



Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

Registered Office: 'Vishwakarma', 86C, Topsia Road (South), Kolkata- 700 046

Tel: +91 33 22850112-15, 61607734, Fax: +91 33 2285 8501/ 7542

Email: corporate@srei.com Website: www.srei.com

Date: February 27, 2017

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Deccan Chronicle Holdings Limited (“**Company**”) will be held at Basera Hotel, S. D Road, Secunderabad, Telangana, on March 20, 2017, at 11.00a.m. to consider the matters in regard to which SREI Infrastructure Finance Limited had sent a valid requisition dated 20thDecember 2016 (“**Requisition**”) to the Company (attached herewith) under Section 100(2)(a) of the Companies Act, 2013.

Even though the Company received the Requisition on 23rd December, 2016, the Company has been unable to convene the Extraordinary General Meeting in terms of the Requisition within the statutorily prescribed time. Accordingly SREI Infrastructure Finance Limited (“**SIFL**”) has convened this meeting in terms of Section 100(4) of the Companies Act, 2013.

Consequently, an Extraordinary General Meeting of the Company will be held to consider the following matters, as contained in Requisition, under Section 100(4)(a) of the Companies Act, 2013, and to transact the following business:

Item No. 1

To discuss the performance of the Company and assess current financial status of the Company.

Item No. 2

To understand and assess all critical legal cases initiated by/ against the Company.

Item No. 3

To assess the long term viability and quick resolution of the financial situation and course of action available to the Company.

Item No. 4

Appointment of Mr. Manoj Mohanka (DIN: 00128593) as Director

To consider and if thought fit, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Manoj Mohanka (DIN: 00128593), be and is hereby appointed as a Director of the Company, subject to approval from the Hon’ble National Company Law Tribunal and with effect from such date as the Hon’ble National Company Law Tribunal may direct in this regard.”

RESOLVED FURTHER that the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Mr. Manoj Mohanka as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP 1 disclosing interest of the Director as submitted by Mr. Manoj Mohanka, be and are hereby noted by the shareholders.”

Item No. 5

Appointment of Ms. Sabina Inderjit (DIN: 00192235) as Director

To consider and if thought fit, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Ms.Sabina Inderjit (DIN: 00192235), be and is hereby appointed as a Director of the Company subject to approval from the Hon’ble National Company Law Tribunal and with effect from such date as the Hon’ble National Company Law Tribunal may direct in this regard.”

RESOLVED FURTHER that the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Ms. Sabina Inderjit as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP 1 disclosing interest of the Director as submitted by Ms. Sabina Inderjit, be and are hereby noted by the shareholders.”

Item No. 6

Appointment of Mr. Shamik Roy (DIN: _____) as Director

To consider and if thought fit, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Shamik Roy (DIN: _____), be and is hereby appointed as a Director of the Company subject to approval from the Hon’ble National Company Law Tribunal and with effect from such date as the Hon’ble National Company Law Tribunal may direct in this regard.”

RESOLVED FURTHER that the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the

Ministry of Corporate Affairs for the purpose of the appointment of Mr. Shamik Roy as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP 1 disclosing interest of the Director as submitted by Mr. Shamik Roy, be and are hereby noted by the shareholders.”

Item No. 7

Appointment of Mr. Prashant Mustii (DIN: 07744655) as Director

To consider and if thought fit, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Prashant Mustii (DIN: 07744655), be and is hereby appointed as a Director of the Company subject to approval from the Hon’ble National Company Law Tribunal and with effect from such date as the Hon’ble National Company Law Tribunal may direct in this regard.”

RESOLVED FURTHER that the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Mr. Prashant Mustii as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP 1 disclosing interest of the Director as submitted by Mr. Prashant Mustii, be and are hereby noted by the shareholders.”

Item No. 8

Appointment of Mr. Dipen Chatterjee (DIN:07746948) as Director

To consider and if thought fit, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Dipen Chatterjee (DIN: 07746948), be and is hereby appointed as a Director of the Company subject to approval from the Hon’ble National Company Law Tribunal and with effect from such date as the Hon’ble National Company Law Tribunal may direct in this regard.”

RESOLVED FURTHER that the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Mr. Dipen Chatterjee as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP 1 disclosing interest of the Director as submitted by Mr. Dipen Chatterjee, be and are hereby noted by the shareholders.”

Item No. 9

Such other incidental matters to be also taken up at the meeting.

