



Iview Motion Pictures Private Limited

NOTICE

NOTICE is hereby given that the 01st Extra ordinary General Meeting of 2018-19 (“the meeting” or “EGM”) of the Members of **IVIEW MOTION PICTURES PRIVATE LIMITED** is scheduled to be held on Wednesday, the 26th day of December, 2018 at 11:00 A.M. at Conference Hall, 3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 to transact the following business:

SPECIAL BUSINESS:

1. ALTERATION IN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Registrar of Companies, or any other statutory or regulatory or competent authority(ies), as may be necessary, consent of the Members of the Company be and is hereby accorded for inserting the following sub-clauses 4 to 6 after the existing sub-clause 3 of Clause III (A) of the Memorandum of Association of the Company:

4. To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions and to conduct feasibility studies, execute projects or provide management consultancy services relating to software design and to provide training, technical support, assistance services on software solutions to the customers whether in India or abroad.
5. To import, export, sell, purchase, distribute, host (in data centers or over the web) license, support, host, design, marketing, dealing or handling all types of web based & web enabled goods & services such as shopping, net marketing, digital marketing, Internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India



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in physical forms or through the electronic media & to buy / sell / sponsor media opportunities for advertising purposes independently or in collaboration with other entities, in any medium.

6. To carry on the business of e-marketing through SMS (Mobile Phone), Email, tele marketing, advertisement, sale, promotion and distribution, campaigns, roadside shows, event management services, customer awareness programme for various individuals, entities, etc., of all kinds of products and services.

“RESOLVED FURTHER THAT the Directors/Company Secretary of the Company be and are hereby severally authorized, to digitally sign and file necessary forms, applications, documents with the office of Registrar of Companies, in accordance with the relevant provisions of the Companies Act, 2013 and to do all such acts, deeds, matters and things and alter the Main Objects after inserting above objects as may be deemed necessary to give effect to the above resolution and to issue certified copy of the same on behalf of the company.”

By Order of the Board of Directors
For **Iview Motion Pictures Private Limited**

Sd/-

Name : Ankita Mata
Designation : Company Secretary
Membership No ACS 56788
Address : 60, Jawahar Nagar, Near
Railway Station, Udaipur, Rajasthan,
India, PIN 313001

Date: 1st December, 2018

Place: Nathdwara



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NOTES:

1. EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to sub-section (1) of section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto and forms part of the Notice.

2. PROXY:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

3. NOTIFICATION BY SHAREHOLDERS:

Shareholders are requested to notify change of address, bank particulars, NECS particulars etc., if any, immediately at the registered office of the company in writing.

4. INSPECTION OF RECORDS:

Register of Contracts or arrangement in which Directors are interested as stipulated under Section 189 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the company on all working days during business hours i.e. from 9:00 A.M. to 6:00 P.M. The said Registers shall also be produced at the commencement of EGM and shall remain open



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and accessible during the continuance of the meeting to a person having the right to attend the meeting.

All documents referred to in the Notice are available for inspection of the members at the Company's registered office on all working days during business hours i.e. from 9:00 A.M. to 6:00 P.M. and shall also be placed in the ensuing EGM for the purpose of verification by members.

5. GREEN INITIATIVE IN CORPORATE GOVERNANCE:

In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made there under, Shareholders who have opted to receive the Notice convening the General Meetings, Financial Statement, Board's Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company, are being sent with such documents in the electronic form.

As a Shareholder of the Company; you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect.

6. REGISTRATION OF E-MAIL ADDRESS:

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the company electronically.

7. CORPORATE MEMBERS:

Corporate Members, if any, are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the EGM.

8. ATTENDANCE SLIP:

Members/proxies/authorized representative should bring and furnish the duly filled Attendance slip (copy enclosed herewith) along with a valid identity proof such as the PAN Card, Passport, AADHAR Card or Driving License and tender at the registration counters at the venue of the EGM and seek registration before entering the meeting hall.

9. Members are requested to bring their copy of the notice with them at the EGM as no extra copies of notice will be distributed at the meeting venue.



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10. Route Map showing directions to reach to the venue of the EGM is given at the end of this Notice.
11. This meeting is being called on shorter notice duly consented, in writing, by both the members/shareholders holding hundred percent of the paid-up share capital of the company.

