





# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

## NOTICE

**NOTICE** is hereby given that the 12<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the Members of **IVIEW MOTION PICTURES PRIVATE LIMITED** will be held on Saturday, the **26<sup>th</sup> day of September, 2020 at 10.00 A.M.** at the registered office of the company at 301, 3<sup>rd</sup> Floor, Acme Plaza 2, Andheri Kurla Road, Opp. Sangam Theatre, Andheri (E), Mumbai, Maharashtra, India, PIN-400059 to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF AUDITED FINANCIAL STATEMENT TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS:**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 and the Report of the Board of Directors (“the Board”) and Auditors thereon.

### **SPECIAL BUSINESS:**

#### **2. APPOINTMENT OF MR. ANKIT DEOPURA (DIN: 08635911) AS A DIRECTOR [PROFESSIONAL-EXECUTIVE] OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, if any and rules made there under, Mr. Ankit Deopura (DIN: 08635911), who was appointed as an additional director of the Company by the Board at its meeting held on 13<sup>th</sup> December, 2019 in terms of Section 161 of the Companies Act, 2013 and Article 64 of Articles of Association of the Company (“AOA”), to hold the office up to conclusion of this Annual General Meeting, be and is hereby appointed as a Director [Professional-Executive] of the Company.”


#### **3. APPOINTMENT OF MR. RAKESH LASOD (DIN: 08636245) AS A DIRECTOR [PROFESSIONAL-EXECUTIVE] OF THE COMPANY:**

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



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

**“RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, if any and rules made there under, Mr. Rakesh Lasod (DIN: 08636245), who was appointed as an additional director of the Company by the Board at its meeting held on 13<sup>th</sup> December, 2019 in terms of Section 161 of the Companies Act, 2013 and Article 64 of Articles of Association of the Company (“AOA”), to hold the office up to conclusion of this Annual General Meeting be and is hereby appointed as a Director [Professional-Executive] of the Company.”

#### **4. CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE:**


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

**“RESOLVED THAT,** in supersession of the Special Resolution adopted at 06<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2014 and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after called "the Board" which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of INR 150,00,00,000 (Indian Rupees One Hundred Fifty Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** in case of divestment of the investment, the Directors of the Company be and are hereby authorized to sign the necessary applications, papers, forms, documents etc. for effective implementation of decision of divestment taken by the Company from time to time.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.”

## **5. CONVERSION OF LOAN INTO SHARES:**


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 Section 62 (3) 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), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing / loan documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not, including outstanding interest thereon), (as already stipulated or as may be specified by the Financial Institutions / Banks / Companies / Body Corporate / Persons etc. under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed by the Company) under the lending arrangements, (existing and/or future arrangements), with various Financial Institutions / Banks / Companies / Body Corporate / Persons etc. (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the “Financial Assistances”), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, in one or more tranches, not exceeding INR 1,50,00,00,000 (Indian



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

Rupees One Hundred Fifty Crores Only), each such Financial Assistances being separate and distinct from the other, into fully paid up shares of the Company on such terms and conditions as may be stipulated in the financing / loan documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

1. the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
2. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
3. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted.
4. the loans shall be converted into shares at a price to be determined by the Board of Director of the Company, in accordance with the applicable Laws / Regulations at the time of such conversion.


**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing / loan documents.

**RESOLVED FURTHER THAT** on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up shares in the Company to such Lenders.



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

By Order of the Board of Directors  
For **IVIEW MOTION PICTURES PRIVATE LIMITED**

Name: **Rakesh Lasod**  
Designation: **Additional Director**  
DIN: **08636245**


Date: 31<sup>st</sup> August, 2020  
Place: Nathdwara

Address: **House No. 54, Sector 6, Hiran Magri,  
Manwa Khera (Rural), Udaipur, Rajasthan, India, PIN-313002**



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

## **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, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Member maintained under Section 88 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 09:00 A.M. to 06:00 P.M. The said Registers shall also be produced at the commencement of Annual General Meeting and shall remain open and



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

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

All documents referred to in the Notice will be available for inspection of the members at the Company's registered office on all working days during business hours i.e. from 09:00 A.M. to 06:00 P.M. and shall also be placed in the ensuing AGM 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 Statements, 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 AGM.

## 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 / AADHAAR Card or Driving License and tender at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

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



 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

## 10. ROUTE MAP:

Route Map showing directions to reach to the venue of the AGM is given at the end of this Annual Report.

