



Iview Motion Pictures Private Limited

NOTICE

NOTICE is hereby given that the 01st Extraordinary General Meeting of 2019-20 (“the meeting” or “EGM”) of the Members of **IVIEW MOTION PICTURES PRIVATE LIMITED** is scheduled to be held on Tuesday, the 31st day of December, 2019 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 businesses:

SPECIAL BUSINESS:

Item No. 1 – Reclassification of Authorised Share Capital of the Company and Consequent Alteration of Capital Clause of Memorandum of Association:

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

“**RESOLVED THAT** pursuant to the provision of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any amendment thereto or re-enactment thereof) and Article No. 35 of Articles of Association of the Company, 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 are hereby accorded to reclassify the Authorised Share Capital of the Company from Rs. 7,05,00,000/- (Rupees Seven Crore Five Lakh) divided into 50,000 (Fifty Thousand) Equity Share of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh) Preference shares of Rs. 10/- (Rupees Ten) each to Rs. 7,05,00,000/- (Rupees Seven Crore Five Lakh) divided into 18,50,000 (Eighteen lakh Fifty thousand) equity shares of Rs. 10/- (Rupees Ten) each and 52,00,000 (Fifty Two Lakh) Preference shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V of the company with the following new Clause V.

V. The Authorised Share Capital of the Company is Rs. 7,05,00,000/- (Rupees Seven Crore Five Lakh) divided into 18,50,000 (Eighteen Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 52,00,000 (Fifty Two Lakh) Preference shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT Mr. Ankit Deopura (DIN: 08635911), and/or Mr. Rakesh Lasod (DIN: 08636245), Additional Director and/or Ms. Ankita Mata (Membership No. A56788),



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Company Secretary of the Company be and are hereby severally authorized, to sign digitally and file necessary e-forms and 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 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

Date: 13th December, 2019

Place: Uper Ki Oden

Address: 60, Jawahar Nagar, Near Railway Station,
Udaipur, Rajasthan, India, PIN 313001



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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



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said Registers shall also be produced at the commencement of meeting and shall remain open 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 including copy(ies) of the existing and altered Memorandum and Articles of Association of the Company showing the proposed changes 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 meeting 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, Circulars etc. from the company electronically.

7. CORPORATE MEMBERS:

Corporate Members 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 and tender at the registration counters at the venue of the EGM and seek registration before entering



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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.
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

Date: 13th December, 2019

Place: Uper Ki Oden

Address: 60, Jawahar Nagar, Near Railway Station,
Udaipur, Rajasthan, India, PIN 313001



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EXPLANATORY STATEMENT:

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 from the Item Nos. 1 of the accompanying Notice.

Item No. 1:

In order to consider the business plans and redemption of preference shares, it is proposed to Reclassify the Authorised Share Capital of the Company from existing Rs. 7,05,00,000 (Rupees Seven Crore Five Lakh) divided into 50,000 (Fifty Thousand) Equity Share of Rs. 10/- (Rupees Ten) each and 70,00,000 (Seventy Lakh) Preference shares of Rs. 10 (Rupees Ten) each to Rs. 7,05,00,000 (Rupees Seven Crore five lakh) divided into 18,50,000 (Eighteen lakh Fifty thousand) equity shares of Rs. 10 (Rupees Ten) each and 52,00,000 (Fifty Two Lakh) Preference shares of Rs. 10 (Rupees Ten) each..

As per the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and Article No. 35 of Articles of Association of the Company, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Members in general meeting.

On reclassification of authorised share capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause.

Accordingly, the Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

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

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: 13th December, 2019

Place: Uper Ki Oden



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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 Extraordinary General Meeting of 2019-20 – 31st December, 2019

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 Extraordinary General Meeting of 2019-20 of the Company on Tuesday, the 31st day of December, 2019 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.



