

MEDIAONE GLOBAL ENTERTAINMENT LIMITED

Registered Office: Mataji Complex, Flat No. 32, No..1/38, WALLERS ROAD, 1st Lane, Mount Road, Chennai -600002, Tamilnadu, India.

Phone: +91 44 4204 1112 Fax: +91 44 4214 6321 Website:
info@mediaoneglobal.in

CIN: L65993TN2002PLC065402

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the members of the Company will be held on Monday, 30th September 2019 at 11.00 AM at Mataji Complex, Flat No. 32, Old No. 1/38, New No 1/38, Wallers Road, 1st Lane, Mount Road, Chennai 600002, Tamil Nadu, India.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the company for the financial year ended 31st March 2019, the balance sheet as at that date and the reports of the auditors and directors thereon.
2. To appoint a Director in place of Mr. Suryaraj Kumar, (DIN: 00714694), Who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Suryaraj Kumar (DIN: 00714694), who retires by rotation be and is hereby re-appointed as a Director of the Company liable to retire by rotation and that he shall continue as Director for the remaining period of tenure of appointment.

SPECIAL BUSINESS

3. To Consider and, if thought fit, to pass without modification(s), the following as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, applicable provisions of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Saraswathy Gopalan, (DIN: 08372677) who was appointed as an Additional Director

on 25th February 2019 and who had submitted declaration that she meets the criteria of independence as provided under Section 149 of the Companies Act and SEBI Regulations be and is hereby appointed as Non-executive Independent Director of the Company for a period of 5 years upto 25.02.2024, not liable to retire by rotation”

RESOLVED FURTHER THAT, any Director of the Company be and is hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”.

4. To Consider and, if thought fit, to pass without modification(s), the following as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions if any of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 and the Applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) Mr. Timothy (holding DIN: 01921176) who was appointed as an independent Director w.e.f 12.09.2014, for a period of 5 years, being eligible for re-appointment, Mr. Timothy be and is hereby re-appointed as an independent director of the Company for a further period of 5 consecutive years ie., till 12th September 2024.”

“RESOLVED FURTHER THAT, any Director of the Company be and is hereby severally authorized to sign the requisite forms/documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”.

By order of the Board of Director

Sd/-

SURYARAJ KUMAR

Place: Chennai

Date: 14/08/2019

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE, AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.

- b) Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letter head of the Company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized Power of Attorney, authorizing their representatives to attend and vote on their behalf at the Meeting.
- c) The instrument appointing proxy (duly completed, stamped and signed) in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the 37th Annual General Meeting of the company.
- d) 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 in advance.
- e) The Members / Proxies / Authorised Representatives are requested to bring the duly filled Attendance Slips and their copy of Annual Report enclosed herewith to attend the Meeting.
- f) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Monday, 23rd September 2019 to Sunday, 29th September 2019 (both days inclusive) for the purpose of Annual General Meeting.
- g) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.
- h) The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 setting out material facts in respect of the special business under Item No.3 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (LODR) REGULATIONS, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director under Item No.2 of the Notice, are also annexed.
- i) In accordance with the provisions of Section 191 of the Companies Act, 2013 and Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, this Notice and the Annual Report of the Company for the financial year 2018 – 19 are

being sent by e-mail to those Members whose e-mail address are available with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the company by the Depositories.

- j) Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank

account details, if any, to their respective Depository Participant(s) and to the Registrar and Share Transfer Agents, Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai 600002, Ph No.28460390, quoting their Folio Number (s).

- k) Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

- l) Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the Meeting.

- m) All documents referred to in the accompanying Notice and the explanatory statement requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection at the Registered Office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Annual General Meeting.

- n) With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act, 2013 has been brought into force. In terms of the said section read with section 152 (6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.

- o) Profile of directors seeking re-appointment is provided in the report on corporate governance, which forms an integral part of this annual report.

- p) Information in respect of such unclaimed dividend when due for transfer to the Investor Education and Protection Fund.

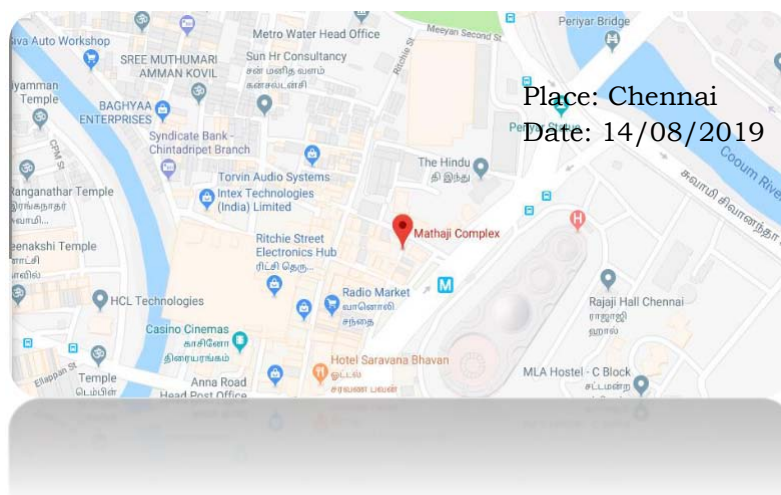
The Company does not have any unpaid dividends which are due for transfer to the Investor Education and Protection Fund as on 31st March 2019.

