

# Mid-Day Multimedia Limited

## Notice

**NOTICE** is hereby given that the **TWENTY-SECOND ANNUAL GENERAL MEETING** of the Company will be held at Centrum, 1st Floor, Centre 1, World Trade Centre, Cuffe Parade, Mumbai - 400 005 on Thursday, July 10, 2003 at 4.00 p.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2003 and the Profit and Loss Account for the financial year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Khalid A.H. Ansari who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Goolam E. Vahanvati who retires by rotation and is eligible for re-appointment.
4. To appoint Auditors and fix their remuneration.

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:  
“ **RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals and sanctions as may be necessary, the consent of the Company be and is hereby accorded for the variation in the terms of contract mentioned in the prospectus regarding the deployment of IPO proceeds amounting to Rs. 15 crores in Radio business.”

By Order of the Board of Directors  
For **Mid-Day Multimedia Limited**

**Vidya Shembekar**  
Company Secretary

Registered Office:  
156-D. J. Dadajee Road,  
Tardeo,  
Mumbai - 400 034

Place: Mumbai  
Dated: 2<sup>nd</sup> May, 2003

### NOTES:

1. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of the business under item no. 5 set out above is annexed hereto.
2. The information required to be provided under the Listing Agreement entered into with various Stock Exchanges, regarding the Directors who are proposed to be appointed/re-appointed is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
4. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 8th July 2003 to Thursday, 10th July 2003 (both days inclusive) for annual closure as per the Listing Agreements.
5. Members desiring any information on the accounts at the annual general meeting are requested to write to the company at least seven days in advance, so as to enable the company to keep the information ready at the meeting.
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the company during office hours on all working days, except Saturdays and holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
7. As a measure of economy, copies of annual report will not be distributed at the annual general meeting. Members are requested to bring their copies of the annual report to the meeting.
8. Pursuant to the amendment to the Companies Act, 1956 the 1st Equity unpaid dividend due for transfer to the Investor Education and Protection Fund is as follows:

**Date of Declaration**  
11.07.2002

**For the Year Ended**  
31.03.2002

**Due for Transfer on**  
16.08.2009

# Mid-Day Multimedia Limited

## Explanatory Statement

The following Explanatory Statement set out all material facts relating to the business mentioned under item no. 5 of the accompanying notice dated May 2, 2003.

As per the prospectus issued at the time of IPO in February 2001, it was informed that the company would be setting up three FM radio stations, which will be funded either through internal accruals or independently by its subsidiaries.

Company will be deploying a part of the IPO funds to the tune of Rs. 15 crores towards payment of radio license fees and other operating expenses which was not stated as one of the objects of the issue in the prospectus.

It is necessary to give more flexibility to the Company by expanding the objects for which the proceeds of the said IPO could be used. It is therefore proposed that the proceeds of the issue be also used as above, if approved by the shareholders.

The Directors recommend the resolution for approval of the shareholders.

None of the Directors of the Company is concerned or interested in the resolution.

By Order of the Board of Directors  
For **Mid-Day Multimedia Limited**

**Vidya Shembekar**  
Company Secretary

Registered Office:  
156-D. J. Dadajee Road,  
Tardeo,  
Mumbai - 400 034

Place: Mumbai  
Dated: 2<sup>nd</sup> May, 2003

## Information required to be furnished under the listing agreement

### Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Mr. Khalid A.H. Ansari	Mr. Goolam E. Vahanvati
Date of Birth	03.09.1937	07.05.1949
Date of Appointment	12.03.1981	07.09.2000
Expertise in specific functional Areas	He is a veteran journalist with over four decades of experience and is a well known personality in the media industry.	He currently is the Advocate General of Maharashtra since 1999.
Qualifications	Bachelor in Law, Master in Political Science, Master's degree in Journalism & Mass Communication from Stanford University, USA	B.A. (Hons.) LL.M.
Directorship in other Companies	<ul style="list-style-type: none"><li>• Mid-Day Outdoor Limited</li><li>• Newsday Communications Ltd.</li><li>• Inquilab Offset Printers Pvt. Ltd.</li><li>• Meridian Holding &amp; Leasing Company Pvt. Ltd.</li><li>• Mid-day Exports Pvt. Ltd.</li><li>• M.C. Media Pvt. Ltd.</li><li>• Ferrari Investments &amp; Trading Co. Pvt. Ltd.</li><li>• Mid-Day Lanka Pvt. Ltd.</li></ul>	<ul style="list-style-type: none"><li>• New Consolidated Construction Company Ltd.</li><li>• Madon Consultants Pvt. Ltd.</li></ul>
Membership of Committees in other Public Limited Companies	Nil	Nil

### Mid-Day Multimedia Limited

Registered Office: 156-D. J. Dadajee Road, Tardeo, Mumbai 400 034

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Joint Shareholders may obtain additional Attendance Slip on request.

DP. Id*	
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Regd. Folio No.	
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Client Id*	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of Share(s) held:

I hereby record my presence at the **22ND ANNUAL GENERAL MEETING** of the Company held on Thursday, 10th July, 2003 at Centrum, 1st Floor, Centre 1, World Trade Centre, Cuffe Parade, Mumbai - 400 005 at 4.00 p.m.

Signature of the Shareholder or proxy

\* Applicable for investors holding shares in electronic form.

----- TEAR HERE -----

PROXY FORM

### Mid-Day Multimedia Limited

Registered Office: 156-D. J. Dadajee Road, Tardeo, Mumbai 400 034

DP. Id*	
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Regd. Folio No.	
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Client Id*	
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I/We ----- of  
 ----- being a member/members of Mid-Day Multimedia Limited  
 hereby appoint ----- of  
 ----- or failing him  
 ----- of -----

as my/our proxy to vote for me/us and on my/our behalf at the **22ND ANNUAL GENERAL MEETING** to be held on Thursday, 10th July, 2003 at Centrum, 1st Floor, Centre 1, World Trade Centre, Cuffe Parade, Mumbai - 400 005 at 4.00 p.m. or at any adjournment thereof.

Signed this ----- day of ----- 2003.

\* Applicable for investors holding shares in electronic form.

Affix a 30 paise Revenue Stamp
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Note: The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.