By Order of the Board of Directors
For **Iview Motion Pictures Private Limited**

Sd/-

Name : Ankita Mata
Designation : Company Secretary
Membership No ACS 56788.
Address : 60, Jawahar Nagar, Near
Railway Station, Udaipur, Rajasthan,
India, PIN 313001

Date: 1st December, 2018
Place: Nathdwara



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ANNEXURE TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING:

The following explanatory statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned at Item No. 1 of the accompanying Notice.

ITEM NO. 1:

The Company proposes to broaden the scope of business activities and align the business strategies of the company by including the most booming sector that is digital marketing, Internet Advertising, Creating Virtual Mall, e marketing through SMS and related software development and other services in the object clause of Memorandum of Association of the Company.

Pursuant to provisions of section 4 and 13 of the Companies Act, 2013, Alteration in the Objects Clause requires the approval of shareholders of the company by way of a **special resolution** hence the proposed alteration in the object clause of Memorandum of Association of the Company is put before you for your approval, as mentioned in agenda item no. 1 of this Notice.

A copy of the existing and altered MOA will be available for inspection at the EGM and such copy will also be made available for inspection in physical or in electronic form on all working days during the business hours at the registered office of the Company.

The Board of Directors recommend passing of the resolutions set out in item no. 1 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at item no. 1 of the Notice.



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By Order of the Board of Directors
For **Iview Motion Pictures Private Limited**

Sd/-

Name : Ankita Mata
Designation : Company Secretary
Membership No ACS 56788
Address : 60, Jawahar Nagar, Near
Railway Station, Udaipur, Rajasthan,
India, PIN 313001

Date: 1st December, 2018
Place: Nathdwara



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ATTENDANCE SLIP

CIN:	U92120MH2008PTC185526
Name of the Company:	IVIEW MOTION PICTURES PRIVATE LIMITED
Registered Office:	301,3 rd Floor, Acme Plaza 2,Andheri Kurla Road Opp. Sangam Theatre, Andheri (E) Mumbai Maharashtra, India, PIN – 400059

1st Extra Ordinary General Meeting - 26th December, 2018

Folio No.	
No. of shares held	

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 1st Extra Ordinary General Meeting of 2018-19 of the Company on Wednesday the 26th day of December, 2018 at 11:00 A.M. at Conference Hall, 3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301.

.....

Name of Member / Proxy
(in BLOCK letter)

.....

Signature of Member / Proxy

NOTE: Please fill up this attendance slip and hand it over at the entrance of meeting hall. Members are requested to bring their copies of the notice to the meeting.



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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]

CIN:	U92120MH2008PTC185526
Name of the Company:	IVIEW MOTION PICTURES PRIVATE LIMITED
Registered Office:	301, 3 rd Floor, Acme Plaza 2, Andheri Kurla Road Opp. Sangam Theatre, Andheri (E) Mumbai Maharashtra, India, PIN – 400059
Name of the member(s):	
Registered address:	
E-mail Id:	
Folio No.	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
3.	Name			
	Address			
	E-mail id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Extraordinary General Meeting of the Company on Wednesday, the 26th day of December, 2018 at 11:00 A.M. at Conference Hall, 3rd Floor, Miraj Campus, Uper Ki Oden, Nathdwara, Rajsamand, Rajasthan, India, PIN-313301 and at any adjournment thereof in respect of such resolutions as are indicated below:

REGISTERED OFFICE :

301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,
Opp. Sangam Theatre, Andheri (E), Mumbai,
Maharashtra, India PIN - 400 059

Phone : (022) 67109172 / 28304710

CIN-U92120MH2008PTC185526



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Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
SPECIAL BUSINESS				
1	Alteration in object clause of the Memorandum of Association of the company			

Signed this.....day of.....2018

Affix revenue stamp not less than Re. 1/-

.....
Signature of Member

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

Notes:

1. This form of proxy, in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



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ROUTE MAP OF THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING OF IVIEW MOTION PICTURES PRIVATE LIMITED



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Conference Hall, 3rd Floor, Miraj Campus, Uper Ki Oden,
Nathdwara, Rajsamand, Rajasthan, India, Pin-313301.

If undelivered,

Please return to Registered Office of the Company at:

Iview Motion Pictures Private Limited

301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road Opp. Sangam Theatre,
Andheri (E) Mumbai MH, India, Pin – 400059

REGISTERED OFFICE :

301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,
Opp. Sangam Theatre, Andheri (E), Mumbai,
Maharashtra, India PIN - 400 059

Phone : (022) 67109172 / 28304710

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