



Iview Motion Pictures Private Limited

NOTICE

NOTICE is hereby given that the 02nd Extra ordinary General Meeting of 2019-20 (“the meeting” or “EGM”) of the Members of **IVIEW MOTION PICTURES PRIVATE LIMITED** is scheduled to be held at shorter notice on Saturday, the 08th day of February, 2020 at 05:00 P.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-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 **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 replacing/substituting the existing sub-clauses 4 to 6 of Clause III (A) of the Memorandum of Association of the Company by adopting following new sub-clause 4 to 7:

4. To carry out, whether as owner, manager, operator, consultant, partner, buyer, seller, trader, exporter, importer, distributor, promoter, designer, developer, advisor or otherwise in the business of providing and / or dealing in any or all kinds of online / offline services and solutions related to internet, e-Commerce, m-Commerce and other technologies which includes design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, trade, licensing or otherwise deal in Internet portals / websites, servers, computer software(s), mobile application(s), logo(s), game(s), auctions, e-Commerce, m-Commerce, online/offline based and/or enabled applications, services, solutions, platforms, etc.
5. To carry on the business of advertising, branding and marketing services, internet based or otherwise, online and / or offline, including but not limited to content marketing, digital public relations / marketing services, internet / web based marketing, online / offline marketing, e-commerce and m-commerce transactions, email marketing, affiliate marketing, marketing through social media, etc.

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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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6. To own, consult, design, establish, acquire, run, operate, manage, maintain, develop, promote, provide, administer, organize and conduct all types of seminar, training programmes, courses, strategies and / or solutions, skilled development programmes, correspondence courses, coaching classes, etc., whether online and / or offline, through any platform and / or institute or otherwise, independently or in collaboration with others.
7. To conduct, organize, provide and/or execute feasibility studies, projects, training, technical support, assistance services, coaching, etc. whether online and / or offline, through any platform and / or institute or otherwise, independently or in collaboration with others, for the businesses of the Company.

RESOLVED FURTHER THAT Mr. Ankit Deopura (DIN: 08635911), and/or Mr. Rakesh Lasod (DIN: 08636245), Additional Director(s) and/or Ms. Ankita Mata (Membership No. A56788), Company Secretary of the Company be and are hereby severally authorized, to digitally sign 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.”

Item No. 2-Increase in 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. 34 of Articles of Association of the Company, 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 to increase Authorised Share Capital of the Company from 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 to Rs. 10,45,00,000/- (Rupees Ten Crore Forty Five Lakh) divided into 52,50,000 (Fifty Two 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 by increasing additional Rs. 3,40,00,000/- (Rupees Three Crore Forty Lakh) Equity Share



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Capital divided into 34,00,000 (Thirty Four Lakh) Equity Shares of Rs. 10 (Rupees Ten) each ranking pari passu in all respect with the existing equity shares of the Company.

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

V. The Authorised Share Capital of the Company is Rs. 10,45,00,000/- (Rupees Ten Crore Forty Five Lakh) divided into 52,50,000 (Fifty Two 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(s) and/or Ms. Ankita Mata (Membership No. A56788), 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: **05.02.2020**
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 said Registers shall also be produced at the commencement of Extra Ordinary General Meeting (EGM) 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 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.

REGISTERED OFFICE :

301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,
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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 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 by all the members entitled to vote thereat.

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**

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Date: **05.02.2020**

Place: **Uper ki Oden**



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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 in the accompanying Notice.

Item No. 1:

The Company proposes to diversify and broaden the scope of business activities in the existing line of business of websites, software(s), application(s), logo(s), game(s), and graphic designing, digital marketing, branding, advertising, e-marketing by providing, conducting, organising, relevant training programmes, technical support and assistance, coaching, etc. through any platform and / or institute or otherwise, independently or in collaboration with others. Hence, it needs to alter 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 Object 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 the member for 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.

Item No. 2:

The Present Authorized Share Capital of the Company is Rs. 7,05,00,000/- (Rupees Seven Crore five lakhs) 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.



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Considering the business plans / future expansion, redemption of preference shares and fund requirement, it is required to raise further capital in the Company and hence it is necessary to increase the Authorised Share Capital of the Company to Rs. 10,45,00,000/- (Rupees Ten Crore Forty Five Lakh) divided into 52,50,000 (Fifty Two 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 by increasing additional Rs. 3,40,00,000/- (Rupees Three Crore Forty Lakh) Equity Share Capital divided into 34,00,000 (Thirty Four Lakh) Equity Shares of Rs. 10 (Rupees Ten) each ranking pari passu in all respect with the existing equity shares of the Company and amend Capital Clause V of Memorandum of Association of the Company.

The provisions of Sections 61(1) (a) and 64(1) (a) the Companies Act, 2013 and Article No. 34 of Article of Association of the Company, requires to seek the approval of the Members to increase the Authorised Share Capital. Accordingly, the Board of Directors recommend passing of the resolutions set out in item No. 2 of the accompanying Notice.

