

Notice of Fourth Annual General Meeting

NOTICE is hereby given that the Fourth Annual General Meeting of the members of Photon Interactive Private Limited will be held on Friday, September 30, 2016 at 03.00 P.M at 2nd Floor, Block 5, DLF IT SEZ, 1/124, Mount Poonamallee Road, Manapakkam, Chennai 600 089 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the Year Ended March 31, 2016, Cash Flow Statement and the Audited Balance Sheet as at that date and the Report of the Directors and Auditors thereon.
2. To appoint statutory auditors of the Company and to fix the remuneration by passing the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 and the Rules made thereunder from time to time, K. S. Jagannathan & Co., Chartered Accountants, be and are hereby appointed as the auditors of the Company, to hold office for a term of 5 years from the conclusion of this 4th Annual General Meeting till the conclusion of the 9th Annual General Meeting (subject to ratification of the appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting) in respect of the Financial years beginning April 1, 2016 and ending March 31, 2021, and that the remuneration may be paid as agreed upon between the auditors and the Board of Directors”

SPECIAL BUSINESS:

Special resolution for approval of the limits for the Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013

3. To consider and fit, to pass with or without modifications if any, the following as a Special Resolution:

“RESOLVED THAT, pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its powers) Rules, 2014 and subject to such approvals as may be necessary including but not limited to Shareholders approval ; the consent of the Company be and is hereby accorded by the Board of Directors of the Company (including

any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make Investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceed Rupees Five Hundred Crores.

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, within the aforesaid limits including the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

Explanatory Statement

To achieve its business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or as and when required.

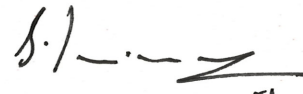
Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the 4th Annual General Meeting for an amount not exceeding Rupees Five Hundred Crores outstanding at any time notwithstanding that such investments are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

For Photon Interactive Private Limited,



Director

BS

Registered Office:

II Floor, Block 5, DLF IT SEZ,
1/124, Mount Poonamallee Road,
Manapakkam, Chennai 600 089

Place: Chennai

Date: September 05, 2016

Notes:

1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy should be a member of the company. The proxies, in order to be valid and effective, must be delivered to the registered office of the company at least forty-eight hours before the commencement of the meeting.

2) Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the Annual General Meeting.