

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting (AGM) of the members of **Bharatiya Global Infomedia Limited** will be held as under:

DAY : Monday
DATE : SEPTEMBER 30TH, 2019
TIME : 03:00 P.M.
**VENUE : A-81, BIPIN CHANDRA PAL MEMORIAL TRUST
C.R. PARK, NEW DELHI-110019**

to transact the following business:

Ordinary Business

1. Adoption of Annual Financial Statements

- a) To Receive, Consider, and Adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
- b) To Receive, Consider, and Adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Directors

To appoint a Director in place of **Mrs. Arti Bhatia (DIN: 06403321)**, who retires by rotation and, being eligible, offers herself for re-appointment.

3. Ratification of Appointment of Statutory Auditors

To ratify appointment of the Auditors and to authorize the Board of Directors of the Company to fix their remuneration and for the purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of **M/s SAMPRK & Associates**, Chartered Accountants, (Firm Registration Number 013022N with the Institute of Chartered Accountants of India) be and is hereby ratified as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting (AGM) until the Conclusion of the Next Annual General Meeting of the Company on such remuneration as may be mutually determined between the Board of Directors and the said Auditors of the Company.”

Special Business

4. 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, 2019 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, 2019
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.

5. Regularization of Mr. Rohit Kaushik (DIN: 07180228) as an Independent Director

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 section 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 the SEBI (Listing Obligations & Disclosures Requirements)

Regulations, 2015, Mr. Rohit Kaushik (DIN: 07180228), who was appointed as an Additional Director (Independent) in the meeting of Board of Directors held on 02nd September, 2019 in terms of section 161 (1) of the act whose term of office expires at this Annual General Meeting, in respect of whom a notice has been received in writing from a member proposing her candidature for the office of Independent Director under section 160 of the Companies Act, 2013 along with requisite deposit and who has submitted a declaration under section 149 (6) of the Companies Act, 2013 that she meets the criteria of Independent and who is eligible for reappointment, be and is hereby confirmed the appointment and re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term until the conclusion of Annual general Meeting to be held in year 2022.

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

Kumar Pushkar
Company Secretary

Place: Noida

Date: 02nd September 2019

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Proxies to be effective must be received by the Company not less than 48 hours before the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend Vote on their behalf at the meeting.
4. Pursuant to provision of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.
5. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we requested you to please bring your folio no./ de-mat account no./DP ID-Client ID to enable us to give you a dully filled attendance slip for your signature and participation at the meeting.
6. The Registers of Members of the Company will remain closed on 24th September 2019 to 30th September, 2019 both days inclusive.
7. Only bonafide members of the Company whose names appear on the Register of Members /Proxy holders, in possession of valid attendance slips dully filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

10. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
11. Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 11.00 a.m. and 1.00 p.m. except holidays upto the date of Annual general Meeting.
12. Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, Karvy Fintech Private Limited.
13. The Company's Register of Members and the Transfer Books will remain closed from 24th September, 2019 to 30th September 2019 (both days inclusive).
14. 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 de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Karvy Fintech Private Limited.
15. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
16. Members are requested to send all the correspondence concerning registration of transfer, transmission, sub-division, consolidation of shares or any other shares related matters and/or change in address to Company's Registrar and Share Transfer Agent (RTA) is M/s Karvy Fintech Private Limited. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
17. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
18. No gifts will be distributed at the annual general meeting.
19. Members desirous of getting any information about accounts of the Company are requested to send their queries at the registered Office of the Company at least 10 Days prior to the Date of Meeting so that the requisite information can be readily made available at the meeting.
20. Members are requested to furnish their Change of address; e-mails address etc. to the Company's Registrar and Transfer Agents viz M/s Karvy Fintech Private Limited. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any members has required for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
21. 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 Director	Mrs. Arti Bhatia
Date of Birth (dd/mm/yyyy)	24/06/1967
Age (in years)	52
Date of Appointment	20/04/2004
Qualification	M.A.
Relationships between Directors, Manager and Other Key managerial Personnel	Wife of Mr. Rakesh Bhatia
Board position held	Non-Executive Non-Independent
Terms and conditions of re-appointment	Liable to retire by rotation
Nature of her expertise specific function areas along with experience (in years)	She has more than 25years experience in Corporate Finance, Information Technologies and Investment Banking and activities..
Number of Meetings of the Board attended during the year	Five
Other Directorship	Merit Exports Private Limited
Chairperson/member	Nil

The instructions for e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy[for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e. Bharatiya Global Infomedia Ltd.
 - vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholders does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any special item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".