For SREI Infrastructure Finance Limited,



Authorised Signatory

NOTES:

1. *Even though there is no requirement under the Companies Act, 2013 or the rules there under to provide an explanatory statement, this explanatory statement is in respect of the business as set out in the Notice is annexed hereto for the benefit of the shareholders of the Company and provide requisite details in order to allow them to make an informed decision.*
2. *A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.*
3. *The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company with a copy to the requisitionist (i.e. SIFL) at "Vishwakarma", 86C Topsia Road (S), Kolkata- 700046, West Bengal, not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.*
4. *Members / Proxy holder / Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.*
5. *In case of joint holders attending the Meeting, the first holder, as per the list of shareholders available with the Registrar and Transfer Agent Karvy Computershare Private Limited (the "RTA Karvy"), will be entitled to vote.*
6. *Electronic copy of the Notice is being sent to all the Members by the RTA Karvy as per the list of shareholders available with the RTA Karvy. In any case, SIFL is also sending a physical copy of this notice in the permitted mode to all members at the address that is available with the RTA Karvy. Members may note that to ensure maximum participation, this Notice will also be available publicly through advertisements and SIFL's website, i.e. www.srei.com. We have also sent this Notice to the relevant stock exchanges for dissemination to the public.*
7. *The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.*

8. *Other Instructions*

- (i) *The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as per the list of shareholders available with the RTA Karvy.*
- (ii) *Only a person whose name is present in the list of shareholders available with the RTA Karvy as on the cut-off date shall be entitled to avail the facility of voting at the EGM through ballot paper.*
- (iii) *SIFL has appointed Mr. R. Siva Rama Reddy (Membership No. FCS - 5505), or failing him Mr. Gopi Reddy Malyadri (Membership No. FCS - 8463) of M/sSGP & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting at the EGM in a fair and transparent manner. The Scrutinizer is in no manner related to the Company or to SIFL.*
- (iv) *At the EGM, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present.*
- (v) *The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes at the EGM, in the presence of at least two witnesses not in the employment of the Company or SIFL, and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.*
- (vi) *The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.*
- (vii) *The results declared along with the Scrutinizer's report shall be placed on the SIFL's website www.srei.com, and the same shall be communicated to BSE Limited and NSE Limited, where the equity shares of the Company are listed.*

