

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 29th day of January, 2016 at 04.30 PM at the registered office of the company situated at Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093, Maharashtra to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT subject to the provisions of the Section 42, Section 62 and all other applicable provisions, if any, of the Companies Act 2013 (the Act) (including any statutory modification(s) or reenactment thereof) and in accordance with Chapter III – The Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company, the consent of members of the company be and is hereby accorded to offer and make Private Placement of 74,00,000 (Seventy Four Lakhs) Equity Shares of Rs. 10 each at Rs. 65 (Rupees Sixty Five Only) per share (Including Premium of Rs. 55 (Rupees Fifty Five Only) per share) aggregating to Rs. 48,10,00,000 (Rupees Forty Eight Crores Ten Lakhs Only). The Share which are valued at Rs. 64.97/- (Rupees Sixty Four and Ninety Seven Paise) per share as per Discounted Cash Flow Valuation to the investors named

below including their group / affiliate /associated entity (the “Investors”) on private placement basis in one or more tranches but within period of 12 months from the date of receipt of approval from the shareholders and on such terms and conditions and in such manner as may be decided by the Board to the following investors:

Sr. No.	1
Name of the proposed Allottee	LMB Holdings (Mauritius) Limited
Category / Class	Body Corporate
Address	IFS Court, 28, Cyber City, Ebene, Mauritius
Occupation	Business

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted pursuant to this resolution shall rank pari passu in all respects with the existing fully paid up equity shares of the Company, including entitlement to dividend.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the equity shares, including reduction of the issue size, as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby instructed to get the shares allotted pursuant to this resolution and the resolution be acted upon within a period of 12 months from the date of receipt of Approval from the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving difficulties, effecting modifications to the foregoing (including any modifications to the terms of the issue), seek

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requisites approvals from the Appropriate Authorities, appointment of consultants, advisors and other agencies and to do all such acts, deeds and things as may be necessary and expedient for the purpose of issue and allotment of equity shares by way of Private Placement.

RESOLVED FURTHER THAT the draft of private placement offer letter as approved by the Board of Directors of the Company be and hereby taken on record.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors of the Company to give effect to this resolution.”

**For B4U Television Network India Limited,
Sd/-
Sandeep Gupta
Director and CFO
DIN: 00589505**

Place: Mumbai

Date: 23rd December, 2015

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 December, 2015

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

As required by section 102 of the Companies Act 2013 (Act), the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

The Board on 23rd December, 2015, subject to necessary approval(s), has approved the proposal for raising funds up to Rs. 48,10,00,000 (Rupees Forty Eight Crores Ten Lakhs Only) by way of issue of equity shares on preferential basis through private placement.

The Information on Private Placement of shares are as follows:

(a) Object/s of the issue:

The private placement offer is made for making downstream investment in its wholly owned subsidiary B4U Broadband (India) Private Limited for funding its operating cost, working capital needs and to meet the fund requirement for execution of the various projects for growth and development of the subsidiary company. With availability of additional capital the subsidiary company will look forward for expansion in media and broadcasting sector by increasing its revenue and profitability.

(b) Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to the 74,00,000 (Seventy Four Lakhs) Equity Shares of Rs. 10 each at Rs. 65 (Rupees Sixty Five Only) per share (Including Premium of Rs. 55 (Rupees Fifty Five Only) per share) aggregating to Rs.

48,10,00,000 (Rupees Forty Eight Crores Ten Lakhs Only).

(c) Shareholding before and after the issue of shares involved in the present resolution is as below:

Pre Issue Paid Up Share Capital	Rs. 14,34,10,080
Current Private Placement Offer	Rs. 7,40,00,000
Post Issue Paid Up Capital	Rs. 21,74,10,080

(d) Relevant Date:

Relevant Date for the purpose of private placement is 23rd December, 2015 which is the date on which the Board of Directors have approved private placement of shares.

(e) Pricing of Private Placement offer:

The private placement offer is valued on the basis of valuation done by Independent Valuer following Discounted Cash Flow Method for valuation of equity shares of the Company.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of Equity Shares aggregating an amount not exceeding Rs. 48,10,00,000 (Rupees Forty Eight Crores Ten Lakhs Only) and to offer and allot such Equity Shares on a private placement basis in one or more tranches but

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within a period of 12 months from the date of receiving members approval.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

The Board recommends passing of the resolution set out as a Special Resolution.

For B4U Television Network India Limited,

Sd/-

Sandeep Gupta

Director and CFO

DIN: 00589505

Place: Mumbai

Date: 23rd December, 2015

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