A copy of the existing and altered MOA will be available for inspection at the meeting and such copy will also be made available for inspection in physical or in electronic form on all working days during the business hours i.e. from 9:00 A.M. to 6:00 P.M., at the registered office of the Company.

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. 2 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**

Date: **05.02.2020**
Place: **Uper ki Oden**

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

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REGISTERED OFFICE :

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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

2nd Extra Ordinary General Meeting of 2019-20 – 08th February, 2020

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 2nd Extra Ordinary General Meeting of 2019-20 of the Company on Saturday, the 08th day of February, 2020 at 05:00 P.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 2nd Extraordinary General Meeting of the Company held on Saturday, the 08th day of February, 2020 at 05:00 P.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	Alteration in object clause of the Memorandum of Association of the Company			
2	Increase in Authorised Share Capital of the Company and Consequent Alteration of Capital Clause of Memorandum of Association			

Signed this.....day of.....2020

.....
Signature of Member

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

Affix revenue
stamp not
less than Re.
1/-

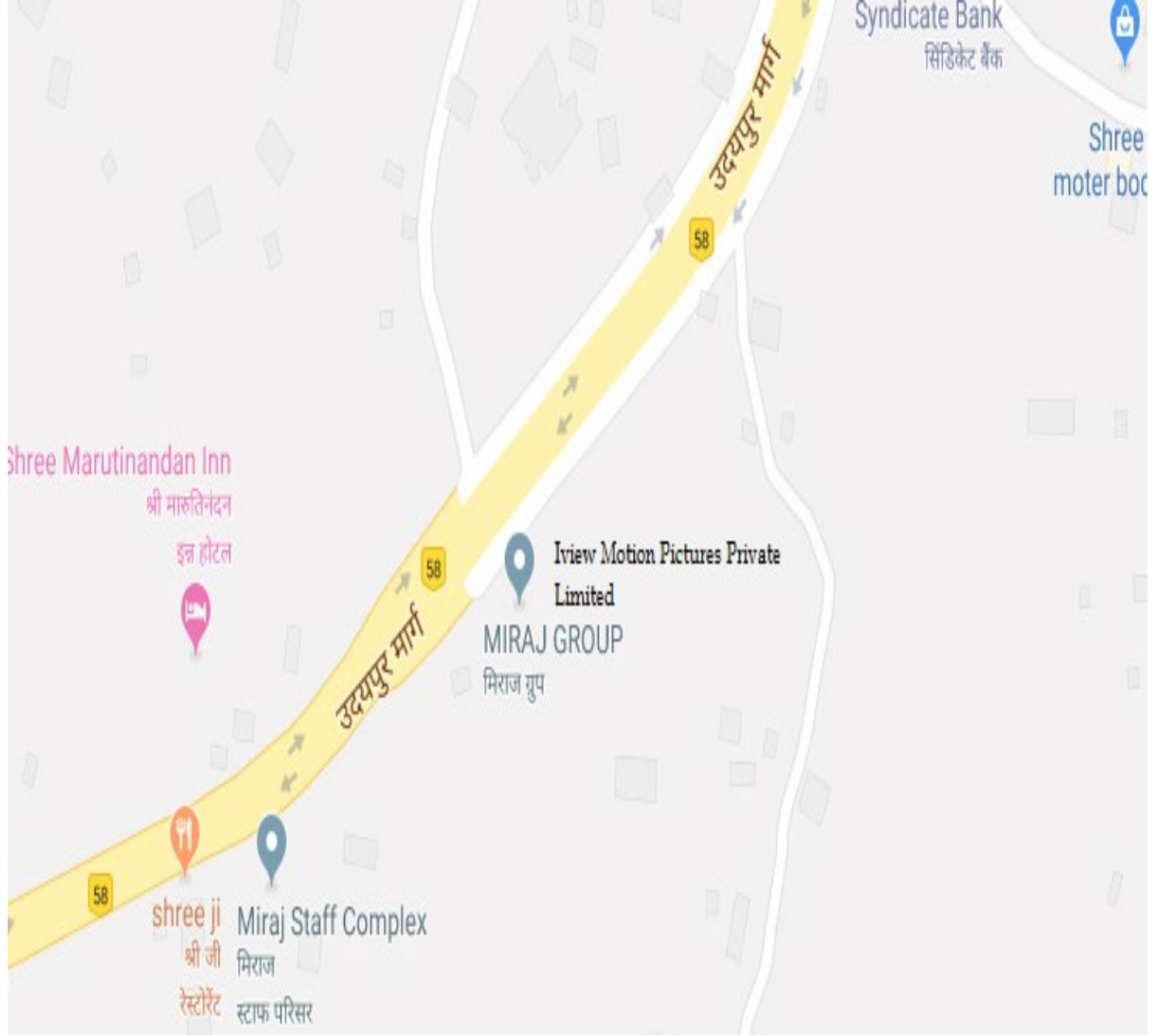
Notes:

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



Iview Motion Pictures Private Limited

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 :

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