

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Planetcast Media Services Limited will be held on Thursday, the 21st day of September, 2017 at 12.00 p.m. at Chelmsford Club, 1, Raisina Road, New Delhi - 110001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2017 together with the Report of the Directors and the Auditors thereon;
 - b. the Audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2017 together with the Report of the Auditors thereon.
2. To confirm the interim dividend paid on Equity Shares of the Company for the financial year ended on March 31, 2017.
3. To confirm the interim dividend paid on Preference Shares of the Company for the financial year ended on March 31, 2017.
4. To appoint Shri Mahendra Nath Vyas (DIN: 00131149) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Shri Suneel Vohra (DIN: 00222705) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
6. To ratify appointment of Auditors and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s B S R & Co. LLP, Chartered Accountants, bearing Registration Number: 101248W/W-100022, as Statutory Auditors of the Company to hold office from the conclusion of Twenty First Annual General Meeting till the conclusion of Twenty Second Annual General Meeting of the Company to be held in the year 2018, at such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

7. APPROVAL FOR EXTENSION OF THE TERM AND REMUNERATION PAYABLE TO SHRI LALIT JAIN AS WHOLE-TIME DIRECTOR

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, (including any amendment or modification thereof) and pursuant to the Articles of Association of the Company, the approval of the Shareholders of the Company be and is hereby accorded for the extension of the term of

appointment of Shri Lalit Jain, Director (DIN: 00125152) as a Whole-time Director of the Company for a period of 1 (One) year with effect from 1st January, 2017 till 31st December, 2017, on the same terms and conditions and remuneration, as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at their respective Meeting(s) held on 30th December, 2016, as enumerated below:

- a. Basic salary Rs. 5,51,000/- p.m.
- b. Commission: Subject to availability of profit, the commission shall be payable at the rate of 2% of the net profit after tax for the year but within the overall ceiling laid down in Section 197 of the Companies Act, 2013 read with schedule V as may be applicable from time to time.
- c. Perquisites: Perquisites (evaluated as per Income Tax Rules) like furnished accommodation/House Rent Allowance, Gas, Electricity, Water, Club Fees, Chauffeur driven Car, Telephone(s) at residence or reimbursement/allowance, Leave Travel Allowance, Provident Fund, Superannuation Fund, Gratuity, Security Guard/Servant at residence etc. and such other perquisites & allowances in accordance with Company Policies applicable to the Employees of the Company from time to time.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall continue to pay Shri Lalit Jain, the remuneration by way of salary, perquisites or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.”

8. **APPROVAL FOR EXTENSION OF THE TERM AND REMUNERATION PAYABLE TO SHRI MAHENDRA NATH VYAS AS WHOLE-TIME DIRECTOR**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, (including any amendment or modification thereof) and pursuant to the Articles of Association of the Company. the approval of the Shareholders of the Company be and is hereby accorded for the extension of the term of appointment of Shri Mahendra Nath Vyas, Director (DIN: 00131149) as a Whole-time Director of the Company for a period of 1 (One) year with effect from 1st January, 2017 till 31st December, 2017, on the same terms and conditions and remuneration, as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at their respective Meeting(s) held on 30th December, 2016, as enumerated below:

- a. Basic salary Rs. 5,51,000/- p.m.
- b. Commission: Subject to availability of profit, the commission shall be payable at the rate of 2% of the net profit after tax for the year but within the overall ceiling laid down in Section 197 of the Companies Act, 2013 read with schedule V as may be applicable from time to time.
- c. Perquisites: Perquisites (evaluated as per Income Tax Rules) like furnished accommodation/House Rent Allowance, Gas, Electricity, Water, Club Fees, Chauffeur driven Car, Telephone(s) at residence or reimbursement/allowance, Leave Travel Allowance, Provident Fund, Superannuation Fund, Gratuity, Security Guard/Servant at residence etc. and such other perquisites & allowances in accordance with Company Policies applicable to the Employees of the Company from time to time.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall continue to pay Shri Mahendra Nath Vyas, the remuneration by way of salary, perquisites or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.”

9. RATIFICATION OF REMUNERATION OF COST AUDITOR

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) plus applicable Goods & Services Tax and reimbursement of out-of-pocket expenses to be paid to M/s Goyal, Goyal & Associates, Cost Auditors of the Company, to conduct the Audit of the cost records of the Company for the financial year ending on 31st March, 2018, as approved by the Board of Directors of the Company, be and is hereby ratified by the Members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For Planetcast Media Services Limited

Sd/-

Place: Noida
Date: 21st July, 2017

G. V. Rao
Company Secretary
M. No.: FCS 3263

Planetcast Media Services Limited
(formerly Essel Shyam Communication Limited)
CIN: U64200DL1996PLC078558
Registered Office:
1121, Hemkunt Chambers, 11th Floor,
89 Nehru Place, New Delhi-110019
Tel:+91-120-2400780; +91-11-26471115
Fax: +91-120-2400474
Website: www.planetc.net;
email: pmsl@planetc.net

Notes

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), which sets out the details relating to special business under Item No. 7,8 & 9 of the Notice to be transacted at the Meeting, is annexed hereto.
2. **Any Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and the proxy need not be a Member of the Company.** The proxy, in order to be valid and effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.
3. Members seeking any information with respect to financials or any other information are requested to write to the Company Secretary at least 10 working days before the date of Annual General Meeting to enable the Company to provide appropriate reply.
4. **Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF)**

Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Accordingly, the unclaimed dividend for the financial year ended 31st March, 2010 is due for transfer to IEPF on 4th November, 2017. Corresponding shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act read with the applicable Rules, if any.

Members are requested to claim the unclaimed dividend for the financial year ended 31st March, 2010 from the Company before 4th November, 2017 failing which the respective dividend, alongwith the shares if applicable, shall be transferred to IEPF.

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

Item No. 7

Shri Lalit Jain had been re-appointed as a Whole-time Director (WTD) of the Company by the Board at its Meeting held on 19th July, 2011 for a period of five years w.e.f. 1st January, 2012 and the same was approved by the Shareholders at their Annual General Meeting held on 2nd September, 2011. His ongoing tenure as WTD expired on 31st December, 2016.

Continuation of his employment as WTD, which is beneficial to the Company, has been approved by the Board of Directors at its Meeting held on 30th December, 2016 subject to the approval of Shareholders.

Shri Lalit Jain who has attained the age of 62 years on July 01, 2017, is a Law Graduate and Masters in Economics. He has a rich and varied experience of more than 40 years in the industry and has been involved in the operations of the Company since 26th February, 1997 when he was first appointed as a Director on the Board of the Company. He had attended all the six Board Meetings of the Company held during 2016-17. Shri Lalit Jain holds 2.42% of Equity Shareholding of the Company as on date.

Shri Lalit Jain holds Directorships in following other Companies as on date, viz. Planetcast Technologies Limited, Cloudcast Digital Limited, Planetcast Broadcasting Services Limited, Adore Technologies Pte. Limited and LM Media Services Limited.

Keeping in view the responsibilities being shouldered by him and his sustained contributions towards the growth and development of the Company, the Board of Directors extended the tenure of Shri Lalit Jain as WTD of the Company for a period of 1 (One) year w.e.f. 1st January, 2017 on the same terms and conditions, subject to approval of the Shareholders of the Company.

Hence, the Board recommends the passing of the Ordinary Resolution set out at Item No. 7 of the Notice.

None of the Directors or Key Managerial Personnel (KMPs) or relatives of Directors and KMPs, except Shri Lalit Jain is concerned or interested in the Resolution mentioned at Item No. 7 of the convening Notice.

Item No. 8

Shri Mahendra Nath Vyas had been re-appointed as a Whole-time Director (WTD) of the Company by the Board at its Meeting held on 19th July, 2011 for a period of five years w.e.f. 1st January, 2012 and the same was approved by the Shareholders at their Annual General Meeting held on 2nd September, 2011. His ongoing tenure as WTD expired on 31st December, 2016.

Continuation of his employment as WTD, which is beneficial to the Company, has been approved by the Board of Directors at its Meeting held on 30th December, 2016 subject to the approval of Shareholders.

Shri Mahendra Nath Vyas who has attained the age of 62 years on August 19, 2017, is a M. Tech. from Indian Institute of Technology (IIT), Mumbai with specialization in microwave and satellite communication. He has a rich and varied experience of more than 40 years in the industry and has been involved in the operations of the Company since 1st June, 1999 when he was first appointed as a Director on the Board of the Company. He had attended all the six Board Meetings of the Company held during 2016-17. Shri Mahendra Nath Vyas holds 2.42% of Equity Shareholding of the Company as on date.

Shri Mahendra Nath Vyas holds Directorships in following other Companies as on date, viz. Planetcast Technologies Limited, Cloudcast Digital Limited, Planetcast Broadcasting Services Limited, Adore Technologies Pte. Limited and LM Media Services Limited.