11. A brief details / resume of Mr. Ankit Deopura and Mr. Rakesh Lasod, Director(s) seeking appointment or re-appointment is given below:

### DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AND/OR FIXATION OF REMUNERATION FOR ITEM NO, 2 & 3 AS REQUIRED UNDER POINT 1.2.5 OF SECRETARIAL STANDARD-2

Name of Director	Mr. Ankit Deopura	Mr. Rakesh Lasod
DIN	08635911	08636245
Date of Birth	13/10/1991	16/01/1976
Nationality	Indian	Indian
Qualifications	Bachelor's degree in Computer Science Engineering [B. Tech.] from Pacific University and also done Digital Marketing Course from DSIM with Certification from Google.	Master's degree in Commerce (M.Com)
Expertise in specific Functional Areas	Having vast practical business experience of more than five (5) years in Branding & Digital Marketing Field.	Having vast practical business experience of more than twenty-five (25) years in Accounts and Finance Field.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointment / Regularization as a Director of the Company. Mr. Ankit Deopura is drawing remuneration of Rs. 1,54,000 (Rupees One Lakh Fifty-Four Thousand only) per month as salary and the same is being proposed / sought to be paid on appointment.	Appointment / Regularization as a Director of the Company. No remuneration is being proposed / sought to be paid on appointment.





# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

1800 120 3699

www.orionators.com

The remuneration last drawn	Rs. 1,40,000 (Rupees One Lakh Forty Thousand only) per month.	NIL
Date of first appointment on the Board	13/12/2019	13/12/2019
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Ankit Deopura and other members of the Board and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Rakesh Lasod and other members of the Board and Key Managerial Personnel of the Company
The number of Meetings of the Board attended during the financial year 2019-20	1 (One)	1 (One)
Other Directorships, Membership / Chairmanship of Committees of other Boards	Directorship: Nil	Directorship: Nil
	Chairperson of Committees: Nil	Chairperson of Committees: Nil
	Member of Committees: Nil	Member of Committees: Nil

By Order of the Board of Directors  
For IVIEW MOTION PICTURES PRIVATE LIMITED

Name: **Rakesh Lasod**  
Designation: **Additional Director**  
DIN: **08636245**


Date: 31<sup>st</sup> August, 2020  
Place: Nathdwara

Address: **House No. 54, Sector 6, Hiran Magri,  
Manwa Khera (Rural), Udaipur, Rajasthan, India, PIN-313002**




# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"):**

### **ITEM NO. 2: APPOINTMENT OF MR. ANKIT DEOPURA (DIN: 08635911) AS A DIRECTOR [PROFESSIONAL EXECUTIVE] OF THE COMPANY:**

The Board of Directors had appointed Mr. Ankit Deopura (DIN: 08635911) as an Additional Director w.e.f 13<sup>th</sup> December, 2019.

In terms of Section 161 of the Companies Act, 2013 read with Article 64 of the Articles of Association of the Company, Mr. Ankit Deopura (DIN: 08635911) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Ankit Deopura, being eligible has offered himself for appointment as a Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Ankit Deopura as Director [Professional-Executive] of the Company. The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

In this context, the Company has received from Mr. Ankit Deopura (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Additional information in respect of Mr. Ankit Deopura, pursuant to standard 1.2.5 of the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

None of the director, key managerial personnel or their relatives, except Mr. Ankit Deopura (DIN: 08635911), to whom the resolution relates, are interested or concerned, financially or otherwise, in the resolution.

### **ITEM NO. 3: APPOINTMENT OF MR. RAKESH LASOD (DIN: 08636245) AS A DIRECTOR [PROFESSIONAL EXECUTIVE] OF THE COMPANY:**


The Board of Directors had appointed Mr. Rakesh Lasod (DIN: 08636245) as an Additional Director w.e.f 13<sup>th</sup> December, 2019.

In terms of Section 161 of the Companies Act, 2013 read with Article 64 of the Articles of Association of the Company, Mr. Rakesh Lasod (DIN: 08636245) holds office as an Additional




# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

Director only up to the date of the forthcoming Annual General Meeting. Mr. Rakesh Lasod, being eligible has offered himself for appointment as a Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Rakesh Lasod (DIN: 08636245) as Director [Professional-Executive] of the Company. The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

In this context, the Company has received from Mr. Rakesh Lasod (DIN: 08636245) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. Additional information in respect of Mr. Rakesh Lasod (DIN: 08636245), pursuant to standard 1.2.5 of the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

None of the director, key managerial personnel or their relatives, except Mr. Rakesh Lasod (DIN: 08636245), to whom the resolution relates, are interested or concerned, financially or otherwise, in the resolution.


