



## **NOTICE OF ANNUAL GENERAL MEETING OF FIJI TELEVISION LIMITED**

Notice is hereby given that the Annual General Meeting of Fiji Television Limited (FTV) will be held at Makosoi Room, Suva Peninsula Hotel on the 02<sup>nd</sup> of December, 2021 at 3.00pm (Fiji Time).

Due to the COVID-19 mandatory restrictions currently in place, attendees at the AGM have the options of attending in person or on-line. All those wishing to attend in person must be fully vaccinated and will be permitted upon clearance of vaccination card on the VAX check tool.

Additionally, all attendees will be accommodated within the COVID-19 safe measures in compliance with the company's safe measures protocol and the advisories from the Government. The Company will require attendees to conform to the prevailing social distancing and social gathering Government regulations in addition to the health initiatives adopted by the Company on site.

Below are the options available for shareholders, media, and other stakeholders to participate in the Special Meeting.

1. Attendance in person
2. Nomination of Proxy
3. Attendance online via Zoom. A separate market announcement on this will follow.

Circumstances relating to COVID-19 are changing rapidly and we will update shareholders if any of these changes impact arrangements for the AGM.

FTV wishes to transact the following business at the Annual General Meeting.

### **GENERAL BUSINESS**

#### **Item 1 Minutes of the Previous AGM held on 20th November 2020**

To receive, consider and adopt the Minutes of the previous Annual General Meeting held on 20 November 2020 as a correct record of the meeting.

### **ORDINARY BUSINESS**

#### **1. Consideration of Financial Statement for the year ended 30 June 2021**

To receive and consider the Audited Financial Statements including audited Consolidated Financial Statements of the Company for the financial year ended 30 June 2021 together with the report of the Board of Directors and Auditors thereon.

## 2. Election of Director

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

- a) “**RESOLVED THAT** Mr Deepak Rathod, a director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a director of the Company.”
- b) “**RESOLVED THAT** Mr Ajai Punja, a director of the Company who retires by rotation pursuant to Clause 52 of the Articles of Association of the Company, and being eligible, be and is hereby re-appointed as a director of the Company.”

## 3. Appointment of Auditors

*To consider, and if thought fit, pass the following resolution as an ordinary resolution:*

To appoint Auditors in accordance with Section 422 of the Companies Act 2015, to hold the office from the conclusion of this meeting until the conclusion of the next AGM and authorize the Directors to fix their remuneration. The Board to recommend the appointment of Auditors of the Company and that the Board be authorized to fix their remuneration.

## **SPECIAL BUSINESS**

### **4. Consideration of Re-issued Financial Statement for the year ended 30 June 2020, 2019 & 2018:**

To receive and consider the Re-issued Audited Financial Statements including audited Consolidated Financial Statements of the Company for the financial year ended 30 June 2020, 2019 & 2018 together with the report of the Board of Directors and Auditors thereon.

All other business transacted at an AGM is special business.

Explanatory Notes containing information in relation to each of the following resolutions accompanies the Notice of Meeting.

**By Order of the Board of Directors**



Poonam Nandani  
**Company Secretary**

10<sup>th</sup> November, 2021.



## **EXPLANATORY NOTES**

*This Explanatory Notes is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the Notice of Annual General Meeting.*

*The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.*

*The following should be noted in respect of the various matters contained in the Notice of the Annual General Meeting.*

### **1. Consideration of Financial Statements For The Year Ended 30<sup>th</sup> June, 2021.**

As required by Section 401 of the Companies Act 2015, the Financial Report, the Directors Report and the Auditor's Report of the Company for the recently completed financial year will be laid before the meeting.

Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution to the meeting.

Questions that cannot be answered at the Annual General Meeting needs to be addressed through a market announcement by the company within a reasonable timeframe.

### **2. Election of Directors**

The Board proposes that Mr Deepak Rathod and Mr Ajai Punja be re-appointed as directors of the company. The Board considers that each nominee possesses attributes necessary for the development of the company.

#### **a) Mr Deepak Rathod:**

Deepak Rathod is a chartered Accountant by profession and holds a Bachelor of Commerce Degree from Auckland University and a Graduate Certificate in Management from the Central Queensland University. He has held executive management positions in organizations such as Rewa Co-operative Dairy Company Ltd, Tattersalls of Australia, Energy Fiji Limited, and Foods Pacific Ltd. Prior to that he worked with Arthur Young Chartered Accountants.

He is a Chartered Accountant member of both the Fiji Institute of Accountants and Chartered Accountants Australia and New Zealand.

He is the Company Secretary for RB Patel Group Ltd and Life Cinema Ltd. He has extensive experience in many areas of management and finance and is a past president of the Fiji Institute of Accountant and the Rotary Club of Suva. He was on the Council of the Fiji Institute of Accountants for many years during which time many initiatives were introduced to increase the profile of Chartered Accountants in Fiji's Business community. He recently undertook and graduated from the Fiji Directors Course from the Australian Institute of Company Directors of which he is a member.

**b) Mr Ajai Punja:**

Ajai Punja is the Chief Executive Officer & Managing Director of Petroleum and Gas Company (Fiji) Limited. Mr. Punja holds board membership on FMF Foods Ltd, Biscuit Company of Fiji Ltd, Pea Industries Ltd, Hari Punja & Sons Ltd, Petroleum Gas Co. Ltd, The Biodiesel Group Fiji Ltd, The Rice Company Ltd and FMF Brewery Limited.

