

NOTICE

NOTICE is hereby given that 19th Annual General Meeting of the Members of **CHANNEL GUIDE INDIA LIMITED** will be held on 30th September, 2011 at 9.00 a.m. at its Registered Office situated at A-203, GreenVille, Lokhandwala Complex, Andheri (West), Mumbai- 400053 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet as on 31st March, 2011 and Audited Profit and Loss Account for the year ended on that date, together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Pawar, who retires by rotation, but being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Navin Nishar and Associates as Statutory Auditors of the Company, to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting & fix their remuneration.

SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary resolution:**

“RESOLVED THAT Mr. Bimal Kamdar, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 1st September, 2011, who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, under the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the director(s) of the Company be and is (are) hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

5. **To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary resolution:**

“RESOLVED THAT Mr. Vinod Shinde, who was appointed as an Additional Director on the Board of the Company, by the Board in its meeting held on 1st September, 2011, who holds office up to the date of this Annual General Meeting and in respect of whom a notice in writing has been received from a member signifying his/her intention to propose him as a candidate for the office of Director of the Company, under the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the director(s) of the Company be and is (are) hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

6. **To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special resolution:**

“RESOLVED THAT pursuant to the provisions of section 149(2A) of the Companies Act, 1956, and other applicable provisions if any, consent of the members be and is hereby accorded to carry on the business activities as covered under the Other Objects Clause No.92 and 133 of the Memorandum of Association of the Company”

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorized to take all such effective steps to implement the decision of the members of the company as they may consider appropriate in the interest of the Company and to do all such acts, deeds and things from time to time for and on behalf of the Company.”

7. **To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:**

“RESOLVED THAT subject to the approval of the Central Government as laid down in the provisions of Section 21 and all other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modifications or re-enactment thereof, for the time being in force) and such other approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be necessary, consent of the members be and is hereby accorded for change of the name of the Company from **“Channel Guide India Limited”** to **“Iris Mediaworks Limited”**.

RESOLVED FURTHER THAT upon the issue of fresh Certificate of Incorporation by the Registrar of Companies, Maharashtra, Mumbai, consequent to the change of name of the Company, the name “**Iris Mediaworks Limited**” as approved by the Concerned authorities, be inserted in place of the present name of the Company wherever it appears in the Memorandum and Articles of Association of the Company, letter heads etc.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including the filing of various e-forms and other documents with the Authorities, deal with such matters, take necessary steps and consider such delegations in the matter as the Board may in its absolute discretion deem necessary and to settle any queries that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Place: Mumbai

Date: 1st September, 2011

By Order of the Board

Sd/-

(Chairman)

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.*

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting.

2. Corporate Members are requested to send to the Registered Office of the Company, a duly Certified Copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
4. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the

date of the meeting so that the requested information can be made available at the time of the meeting.

5. The Register of Members and the Share Transfer books will remain closed from Wednesday, 14th September, 2011 to Friday, 16th September, 2011(both days inclusive).
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat **accounts**. Members holding shares in physical form are requested to intimate any change of address immediately to the Registrar and Shares transfer Agents, M/s. Bigshare Services Private Limited.
7. Members/Beneficial Owners are requested to quote their full name as per Company's record, Folio No. /DP and Client ID Nos. as the case may be, in all correspondence with the Company.
8. Members or Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
9. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

**EXPLANATORY STATEMENT AS PER SECTION 173(2) OF THE COMPANIES ACT, 1956
IN RESPECT OF ITEM NO. 4 to 7 OF THE NOTICE**

ITEM NO.4

Mr. Bimal Kamdar was appointed as an Additional Director of the Company on the 1st day of September, 2011. Pursuant to Section 260 of the Companies Act, 1956, Mr. Bimal Kamdar will hold Office as a Director only up to the date of this Annual General Meeting.

Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs.500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

The Board considers that the Company would be benefited by his rich experience and guidance. Therefore it recommends the resolution for approval of the members.

ITEM NO.5

Mr. Vinod Shinde was appointed as an Additional Director of the Company on the 1st day of September, 2011. Pursuant to Section 260 of the Companies Act, 1956, Mr. Vinod Shinde will hold Office as a Director only up to the date of this Annual General Meeting.

Pursuant to Section 257 of The Companies Act 1956, notice in writing has been received from a Member of the Company along with the deposit of Rs.500/- signifying his intention to propose the said Director as a candidate for the Office of Directors.

The Board considers that the Company would be benefited by his rich experience and guidance. Therefore it recommends the resolution for approval of the members.

ITEM NO. 6

In view of the bright prospects and with the rich experience of the senior executives of the Company, the Company feels that the proposed business of investment and speculation in shares, debentures, etc. as mentioned under sub-clause 92 and 133 of the Other Object Clause of Memorandum of Association of the Company can be combined conveniently and advantageously with the existing business of the Company under the existing circumstances.

As the commencement of the proposed business under sub-clause 92 and 133 of Other Object Clause of the Memorandum of Association of the Company may be considered to be the commencement of a new business within the meaning of section 149 (2A) of the Act, it is necessary to obtain the approval of the members by a special resolution to such commencement of new business pursuant to the said section. Hence, the resolution is intended for this purpose.

The Companies Memorandum of Association is open for inspection at the Company's Registered Office during usual business hours on any working day.

Your directors recommend the resolution for your approval.

None of the Directors of your Company is in any way concerned or interested in this resolution.

ITEM NO.7

The present name does not convey the magnitude of operations of the Company and expresses only part of its activities. Hence, for some time the directors have been giving thought to changing the name of the Company.

The new name proposed contains “Iris” which is generally seen in a digital camera as an adjustable aperture used to control the amount of light coming through the lens. The more the iris is opened, the more light it lets in and the brighter the scene will be. And the word Mediaworks gives a wider perspective of the activities carried on by the Company.

Hence, the proposed name would reflect the activities the Company intends to undertake in consonance to its current line of business in order to achieve its expansion strategies. Thus, the full name “Iris Mediaworks Limited” reflects the operations of the Company.

The Registrar of Companies, Mumbai has confirmed that the new name is available upon the application of the Company for change of the name of the Company under section 21 of the Companies Act, 1956 and subject to the resolution the Board of directors of the Company proposes to make an application to the Registrar of Companies for confirmation to the change of name.

Place: Mumbai

Date: 1st September, 2011

By Order of the Board

Sd/-

(Chairman)