For SREI Infrastructure Finance Limited,



Authorised Signatory

Date: February 27, 2017

Place: Kolkata

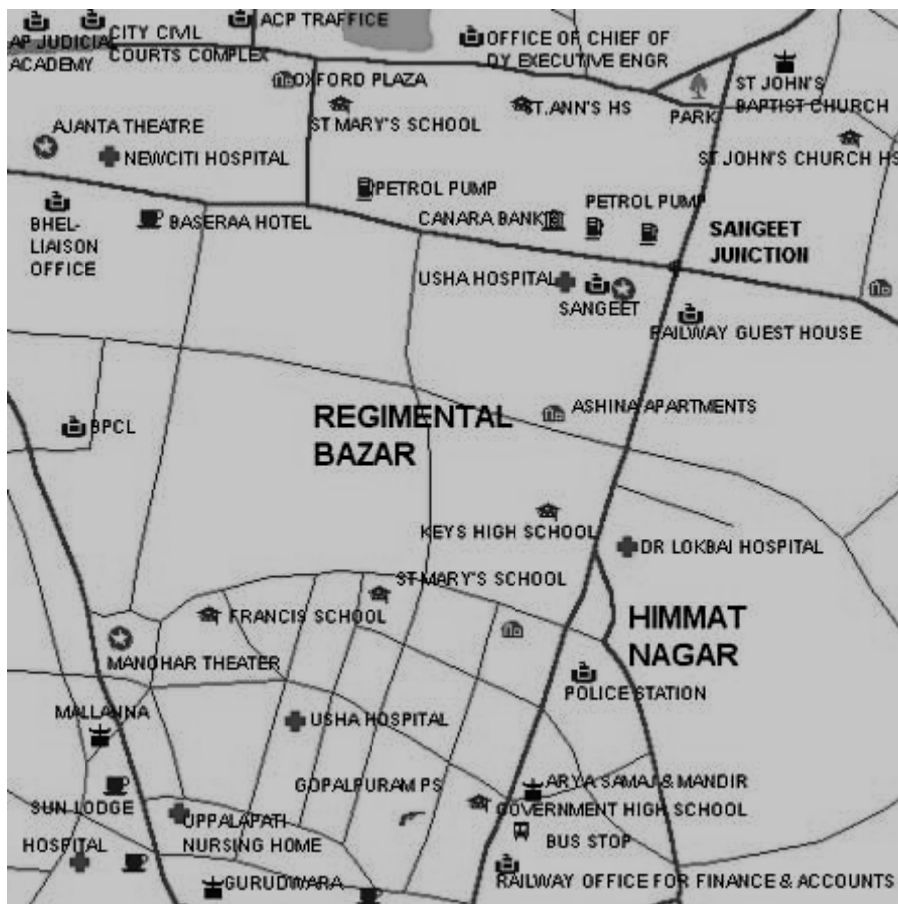
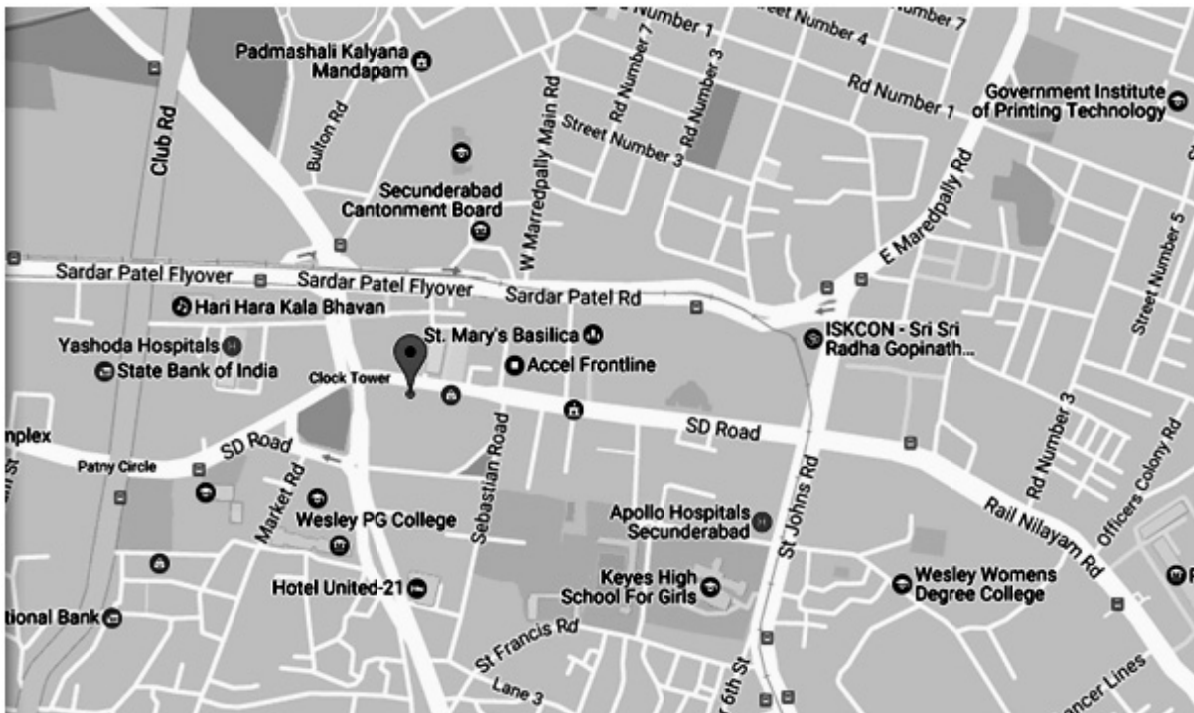
Registered Office : "Vishwakarma", 86C Topsia Road(S), Kolkata- 700046

Telephone: +91 33 6602 3917; Fax: +91 33 2285 8501/ 7542

E-mail: abhishek.chamaria@srei.com Website: www.srei.com

CIN: L29219WB1985PLC055352

Route Map to the EGM Venue



ATTENDANCE SLIP
(To be presented at the entrance)

**EXTRAORDINARY GENERAL MEETING ON MARCH 20, 2017 AT 11A.M. IST AT
BASERA HOTEL, S. D ROAD, SECUNDERABAD, TELANGANA, ON MARCH 20, 2017.**

I hereby record my presence at the Extraordinary General Meeting of the Company held on March 20, 2017 at 11a.m. IST at Basera Hotel, S. D Road, Secunderabad, Telangana, and at any adjournments thereof.

Folio No. _____ DP ID No _____ Client ID No. _____

Name of the Member: _____

Signature: _____

Name of the Proxyholder/Authorised Representative: _____

Signature: _____

1. Only Member/Proxyholder/Authorised Representative can attend the Meeting.
2. Member/Proxyholder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.