Voting through electronic means:

- 1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (LODR) Regulations 2015, the Company could not provide the e-voting facility to the members since the demat data could not be got activated from the depositories through RTA. Hence voting by ballot paper at the AGM venue is only arranged.

Voting through Postal Ballot at the venue:

- 2) Members can attend the meeting either in person or proxy and can vote either in person or through proxy.
- 3) Those who have casted vote through postal ballot cannot vote at the meeting but can attend and participate in the meeting.
- 4) The manner of voting for Members being present in the AGM will be on “proportion principle” i.e. one share one vote unlike one person one vote principle as on record date of 19th September 2019.
- 5) Mrs. Lakshmmi Subrmanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (FCS 3534, C.P.No.1087) has been appointed as the Scrutinizer to scrutinize the Ballot voting process (non-e-voting) at the AGM in a fair and transparent manner.
- 6) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer for all those members who are present at the AGM.
- 7) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and shall make, not later than 48hrs of the conclusion of the AGM, a scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 8) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 9) Route Map showing directions to reach the venue of the 37th AGM is as under:



By Order of the Board of Director

Sd/-
Suryaraj Kumar

**INFORMATION AS REQUIRED UNDER REGULATION 36 (3) SEBI (LODR) REGULATIONS,
2015 IN RESPECT OF DIRECTORS BEING APPOINTED /REAPPOINTED**

Particulars of Directors	Mr.Saraswathy Gopalan
Date of Birth	19.11.1978
Date of Appointment	25.02.2019
Qualifications	Graduate
Expertise in specific functional areas	Business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Nil
Chairmanships / Memberships Of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	Member of the following committees of Mediaone Global Entertainment Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Shareholders Relationship Committee
Number of shares held in the Company	Nil
Relationship with other Directors/KMP	Nil

Particulars of Directors	Mr. Timothy Alfred Joseph Moses
Date of Birth	18/04/1973
Date of Appointment	12/09/2014
Qualifications	Graduate
Expertise in specific functional areas	Business
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	Metronet Multimedia Private Limited
Chairmanships / Memberships Of Committees of other Public Companies i. Audit Committee ii. Stakeholders Relationship Committee iii. Nomination and Remuneration Committee	Member of the following committees of Mediaone Global Entertainment Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Shareholders Relationship Committee
Number of shares held in the Company	Nil
Relationship with other Directors/KMP	NIL

Place: Chennai
Date: 14/08/2019

By Order of the Board

Suryaraj Kumar

ANNEXURE TO THE NOTICE

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

Item No. 3

Ms.Saraswathy Gopalan, aged 41 years was co-opted as a Director of your Company with effect from 25.02.2019. The particulars are annexed to the Notice.

Under Sec.161 of the Companies Act, 2013, she holds office as Additional Director upto the date of Annual General Meeting. After taking into account the eligibility criteria, as well as the experience and expertise of Ms.Saraswathy Gopalan, the Nomination and Remuneration Committee has recommended the appointment as a Director on the Board. Notice has also been received from a member intimating his intention to propose the appointment of Ms.Saraswathy Gopalan as a Director (Independent Director) at the ensuing Annual General Meeting. The Board of Directors considers that her appointment as a Director (Independent Director) will be in the interest of the Company and recommends the acceptance of the resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above resolution.

Item No. 4:

Mr. Timothy Alfred Joseph Moses (holding DIN 01921176) was appointed as an Independent Director of the company pursuant to Section 149 and 152 of the Companies Act 2013 for five years effective from 12th September 2014. Pursuant to the provisions of Section 152(2) of the Companies Act, 2013 for reappointment of the independent Director, for further term of five years up to 12.09.2024, a Special resolution is required to be passed in the General Meeting. Brief profile of Mr. Timothy Alfred Joseph Moses was annexed to the notice.

Considering the rich experience of Mr. Timothy that will be available to the Company, the Board recommends to pass the Special Resolution given in item No.4.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Date: 14.08.2019

By the order of the Board

Place: Chennai

Suryaraj Kumar
Sd /-