

BHARATIYA GLOBAL INFOMEDIA LIMITED

Regd. Off:- 1301, Vijaya Building, 17 Barakhamba Road, Connaught Place, New Delhi -110092

CIN: L74999DL1994PLC062967

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NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held on Wednesday, the 30th day of December, 2020 at 10. 30 A. M. through video conferencing/ other Audio- Visual means to transact the following businesses:-

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, 2020 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, 2020 and the Reports of the Board of Directors and the Auditors thereon.

Special Business

2. Re-appointment of Mr. Sanjay Kapoor (DIN: 00047651) as in 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, **Mr. Sanjay Kapoor (DIN: 00047651)**, 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 reappointment, be and is hereby re-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 2023.

3. Re-appointment of Mr. Harjeet Anand (DIN: 03168663) as in 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., **Mr. Harjit Singh Anand (DIN: 03168663)**, 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 reappointment, be and is hereby re-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 2023.

4. **Regularization of Mr. Ashok Kumar Juneja DIN: 01289206) as Non-Executive Non Independent Director of the Company.**

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 provision of section 152 and other applicable provisions if any of the companies act 2013 and the companies (appointment and Qualification of Directors0 Rules 2014, the applicable provision of the SEBI (Listing obligation and disclosure requirement) Regulation 2015 (including any statutory modification or reenactment thereof for the time being in force) and based on the recommendation of the Nomination and remuneration committee of the company, Mr. Ashok Kumar Juneja(DIN: 01289206) who was appointed as an additional director of the company pursuant to the section 161 and other applicable provisions with effect from 11/11/2020 to hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under section 160 of the companies Act, 2013, proposing his candidature for the office of the director, be and is hereby appointed as non-executive non independent director of the company, liable to retire by rotation.

5. **Regularization of Mr. Phani Bhushan (DIN: 02499269) as Independent Director of the Company.**

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

“RESOLVED THAT pursuant to applicable provisions of the section 149, 152, 160 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any enactment, re-enactment or modifications thereof for the time being in force, Mr. Phani Bhushan (DIN: 02499269) whose term of office as an additional director expires at this Annual General Meeting and who meets the criteria of independence and who is eligible for appointment as such, be and is hereby appointed as the Independent Director of the Company, not liable to retire by rotation to hold office for a period of 3 consecutive years until the commencement of 29th Annual General Meeting.

“RESOLVED FURTHER THAT The Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

6. **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, 2020 and 30th September 2020 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	Utilization till 30 th September , 2020
1.	Setting up our offices	989.60	989.60	754.80	774.80
2.	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5.	General Corporate	650.00	711.39	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99	455.99
7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06	1025.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37	597.37
	Total	5553.08	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.

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

Kumar Pushkar
Company Secretary

Date: 08th December, 2020

Place: Noida

Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circular dated April 08, 2020 and April 13, 2020 (collectively referred to as “MCA circulars”) permitted the holding of the Annual general Meeting (“AGM”) through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (LODR) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars 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.
3. 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.
4. At 25th AGM, M/s. SAMPRK & Associates, Chartered Accountants (Firm Registration Number 013022N) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 29th AGM of the Company.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the Notice of Annual General Meeting.

5. 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.
6. 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.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books will remain closed from December 24, 2020 to December 30, 2020 (both days inclusive).
9. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s

website www.bgil.in under Investor Relations Section, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

- 10.** An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 2, 3, 4, 5 and Item No. 6 are annexed hereto.
- 11.** 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.
- 12.** 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.
- 13.** 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.
- 14.** Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Transfer Agents, M/s. MAS Services Limited at the address mentioned in point No. 12.
- 15.** 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.
- 16.** 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.
- 17.** 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.

18. The recorded transcript of the forthcoming AGM on December 30, 2020, 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.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice and facility to appoint proxy is not available.
20. The Company's Register of Members and the Transfer Books will remain closed from December 24th, 2020 to December 30th, 2020 (both days inclusive).

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

VOTING THROUGH ELECTRONIC MEANS

- A. *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.*
- B. *The remote e-voting period commences on **Sunday, December 27, 2020 (9:00 a.m. IST)** and ends on **Tuesday, December 29, 2020 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, December 23, 2020 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.*
- C. *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.*
- D. *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.*
- E. *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.*
- F. *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.*
- G. *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/](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/](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:
a) 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*****.
b) 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*****
c) 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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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'.

- (ii) 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:
 - (a) 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.
 - (b) 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.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is 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 Registered Office of the Company at 1203, 12th Floor, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi-110001.
 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.
- (h). 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:

- 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.
- 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.
- 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.
- 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
- 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 December 29, 2020 (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

- 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.
- 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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: 08th December, 2020
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 dated December 8th, 2020.