PROXY FORM

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

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No./Client ID No. _____ DP ID No. _____

I / We, being the member of _____ Equity Shares of Deccan Chronicle Holdings Limited, hereby appoint

Name: _____

Address: _____

Signature: _____

E-mail: _____

Or failing him,

Name: _____

Address: _____

Signature: _____

E-mail: _____

Or failing him,

Name: _____

Address: _____

Signature: _____

E-mail: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on March 20, 2017 at 11a.m. IST at Basera Hotel, S. D Road, Secunderabad, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

| Resolution No. | Resolution | For | Against |
|-------------------------|--|-----|---------|
| Special Business | | | |
| 4. | Appointment of Mr. Manoj Mohanka (DIN: 00128593) as Director | | |
| 5. | Appointment of Ms. Sabina Inderjit (DIN: 00192235) as Director | | |
| 6. | Appointment of Mr. Shamik Roy as Director | | |
| 7. | Appointment of Mr. Prashant Mustii (DIN: 007744655) as Director | | |
| 8. | Appointment of Mr. Dipen Chatterjee (DIN: 007746948) as Director | | |

Signed this _____

Signature of Shareholder _____

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 at No. 36, Sarojini Devi Road, Secundrabad, Telangana-500003, as well as at the office of the requisitioner (i.e., SIFL) at "Vishwakarma", 86C Topsia Road(S), Kolkata- 700046 not less than 48 hours before the commencement of the Meeting.
2. **This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending in person if he so wishes.
4. In case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

ANNEXURE TO NOTICE

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

Even though explanatory statement is not required under the Companies Act, 2013 and the rules thereunder, SREI Infrastructure Finance Limited as the requisitioner of the extra-ordinary general meeting is providing the following explanatory statement to set out material facts relating to the business mentioned at Item Nos. 1-8 of the accompanying notice dated February 27, 2017, for the benefit of the shareholders of the Company and assist them in making an informed decision.

Background

In September 2014, the Serious Fraud Investigation Office (“**SFIO**”) filed a Petition before the Principal Bench of the erstwhile Company Law Board (“**CLB**”) under Sections 388B, 397, 398 read with 401, 402 and 408 of the Companies Act, 1956 alleging fraud, oppression of minority and mismanagement while conducting and managing the affairs of the Company. Originally, apart from the Company, there were about 38 other Respondents mainly comprising of the past and then directors of the Company, subsidiaries and related parties of the Company.

Vide interim order dated September 10, 2014 (“**Interim Order**”), on the undertaking given by the counsel for the Company, Chairman and Vice Chairman cum Managing Director of the Company, the CLB *inter alia*, directed the Company:

- (a) Not to open any new bank account in any bank without prior approval of CLB;
- (b) Not to hold any board meetings;
- (c) Maintain status quo on the constitution of the board of directors of the Company ; and
- (d) Maintain status quo on the assets of the Company except in ordinary course of business.

SIFL understands that the directions passed in the Interim Order continue to operate till date. After coming into force of relevant provisions of the Companies Act, 2013, the matter stands transferred to the Hon’ble National Company Law Tribunal (“**NCLT**”) and is being heard by the Principal Bench of the Hon’ble NCLT at New Delhi.

Due to the Interim Order, no board meeting of the Company has been held since the date of the Interim Order and hence no audited financial statements have been submitted by the Company to the stock exchanges or the Registrar of Companies. Due to the Company’s non-compliance with the listing agreement, the stock exchanges have suspended trading of Company’s shares and this has made difficult for public shareholders to exit the Company. In addition, the shareholders also do not have any visibility on the financial condition of the Company during the past several years and the status of its operations, revenue from advertising operations etc.

Agenda Item No. 1 & 3:

As the shareholders of the Company may be aware, the Company's operations have been adversely affected over the past few years because of various reasons. The last audited financial statements of the Company are available only as on September 2012 (for a period of 18 months ending on September 30, 2012) and no authenticated information regarding the financial status of the Company has been made available to the shareholders after this date. In the absence of any authentic information, it is difficult for the shareholders and creditors to ascertain the true financial health of the

Company. Based on publicly available information, it is believed that the Company has been incurring losses continuously for the last several years and has defaulted in repayment to its lenders on account of severe financial distress.

The Company has continuously defaulted in servicing its debt. The debt liability is estimated to be around Rs. 4,000 crore. It is understood that the Company does not have access to normal banking/lending channels to meet its operational capital requirements.

In these circumstances, SIFL understands that the Company's operations have been adversely affected. If the existing state of affairs continues unchecked, there is a real and imminent threat of the Company going into liquidation. This would affect the employment of almost 1,400 direct and indirect employees of the Company and jeopardise the interests of the Company's other stakeholders, such as its creditors and shareholders.

It is apparent that the information required by the shareholders of the Company is not available in public domain.

In order to ensure that the business of the Company continues to remain as a going concern, and to afford protection to creditors, Members, and employees of the Company, and to infuse confidence in the general public, it is imperative for the shareholders to seek information from the Company, to discuss the financial and operational situation of the Company and the performance of its management, the Company's long term viability and to pass appropriate resolutions as they see fit.

Agenda Item No. 2:

It is a matter of public knowledge that:

- (a) A number of the lenders of the Company have initiated recovery proceedings before various legal fora in order to recover their dues from the Company.
- (b) Certain penal proceedings have also been initiated against the Company and some of its directors.
- (c) The Company is facing a number of proceedings/investigations with respect to taxation related matters.

