

NOTICE

Notice is hereby given that the Thirty-First Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held on Tuesday, the 30th day of September 2025 at 09.00 AM through video conferencing/ other Audio- Visual means to transact the following businesses: -

Ordinary Business

1. Adoption of Annual Financial Statements

To Receive, Consider, and Adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.

To Receive, Consider, and Adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and the Auditors thereon.

2. To Appoint a Director in place of Mrs. Arti Bhatia (DIN: 00047040), who retires by rotation and being eligible, offer herself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Arti Bhatia (DIN: 00047040), who retires by rotation at this meeting and, being eligible, offers herself for reappointment, be and is hereby reappointed as a Director of the Company.”

Special Business

3. Regularization of Mrs. Jaya Misra. (Additional Director) (DIN: 003224759). as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“RESOLVED THAT pursuant to the provision of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and 17 of SEBI Listing Obligation & Disclosure Requirements Regulations 2015 and on the basis of recommendation made by Nomination and Remuneration Committee and with the approval of Board of Directors Mr. Jaya Misra (DIN: 003224759), Independent Director of the Company in respect of whom a notice has been received in writing from a member proposing his candidature for the office of Independent Director under section 160 of Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149(6) of the Companies Act, 2013 that he meets the criteria of independent and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term until the conclusion of Annual General Meeting to be held in year 2030.

4. Approval of request received from persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), the applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or any amendment or any substitution or re-enactment thereof, for the time being in force), and subject to necessary approvals from BSE Limited (BSE), Calcutta Stock Exchange

Limited (CSE) and/ or such other appropriate statutory authorities as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the following persons from “Promoter Group” category to “Public” category

S.No.	Name of Shareholders	No of Equity Shares Held	Percentage of shareholding / voting rights
1	Mr. Gaurav Bhatia	2,40,000	2.12

RESOLVED FURTHER THAT the Promoter Group seeking re-classification from the existing “Promoter Group” category to “Public” category, shall continue to comply with the conditions as specified under Regulation 31A of the Listing Regulations for a period of not less than three years from the date of such re-classification.

RESOLVED FURTHER THAT any Director of the Board or Kumar Pushkar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary including intimation to BSE post members approval and to submit the application for re-classification to BSE within the permitted time to give effect to this resolution.”

5. Utilization of IPO Proceeds

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and all other applicable rules, regulations, guidelines and other Statutory provisions for the time being in force, approval of the members of the Company be and is hereby accorded to the Actual utilization of IPO proceeds as on 31st March, 2025 as set out hereunder:

S. No.	Particulars	As per the prospectus Dated 16 th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31 st March, 2025
1.	Setting up our offices	989.60	989.60	754.80
2.	Repayment of RBS Loan	269.72	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50
5.	General Corporate	650.00	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99
7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06

8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37
	Total	5553.08	5553.08	5553.08

“FURTHER RESOLVED THAT for the purpose of these resolutions, the Board be and is hereby authorized to do such acts, deeds, matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may be in this regard and incidental thereto, without being required to seek any further consent approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Other Officer(s)/ Authorized Representative(s) of the Company to give effect to the aforesaid resolution.

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to:

- i. give any loan to any person or other body corporate;
- ii. give any guarantee or provide security in connection with a loan to any other body corporate or person;
- iii. acquire by way of subscription, purchase or otherwise the securities/Assets of any other body corporate,

in excess of the limit as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, up to an aggregate sum of Rs. Hundred Crore Only notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession to the earlier resolutions and subject to the approvals, wherever necessary of the Financial Institutions/Banks/Insurance Companies/others from which the Company has obtained / will obtain financial assistance, consent of the Company be and is hereby accorded under section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company’s bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. One Hundred Fifty Crore Only

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such necessary act(s), deed(s), thing(s) which are required/deemed required or expedient for giving effect to the above resolution.”

8. To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of 180(1)(a) of the Companies Act, 2013 (the ‘Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company wheresoever situate, both present and future, and the whole or any part of the undertaking of the Company, in such manner as the Board may deem fit, to or in favor of all or any of the financial institutions/banks/lenders to secure borrowings provided that the total amount of borrowings together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under agreement entered into/to be entered into by the Company in respect of the said borrowings, shall not, at any time exceed the limit of Rs. One Hundred Fifty Crore Only”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to decide on all matters and finalize with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/ charges/ hypothecations on such properties of the Company as it may think fit in the best interest of the Company, and to accept or make any alterations, changes, variations to or in the terms and conditions, and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may consider fit and proper and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

9. To approve the written off of Bad debts;

To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.

