

LAMBDA CONTENT INDIA PRIVATE LIMITED

Regd. Off: 20 Poincare ST, Keerapalayam, Puducherry

CIN: U93000PY2017PTC008168, Email: murali.nair@partnersgroup.com, Telephone: 0413-2206243

NOTICE

Notice is hereby given that 4/2017-18 extraordinary general meeting of the members of the Company will be held on Thursday, 16th November, 2017 at 02:00 P.M. At 20 Poincare ST, Keerapalayam, Puducherry on shorter notice to transact the following business:

1. INCREASE IN AUTHORISED SHARE CAPITAL:

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

"RESOLVED THAT pursuant to the provisions of Section 61, and other applicable sections of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) thereto, or re-enactments thereof, for the time being in force), the consent of Shareholders be and is hereby accorded to increase the authorised share capital of the Company from the existing Rs. 1,64,87,46,400 (Rupees One Hundred Sixty Four Crores Eighty Seven Lac Forty Six Thousand Four Hundred Only) divided into 1,64,87,464 (One Crore Sixty Four Lac Eighty Seven Thousand Four Hundred Sixty Four) equity shares of Rs. 100 (Rupees One Hundred only) each to Rs.1,65,10,00,000 (Rupees One Hundred Sixty Five Crores Ten Lac Only) divided into 1,65,10,000 (One Crore Sixty Five Lac Ten Thousand) equity shares of Rs. 100 (Rupees One Hundred only) each.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions."

2. ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of section 13, 61 and other applicable provisions of the Companies Act, 2013 and rules thereunder (including any statutory modification(s) thereto, or re-enactments thereof, for the time being in force), the consent of Shareholders be and are hereby accorded for substituting clause V of the Memorandum of Association with the following clause:

"V. The Authorised Share Capital of the company is Rs.1,65,10,00,000 (Rupees One Hundred Sixty Five Crores Ten Lac Only) divided into 1,65,10,000 (One Crore Sixty Five Lac Ten Thousand) equity shares of Rs. 100 (Rupees One Hundred only) each."

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions."

Certified to be true

For Lambda Content India Private Limited

Sgd

Dipika Jain

Company Secretary

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Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting at the Registered Office of the Company.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.
4. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution/ Power of Attorney/ Authorization Letter, authorizing their representative to attend and vote at the Meeting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

The following explanatory statement pursuant to section 102 of the Companies Act, 2013 ("Act") sets out all the material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying notice:

ITEM NO. 1 & 2

The Board proposes to raise funds up to Rs.21,00,000/- (Rupees Twenty One Lac Only) by issuing further equity shares on right basis, in order to effectively execute the various projects of the Company therefore it is proposed to increase the authorised share capital to Rs.1,65,10,00,000 (Rupees One Hundred Sixty Five Crores Ten Lac Only) divided into 1,65,10,000 (One Crore Sixty Five Lac Ten Thousand) equity shares of Rs. 100 (Rupees One Hundred only) each and raise additional funds through issue of shares.

The proposed increase in authorised capital requires the alteration of memorandum of association.

A copy of the memorandum of association along with the proposed amendments is available for inspection by the members in the registered office of the Company on all working days during office hours of the Company till the conclusion of the Extra Ordinary general Meeting.

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, except to the extent of their shareholding.

The Board recommends the resolution for the approval by the shareholders.

Certified to be true

For Lambda Content India Private Limited

Sgd

Dipika Jain

Company Secretary

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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	U93000PY2017PTC008168
Name of the Company	Lambda Content India Private Limited
Registered Office	20 Poincare ST, Keerapalayam Puducherry Pondicherry PY 605004

Extra-Ordinary General Meeting –16th November, 2017

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	
DP ID	

I/We, being the member (s) of .shares of the above named company, hereby appoint

Name	
Address	
Email Id	
Signature	

or failing him/her :

Name	
Address	
Email Id	
Signature	

or failing him/her :

Name	
Address	
Email Id	
Signature	

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Thursday, 16th November, 2017 at 02:00 P.M., at the registered office of the Company at 20 Poincare ST, Keerapalayam, Puducherry and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution Number	Resolution	Vote		
		For	Against	Abstain
Special Business				
1.	Increase Authorised Share Capital of the Company			
2.	Alteration of capital clause in the Memorandum Of Association of the Company			

Signed this _____ day of _____, 2017

Signature of Shareholder

Signature of Proxy holder(s)

Note:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

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ATTENDANCE SLIP EXTRA-ORDINARY GENERAL MEETING

(Please complete this attendance slip and hand it over at the entrance of the Hall)

DP ID*	Name & Address of Registered Shareholder(s)
Client ID*	
Registered Folio Number	
No. of Shares Held	

**Applicable for Shareholding in Electronic Form*

- I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.
- I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Thursday, 16th November, 2017 at 02:00 P.M., at the registered office of the Company at 20 Poincare ST, Keerapalayam, Puducherry.
- I hereby give my consent to receive the Annual Reports and Accounts and other documents permissible to be sent through electronic mode, on my email instead of physical form.

Signature of
Shareholder/Proxy

NOTE: Members/Proxy holders are requested to bring this attendance slip duly filled in and signed with them when they come to the meeting. No attendance slip will be issued at the venue of the meeting.

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Route Map

