

NOTICE

Notice is hereby given that the 17th (Seventeenth) Annual General Meeting of the members of B4U Television Network India Limited will be held on Friday, 30th Day of September, 2016 at 09.30 AM at “B4U House”, Plot No. 114, Road No. 15, Next to SRL Ranbaxy, Andheri (East) Mumbai – 400 093, Maharashtra, to transact the following businesses:

ORDINARY BUSINESS:**1. To consider and adopt:**

(a) The audited financial statement of the Company for the financial year ended March 31, 2016, together with the report of Directors and Auditors thereon.

(b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2016 together with the report of Auditors thereon.

2. To appoint a Director in place of Ms. Natasha Fernandes (DIN: 02550240), who retires by rotation, and being eligible, offers herself for reappointment.

3. To ratify re-appointment of Statutory Auditors 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 provisions of Section 139 of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Singhi and Company, Chartered Accountants (Registration No. 302049E), as the Statutory Auditors of the Company, who were appointed by

the members at their Annual General Meeting held on 30th September, 2014 for a period of Five Years, be and are hereby ratified to hold the office of Auditors from the conclusion of this meeting to the next Annual General Meeting of the Company on remuneration as may be decided by the Board.”

SPECIAL BUSINESS:

4. Appointment of Mr. Vijay Singh (DIN: 07603392) as 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 provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vijay Singh (DIN: 07603392), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors in the Board Meeting held on 01st September, 2016 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Vijay Singh (DIN: 07603392) for the office of the Non-Executive Director of the Company, be and is hereby elected and appointed as a Non-Executive Director whose period of office shall be liable to determination by retirement of directors by rotation.”

For B4U Television Network India Limited,

**Sandeep Gupta
Director and CFO
DIN: 00589505**

Place: Mumbai

Date: 01st September, 2016

Registered Office:

Plot No. 114, Road No. 15,
Nxt to SRL Ranbaxy,
MIDC, Andheri (East),
Mumbai – 400093,
Maharashtra

CIN: U92100MH1999PLC118165

Email: B4U@B4Uworld.com

**EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013)**

As required by section 102 of the Companies Act 2013 (Act), the following explanatory statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No: 4

The Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act 2013, had appointed Mr. Vijay Singh (DIN: 07603392) as an Additional Director w.e.f. 01st September, 2016.

In terms of provisions of the above section Mr. Vijay Singh (DIN: 07603392) holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice under section 160 of the Act proposing the candidature of Mr. Vijay Singh (DIN: 07603392) for the office of Director of the Company.

Mr. Vijay Singh (DIN: 07603392) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

Considering the vast experience and knowledge, it will be in the interest of the Company that Mr. Vijay Singh (DIN: 07603392) be appointed as Non-Executive Director of the Company.

Except for Mr. Vijay Singh (DIN: 07603392) who is interested in the resolution set out in item no. 4 of the Notice pertaining to his appointment as Non-Executive Director, none of the Director or Key Managerial Person (KMP) or their relatives are concerned or interested in the resolution at Item No. 4 of the accompanying Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of Shareholders.

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company.

Any Member holding more than 10% of the total Equity Share Capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member.

The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

3. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

4. All the documents referred in the Notice, Annual Report as well as Annual Accounts of the

subsidiary companies and Register of Directors' Shareholding are open for inspection, during the business hours, at the Registered Office of the Company upto and including the date of Annual General Meeting except on Saturday, Sunday and Public Holidays.

5. The Members desirous of obtaining any information / clarification concerning the accounts and operations of the Company are requested to address their questions in writing to the Director / Company Secretary at least ten days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.

6. Members are requested to bring their attendance slip alongwith copy of Reports and Accounts to the Annual General Meeting.

For B4U Television Network India Limited,

Sandeep Gupta
Director and CFO
DIN: 00589505

Place: Mumbai

Date: 01st September, 2016

Registered Office:

Plot No. 114, Road No. 15,
Nxt to SRL Ranbaxy,
MIDC, Andheri (East),
Mumbai – 400093,
Maharashtra

CIN: U92100MH1999PLC118165

Email: B4U@B4Uworld.com

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

B4U Television Network India Limited

CIN: U92100MH1999PLC118165

Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093

B4U@B4Uworld.com

17th Annual General Meeting – 30th September, 2016

Name of Member:	
Registered Address:	
Email ID:	
Folio No.:	

I/We, being member(s) of Shares of B4U Television Network India Limited, hereby appoint:

Name: Email Id

Address Signature _____

or failing him/her

Name: Email Id

Address Signature _____

or failing him/her

Name: Email Id

Address Signature _____

And whose signature (s) are appended below as my/our proxy to attend and vote (on poll) for me/us and on my behalf at the 17th Annual General Meeting on Friday, 30th Day of September, 2016 at 09.30 AM at “B4U House”, Plot No. 114, Road No. 15, Next to SRL Ranbaxy, Andheri (East) Mumbai – 400 093, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional		
		For	Against	Abstain
	Ordinary Businesses:			
1.	Adoption of Financial Statements (Including the Consolidated Financial Statement)			
2.	Appointment of Ms. Natasha Fernandes (DIN 02550240), as a director liable to retire by rotation.			
3.	Appointment of Statutory Auditors of the Company.			