“RESOLVED THAT the Shareholder of the company hereby approve the write-off of bad debts amounting Rs 25 Lakhs owing from Multiple Debtors as same are considered irrecoverable.

“FURTHER REOLVED THAT the Board be and is hereby authorized to take all necessary actions to implement the Board decision and subject to approval of the Shareholders of the Company. The Board may delegate ant if its powers to any committee of the company to implement this resolution.

10. To Approve Material Related Party Transaction limit with the certain promoters Company.

“RESOLVED THAT pursuant to the provisions of section 188 read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rule made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of members of the Company, the consent of the Board of Directors of the Company be and is hereby accorded for entering into a agreement/contract with Merit Exports Private Limited, the copy of which is laid before the meeting and initiated by the Chairman for the purpose of identification and details for which are mentioned in the agenda enclosed with the Notice of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 189 read with rule 16 of the Companies (Meeting of Board and its Power) Rules 2014 and other applicable provisions of the Companies Act, 2013 read with rule made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force, the Board be and is hereby authorized to do the necessary entries in the Register of Contracts or arrangements in which directors are interested and authenticate them and to do all such acts, deeds, matters and things as may be necessary for the purpose of giving effect to the resolution

By order of the Board of Directors
For **Bharatiya Global Infomedia Limited**
Sd/-
Kumar Pushkar
Company Secretary

Date: **05th September, 2025**
Place: **Noida**

Notes

1. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), the 31st Annual General Meeting (“AGM”) of the Company is being conducted through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and hence physical attendance of the Members to the AGM venue is not required. The deemed venue for the AGM shall be the Corporate Office of the Company i.e. C-13, Second Floor, Sector-58, Noida-201301.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 03 for businesses to be transacted at the AGM along with details as required in Regulation 3 (3) of the Listing Regulations and Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India (ICSI) in respect of the Directors seeking appointment/re-appointment/continuation at the AGM and other relevant details, as applicable are provided in the Annexure-1 to the Notice and the Explanatory Statement.
3. Since the AGM is being conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence the proxy Form and Attendance Slip including Route map are not annexed to this notice Further, pursuant to Section 112 and 113 of the Companies Act, 03, representatives of the members such as the president of India or the Governor of a State or Body Corporate can attend the 30th AGM through VC/OAVM and cast their votes through e-voting.
4. Pursuant to Section 113 of the Companies Act, 2013, Corporate Institutional members (i. e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email on ashutosh@akpcs.com.
5. The Notice of AGM and Annual Report are being sent only in electronic mode to members whose email address is registered with the Company, Registrar and Share Transfer Agent or the Depository Participant(s).
6. The Notice of AGM along with Annual Report for the Financial Year 2024-25, is available on the website of the Company at www.bgil.in and on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com. Respectively. The AGM Notice is also available on the website of the Registrar and Share Transfer Agent i. e. Mas Services Limited i. e. www.masserve.com.
7. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
8. At 31st AGM, M/s. Singh Ray Mishra & Co., Chartered Accountants (Firm Registration Number 318121E) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of next AGM of the Company.
9. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through

VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at its email Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in.

10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. MAS Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
12. The Register of Members and Share Transfer Books will remain closed from September 24, 2025 to September 30, 2025 (both days inclusive).
13. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, is open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication(s) including Annual Report, Notices and Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Transfer Agent M/s. MAS SERVICES LTD., T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020, Ph:- +91-11-26387281/82/83, Fax:- +91-11-26387384, E-mail:- info@masserv.com, website: www.masserv.com and / or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
16. The Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and BSE Circular Ref. No. LIST/COMP/15/2018-19 dated July 05, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated July 09, 2018, as modified by the Securities and Exchange Board of India vide its Circular No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 has amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandated that transfer of securities with effect from April 01, 2019 would be in dematerialized form only. Members holding shares in physical form are requested to take necessary steps with their respective Depository Participants to dematerialize their physical shares. Information on dematerialization of shares including the process for dematerialization is available on the website of the Company at www.bgil.in under Investor Relations Section.
17. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall

submit their PAN details to the Company at its Registered Office or to the Registrar and Transfer Agents.

19. The recorded transcript of the forthcoming AGM on September 30, 2025, shall also be made available on the website of the Company in the investor relation section, as soon as possible after the meeting is over.

The instructions for e-voting and joining the AGM are as under:

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences on **Saturday, September 27, 2025 (9:00 a.m. IST)** and ends on **Monday, September 29, 2025 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 22, 2025 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
3. The Board of Directors has appointed AKP & Associates (Membership No. FCS 6847), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
7. The instructions for members for remote e-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at [https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/).

