

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of Toonz Retail India Private Limited will be held on Monday, the 30th day of September, 2019 at 4:00 p.m. at B-95, Wazirpur Industrial Area, Delhi-110052 to transact the following business, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint Statutory Auditors and fix their remuneration and in connection therewith to consider and if thought fit to pass the following as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Vijay Mukesh & Co, Chartered Accountants (Firm Registration. No. 014554N), be and is hereby appointed as Statutory Auditors of the Company for a term of 5 years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 13th Annual General Meeting of the Company, subject to the ratification of their appointment by the members at every subsequent Annual General Meeting at such remuneration, including applicable taxes and out of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board of Directors
For Toonz Retail India Private Limited



Sharad Venkata

Director

DIN: 05272004



Registered Office
Toonz Retail India
16th B Cross Yeshwantrao
New Town, Opp. B...
Bangalore-560011

Dated: June 27, 2019

Place: Delhi



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY / PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.
2. Members / Proxy holder must bring duly filled attendance slips enclosed herewith.
3. The Register of Directors and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 A.M. and 1.00 P.M. up to the date of Annual General Meeting and will also be available for inspection at the meeting.
4. In case of Corporate Members proposing at the Annual General Meeting through their representative, a duly certified copy of the board of Directors/governing bodies resolution/power of attorney, authorising their representative to attend and vote at the meeting, may please be forwarded to the Company.
5. The route map giving directions to the venue of the Annual General Meeting is annexed to the Notice.



TOONZ RETAIL INDIA PRIVATE LIMITED

CIN: U18204KA2009PTC051872; **Email:** finance@toonz.in ; **Telephone:** 011-49007293

Website: www.toonz.in

Registered Office: 16th B Cross Yelhanka New Town Opp. Bus Stand, Bangalore, Karnataka – 560064

ATTENDANCE SLIP

10th Annual General Meeting

*DP ID Client ID No. /Folio No:
No of Share(s) held.
Name of the Member/Proxy:
Address of the Member/Proxy:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 10th Annual General Meeting of the company being held on Monday, September 30, 2019 at 4:00 P.M at Registered Office of the Company situated at B-95, Wazirpur Industrial Area, Delhi- 110052

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014- Form No. MGT-11]

TOONZ RETAIL INDIA PRIVATE LIMITED

(CIN U18204KA2009PTC051872)

Email: finance@toonz.in ; Telephone: 011-49007293;

10th Annual General Meeting- Monday, September 30, 2019 at 4:00 P.M

Name of the member(s):	
Registered Address:	
Email Id:	
Folio No/ Client Id:	
DP ID:	

I/ We, being the member(s) of _____ shares of Toonz Retail India Private Limited, 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 or failing him/her;

As my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 4:00 P.M. at B-95, Wazirpur Industrial Area, Delhi-110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the		

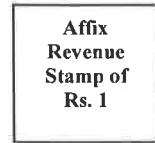


	financial year ended March 31, 2019		
3.	To ratify the appointment of M/s. Kumar Vijay Mukesh & Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		

Signed this day2019

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____



Notes:

- (1) 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.
- (2) *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (3) Please complete all details including details of member(s) in above box before submission.
- (4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 5th Annual General Meeting.



ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue: Toonz Retail India Private Limited
B-95, Wazirpur Industrial Area, Delhi-110052
Landmark: Royal Pepper Banquets

