

B4U Television Network India Limited

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of B4U Television Network India Limited will be held on Monday, the 25th Day of April, 2016 at 4.00 P.M. at the registered office of the company situated at B4U House, Plot No. 114, Road No. 15, Next to SRL Ranbaxy, MIDC, Andheri (East), Mumbai 400093 to transact the following business:

SPECIAL BUSINESS:

Creation of Charges/Mortgages on the moveable and immoveable properties of the Company, both present and future, in respect of borrowings:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/ or hypothecations, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or

on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), for securing the borrowings of the Company and its Subsidiary Companies to be availed by way of loans(s) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company and its subsidiary companies (hereinafter ‘loans’), from time to time, provided that the total amount of loans(s) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debts instruments of Company and Subsidiary Companies for which the charge/mortgages is required to be created shall not at any time exceed Rs. 30 Crores (Rupees Thirty Crores Only) in aggregate (apart from temporary loans obtained / to be obtained from the Company’s bankers in the ordinary course of business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment/ redemption, all costs, charges, expenses including any increase as a result of devaluation, revaluation and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company, Subsidiary Companies and the lender(s), Agent(s) and Trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to

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finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.”

For B4U Television Network India Limited,

Sd/-

**Sandeep Gupta
Director and CFO
DIN: 00589505**

Place: Mumbai

Date: 23rd March, 2016

Registered Office:

Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy,
MIDC, Andheri (East), Mumbai – 400093,
Maharashtra

CIN: U92100MH1999PLC118165

Email: B4U@B4Uworld.com

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company.

A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company.

Any Member holding more than 10% of the total Equity Share Capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member.

The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra Ordinary General Meeting is annexed hereto.

3. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution or Committee Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.

4. Members are requested to bring their attendance slip to the meeting.

For B4U Television Network India Limited,

Sd/-

**Sandeep Gupta
Director and CFO
DIN: 00589505**

Place: Mumbai

Date: 23rd March, 2016

Registered Office:

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EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

The members are hereby informed that as per provisions of Section 180 (1) (a) of the Companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution.

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Accordingly, it is proposed to pass an enabling special resolution authorizing the Board to create charge on the moveable and immoveable properties of the Company for a value of loans(s) and/or debentures (convertible / non-convertible / secured / unsecured) and/or securities in the nature of debts instruments of not exceeding Rs. 30 Crores (Rupees Thirty Crores Only) for the Company and its Subsidiary Company for which charge/mortgage is required to be created.

The Directors recommend the resolution for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution

For B4U Television Network India Limited,

Sd/-

Sandeep Gupta

Director and CFOs

DIN: 00589505

Place: Mumbai

Date: 23rd March, 2016

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