The Company is under a legal obligation to disclose the impact of material/significant litigation in its annual financial statements and also disclose such details to the stock exchanges. As the Company has not finalised its annual accounts since September 2012 and has also not made requisite filings after September 2012 with the stock exchanges, no credible information is available to the shareholders from the Company regarding the legal disputes involving the Company and their potential impact on the value of the shares of the Company.

It is therefore imperative for the shareholders to discuss the legal disputes involving the Company and the impact of such disputes on the operations of the Company and pass appropriate resolutions as they see fit.

Information with respect to Agenda Item Nos. 4 to 8

As per the information available on the MCA21 system on the website of the Ministry of Corporate Affairs, the board of directors of the Company consists of the following directors:

1. TikkavarapuVenkatram Reddy
2. TikkavarapuVinayak Ravi Reddy
3. P. K Iyer
4. Suresh Srinivasan
5. VenkateswarluMalapaka

Mr. TikkavarapuVenkatram Reddy, Mr. TikkavarapuVinayak Ravi Reddy and Mr. P.K Iyer are also 'promoters' of the Company as per the shareholding pattern of the Company filed with the Bombay Stock Exchange for the quarter ended September 2014.

It is evident that the Company is in distress, and in order to bring about a revival of the operations of the Company, assistance with respect to financial discipline, business management and man power management is required to be provided to the existing management of the Company. To this end, five directors are proposed to be appointed to the board of directors of the Company *vide* agenda items 4 to 8. These proposed directors are experts from diverse fields, including the media business and it is believed that their induction to the board of directors of the Company will strengthen the management of the Company and bring in more professionalism to the Company.

It is hoped that this will assist in turning around the operations of the Company and resolving the current situation.

However, shareholders should note that the Interim Order continues to be in operation.

Even though the Interim Order has, strictly speaking, been passed only *vis-à-vis* the persons who are party to the proceedings pending before the Hon'ble NCLT Delhi, it is proposed that the appointment of directors to the board of directors of the Company pursuant to agenda items 4 to 8 shall be subject to the prior approval of the Hon'ble NCLT. If the shareholders pass the necessary resolutions approving appointment of the directors, the Hon'ble NCLT shall be approached to obtain approval for appointment of the directors. The directors will hold office with effect from such date as the Hon'ble NCLT may direct.

Agenda Item No. 4:

In respect of the fourth agenda item, the consent of the members of the Company is sought for the approval of Mr. Manoj Mohanka as a Director of the Company. The curriculum vitae of Mr. Manoj Mohanka and terms and conditions of his appointment as a Director of the Company are annexed hereto as **Annexure I** and forms part of the Notice.

SIFL has submitted to the Company a notice in writing in terms of Section 160 of the Companies Act, 2013, along with deposit of requisite amount, proposing his/her candidature to be appointed as Director in this meeting.

Mr. Manoj Mohanka is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his/her consent to act as Director.

Agenda Item No. 5:

In respect of the fifth agenda item, the consent of the members of the Company is sought for the approval of Ms. Sabina Inderjit as a Director of the Company. The curriculum vitae of Ms. Sabina Inderjit and terms and conditions of his/her appointment as a Director of the Company are annexed hereto as **Annexure II** and forms part of the Notice.

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SIFL has submitted to the Company a notice in writing in terms of Section 160 of the Companies Act, 2013, along with deposit of requisite amount, proposing his/her candidature to be appointed as Director in this meeting.

Ms. Sabina Inderjitis not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his/her consent to act as Director.

Agenda Item No. 6:

In respect of the sixth agenda item, the consent of the members of the Company is sought for the approval of Mr Shamik Royas a Director of the Company. The curriculum vitae of Mr. Shamik Roy and terms and conditions of his/her appointment as a Director of the Company are annexed hereto as **Annexure III** and forms part of the Notice.

SIFL has submitted to the Company a notice in writing in terms of Section 160 of the Companies Act, 2013, along with deposit of requisite amount, proposing his/her candidature to be appointed as Director in this meeting.

Mr. Shamik Roy is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Agenda Item No. 7:

In respect of the seventh agenda item, the consent of the members of the Company is sought for the approval of Mr. Prashant Mustii as a Director of the Company. The curriculum vitae of Mr. Prashant Mustii and terms and conditions of his/her appointment as a Director of the Company are annexed hereto as **Annexure IV** and forms part of the Notice.

SIFL has submitted to the Company a notice in writing in terms of Section 160 of the Companies Act, 2013, along with deposit of requisite amount, proposing his/her candidature to be appointed as Director in this meeting.

Mr. Prashant Mustii is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his/her consent to act as Director.