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
1. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
2. For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 1 2 * * * * * then your user ID is 12*****
3. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 1*** and EVEN is 101456 then user ID is 101456000001

4. Your password details are given below:
 1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 2. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 3. How to retrieve your ‘initial password’?
 1. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 2. If your email ID is not registered with the depositories, for procuring user id and Password and for registration of email ID for e-Voting, please follow the steps mentioned below:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), self-attested copy of PAN Card, self-attested copy of Aadhar Card by email to info@masserv.com/ kumarpushkar.cs@gmail.com.
2. In case shares are held in demat mode, please provide DPID CLENT ID (16 digit DP ID+CLIENT ID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, self-attested copy of PAN Card, self-attested copy of Aadhar Card by writing an email to info@masserv.com / kumarpushkar.cs@gmail.com.
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 1. Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 2. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 3. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 5. Now, you will have to click on "Login" button.
 6. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:-

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting.
2. Select "EVEN" 113342 (e-voting even number) of "KEI Industries Limited";
3. Now you are ready for e-Voting as Cast Vote page opens;
4. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
5. Upon confirmation, the message "Vote cast successfully " will be displayed;
6. Once you have voted on the resolution, you will not be allowed to modify your vote;
7. For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at Ashutosh@akpcs.com with a copy marked to evoting@nsdl.co.in.
Members may contact Mr. Kumar Pushkar, Company Secretary and Compliance Officer for any grievances connected with electronic means / e-voting at the Corporate Office of the Company at C-13, Second Floor, Sector-58, Noida-201301.
8. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
9. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(i). INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Members, who need assistance before or during the AGM, can contact NSDL on **evoting@nsdl.co.in/ 1800-222-990** and our Registrar and Transfer Agent on **info@masserv.com/ 011-26387281-82-83**
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at **info@masserv.com / kumarpushkar.cs@gmail.com** before September 29, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

(j) Other Instructions

6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
7. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.bgil.in** and on the website of NSDL **https:// www.evoting.nsdl.com** immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, BSE Limited, and Calcutta Stock Exchange where the shares of the Company are listed.
8. Members are encouraged to join the Meeting through Laptops for better experience.
9. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
10. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

By order of the Board of Directors
For **Bharatiya Global Infomedia Limited**
Sd/-
Kumar Pushkar
Company Secretary

Date: 05th September, 2025
Place: Noida

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD-2 (SS-2) ON “GENERAL MEETINGS”

As required by the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned in Notice.

Item No. 3

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from September 08, 2025, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Board of directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Regulations, 2015.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Jaya Misra, being eligible offers herself for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Board Governance, Nomination and Compensation Committee and the Board of Directors have recommended appointment of **Mrs. Jaya Misra** as Independent Directors of the Company.

Mr. Jaya Misra, non-executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149 (6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the Conditions specified in the Companies Act, 2013 and Rules made thereunder for their appointment as Independent Directors of the Company and they are not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Notice has been received from member(s) signifying their intention to propose appointment of these Directors along with a deposit of Rs. 1, 00, 000 each.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Regulation 27 of SEBI (LODR), Regulations, 2015, is provided at Annexure A of this Notice.

Except these Directors, being appointees or their relatives, none of the Directors and key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at **item Nos. 3**.

The Board recommends the resolution in relation to the appointment of these Directors as Independent Directors, for the approval by the shareholders of the Company.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Directors	Mrs. Jaya Misra
Date of Birth (dd/mm/yyyy)	26/06/1962
Age (in years)	63
Date of Appointment	30/05/2025
Qualification	Graduate
Relationship between Directors, Manager and Key Managerial Personnel	None
Board Position held	Independent
Terms and conditions of Appointment	As per resolution given in Notice
Nature of his/her expertise of specific function areas along with experience(in years)	Possesses over 35 years of experience in Corporate Accounting & Finance, Information technology, Investment Banking.
Number of Meetings of the Board attended during the year	0
Other Directorship	NIL
Chairperson/member of Committee of the Board of Companies in which he/her is Director	0
Shareholding of Director as on 31 st March, 2025	Nil

Item No. 4

Approval of request received from persons belonging to the Promoter Group for reclassification from “Promoter Group” category to “Public” category.

The Chairperson informed the board that an application has been received from promoter(s) of the company he is seeking reclassification wherein the promoter shall mention in the request for reclassification to the listed entity the rationale for the same and a description as to how the conditions specified in clause (b) of sub regulation (3) of Reg. 31A are satisfied.