- xi) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_ EVENT NO.”
 - xiii) In case a person has become the Member of the Company after dispatch of AGM Notice but on or before the cut-off date i.e. **23rd September, 2019**, may write to Karvy on the email Id: **einward.ris@karvy.com** or to Mr Shyam Kumar, Contact No. 040– 67162222, at [Unit: **Bharatiya Global Infomedia Limited**] Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case a member receives physical copy of the Notice by Post[for members whose e-mail addresses are not registered with the Company /Depository Participant(s)]:
- i) User ID and initial password - These will be sent separately.
 - ii) Please follow all steps from Sr. No. (i) to (iii) as mentioned in (A) above, to cast your vote.
- C. Thee-voting period commences on **Friday, the 27th September, 2019 at 09.00 AM and ends on Sunday, 29th September, 2019 at 05.00 PM**. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being **Monday, 23rd September, 2019**, may cast their vote by electronic means in the manner and processes to there in above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>. (Karvy’s Website).
- E. The voting rights of the Members shall being proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being **Monday, 23rd September, 2019**.
- F. The Company has appointed the Company has appointed Mr. Ashutosh Kumar Pandey (C.P. No. 7385) Practicing Company Secretaries. Company Secretaries, Greater Noida as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later 3 days of conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in the favour or against, if any, to the Chairman of the Company.
- H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the Resolution(s).
- I. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company (www.cebbco.com) and Service Provider’s website(<https://evoting.karvy.com>) and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

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. 4

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 interest of the company and share holders. 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.

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, 2019 is as under:

Sl. No.	Particulars	As per the Prospectus Dated 16 th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31 st March,2019
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
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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.6 of the accompanying notice for approval of members.

The Directors of the Company may be deemed to be interested in the resolution to the extent of their respective holdings in the equity shares of the Company.

Item No. 5

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 April 01, 2014, the independent Directors shall be appointed for not more than two terms of five years each and shall not 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 Companies Act, 2013 and the amended Listing Regulations, 2015.

All the Directors proposed to be appointed under these resolutions are non-executive Independent Directs of the Company.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Mr. Rohit Kaushik, being eligible offer him for appointment, and is proposed to be appointed an Independent Director for a term as stated in the resolution.

The Board Governance, Nomination and Compensation Committee and the Board of Director have recommended appointment of Mr. Rohit Kaushik Independent Director of the Company