Agenda Item No. 8:

In respect of the eight agenda item, the consent of the members of the Company is sought for the approval of Mr. Dipen Chatterjee as a Director of the Company. The curriculum vitae of Mr. Dipen Chatterjee and terms and conditions of his/her appointment as a Director of the Company are annexed hereto as **Annexure V** and forms part of the Notice.

SIFL has submitted to the Company a notice in writing in terms of Section 160 of the Companies Act, 2013, along with deposit of requisite amount, proposing his/her candidature to be appointed as Director in this meeting.

Mr. Dipen Chatterjee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his/her consent to act as Director.

Details of the Directors seeking appointment in the forthcoming Extraordinary General Meeting
(in pursuance of Para 1.2.5 of SS - 2)

| Name of Director | Mr. Manoj Mohanka | Ms. Sabina Inderjit | Mr. Shamik Roy | Mr. Prashant Mustii | Mr. Dipen Chatterjee |
|--|------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Date of Birth | 05.03.1963 | 19.03.1961 | 09.05.1961 | 06.07.1976 | 10.03.1984 |
| Date of first Appointment to the board | NA | NA | NA | NA | NA |
| Expertise in specific functional areas | Media | Media | | Finance | Law professional |
| Qualifications | Master Degree | Graduate | Master Degree | Master Degree | LL.B |
| Directorship held in other companies | As provided below after this table | Durga Das (P) Ltd | NA | NA | NA |
| Membership/Chairmanship of Committees of Boards of other companies | NA | NA | NA | NA | NA |
| Shareholdings in the Company | Nil | Nil | Nil | Nil | Nil |
| Remuneration payable | Rs. 15,000/- per sitting | Rs. 15,000/- per sitting | Rs. 15,000/- per sitting | Rs. 15,000/- per sitting | Rs. 15,000/- per sitting |
| Relationship with other Directors, Manager, and Key Managerial Personnel | No relationship | No relationship | No relationship | No relationship | No relationship |

None of the Directors and key managerial personnel or their respective relatives are concerned and/or interested in the proposed resolutions in aforementioned agenda items.

Directorship held in other companies of Mr. Manoj Mohanka

| Names of Companies/bodies/corporate/firms/association of individuals | Position Held |
|---|----------------------|
| Titagarh Wagons Limited | Director |
| Indian Carbon Limited | Director |
| Artevaa Digital India Private Limited | Director |
| Indian Terrain Fashions Limited | Director |
| Charismatic Media Investment Private Limited | Additional Director |
| TitagarhAgrico Private Limited | Director |
| Voylla Fashions Private Limited | Director |
| 3D Technopack Limited | Director |
| TitagarhFirema Adler S.P.A. (Italy) | Director |
| Scomi International Private Limited (Singapore) | Director |

Annexure I

Curriculum vitae of Mr. Manoj Mohanka and Terms and Conditions of his Appointment

Mr. Manoj Mohanka is an Indian citizen aged about 53 years and holds a Master's degree with a major in strategic marketing from National University of Ireland and is also a Chevening Scholar from London School of Economics. He has over 25 years of experience in business across industry with a focus on finance and marketing. He was the Chairman of the board of directors of Network 18 Media and Investments Limited as well as TV18 Broadcast Ltd for about five (5) years and also Chairman of the Audit Committee of both Network 18 Media and Investments Limited and TV18 Broadcast Ltd for well over a decade. He presently serves on several corporate boards, both in India and abroad, as an independent director. He has been President of Calcutta Chamber of Commerce and is on Board of Governors of Mano Vikas Kendra, a not for profit school for special needs children.

Mr. Manoj Mohanka will be appointed with the following terms and conditions:

| | |
|-------------|---|
| Sitting Fee | Rs. 15,000/- per sitting |
| Expenses | All the travelling, stay, food and reasonable miscellaneous expenses to be borne by the Company |
| Scope | Shall have the duties of a director as prescribed under the Companies Act, 2013, the relevant rules and regulations framed there under, and applicable laws |
| Duties | Shall devote such time as will be necessary for the proper performance of the duties of a director as per scope mentioned above. |
| Committees | May be appointed on one or more of the existing Board committees or any committees that may be set up in the future |
| Status | Shall not be an employee of the Company and shall not be in charge of or responsible for the day to day functioning and management of the Company |

Annexure II

Curriculum vitae of Ms. Sabina Inderjit and Terms and Conditions of his Appointment