#### **ITEM NO. 4: CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE:**

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

The shareholders of the Company had, by a special resolution passed at their 06<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2014, authorized / empowered the Board of Directors to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto a maximum aggregated amount of INR 25,00,00,000 (Indian Rupees Twenty Five Crores Only) outstanding at any point of time, over and above the permissible limited under Section 186 (2) of the Act (being sixty percent of the Company's paid-up share capital, free reserves and securities premium account or one hundred per cent of the Company's free reserves and securities premium account, whichever is more).

In view of increased turnover and profitability during past years, sometime company may have spare funds. Further for better utilization of funds available with the company and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No. 4 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Directors recommend the Special Resolution as set out at Item No. 4 of the accompanying Notice, for Members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.


#### **ITEM NO. 5: CONVERSION OF LOAN INTO SHARES:**

In line with the regulatory changes in the recent past, the changes in the Companies Act, 1956, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Financial Institutions / Banks / Companies / Body Corporate / Persons etc. (hereinafter referred to as the "Lenders") to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assurances"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, in one or more tranches, at their option, into shares of the Company upon such terms and conditions as may be deemed appropriate by the



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

Board, at a price to be determined in accordance with the applicable Laws / Regulations at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No. 5, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by the Financial Institutions / Banks / Companies / Body Corporate / Persons etc. under the financing documents already executed or to be executed in respect of the Financial Assistances availed/to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assistances into shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board, at a price to be determined in accordance with the applicable Laws / Regulations at the time of such conversion.

Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances (including option to convert loan into shares) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested / concerned in this resolution, except to their respective shareholdings in the Company, if any.

By Order of the Board of Directors  
For **IVIEW MOTION PICTURES PRIVATE LIMITED**

Name: **Rakesh Lasod**  
Designation: **Additional Director**  
DIN: **08636245**

**Date:** 31<sup>st</sup> August, 2020  
**Place:** Nathdwara

**Address:** House No. 54, Sector 6, Hiran Magri,  
**Manwa Khera (Rural), Udaipur, Rajasthan, India, PIN-313002**



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

1800 120 3699

www.orionators.com

## ATTENDANCE SLIP

CIN	:	U92120MH2008PTC185526
Name of the Company	:	<b>Iview Motion Pictures Private Limited</b>
Registered Office	:	301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road, Opp. Sangam Theatre, Andheri (E), Mumbai, Maharashtra, India, PIN-400059

### 12<sup>th</sup> Annual General Meeting

Folio No.	:	
No. of shares held	:	

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

I hereby record my presence at the 12<sup>th</sup> Annual General Meeting of the Company on Saturday, the 26<sup>th</sup> day of September, 2020 at 10.00 A.M. at the registered office of the Company at 301, 3<sup>rd</sup> Floor, Acme Plaza 2, Andheri Kurla Road, Opp. Sangam Theatre, Andheri (E), Mumbai, Maharashtra, India, PIN-400059

.....  
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 Annual Report to the AGM.



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

1800 120 3699

www.orionators.com

## 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	:	<b>Iview Motion Pictures Private Limited</b>
Registered Office	:	301, 3rd 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 12<sup>th</sup> Annual General Meeting of the Company on Saturday, the 26<sup>th</sup> day of September, 2020 at 10.00 A.M. at the registered office of the Company at 301, 3<sup>rd</sup> Floor, Acme Plaza 2, Andheri Kurla Road, Opp. Sangam Theatre, Andheri (E), Mumbai, Maharashtra, India, PIN-400059 and at any adjournment thereof in respect of such resolutions as are indicated below:



# IVIEW MOTION PICTURES PRIVATE LIMITED

CIN : U92120MH2008PTC185526

REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

1800 120 3699

www.orionators.com

Resolution No.	Resolution	Vote (Optional See Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	ADOPTION OF AUDITED FINANCIAL STATEMENT TOGETHER WITH REPORT OF THE BOARD OF DIRECTORS AND AUDITORS			
<b>SPECIAL BUSINESS</b>				
2	APPOINTMENT OF MR. ANKIT DEOPURA (DIN: 08635911) AS A DIRECTOR OF THE COMPANY			
3	APPOINTMENT OF MR. RAKESH LASOD (DIN: 08636245) AS A DIRECTOR OF THE COMPANY			
4	CONSENT OF MEMBERS FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE			
5	CONVERSION OF LOAN INTO SHARES			

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

.....

Signature of Member

.....

Signature of Proxy holder(s)

Affix  
revenue  
stamp of 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.





