

NOTICE

NOTICE IS HEREBY GIVEN THAT AN **EXTRAORDINARY GENERAL MEETING** OF THE MEMBERS OF **INDIACAST MEDIA DISTRIBUTION PRIVATE LIMITED** IS SCHEDULED TO BE HELD ON TUESDAY, MARCH 31, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT 503, 504 & 507 MERCANTILE HOUSE, 15 KASTURBA GANDHI MARG, NEW DELHI - 110001 AT IST 10 HOURS TO TRANSACT THE FOLLOWING BUSINESS:

1. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Amba P. Parigi (holding DIN: 00087586) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

2. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rohit Bansal (holding DIN: 02067348) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

3. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Sanjeev Adlakha (holding DIN: 05110088) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

4. To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Niraj Kumar (holding DIN: 02091043) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

5. 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('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. Sanjeev Adlakha (holding DIN: 05110088), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from March 31, 2015 and whose office shall not be liable to determination by retirement of directors by rotation.”

6. 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 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('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. Niraj Kumar (holding DIN: 02091043), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from March 31, 2015 whose office shall not be liable to determination by retirement of directors by rotation.”

Registered Office:

503,504 & 507 Mercantile House,
15 Kasturba Gandhi Marg, New
Delhi – 110001

By Order of the Board

For IndiaCast Media Distribution Pvt. Ltd.

Date: March 30, 2015

Rupen Thakkar
Authorised Signatory

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting annexed hereto.
3. Proxies, in order to be effective should be duly completed, stamped and signed and must be deposited before the commencement of the meeting.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF
THE COMPANIES ACT, 2013**

Item No. 1 & 2

Mr. Saikumar Ganapathy Balasubramanian and Mr. Raghav Bahl, Directors of the Company has resigned from the Board of Directors of the Company w.e.f. June 10, 2014 and March 27, 2015 respectively. In order to fill the vacancy caused due to Resignation of Mr. Saikumar Ganapathy Balasubramanian and Mr. Raghav Bahl, on the basis of intimation received from TV18 Broadcast Limited, the Board of Directors of the Company has appointed Mr. Rohit Bansal and Mr. Amba. P. Parigi as Additional Director under Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rohit Bansal and Mr. Amba. P. Parigi will hold the office of Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- for each of the candidate proposing the candidature of Mr. Rohit Bansal and Mr. Amba. P. Parigi for the office of a Director.

The Company have received from Mr. Rohit Bansal and Mr. Amba. P. Parigi, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Accordingly, the Board of Directors seek the approval of shareholders for the appointment of Mr. Rohit Bansal and Mr. Amba. P. Parigi as Directors of the Company by passing Ordinary Resolution.

Save and except Mr. Rohit Bansal and Mr. Amba. P. Parigi, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 3 to 6:

The Board of Directors of the Company have appointed Mr. Sanjeev Adlakha and Mr. Niraj Kumar as Additional Director with effect from March 31, 2015 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sanjeev Adlakha and Mr. Niraj Kumar will hold the office of Director up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit each of Rs. 1,00,000/- proposing the candidature of Mr. Sanjeev Adlakha and Mr. Niraj Kumar for the office of a Director.

The Company have received from Mr. Sanjeev Adlakha and Mr. Niraj Kumar, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company have appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Sanjeev Adlakha and Mr. Niraj Kumar as an Independent Director of the Company within the meaning of Section 2(47) read with Section 149(6) of the Companies Act, 201 for a term of 5 consecutive years commencing from March 31, 2015.

The Company has received a notice in writing from shareholders along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidatures of Mr. Sanjeev Adlakha & Mr. Niraj Kumar for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Act.

The Company have also received declaration from Mr. Sanjeev Adlakha & Mr. Niraj Kumar that they meet the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013.

In the opinion of the Board each of the proposed appointee fulfill the conditions for appointment as an Independent Director as specified in the Companies Act, 2013.

Accordingly, the Board of Directors seek the approval of shareholders for the appointment of Mr. Sanjeev Adlakha & Mr. Niraj Kumar as an Independent Director of the Company by passing Ordinary Resolution.

Copy of the draft letter for appointment of Mr. Sanjeev Adlakha & Mr. Niraj Kumar as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Save and except Mr. Sanjeev Adlakha & Mr. Niraj Kumar, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution

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15 Kasturba Gandhi Marg, New
Delhi – 110001

Date: March 30, 2015

**By Order of the Board
For IndiaCast Media Distribution Pvt. Ltd.**

**Rupen Thakkar
Authorised Signatory**