Ms. Sabina Inderjit is a senior journalist based in New Delhi and is Associate Editor, India News & Feature Alliance (INFA), an independent syndicate, founded by her grandfather Late Durga Das in 1959. It specifically caters to the regional and vernacular press to build public opinion and strengthen India's democracy. She did her schooling at Modern School, Barakhamba Road, Delhi, graduated from Lady Shri Ram College, Delhi University in Political Science (Hons) and has a diploma in mass media from the esteemed Indian Institute of Mass Communications, Delhi. Following her training with India's leading daily, The Times of India, in Mumbai, she joined the paper in Delhi in 1984 and was its Special Correspondent for many years covering social, health and political issues, including India's Parliament, Union Home Ministry among others, Election Commission, Jammu & Kashmir among other States. Other than her passion for independent journalism, Sabina has for decades been involved with the journalists' rights and upholding press freedom. She is an active member of the journalists' trade union movement both in the country and abroad. She has served as a Member, Press Council of India for two terms (1998-2004) representing the working journalists in India and is Vice President of the largest Indian journalist union, the Indian Journalists Union as well as the worldwide journalist unions body International Federation of Journalists, with its headquarters in Brussels. She is also associated with the IC Centre for Governance, a civil society organization dedicated to collective thinking and advocacy on issues of transparency and accountability in public governance in India. Sabina is widely travelled both in India and abroad.

Ms. Sabina Inderjit will be appointed with the following terms and conditions:

| | |
|-------------|---|
| Sitting Fee | Rs. 15,000/- per sitting |
| Expenses | All the travelling, stay, food and reasonable miscellaneous expenses to be borne by the Company |
| Scope | Shall have the duties of a director as prescribed under the Companies Act, 2013, the relevant rules and regulations framed there under, and applicable laws |
| Duties | Shall devote such time as will be necessary for the proper performance of the duties of a director as per scope mentioned above. |
| Committees | May be appointed on one or more of the existing Board committees or any committees that may be set up in the future |
| Status | Shall not be an employee of the Company and shall not be in charge of or responsible for the day to day functioning and management of the Company |

Annexure III

Curriculum vitae of Mr. Shamik Roy and Terms and Conditions of his Appointment

Mr. Shamik Roy has more than three decades of experience, having worked in Banks, Asset Reconstruction and Infrastructure Finance companies. Mr. Shamik has extensive experience in credit risk, project financing, asset financing, capital funding, stressed asset management, valuation and disinvestment, finance and accounts. Mr. Shamik was associated as the President and Group CFO of Punj Lloyd Limited. He was also associated as the VP and Group CFO of Shreyans Group. He was with Barclays Bank PLC as Pan India Director and Head of Credit Risk Group. He was also a DGM with IDBI Bank Limited. He was the Senior Vice President with International Asset Reconstruction Company Private Limited. His previous employer also includes State Bank of India and HCC Concessions. Presently Mr. Roy is Head- Structured Product Group, Srei Equipment Finance Ltd.

Mr. Shamik Roy will be appointed with the following terms and conditions:

| | |
|-------------|---|
| Sitting Fee | Rs. 15,000/- per sitting |
| Expenses | All the travelling, stay, food and reasonable miscellaneous expenses to be borne by the Company |
| Scope | Shall have the duties of a director as prescribed under the Companies Act, 2013, the relevant rules and regulations framed there under, and applicable laws |
| Duties | Shall devote such time as will be necessary for the proper performance of the duties of a director as per scope mentioned above. |
| Committees | May be appointed on one or more of the existing Board committees or any committees that may be set up in the future |
| Status | Shall not be an employee of the Company and shall not be in charge of or responsible for the day to day functioning and management of the Company |

Annexure IV

Curriculum vitae of Mr. Prashant Mustii and Terms and Conditions of his Appointment

Mr. Prashant Mustii aged 40 years has done his Post Graduate Diploma in Business Management in Finance & Information Systems from Institute of Public Enterprise, Hyderabad. He has more than 16 years of experience in the Financial Services Industry in areas of Corporate Banking, Project Finance; Corporate Finance; Depository Services having worked in companies such as Stock Holding Corporation of India; HDFC Bank; ICICI Bank; TATA Capital Ltd and SREI. He has experience in business development in the South Indian market with clients such as GMR, GVK, India Cements, NCC, Shriram Group; Navayuga; Health Care Group; among others. He brings to the table varied experience ranging from forging of business relations; assessing of business opportunities and risk assessment.