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from “Promoter Group” category to “Public” category. In terms of the said Regulation, the following persons belonging to Promoter Group had vide letter dated 12th June, 2025

requested the Company for reclassification of their shareholding from the existing “Promoter Group” category to “Public” category in the Shareholding Pattern of the Company and/ or such other places wherever their names appears:

S. No.	Name of Shareholders	No of Equity Shares Held	Percentage of shareholding / voting rights
1.	Mr. Gaurav Bhatia	2,40,000	2.12

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A (3) (b) of the SEBI Listing Regulations, the aforesaid shareholders seeking re-classification have confirmed that they along with persons related to them together

1. Do hold more than ten percent of the total voting rights in the Company;
2. Do exercise control over the affairs of the Company whether directly or indirectly;
3. Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
4. Do represent on the Board of Directors of the Company (including not having a nominee director);
5. Are not acting as a Key Managerial Person in the Company;
6. Are not ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
7. Are not a fugitive economic offender.

It is true and fair that Mr. Gaurav Bhatia is an adult and right to decide to separate himself from the Promoter Group. Mr. Gaurav Bhatia individually not hold more than ten percent of the voting rights in the Company; individually does not exercise control over the affairs of the Company directly and he individually does not represent on the Board of Directors of the Company (including not having a nominee director).

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A (4) of the SEBI Listing Regulations, 2015 post such re-classification from “Promoter Group” category to “Public Shareholder” category.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 12th August, 2025, which require members’ approval by way of Ordinary Resolution, approval from BSE Limited/or such other approval, if any as may be required. After receipt of the necessary approvals and re-classification, the Promoters & Promoter Group shareholding in the Company would be 39.43% of the total Equity Paid up Share Capital of the Company.

Accordingly, the Board of Directors recommends the resolution as set out at Item No. 4 of the Notice, for the approval of the members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 4 of the Notice.

Item No.5

The members at the Annual General Meeting of the Company held on 27th August, 2010 had approved the Initial Public Offer (‘IPO’) of the Equity Shares of the Company. Accordingly, the Company had made the IPO through 100% book building route pursuant to Prospectus dated 16th July, 2011. Pursuant to the IPO, the Company had allotted 67, 20,000 equity Shares of Rs.10/-each at a price of Rs.82/- per Equity Share (including a Premium of RS.82/- per share) aggregating Rs. 55,10,40,000.

In the Prospectus dated 16th July, 2011, the Company had specified certain business plans and requirement of funds for the same along with the utilization of the IPO proceeds under the section titled “Objects of the Issue”, as the funds requirement and its deployment were dependent on several factors which were not in the control of Company’s management. The funds requirements were based on the prevailing business plan of the Company, economic scenario and estimated future outlook.

In view of the dynamic and diversified nature of the industry in which the Company operates, it may have to revise the business plan from time to time ensure profitable growth of the Company and enhance shareholders’ wealth.

The company has been giving continuous disclosures about the legal status of SEBI matter in its quarterly reports. The details disclosure of SEBI matter has been giving in the Directors Report.

Further, details of the utilization of funds have been regularly disclosed in each quarter along with the financial results submitted with the Stock Exchange(s) as per the requirement of Listing Agreement. The Actual utilization of revised IPO proceeds till 31st March, 2025 is as under:

S. No.	Particulars	As per the Prospectus Dated 16 th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31 st March, 2025
1	Setting up our Offices	989.60	989.60	754.80
2	Repayment of RBS Loan	269.72	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.50
5	General Corporate	650.00	711.39	711.39
6	Expansion of R & D	656.73	472.75	455.99
7	Meeting Long Term Working Capital Requirement	505	1240.87	1055.06
8	Cash & Escrow Bank Account & Investment ICD			587.37
	Total	5553.08	5553.08	5553.08

Hence the Board so as to best utilize the available opportunities, maximize the return on investment for the members and future growth of the Company recommends the Special Resolution set out at Item No.5 of the accompanying notice for approval of members.

SEBI informed the Additional and independent directors that the Company had not paid the penalty of Rs 6 crores imposed on it vide the Impugned Order and for the non-payment of penalty imposed vide the Impugned Order on the Company, they are liable and if the penalty imposed is not paid within 15 days, prosecution proceedings under sec 24(2) r/w sec 27 of SEBI Act will be initiated against him.

The Impugned Order dated 17.4.2014-passed in the adjudication proceedings against the Company and its Executive Directors only, was being extended to the Additional and independent directors who were not party to the adjudication proceedings, by SEBI.

