

NOTICE

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting of the members of B4U Television Network India Limited will be held on Wednesday, the 26th Day of September, 2018 at 09.30 AM at 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, 2018, 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, 2018 together with the report of Auditors thereon.

2. To appoint a Director in place of Mr. Sandeep Gupta (DIN: 00589505), who retires by rotation, and being eligible, offers himself 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. To designate Mr. Sandeep Gupta (DIN: 00589505) as whole time director of the Company:**

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

“**RESOLVED THAT**, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the member be and is hereby accorded to designate Mr. Sandeep Gupta (DIN: 00589505) as Whole time Director of the Company for a period of 3 years from the date of approval of members in the general meeting on same terms and condition as approved earlier by the Board of Directors of the Company with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

“**RESOLVED FURTHER THAT**, any of the Director of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

5. To consider and approve increase in authorized share capital of the company from Rs. 22,50,00,000 to Rs. 40,00,00,000:

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 13 and 61 of the Companies Act, 2013, and other applicable provisions, if any, the authorized share capital of the company be and is hereby increased from Rs. 22,50,00,000 divided into 2,25,00,000 of Rs. 10 each to Rs. 40,00,00,000 (Rupees Forty Crores Only), divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each.

“**RESOLVED FURTHER THAT**, the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place the following Clause V be substituted:

The authorized share capital of the company is Rs. 40,00,00,000 (Rupees Forty Crores Only), divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each.”

6. To consider and approve Private Placement of Equity Shares:

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

“**RESOLVED THAT** subject to the provisions of the Section 42, Section 62 and all other applicable provisions, if any, of the Companies Act 2013 (the Act) (including any statutory modification(s) or reenactment thereof) and in accordance with Chapter III – The Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as the “requisite approvals”), which may be agreed to by the Board of Directors of the Company, the consent of members of the company be and is hereby accorded to offer and make Private Placement of 1,75,00,000 (One Crore Seventy-Five Lakhs) Equity Shares of Rs. 10 each at Rs. 40 (Rupees Forty) per share (Including Premium of Rs. 30 (Rupees Thirty Only) per share) aggregating to Rs. 70,00,00,000 (Rupees Seventy Crores) (Approx.) to the investors named below including their group / affiliate /associated entity (the “Investors”) on private placement basis in one or more tranches but within period of 12 months from the date of receipt of approval from the shareholders and on such terms and conditions and in such manner as may be decided by the Board to the following investor:

Sr. No.	1
Name of the proposed Allottee	LMB Holdings (Mauritius) Limited
Category / Class	Body Corporate

Address	18, Edith Cavell Street, PO Box 36, Port Louis, Mauritius 11302
Occupation	Business

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted pursuant to this resolution shall rank pari passu in all respects with the existing fully paid up equity shares of the Company, including entitlement to dividend.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the equity shares, including reduction of the issue size, as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby instructed to get the shares allotted pursuant to this resolution and the resolution be acted upon within a period of 12 months from the date of receipt of approval from the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving difficulties, effecting modifications to the foregoing (including any modifications to the terms of the issue), seek requisites approvals from the Appropriate Authorities, appointment of consultants, advisors and other agencies and to do all such acts, deeds and things as may be necessary and expedient for the purpose of issue and allotment of equity shares by way of Private Placement.

RESOLVED FURTHER THAT the draft of private placement offer letter as approved by the Board of Directors of the Company be and hereby taken on record.

RESOLVED FURTHER THAT, that the monies received by the Company from the Allottee for allotment of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors of the Company to give effect to this resolution.”

7. Payment of Remuneration to Mr. Sandeep Gupta (DIN: 00589505) as Whole Time Executive Director and Chief Financial Officer of the Company:

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

“**RESOLVED THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval, as may be required, the consent of the Shareholders of the Company be and is hereby accorded to pay minimum remuneration as prescribed herein to Mr. Sandeep Gupta (DIN: 00589505), Whole Time Executive Director and Chief Financial Officer of the Company for the financial year, in which there is inadequacy or absence of profits, during the period commencing from 1st April, 2018 to 31st March, 2021 with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary terms and conditions of the said remuneration subject to the condition that the aggregate of the remuneration, perquisites/ benefits including contribution to retiral funds as applicable, shall be within the limit specified in Section II of Part II of Schedule V of the Companies Act 2013 calculated based on effective capital of the Company.

RESOLVED FURTHER THAT in the event of there being adequate profit for any financial year the aforesaid remuneration payable to Mr. