

FILMCITY MEDIA LIMITED

Regd. Office : "Filmcity House", 307, Raut Lane, Opposite ISKCON, Juhu, Mumbai - 400049

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of the Company will be held at "Filmcity House", 307, Raut Lane, Opposite ISKCON, Juhu, Mumbai – 400 049 at 4.00 p.m. on Monday the 31st March 2008:

SPECIAL BUSINESS

- 1.(a) 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 94(1)(a) of the Companies Act, 1956, and other applicable provisions, if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity shares of Re.1/- (Rupee One only) each to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity shares of Re.1/- (Rupee One Only) each.

- 1.(b) 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 16 and other applicable provisions of the Companies Act, 1956, in the existing Clause V of the Memorandum of Association of the Company, for the words and figures:

The Authorized Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity shares of Re.1/- (Rupee One Only) each be and is substituted by the following words and figures i.e.

The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity shares of Re.1/- (Rupee One Only) each."

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

"RESOLVED that pursuant to the provisions of section 31 and other applicable provisions of the Companies Act, 1956, in the existing Article 3 of the Articles of Association of the Company, for the words and figures:

The Authorized Share Capital of the Company is Rs.11,00,00,000/- (Rupees Eleven Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity shares of Re.1/- (Rupee One Only) each be and is substituted by the following words and figures i.e.

The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity shares of Re.1/- (Rupee One Only) each."

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

"**RESOLVED THAT** in accordance with the provisions of Section 81 (1) (A) and other applicable provisions, if any, of the Companies Act, 1956 as also of any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions of the Government of India, Reserve Bank of India, Securities and Exchange Board of India (SEBI) and all other appropriate authorities concerned and subject to such conditions and modifications as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board") (which terms shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to offer, issue, and allot Global Depository Receipts (GDRs) /

American Depository Receipts (ADRs) / Foreign Currency Convertible Bonds (FCBs) / Equity shares / warrants and / or instruments convertible into Equity shares optionally or otherwise (hereinafter referred to as "Securities") subscribed in foreign currency to permitted investors (whether institution and/or incorporated bodies and/or individual or otherwise, and whether or not such investors are members of the Company) for an aggregate sum up to **US\$ 10 million (United States Dollars Ten Millions)** or equivalent in Indian and / or any other currency (ies) inclusive of such premium as may be permitted by the Ministry of Finance / such other authorities, to all eligible investors including Foreign / Resident / (whether Institutions, Incorporated Bodies, / Foreign Institutional Investors / QIBs / Banks and / or otherwise, whether or not such investors are members, promoters, directors or their relatives / associates, of the Company) through Public Issue(s), Private Placement(s), preferential allotment(s) by way of cash or stock swap or towards acquisition of business or a combination thereof at such time or times in such tranche or tranches at such price or prices at a discount or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at the time of such issue or allotment considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the Lead Managers, Underwriters, advisors or including by way of Initial Public Offer in US or other countries, so as to enable the Company to get listed at any Stock Exchange in India and / or Luxembourg / London / New York / Singapore / Hong Kong Stock Exchange and / or any of the Overseas Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable and to settle any questions, difficulty or doubts that may arise in regard to the offer, issue and allotment of securities.

RESOLVED FURTHER THAT without prejudice to the generality of the above, issue of securities in international offering may have all or any term or combination of terms in accordance with the international practice including but not limited to conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payment whatsoever and all such terms as are provided in international offering of this nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the securities.

RESOLVED FURTHER THAT the Board be and is hereby also authorized subject to approval of the appropriate authorities to secure the entire or any part of the issue by creation of the mortgage / charge on the company's immovable and movable properties present and future, such charge to rank either pari-passu with or second, subsequent subservient and subordinate to all the mortgages / charges created / to be created by the Company for all existing and future borrowings and facilities whatsoever subject to compliance with the provisions of Companies Act, 1956 and Foreign Exchange Management Act, 1999 read with the relevant rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute arrangements / agreements with Lead Managers / Underwriters / Guarantors / Depository(ies) / Custodians / Advisors and all such agencies as may be involved or concerned and to remunerate all such Lead Managers, Underwriters, Stabilising Agents and all other Advisors and Agencies by way of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any or the like.

RESOLVED FURTHER THAT the Company and / or any agency or body authorized by the Company may issue Securities mentioned herein above representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability of free transferability thereof as per the prevailing practices and regulations in the capital markets both Indian and International.

RESOLVED FURTHER THAT the Securities issued in International offering shall be deemed to have been made abroad in the markets and / or in the place of issue of the Securities in International markets and shall be governed by English or American law or any other law as may be decided by the Board as the case may be.

RESOLVED FURTHER that the Board be and is hereby authorized to finalize the mode and the terms of issue and allot such number of Securities as may be issued and allotted upon conversion of any Securities referred to in the paragraph(s) above as may be necessary in accordance with the terms

of offering and all such shares shall rank pari passu with the then existing Equity Shares of the Company in all respects, excepting such rights to dividend and/or any other clause as may be provided under the terms of issue and in the offer document.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, or of any other law for the time being in force, and subject to the approval of the Central Government, wherever necessary, the Board of Directors of the Company be and is hereby authorized to make any loan to any body corporate; give any guarantee, or provide security, in connection with a loan made by any other person to, or to any other person by, any body corporate; and acquire, by way of subscription, purchase or otherwise the securities of any other body corporate; in excess of the limits prescribed under Section 372 A, as they may, in their absolute discretion deem beneficial and in the interest of the Company upto an aggregate amount of Rs.100 Crores.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 314 and other applicable provisions, if any and Schedule XIII of the Companies Act, 1956 and subject to such approvals, if any, the consent of the Company be and is hereby accorded to the revision in the remuneration of Mr. Surendra Gupta from Rs.2.40 lakhs per annum to Rs.12.00 lakhs per annum from 1st March 2008 and other terms and conditions as set out in the explanatory statements in this item of the notice with liberty to the Board of Directors of the Company (the “Board”) to alter and vary the terms and conditions of the appointment in such manner as may be agreed to between the Board and Mr. Surendra Gupta.

RESOLVED FURTHER THAT pursuant to the provisions of Part II to Schedule XIII to the Companies Act, 1956 that approval of the members be and is hereby accorded to the payment of the same remuneration as per the terms as set out above to Mr. Surendra Gupta as minimum remuneration, as approved by the Remuneration Committee of the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to execute all such documents and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 314 and other applicable provisions, if any and Schedule XIII of the Companies Act, 1956 and subject to such approvals, if any, the consent of the Company be and is hereby accorded to the revision in the remuneration of Ms. Ruchika Gupta from Rs.1.80 lakhs per annum to Rs.6.00 lakhs per annum from 1st March 2008 and other terms and conditions as set out in the explanatory statements in this item of the notice with liberty to the Board of Directors of the Company (the “Board”) to alter and vary the terms and conditions of the appointment in such manner as may be agreed to between the Board and Ms. Ruchika Gupta.

RESOLVED FURTHER THAT pursuant to the provisions of Part II to Schedule XIII to the Companies Act, 1956 that approval of the members be and is hereby accorded to the payment of the same remuneration as per the terms as set out above to Ms. Ruchika Gupta as minimum remuneration, as approved by the Remuneration Committee of the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to execute all such documents and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper.”

FOR AND ON BEHALF OF THE BOARD

Sd/-

(Surendra Gupta)
Managing Director

Place : Mumbai
Date : 26.02.2008

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, and proxy so appointed need not be a member of the company. In order to be effective, proxy form must be lodged with the company not less than 48 hours before the commencement of the meeting.
2. The Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business as set out above is annexed hereto.
3. Members/proxies are requested to produce the Attendance Slip at the entrance Hall.
4. Members are requested to immediately intimate change of address, if any, to the Company quoting reference to their Register Folio Number.

FOR AND ON BEHALF OF THE BOARD

Sd/-

(Surendra Gupta)
Managing Director

Place : Mumbai
Date : 26.02.2008

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT 1956.

Item No. 1

The Company is planning major expansion plans in its business and also launch 24 hours health based satellite channel and raise funds for the above activities. To enable the same, the Authorised Capital is being increased to Rs. 30 Crore. Consequent amendment in the relevant clauses of the Memorandum of Association is also proposed. The necessary resolutions thereof are set out in Item No. 1.

Your Directors recommend this resolution for your approval.

None of the Directors are concerned or interested in this resolution.

Item No. 2

In order to fund Company's business expansion plans, it is proposed to raise funds by offering GDR/ADR/FCCB. This is an enabling resolution also, to authorize the Board to find the best possible way to raise funds to meet the new project as well as in expansion of existing business. The Board will decide the issue ratio and the size of the GDR/ADR/FCCB issue within the limit approved by the shareholders in this Meeting. This resolution shall be subject to the approval of various statutory authorities.

Your Directors recommend the passing of this resolution.

None of the Directors are concerned or interested in this resolution.

Item No. 3

Section 372 A of the Companies Act, 1956 permits the company to make investment/give loan/provide security subject to the ceiling fixed in the section i.e 60% of the Paid Capital and Free Reserves or 100 % of the Free Reserves. This resolution enables the Board of Director to to make investment/give loan/ provide security exceeding the ceiling fixed in the section i.e 60% of the Paid Capital and Free Reserves or 100 % of the Free Reserves but subject to overall ceiling of Rs.100 Crores.

Your Directors recommend the passing of this resolution.

None of the Directors are concerned or interested in this resolution.

Item No. 4

He is the managing director of the company since 1995 and the shareholders in their Extra-Ordinary General Meeting of the company held on 15th January, 2007 approved the appointment of Mr. Surendra Gupta as Managing Director of the company for the period of five years from 1st January, 2007 with a Remuneration of Rs.2.40 lakhs per annum. He has been live wire of the company and has contributed immensely for the growth of the company. In order to compensate him suitably the remuneration committee in their meeting dated 25th February 2008 and Board of Directors in their meeting dated 26th February 2008 has recommended that his remuneration be increased from Rs.2.40 lakhs per annum to Rs.12.00 lakhs per annum with effect from 1st March 2008 on the following principal terms and conditions subject to the overall ceiling as to the remuneration as laid down in Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the Act and overall ceiling as to the remuneration as laid down in Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the Act. Mr. Surendra Gupta is having rich experience particularly in Media and entertainment business.