In the meanwhile, in the matter pertaining to 22 entities (Traders) which was remanded back to SEBI for fresh consideration by SAT, the A O, SEBI in compliance with the directions of this Hon'ble Tribunal vide order dated 06.04.2016 passed the order exonerating all the 22 entities, including the GRD and Korp Group entities .

In the Order the Adjudicating Officer, SEBI after having considered the investigation report in the matter of the Company and the submissions and material evidences submitted by the 22 entities, observed that the allegations levelled against the 22 entities of having manipulated the price of the scrip of the Company does not stand and the case does not warrant imposition of any monetary penalty. Accordingly the penalty of Rs. 42.50 Crores imposed vide earlier order dated 25.03.2014 came to be reversed.

1. In light of the findings of the Adjudicating Officer SEBI, that the GRD and Korp Group entities have not been funded by the Company and that they have traded based on their own funds or the funds borrowed by them in the ordinary course and they have not indulged in manipulation, the adverse findings qua the Company BGIL that it had allegedly diverted funds to the extent of Rs 10.53 crores to GRD and Korp Group entities cannot legally sustain.
2. The Order dated 14.02.2022 passed by the A O SEBI has not been reviewed by SEBI. The said Order has also not been challenged by SEBI and hence has been accepted by SEBI and the findings and observations in the Order dated 14.02.2022 have attained finality and are binding upon SEBI.
3. Significantly, the said Order dated 14.02.2022 passed by the Adjudicating Officer SEBI, has been passed despite the findings recorded in earlier Orders.
4. In view of the order dated 14.02.2022 the allegations/findings of violations of PFUTP regulations by the Company BGIL pertaining to alleged diversion of funds to the extent of Rs 10.53 crores to GRD and Korp Group entities needs to be interfered and the Impugned Order needs to be set aside / modified and penalty be reduced.

Item No.6

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to:-

1. give any loan to any person or other body corporate;
2. give any guarantee or provide security in connection with a loan to any other body corporate or person; and
3. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-

60% of the paid-up share capital and free reserves and securities premium account; or
100% of the free reserves and securities premium account; whichever is higher.

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the

approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. One Hundred Crores Only, under the provisions of Section 186 of the Companies Act, 2013.

In view of the above, the Board of Directors recommends the Resolution for approval of Shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

Item No. 7

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may require finance from various banks or financial institution and or lending institutions or Bodies corporate or individuals or such other persons as may deem fit by Company together with money already borrowed by the Company (apart from temporary loans obtained from the Company from ordinary course of business) may exceed the aggregate of paid up capital and free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits up-to Rs. One Hundred Fifty Crores Only.

Pursuant to section 180(1)(c) of the Companies Act, 2013, Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members by way of special resolution.

Item No. 8

In order to facilitate securing the borrowings to be made by the Company in item no. 6, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting by way of special resolution.

Therefore Board recommends Special Resolution for your Approval.

None of the Directors except to the extent of their shareholding and directorships in the Company or their relatives are financially or otherwise interested in this resolution.

Item No. 9

There are number of Debtors outstanding since very long for which our Internal Auditor in its quarterly reports advising to either settle the accounts with the respective parties or to write off from the books of accounts at the earliest. We have made communications with the parties to settle the accounts but there is no response from their end. Hence, as per the advice of Internal Auditor it is proposed to write off such debtors from the books.

Pursuant to the recommendations of the Internal Auditor in its quarterly reports, it has been observed that certain debtor balances have remained outstanding for a prolonged period without any settlement or response from the respective parties, despite repeated follow-ups and formal communications initiated by the Company.

In accordance with prudent accounting practices and the disclosure requirements under Schedule III of the Companies Act, 2013, and considering the lack of recoverability, it is proposed to write off these long-outstanding receivables from the books of accounts. This action is being undertaken in consultation with the Internal Auditor and is subject to approval by the Board.

A detailed list of such accounts, along with the nature and amount of each outstanding balance, shall be presented for review and approval. The Company shall ensure appropriate disclosures in the financial statements as per applicable accounting standards and regulatory guidelines.

Item No. 10

To Approve material Related Party Transactions limits with certain Promoter companies

Pursuant to the applicable provision of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI Listing Regulations") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution. In accordance with Regulation 23 of the SEBI Listing Regulations, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

The Board of Directors on recommendation of the Audit Committee, at its meeting held on 30 May 2025 has approved the above proposal subject to the approval of the members of the Company. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this Notice.

The Board recommends the ordinary resolution set out at Item No.10 of the Notice for your approval.

By order of the Board of Directors
For **Bharatiya Global Infomedia Limited**
Sd/

Kumar Pushkar
Company Secretary

Date: 05th September, 2025
Place: Noida