

Edgar Filing: GRUPO TELEVISIA S A - Form 6-K

GRUPO TELEVISIA S A  
Form 6-K  
December 02, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER PURSUANT TO RULES 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November, 2003

GRUPO TELEVISIA, S.A.

-----  
(Translation of registrant's name into English)

Av. Vasco de Quiroga No. 2000, Colonia Sante Fe 01210 Mexico, D.F.

-----  
(Address of principal executive offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.)

Form 20-F      X                                  Form 40-F  
                  -----                                  -----

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes                                  No      X  
                  -----                                  -----

(If "Yes" is marked indicate below the file number assigned to the registrant in connection with Rule 12g-3-2(b): 82 .)

[Translation]

HOLDERS OF ORDINARY PARTICIPATION CERTIFICATES (CERTIFICADOS  
DE PARTICIPACION ORDINARIOS)  
KNOWN AS "TLEVISIA CPO'S"

MEETING NOTICE

In compliance with articles 218, 220, 221 and 228-S of the Negotiable Instruments and Credit Operations General Law (Ley General de Titulos y Operaciones de Credito), the holders of Certificados de Participacion Ordinarios "TLEVISIA CPO'S" ("CPOs") issued in connection with shares of Grupo Televisa, S.A., are hereby summoned to the General Holders Meeting of CPOs to be held on December 23, 2003, at 12:45 hours, in the domicile located at Boulevard Adolfo Lopez Mateos No. 2551, Colonia San Angel Inn, Zip Code 01790 in Mexico City, Federal District, in accordance with the

Edgar Filing: GRUPO TELEVISIA S A - Form 6-K

following:

AGENDA

-----

- I. Proposal of amendment to the deed of issuance of the certificados de participacion ordinarios no amortizables issued in connection with Series "A", "D" and "L" shares of Grupo Televisa, S.A., and in its case, to the respective trust agreement, in order to establish different amendments derived, among other things, from the Decree that amends and supplements the Securities Market Law (Decreto de reformas y adiciones a la Ley del Mercado de Valores) in effect as of June 2, 2001.
- II. Resolutions in connection with the issuance and exchange of certificates that evidence the above-mentioned certificados de participacion ordinarios.
- III. General matters related to the above issues.

To be entitled to attend to the meeting, the CPOs holders must evidence the ownership of the same with the certificates that S.D. Indeval, S.A. de C.V., Institucion para el Deposito de Valores shall issue for that effect, at least, forty eight hours before the hour scheduled for the meeting to be held, at the domicile located at Montes Urales, Third Floor, Colonia Lomas de Chapultepec, Zip Code 11000, in Mexico City, Federal District. The depositors at the S.D. Indeval, S.A. de C.V., Institucion para el Deposito de Valores, must enclose to the certificates issued by such institution, the lists that identify the beneficiary owners of the CPOs. Against the delivery of such certificates and lists, the admission card for the meeting will issued and delivered.

Mexico City, November 26, 2003

Banco Nacional de Mexico, S.A.  
Integrante del Grupo Financiero Banamex  
Common representative of the CPOs Holders

[TRANSLATION]

GRUPO TELEVISIA, S.A.

-----

By resolution of the Board of Directors of Grupo TELEVISIA, S.A. and pursuant to articles 179, 183 and other applicable articles of the General Law of Commercial Companies and to articles Fourteenth, Fifteenth, Sixteenth and other applicable articles of the by-laws, holders of Series "A" shares of the capital stock of such company are hereby called to a general extraordinary shareholders meeting that shall be held on December 23, 2003 at 12:00 p.m. at the corporate domicile of the company located at Blvd. Adolfo Lopez Mateos No. 2551, Col. San Angel Inn, Zip Code 01790 of this city, in order to deal with the issues contained in the following:

AGENDA

-----

- I. Proposal to amend articles Sixth, Seventh, Ninth, Tenth, Thirteenth, Fourteenth, Twenty third, Fortieth and Fortyseventh of the by-laws, in order to establish several amendments, including those which result from the Decree that amends and

## Edgar Filing: GRUPO TELEVISIA S A - Form 6-K

supplements the Securities Market Law in effect as of June 2, 2001 and General Rules applicable to issuers of securities and other securities market participants enacted by the National Banking and Securities Commission and in effect as of March 20, 2003.

- II. Report regarding the purchase and sale of shares of the Company pursuant to article 14 Bis 3, Section I of the Securities Market Law; resolution regarding the cancellation of shares of the Company and the resulting capital stock reduction and amendment to article Sixth of the company's by-laws.
- III. Appointment of delegates who will carry out and formalize the resolutions adopted at this meeting.

According to the provisions of article Seventeenth of the by-laws, in order to have the right to attend the meeting, the shareholders must be registered in the Stock Registry Book of the Company, which shall be deemed to be closed five days prior to the date in which the meeting shall be held, and shall present the corresponding admission card which must be requested at least forty-eight hours prior to the hour set forth for the shareholders meeting, at the secretary's offices located at Montes Urales No. 505, 3rd floor, Col. Lomas de Chapultepec, 11000, Mexico City, Federal District for which purpose the certificates that represent the corresponding shares or the certificates or evidence of deposit of such shares issued by S.D. Indeval, S.A. de C.V., Institucion para el Deposito de Valores, or by a Mexican or foreign credit institution, or by authorized brokerage firms, must be deposited in the secretary's offices.

In order to obtain the above-mentioned admission card, the depositors with S.D. Indeval, S.A. de C.V., Institucion para el Deposito de Valores, shall attach to the certificates or evidence of deposit issued by such institution, the lists that identify the shareholders.

The shareholders may be represented by legal representatives who must evidence their authority by means of a power-of-attorney granted in terms of the format prepared by the Company, that will comply with the content requirements set forth in subparagraph c), paragraph VI of Article 14 Bis 3 of the Securities Market Law and in the by-laws. The above-mentioned formats will be available to the shareholders or their legal representatives, at the above-mentioned secretary's domicile, during the fifteen days prior to the date in which the meeting will be held.

Mexico City, Federal District, November 26, 2003

JUAN S. MIJARES ORTEGA  
Secretary of the Board of Directors