**3. Appointment of Auditors**

The Board proposes to re-appoint the retiring Auditors in accordance with Clause 98.1 of the Articles of Association of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board and the Auditors. The retiring Auditors M/s BDO, Chartered Accountants, being eligible, offer themselves for appointment.

This appointment was made following the vacancy created by the resignation of PricewaterhouseCoopers, Chartered Accountants as the company's external auditors.

**4. Consideration of Re-issued Financial Statements For The Year Ended 30<sup>th</sup> June, 2020, 2019 & 2018.**

Subsequent to the issue of the financial statements on 28 August 2020 for the year ended 30 June 2020, 2019 & 2018, the Board undertook certain internal investigations into the financial statements. The investigations identified some major accounting adjustments which relate to the years ended 30 June 2020, 2019 & 2018.

The initial findings then required urgent and intensive intervention by the Board and the new Finance Team. The Board commissioned an Independent Review with the assistance of BDO, Chartered Accountants which identified significant accounting adjustments which relate to the years ended 30 June 2020, 2019 & 2018.

In light of these adjustments, the company and the external auditors in line with International Auditing Standard (ISA) 560 on Subsequent Events, agreed to recall the financial statements for the year ended 30 June 2020, 2019 & 2018 and released Reissued Financial Statements for the year ended 30 June 2020, 2019 & 2018 on 15 March 2021.

Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the Re-issued financial statements of the Company however, there will be no formal resolution put to the meeting and financial statements are to be received as tabled.



**PROXY FORM**  
[Pursuant to Section 157 and 158 of Companies Act 2015]

Name of the Member: \_\_\_\_\_  
Registered Address: \_\_\_\_\_  
SIN: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- 1. Name \_\_\_\_\_, of \_\_\_\_\_ or failing that;
- 2. Name \_\_\_\_\_, of \_\_\_\_\_

as my/our proxy to attend and vote on a show of hands and poll on my/our behalf at the General Meeting of the Company, to be held on 02<sup>nd</sup> December 2021 at 03:00 pm at Makosoi Room, Peninsula Hotel, Suva and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Resolutions	*Optional [Mark X]		
		For	Against	Abstain
	<b>Ordinary Business</b>			
1	Consideration of Financial Statements			
2a)	Re-election of Mr. Deepak Rathod as Director			
2b)	Re- election of Mr. Ajai Punja as Director			
3.	Appointment of Auditors			
4.	Consideration of Re-Issued Financial Statements			
5.	Special Business [add if applicable]			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

Signature of Member(s) \_\_\_\_\_

Notes:

1. \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the '*For*'/'*Against*'/'*Abstain*' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority to conduct a poll.
3. If a representative of the corporation is to attend the meeting, "*Appointment of Corporate Representative*" should be filled in. If the Corporate Representative wishes to appoint a Proxy, this Form must be duly filled in.
4. This Proxy Form must be received by the Company at Fiji Television Limited, 78 Brown Street, Suva or Share Registry at Central Share Registry Pte Limited, Shop 1 and 11, Sabrina Building Victoria Parade Suva or 330 5020 or email to [secretary@fijitv.com.fj](mailto:secretary@fijitv.com.fj) on 30<sup>th</sup> November before 03:00 pm being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid the scheduled meeting.

**APPOINTMENT OF CORPORATE REPRESENTATIVE**

[Pursuant to Section 160 of Companies Act 2015]

**This form may be used by a company or other body corporate which is a security holder or which has been appointed as a proxy by a security holder.**

[Empty box for name of body corporate]

*[Insert the name of the body corporate making the appointment]*

**HEREBY APPOINTS:**

[Empty box for name of appointee]

*[Insert the name of the appointee. Please note that multiple representatives can be appointed but only one representative may exercise the body corporate's power at any one time.]*

to act as its representative at  all meetings **OR**  the meeting to be held on

02<sup>nd</sup> of December, 2021

Of:

**Fiji Television Limited**

**SIGNATURES - THIS MUST BE COMPLETED**

<i>Common Seal (if applicable)</i>	Director	Sole director & Sole Secretary
	Director/Company Sec.	Date



***Information:***

In order to be effective, the form must be received by Fiji Television Limited within the time limit specific in the relevant Company's Articles of Association for receipt of Corporate Representative Appointments. The Original of the form will be retained by the Company.

A body or corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's members, creditors or debenture holders. The appointment maybe by reference to a position held provided that the appointment identifies the position.

The appointment must be executed in accordance with the body corporate's Articles of Association and (if applicable) Section 53 of the Companies Act 2015. An appointment maybe a standing one, which will continue until revoked.

If more than one representative is appointed, only one representative may exercise the body corporate's power at any one time.





## **CORPORATE DIRECTORY**

FIJI TV REGISTERED OFFICE  
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W- [www.fijione.tv](http://www.fijione.tv)

CENTRAL SHARE REGISTRY PTE LIMITED  
SHOP 1 AND 11  
SABRINA BUILDING, VICTORIA PARADE, SUVA  
G.P.O.BOX 11689, SUVA, FIJI

### **EXTERNAL AUDITORS**

BDO CHARTERED ACCOUNTANTS LEVEL 10  
FNPf PLACE  
343 VICTORIA PARADE  
SUVA  
FIJI

EXTERNAL LEGAL ADVISORS  
SHERANI & CO (FIJI)