Item No. 2 & 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 02, 2017, 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, Mr. Sanjay Kapoor, Mr. Harjit Singh Anand, being eligible offer themselves 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 **Mr. Sanjay Kapoor and Mr. Harjit Singh Anand** as Independent Directors of the Company.

Mr. Sanjay Kapoor and Mr. Harjit Singh Anand, 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 are concerned or interested, financially or otherwise, in the resolutions set out at **item Nos. 2 and 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	Mr. Sanjay Kapoor	Mr. Harjit Singh Anand
Date of Birth (dd/mm/yyyy)	19/08/1960	23/03/1965
Age (in years)	57	52
Date of Appointment	01/09/2010	01/09/2010
Qualification	Chartered Accountant B.Com	PHD.
Relationship between Directors, Manager and Key Managerial Personnel	None	None
Board Position held	Independent	Independent
Terms and conditions of Appointment	As per resolution given in Notice	As per resolution given in Notice
Nature of his/her expertise of specific function areas along with experience(in years)	Possesses over 27 years of experience in Corporate Accounting & Finance, Information technology, Investment Banking and taxation. During these 27 years of experience, he has been promoting various Companies. He has been a Practicing Chartered Accountant since 1988.	He is Chairman of MRCC Human Rights Deptt. And Member of Indian Merchant Chamber of Commerce & Industry. Also have a vast experience in various field including Entertainment Industry.
Number of Meetings of the Board attended during the year	5	5
Other Directorship	A to Z Barter Private Limited A to Z Resorts Private Limited	BGIL Films & Technologies Limited ASPRIOR VENTURES PRIVATE LIMITED
Chairperson/member of Committee of the Board of Companies in which he/her is Director	3	3
Shareholding of Director as on 31 st March, 2017	45652	1000

Item No. 4

Mr. Ashok Kumar Juneja (DIN: 01289206), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 11th September, 2020 by the Board in accordance with the Article of the Association and Section 161 of the Companies Act, 2013.

As per Section 161 of the Act Mr. Ashok Kumar Juneja holds office up-to the date of the ensuing Annual general Meeting. The Company has received the requisite notice in writing under Section 160 of the Companies Act, along with deposit of Rs. 1, 00,000/- from the member proposing candidature of Mr.

Ashok Kumar Juneja to be appointed as Non-Executive Non Independent Director at the ensuing AGM liable to retire by rotation. Mr. Ashok Kumar Juneja has consented to proposed appointment and declared qualified.

Mr. Ashok Kumar Juneja possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from the member and on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members in the ensuing AGM, has accorded its consent, to appoint Mr. Ashok Kumar Juneja as Non-Executive Non Independent Director liable to retire by rotation. Mr. Ashok Kumar Juneja will not be entitled for any remuneration as per the Company Policy for the Non-Executive Non Independent Director except sitting fees for attending Board Meetings.

Item No. 5

Mr. Phani Bhushan (DIN: 02499269), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from 08th December, 2020 by the Board in accordance with the Article of the Association and Section 161 of the Companies Act, 2013.

As per Section 161 of the Act Mr. Phani Bhushan holds office up-to the date of the ensuing Annual general Meeting. The Company has received the requisite notice in writing under Section 160 of the Companies Act, along with deposit of Rs. 1, 00,000/- from the member proposing candidature of Mr. Phani Bhushan to be appointed as Independent Director at the ensuing AGM not liable to retire by rotation. Mr. Phani Bhushan has consented to proposed appointment and declared qualified.

Mr. Phani Bhushan possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said notice from the member and on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members in the ensuing AGM, has accorded its consent, to appoint Mr. Phani Bhushan as Independent Director not liable to retire by rotation. Mr. Phani Bhushan will not be entitled for any remuneration as per the Company Policy for the Independent Director except sitting fees for attending Board Meetings

Item No. 6

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 received an ex-parte ad interim order dated 28th December, 2011 from the SEBI and the reply for the same has been filed by the Company from time to time and has also attended the personal hearing.

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, 2020 and 30th September, 2020 are 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	Utilization till 30 th September, 2020
1	Setting up our Offices	989.60	989.60	754.80	774.80
2	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3	IPO Expenses	277.36	312.85	312.85	312.85
4	Up gradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5	General Corporate	650.00	711.39	711.39	711.50
6	Expansion of R & D	656.73	472.75	455.99	455.99
7	Meeting Long Term Working Capital Requirement	505	1240.87	1055.06	1025.06
8	Cash & Escrow Bank Account & Investment ICD			587.37	597.37
	Total	5553.08	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.

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

Date: 08th December, 2020

Place: Noida