Iview Motion Pictures Private Limited

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 2019-20 of the Company on Tuesday, the 31st day of December, 2019 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:



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Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
SPECIAL BUSINESS				
1	Reclassification of Authorised Share Capital of the Company and consequent Alteration of Capital Clause of Memorandum of Association			

Signed this.....day of.....2019

.....
Signature of Member

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

Notes:

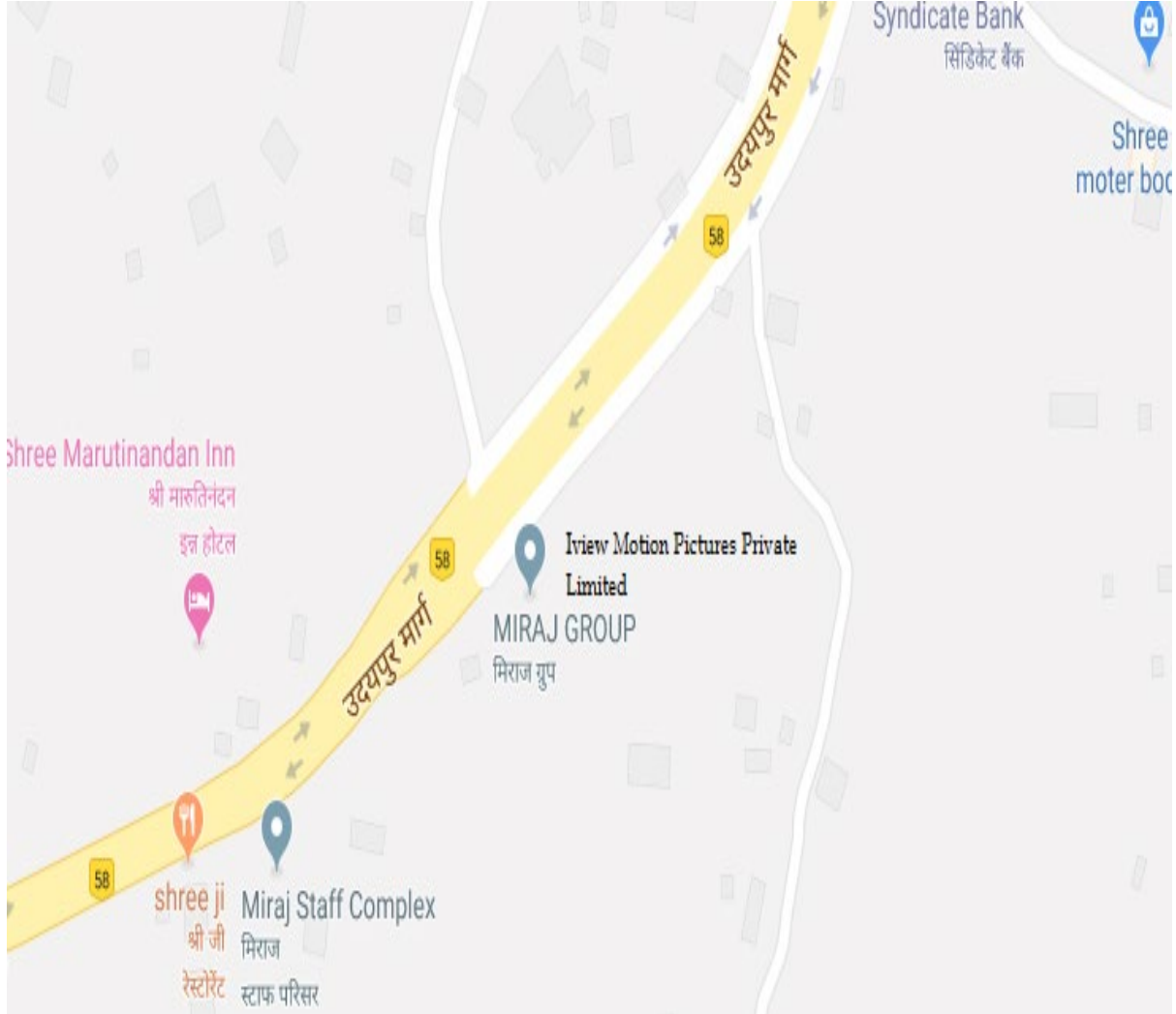
1. This form of proxy, in order to be effective should be duly stamped, completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' blank against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

Affix revenue stamp of not less than Re. 1/-
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ROUTE MAP OF THE VENUE OF THE 01ST EXTRAORDINARY GENERAL MEETING OF 2019-20 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

CIN-U92120MH2008PTC185526