	Special Businesses:			
4.	Appointment of Mr. Vijay Singh as Director of the Company			

Signed this Day of 2016

Affix
revenue
stamp of not
less than Rs.
1

.....
Signature of Members

.....
Signature of Proxy Holder

Note:

1. This form of proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. ** It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

..... **Please tear here**

Attendance Slip

B4U Television Network India Limited
CIN: U92100MH1999PLC118165
Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093
B4U@B4Uworld.com

17th Annual General Meeting – 30th September, 2016

Folio No:	
Name of Member:	
Name of Proxy Holder:	
Number of Shares Held	

I certify that I am a member / proxy / authorized representative for the member of the Company.

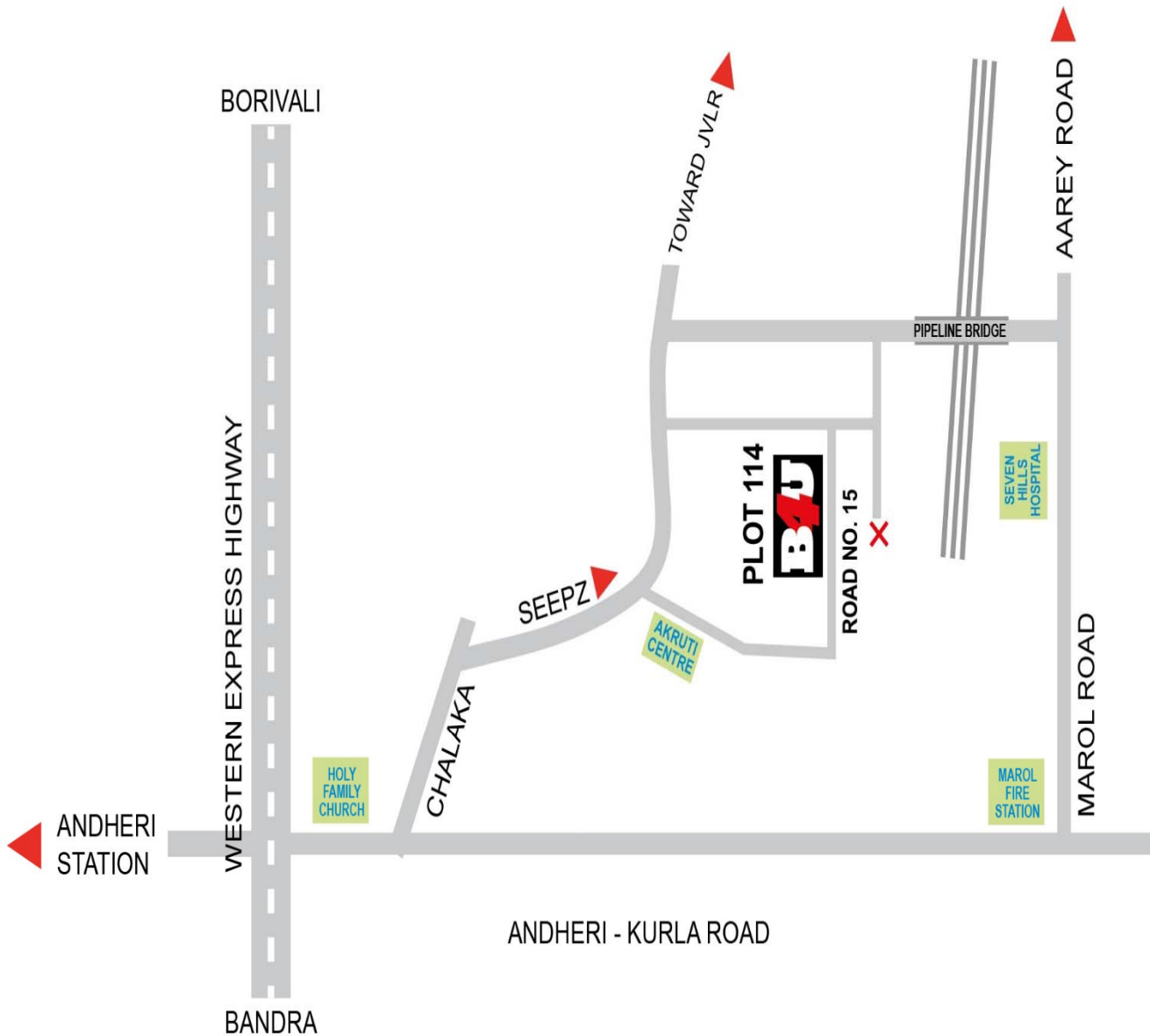
I hereby record my presence at the 17th Annual General Meeting of the Company at the Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093 at 09.30 AM.

.....
Signature of Member

.....
Signature of Proxy Holder

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

Route map to the venue of the AGM:



B4U House, Plot No. 114, Road No. 15, Next to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093.

Approximate Distance From:

Andheri Railway Station: 3.50 Kms (Via Sir Mathuradas Vasanji Rd and Krantiveer Lakhuj Salve Marg/MIDC Central Rd).

Vile Parle Railway Station: 5.50 Kms (Via Western Express Highway and Krantiveer Lakhuj Salve Marg/MIDC Central Rd).

Goregoan Railway Station: 8.00 Kms (Via Western Express Highway and Aarey Road).