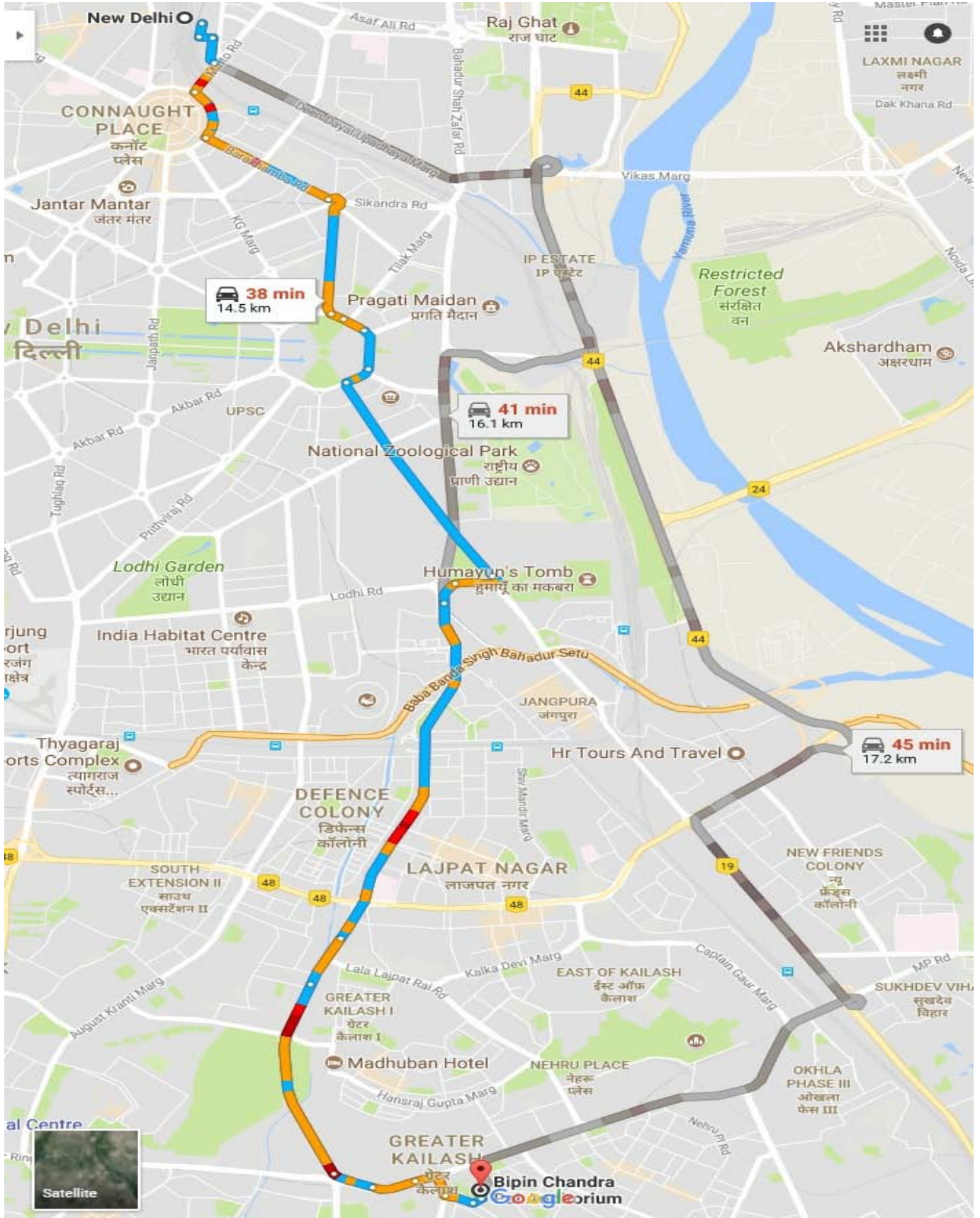
By order of the Board of Directors
For **Bharatiya Global Infomedia Limited**
Sd/-
Kumar Pushkar
Company Secretary

Date: 02nd September 2019

Place: Noida

Route Map

Venue of AGM at A-81, BIPIN CHANDRA PAL MEMORIAL TRUST C.R. PARK, NEW DELHI-110019



**Form MGT-11
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 :
DP ID :

I/We, being the member (s) holding _____ Shares of the above named company, hereby appoint:

(1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her;

(2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her;

(3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her;

as my/our proxy to attend and vote for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on the 30th September 2019 at 03:00 p.m.. at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Optional**	
Ordinary Business		For	Against
1.	Adoption of Financial Statements, the reports of the Board of Directors and Auditors for the year ended 31st March, 2019		
2.	Re-appointment of Director		
3.	Ratification of M/s. SAMPRK Associates., Chartered Accountants as Statutory Auditors and fix their remuneration		
Special Business			
4.	Utilization of IPO Proceeds		
5.	Regularization of Mr. Rohit Kaushik (DIN: 07180228) as an Independent Director		

Signed this _____ day of _____ 2019

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix revenue stamp

Note:-This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Name of the Shareholder (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I hereby record my presence at 25thAnnual General Meeting of the Company held on Monday, 30th September, 2019, at A-81, Bipin Chandra Pal Memorial Trust, C.R. Park, New Delhi-110019.

**SIGNATURE OF THE
SHAREHOLDER/PROXY**

Even (Electronic Voting Event Number)	USER ID	PASSWORD / PIN