in the email addresses from time to time with the Company, so as to enable to serve the documents through electronic mode.
8. All relevant documents referred to in the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

E-mail: salot.vidhi2@mahindra.com

Website: www.mumbaimantra.com

Tel: 022-24905620/5958

Mumbai, 27th September, 2019

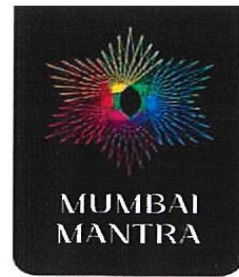
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EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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 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. 94,50,00,000/- (Rupees Ninety-Four Crores Fifty Lakhs Only) divided into 9,45,00,000 (Nine Crore Forty-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) to Rs. 97,50,00,000/- (Rupees Ninety-Seven Crores Fifty Lakhs Only) divided into 9,75,00,000 (Nine Crore Seventy-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) by creation of additional of 30,00,000 (Thirty 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

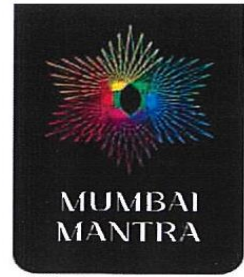
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Registered of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered and also at the Meeting.

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: salot.vidhi2@mahindra.com

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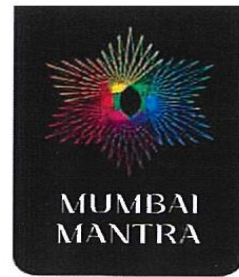
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ATTENDANCE SLIP

Extra Ordinary General Meeting – Friday, 27th September, 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 **Friday, 27th September, 2019 at 4.00p.m. at 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: _____

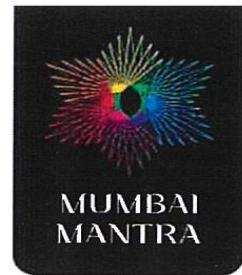
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Notes:

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.

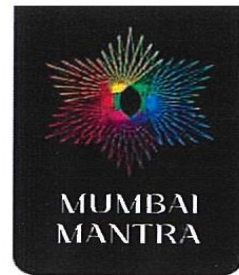
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FORM NO. MGT-11

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:

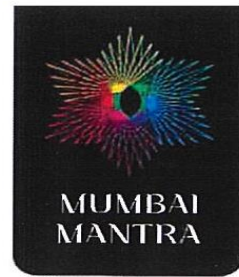
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or failing him,

3. Name: _____ E-mail Id: _____

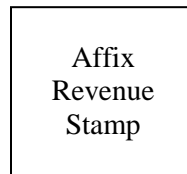
Address: _____

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, 27th September, 2019 at 4.00 p.m. at 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 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		

Signed this _____ day of _____, 2019.



Signature of Shareholder(s)

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

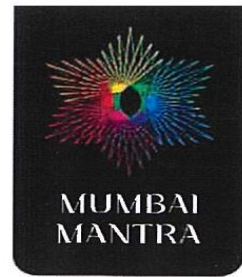
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NOTES:

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.

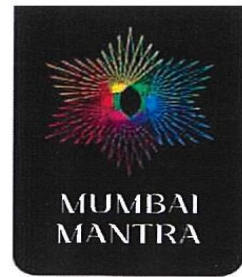
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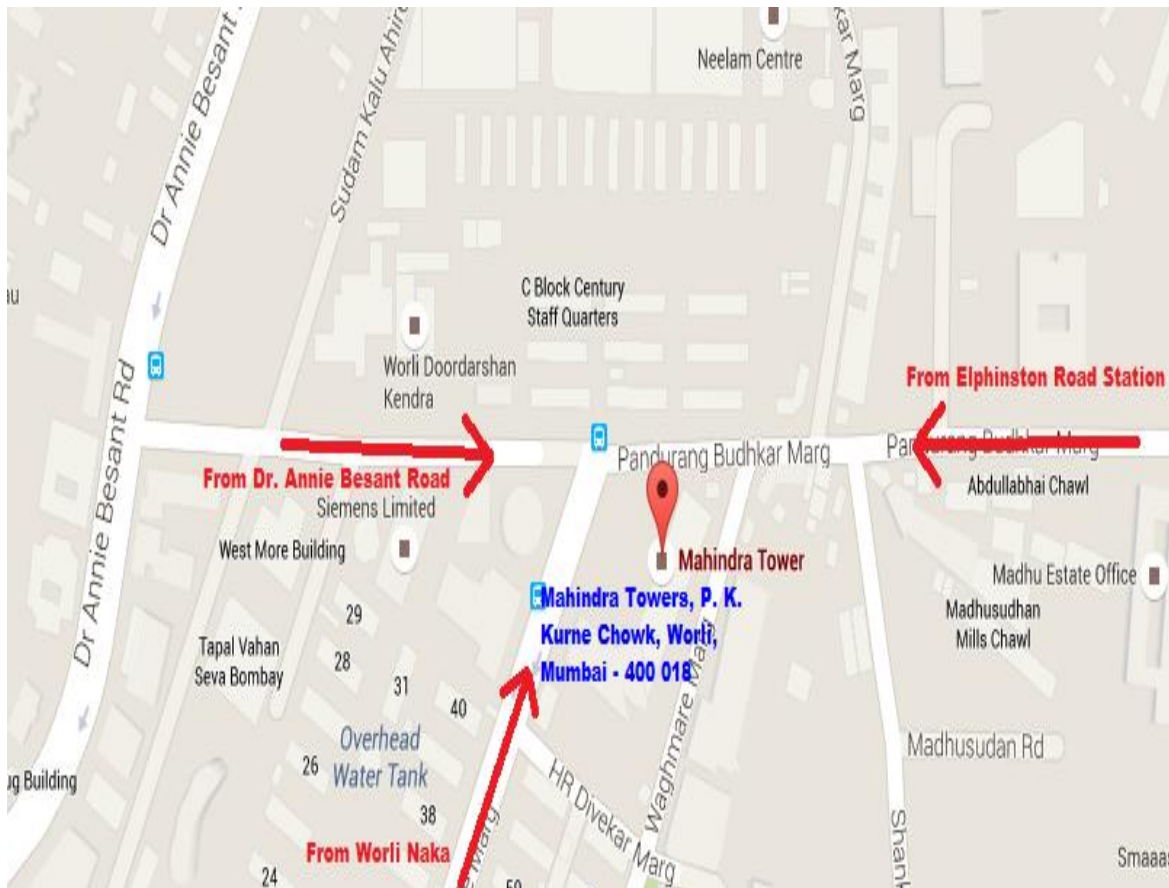
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Venue of Extra Ordinary General Meeting: Mahindra Towers, P. K. Kurne Chowk, Worli, Mumbai: 400018

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

Route Map to the Venue of the AGM:



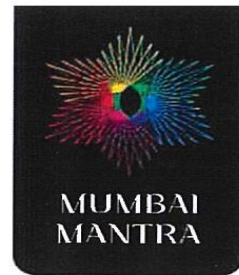
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CONSENT BY THE SHAREHOLDERS FOR CONVENING EXTRA ORDINARY GENERAL MEETING AT SHORTER NOTICE

[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, 27th**
September, 2019 at 4.00p.m. at a Shorter Notice at Mahindra Towers, P. K. Kurne Chowk,
Worli, Mumbai – 400 018.

Signature

Name (in Block Letters)

Date : 27th September, 2019

*Strike off whatever is not applicable.