The Total remuneration by way of Salary, perquisites and other allowances payable to him will be Rs.12.00 lakhs per Annum.

The Perquisites and other allowances include:

Medical Reimbursement
Personal Accident Insurance as per Company's policy
Leave Travel concession for self and family
Special Allowances

He shall also eligible to the following remuneration which shall not be included in the computation of the ceiling on remuneration specified above:

Provision of Leased Accommodation
Provision of car for official duties with chaffers and
Reimbursement of Telephone Charges

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year Mr. Surendra Gupta will be paid the remuneration as above, as the minimum remuneration subject to the stipulations contained in Schedule XIII to the Act. In compliance with the requirements of Section 302 of the Companies Act, 1956, the foregoing may be treated as an abstract of the terms of appointment and remuneration of Mr. Surendra Gupta, together with the memorandum of concern or interest.

Except Mr. Surendra Gupta, none of the Directors of the Company is concerned or interested in this resolution.

Item No. 5

In the Previous Annual General Meeting of the company the members approved the appointment of Ms. Ruchika Gupta as Whole-Time Director of the company with a remuneration of Rs.1.80 lakhs per annum for the period of 3 years from 1st October 2007. Her contribution to business is tremendous and has been a source of inspiration for our company. In order to compensate her suitably the remuneration committee in their meeting dated 25th February 2008 and Board of Directors in their meeting dated 26th February 2008 has recommended that her remuneration be increased from Rs. 1.80 lakhs per annum to Rs.6.00 lakhs per annum with effect from 1st March 2008 on the following principal terms and conditions subject to the overall ceiling as to the remuneration as laid down in Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the Act and overall ceiling as to the remuneration as laid down in Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the Act. Ms. Ruchika Gupta has a wealth of experience particularly in Media and Entertainment business.

The Total remuneration by way of Salary, perquisites and other allowances payable to her will be Rs.6.00 lakhs per annum.

The Perquisites and other allowances include:

Medical Reimbursement
Personal Accident Insurance as per Company's policy
Leave Travel concession for self and family
Special Allowances

She shall also eligible to the following remuneration which shall not be included in the computation of the ceiling on remuneration specified above:

Provision of Leased Accommodation
Provision of car for official duties with chaffers and
Reimbursement of Telephone Charges

Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year Ms Ruchika Gupta will be paid the remuneration as above, as the minimum remuneration subject to the stipulations contained in Schedule XIII to the Act. In compliance with the requirements of Section 302 of the Companies Act, 1956, the foregoing may be treated as an abstract of the terms of appointment and remuneration of Ms. Ruchika Gupta, together with the memorandum of concern or interest.

Except Ms. Ruchika Gupta, none of the Directors of the Company is concerned or interested in this resolution.

FOR AND ON BEHALF OF THE BOARD

Sd/-

(Surendra Gupta)
Managing Director

Place : Mumbai
Date : 26.02.2008

FILMCITY MEDIA LIMITED

Regd. Office : "Filmcity House", 307, Raut Lane, Opposite ISKCON, Juhu, Mumbai - 400049

Client ID :

DP ID:

Folio No:

No of Shares:

ATTENDANCE SLIP

(To be Handed Over at the entrance of the Meeting Hall)

NAME OF THE ATTENDING MEMBER/PROXY (IN BLOCK LETTERS):

I hereby record my presence at the Extraordinary General Meeting of the Company held on at "Filmcity House", 307, Raut Lane, Opposite ISKCON , Juhu, Mumbai – 400 049 at 4.00 P.M. on Monday the 31st March 2008:

SIGNATURE OF THE MEMBER/PROXY

— — — — — Tear Here — — — — —

FORM OF PROXY

FILMCITY MEDIA LIMITED

Regd. Office : "Filmcity House", 307, Raut Lane, Opposite ISKCON, Juhu, Mumbai - 400049

Folio No:

I/We _____ of _____ in the district of _____ being a member(s) of the above named company, hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on 31st March 2008 at 4.00 P.M. and at any adjournment thereof.

Signed this _____ day of _____ 2008

No of Shares held :

Folio No :

Client ID No :

Affix
15 Paise
Revenue
Stamp

Signature

Note : Form of Proxy duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the time of holding of the meeting.

BOOK - POST

If undelivered, please return to :

FILMCITY MEDIA LIMITED

Filmcity House, 307 Raut Lane,
Opposite ISKCON, Juhu,
Mumbai - 400049

Phone : +91-22-2671 3919

Fax : +91-22-2623 5205

email: investors_compliants@filmcitymedia.com

CRYSTAL (022) - 2382 3151
cfl_mum@crystalforms.com