Keeping in view the responsibilities being shouldered by him and his sustained contributions towards the growth and development of the Company, the Board of Directors extended the tenure of Shri Mahendra Nath Vyas as WTD of the Company for a period of 1 (One) year w.e.f. 1st January, 2017 on the same terms and conditions, subject to approval of the Shareholders of the Company.

Hence, the Board recommends the passing of the Ordinary Resolution set out at Item No. 8 of the Notice.

None of the Directors or Key Managerial Personnel (KMPs) or their relatives, except Shri Mahendra Nath Vyas is concerned or interested in the Resolution mentioned at Item No. 8 of the convening Notice.

Item No. 9

The Board of Directors, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Goyal, Goyal & Associates, Cost Accountants (Firm Registration No. 000100) as Cost Auditors to conduct the audit of the cost records of the Company in accordance with Companies Act, 2013 (the Act) and rules made thereunder, for the Financial Year ending 31st March, 2018 at a remuneration of Rs. 40,000/- plus applicable Goods & Services Tax and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is required by way of an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2018.

The Board recommends the passing of the Ordinary Resolution set out at Item No. 9 of the Notice.

None of the Directors or KMPs of the Company and their relatives are concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

Place: Noida
Date: 21st July, 2017

By order of the Board of Directors
For Planetcast Media Services Limited

Planetcast Media Services Limited
(formerly Essel Shyam Communication Limited)
CIN: U64200DL1996PLC078558
Registered Office:
1121, Hemkunt Chambers, 11th Floor,
89 Nehru Place, New Delhi-110019
Tel:+91-120-2400780; +91-11-26471115
Fax: +91-120-2400474
Website: www.planetc.net;
email: pmsl@planetc.net

Sd/-
G. V. Rao
Company Secretary
M. No.: FCS 3263



PLANETCAST MEDIA SERVICES LIMITED

(formerly Essel Shyam Communication Limited)

Registered Office: 1121, Hemkunt Chambers, 11th Floor, 89 Nehru Place, New Delhi-110019

Corporate Identification Number (CIN): U64200DL1996PLC078558

Website: www.planetc.net; E-mail: pmsl@planetc.net

ATTENDANCE SLIP

21st Annual General Meeting

I/We hereby record my/ our presence at the 21st Annual General Meeting of the Company at Chelmsford Club, 1, Raisina Road, New Delhi – 110001 on Thursday, the 21st day of September, 2017 at 12.00 p.m.

Name of Shareholder/Proxy: (IN BLOCK LETTERS)	
Folio No.	
Client ID No. #	
DP ID No. #	
No. of Shares	

(Applicable for shareholders holding shares in dematerialized form)

Signature of Shareholder/Proxy



PLANETCAST MEDIA SERVICES LIMITED

(formerly Essel Shyam Communication Limited)
Registered Office: 1121, Hemkunt Chambers, 11th Floor, 89 Nehru Place, New Delhi-110019
Corporate Identification Number (CIN): U64200DL1996PLC078558
Website: www.planetc.net; E-mail: pmsl@planetc.net

Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PROXY FORM

Name of Member(s).....

Registered address.....

E-mail ID.....

Folio No DP Id..... Client Id.....

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

1. Name.....

Address.....

E-mail ID.....

Signature....., or failing him/ her

2. Name.....

Address.....

E-mail ID.....

Signature....., or failing him/ her

3. Name.....

Address.....

E-mail ID.....

Signature.....

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 21st Annual General Meeting of the Company, to be held on Thursday, the 21st day of September, 2017 at 12.00 p.m. at Chelmsford Club, 1, Raisina Road, New Delhi – 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2017 together with the Report of the Directors and the Auditors thereon;
 - b. the Audited Consolidated Financial Statement of the Company for the financial year ended on March 31, 2017 together with the Report of the Auditors thereon.
2. To confirm the interim dividend paid on Equity Shares of the Company for the Financial Year ended on March 31, 2017.
3. To confirm the interim dividend paid on Preference Shares of the Company for the Financial Year ended on March 31, 2017.
4. Re-appointment of Shri Mahendra Nath Vyas (DIN: 00131149) as Director, who retires by rotation.
5. Re-appointment of Shri Suneel Vohra (DIN: 00222705) as Director, who retires by rotation.
6. Ratification of Appointment of Auditors.

Special Business:

7. Approval for extension of the term and remuneration payable to Shri Lalit Jain as Whole-time Director.
8. Approval for extension of the term and remuneration payable to Shri Mahendra Nath Vyas as Whole-time Director.
9. Ratification of remuneration of Cost Auditor

Signed this.....day of....., 2017

.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO CHELMSFORD CLUB, 1, RAISINA ROAD
NEW DELHI 110001