# IVIEW MOTION PICTURES PRIVATE LIMITED

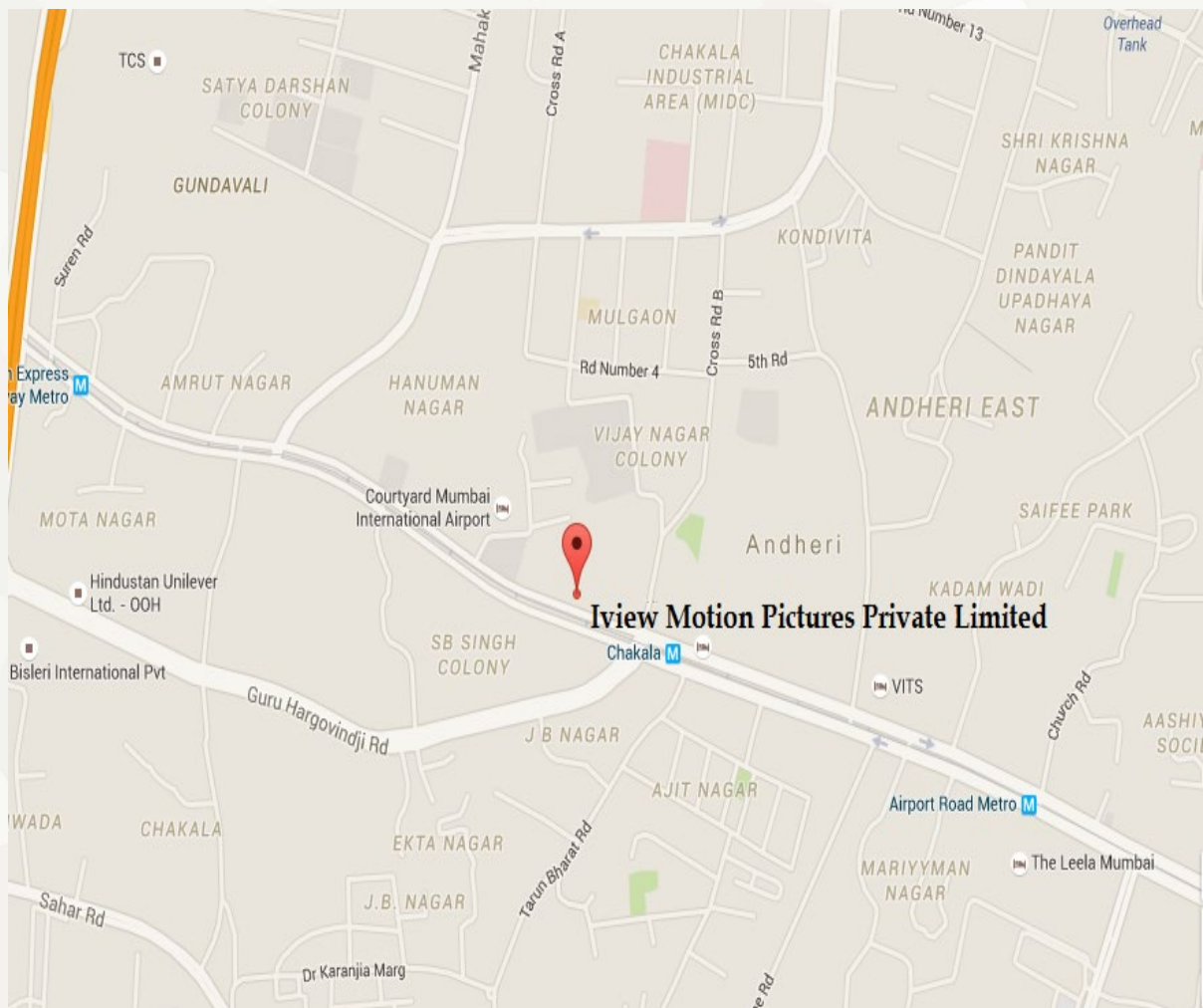
CIN : U92120MH2008PTC185526

 REGISTERED OFFICE  
301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road,  
Opp. Sangam Theatre, Andheri (E),  
Mumbai, Maharashtra, India, PIN-400059

 1800 120 3699

 [www.orionators.com](http://www.orionators.com)

## Route map of the venue of the 12<sup>th</sup> Annual General Meeting of Iview Motion Pictures Private Limited



### **Iview Motion Pictures Private Limited**

301, 3rd Floor, Acme Plaza 2, Andheri Kurla Road, Opp. Sangam Theatre,  
Andheri (E), Mumbai, Maharashtra, India, PIN-400059

**If undelivered,**

**Please return to Registered Office of the Company at:**

**Iview Motion Pictures Private Limited**

**301, 3<sup>rd</sup> Floor, Acme Plaza 2, Andheri Kurla Road, Opp. Sangam Theatre,  
Andheri (E), Mumbai, Maharashtra, India, PIN-400059**