

BHARATIYA GLOBAL INFOMEDIA LIMITED

Regd. Off:- 1203, Vijaya Building, 17 Barakhamba Road, Connaught Place, New Delhi -110092

CIN: L74999DL1994PLC062967

Phone: +91-120-4227792 Fax: +91-120-4227791

Email ID: contact@bgilinfo.com, Website: www.bgil.in

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held on Friday, the 30th day of September, 2022 at 09.00 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, 2022 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, 2022 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. Ratification of Appointment of whole-Time Director

To ratify appointment of the Whole Time Director and to authorise the Board of Directors of the Company for that purpose, to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), re-appointment of Mr. Rakesh Bhatia be and is hereby ratified as the Whole time Director of the Company from 14th August 2019 until the conclusion of the next 2021-22 Annual General Meeting of the Company on such remuneration as may be mutually determined between the said Directors and Board of Directors of the Company.”

4. 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 provisions of sections 196, 197, 198 & other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under. As amended from time to time, read with provisions of Schedule V of Act, the Company hereby accords its approval to re-appointment and terms of remuneration of Mr. Rakesh Bhatia,(DIN: 00046983) as a Managing Director, designated as Chairman-cum-Managing Director, of the Company for a further period from 14th August, 2022 to 14th August, 2027, not liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year with liberty to the Board to alter and vary the terms and conditions of the said re-appointment in such manner so as to not exceed the limits specified in schedule V to the Act, as may be agreed between the Board and Mr. Rakesh Bhatia.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient 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, 2022 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, 2022
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.

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

Date: 14th August, 2022

Place: Noida

Notes

1. The Ministry of Corporate Affairs ('MCA') vide its circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI Circulars') has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 28th AGM of the Company is being conducted through VC/OAVM on Friday, the 30th day of September 2022 at 09.00 A.M. (IST). The deemed venue for the 28th AGM shall be the Registered Office of the Company at Office No-1203, Vijaya Building 17, Barakhamba Road, Connaught Place, New Delhi- 110001
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto..
3. 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.
4. 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.
5. 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 next 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.

6. 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.
7. 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.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
9. The Register of Members and Share Transfer Books will remain closed from September 24, 2022 to September 30, 2022 (both days inclusive).
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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.nsd.com>.
11. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 2 & 3, are annexed hereto.

Name of the Director	Mrs. Arti Bhatia	Mr. Rakesh Bhatia
Date of Birth (dd/mm/yyyy)	24/06/1967	11/05/1961
Age (in years)	55	61
Date of Appointment	14/11/2020	27/08/2014
Qualification	B.A.	FCS, M.Com, MBA
Relationships between Directors, Manager and Other	Wife of Mr. Rakesh Bhatia	Arti Bhatia (Wife)

Key managerial Personnel		
Board position held	Non-Executive Non-Independent	Executive Director
Terms and conditions of re-appointment	Liable to retire by rotation	Not liable to retire by rotation
Nature of his expertise specific function areas along with experience (in years)	She has more than 30 years experience in Corporate Finance, Information Technologies and Investment Banking and activities..	Has more than 32 years experience in Corporate Law & Finance, Information Technology, and Investment Banking and activities relating to Media & Entertainment. He is M. Com, Fellow Member of The Institute of Companies Secretaries of India and Fellow Member of All India Management Association. He is a Chairman of the Board. He is also a Managing Director of our group Company namely Bharatiya Global Infomedia Limited.
Number of Meetings of the Board attended during the year	4	4
Other Directorship	<ol style="list-style-type: none"> 1. Merit Exports Private Limited 2. BGIL Films & Technologies Limited 	<ol style="list-style-type: none"> 1. Merit Exports Private Limited
Chairperson/member	Nil	<ol style="list-style-type: none"> 1. Audit Committee 2. Remuneration Committee 3. Stakeholders Grievance Committee

12. 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.

- 13.** 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.
- 14.** 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.
- 15.** 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.
- 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, 2022, 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.
- 20.** 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.

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 **Tuesday, September 27, 2022 (9:00 a.m. IST)** and ends on **Thursday, September 29, 2022 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2022 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/> 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:
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 CLIENT 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 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 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.
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:

- 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](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 September 29, 2021 (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: 14th August, 2022
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 August 14th, 2021.

Item No. 3

The Members of the Company at Annual General Meeting held on September 30, 2014 re-appointed Mr. Rakesh Bhatia as the Managing Director (MD) of the Company, for a period of 5 years from April 1st, 2014 to 31st March, 2019 and. The Board on recommendation of the Nomination and Remuneration Committee, at its meeting held on 14th August, 2019 for a period of three year on same terms and conditions without any variation, extended the appointment of Mr. Rakesh Bhatia as the MD of the Company for further three years with effect from 01.04.2019 till 31.03.2022, which was subject to approval of General Meeting. However the requisite approval of the shareholders could not obtain end hence it is put before the shareholders for ratification.

Mr. Rakesh Bhatia has more than 32 years experience in Corporate Law & Finance, Information Technology, Investment Banking and activities relating to Media & Entertainment. He is M. Com, Fellow Member of The Institute of Companies Secretaries of India and Fellow Member of All India Management Association. He is a Chairman of the Board.

Item No. 4

The main terms and conditions relating to the re-appointment of Mr. Rakesh Bhatia as MD are as follows:

1. Period: From 14th August, 2022 to 13th August, 2027.
2. Nature of Duties: Mr. Rakesh Bhatia shall devote his whole-time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company.
3. A) Remuneration :
 - a) Salary : As decided by the Board of Directors;
 - b) Bonus , and/or commission based on certain performance based on certain performance criteria laid down by the Board;
 - c) Benefits, perquisites and allowances as will be determined by the Board from time to time.

B) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, wherein any financial year during the currency of Mr. Rakesh Bhatia tenure, the Company has no profits or its profits are inadequate, the Company will pay to Mr. Rakesh Bhatia remuneration by way of salary, benefits, perquisites and allowances as approved by the Board and to the extent permitted under the Act.
4. The terms and conditions of Mr. Rakesh Bhatia re-appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under schedule V to the Act or any amendments made hereinafter in this regard in such manner as may be agreed to between the Board and Mr. Rakesh Bhatia, subject to such approvals as may be required.
5. The terms and conditions of re-appointment of Mr. Rakesh Bhatia also include clauses pertaining to adherence with the BGIL code of conduct, intellectual property, non-competition, non conflict of interest with the Company and maintenance of confidentiality

Except Mr. Rakesh Bhatia and Mrs. Arti Bhatia, none of the other Directors, Key Managerial personnel (KMP) or their respective relatives of Directors or KMP are, in any way concerned or interested in the Resolution.

In compliance with the provisions of Section 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the approval of the Members is sought for the appointment and terms of remuneration of Mr. Rakesh Bhatia as MD set out above.

The Resolution regarding the appointment of Mr. Rakesh Bhatia at Item No.4 is recommended for approval by the Members.

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 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, 2022 is as under:

Sl. No.	Particulars	As per the Prospectus Dated 16th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31st March, 2022
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
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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: 14th August, 2022

Place: Noida