Mr. Prashant Mustii will be appointed with the following terms and conditions:

| | |
|-------------|---|
| Sitting Fee | Rs. 15,000/- per sitting |
| Expenses | All the travelling, stay, food and reasonable miscellaneous expenses to be borne by the Company |
| Scope | Shall have the duties of a director as prescribed under the Companies Act, 2013, the relevant rules and regulations framed there under, and applicable laws |
| Duties | Shall devote such time as will be necessary for the proper performance of the duties of a director as per scope mentioned above. |
| Committees | May be appointed on one or more of the existing Board committees or any committees that may be set up in the future |
| Status | Shall not be an employee of the Company and shall not be in charge of or responsible for the day to day functioning and management of the Company |

Annexure V

Curriculum vitae of Mr. Dipen Chatterjee and Terms and Conditions of his Appointment

Mr. Dipen Chatterjee, aged about 33 years and has 10 years of experience in the legal profession. Presently he is Principal Associate of Khaitan & Co., and based out of Kolkata office of the firm. He is primarily a corporate lawyer and member of the corporate and capital markets team. He focuses his expertise on corporate and capital markets transactions such as acquisitions, public issues, private placements, takeovers, strategic alliances, private equity investments, debt financing, joint ventures and general corporate law advisory. Dipen is also experienced in handling litigation before various fora in the field of corporate and commercial laws. Dipen is an active participant in relation to the business development activities of the firm, which includes attending and/or giving presentations before various chambers of commerce, etc.

Mr. Dipen Chatterjee will be appointed with the following terms and conditions:

| | |
|-------------|---|
| Sitting Fee | Rs. 15,000/- per sitting |
| Expenses | All the travelling, stay, food and reasonable miscellaneous expenses to be borne by the Company |
| Scope | Shall have the duties of a director as prescribed under the Companies Act, 2013, the relevant rules and regulations framed there under, and applicable laws |
| Duties | Shall devote such time as will be necessary for the proper performance of the duties of a director as per scope mentioned above. |
| Committees | May be appointed on one or more of the existing Board committees or any committees that may be set up in the future |
| Status | Shall not be an employee of the Company and shall not be in charge of or responsible for the day to day functioning and management of the Company |



Date: 20th December, 2016,

To,
The Board of Directors,
Deccan Chronicle Holdings Limited,
No.36 Sarojini Devi Road,
Secunderabad, Telengana 500003

Kind Attention: Mr. T. Vinayak Ravi Reddy, Vice Chairman & Managing Director

Subject: Requisition under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an extraordinary general meeting of Deccan Chronicle Holdings Limited

Dear Sirs,

Srei Infrastructure Finance Limited is a member of Deccan Chronicle Holdings Limited (“Company”) and holds, as on date, 6,60,37,735 (Six crores sixty lakhs thirty seven thousand seven hundred and thirty five) shares of Rs.2 /- (Indian Rupees 2) each constituting 24% of the total issued, subscribed and paid up share capital of the Company.

Pursuant to Section 100(2)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, we submit this requisition to you for convening an Extraordinary General Meeting of the members of the Company, to transact the following business:

Item No. 1

To discuss the performance of the Company and performance by the current management and assess current financial status of the Company.

Item No. 2

To understand and assess all critical legal cases initiated by/ against the Company.

Item No. 3

To assess the long term viability and quick resolution of the financial situation and course of action available to the Company including by appointing new directors to the Board of the Company if required.

Item No. 4

Such other incidental matters to be also taken up at the meeting.

Note:

1. We requisition the Extra Ordinary General Meeting of the Company to be held within 21 days from the date of this notice at such place as the Company may determine and inform all members of the Company to attend the meeting.

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

Registered Office : 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285 8501/7542

Email: corporate@srei.com Website: www.srei.com



2. One of the copies of this intimation is being forwarded to Registrar of Companies, Andhra Pradesh (Hyderabad) and Regional Director, South East Region), and SEBI, Mumbai office, Bombay Stock Exchange, National Stock Exchange for information and records.

Thanking you,

Requisitionist : **Srei Infrastructure Finance Limited**

Folio No.: **DCH950019**

Shares held: **6,60,37,735 (Six crores sixty lakhs thirty seven thousand seven hundred and thirty five)**

Percentage shareholding of the requisitioner in Deccan Chronicle Holdings Limited: **24%**


Authorised Signatory for Srei Infrastructure Finance Limited

Date: Tuesday, _____ day of December, 2016

Place: Kolkata

Copy to:

| | |
|--|---|
| To The Registrar of Companies(ROC Hyderabad) 2ND Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda Hyderabad - 500 068, Telengna | To The Director (ROC Hyderabad), South East Region 3rd Floor, Corporate Bhawan, Bandlaguda, Nagole, Tattiannaram Village Hayat Nagar Mandal, Ranga Reddy District, Hyderabad-500 068, Telengna |
| To The Securities and Exchange Board of India Plot No. C 4-A , G Block, Near Bank of India, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051 | To The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001 |
| To The National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 | |

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

Registered Office : 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285 8501/7542

Email: corporate@srei.com Website: www.srei.com

BOOK POST

If Undelivered, please return to :
Srei Infrastructure Finance Limited
'Vishwakarma', 86C, Topsia Road (South)
Kolkata- 700 046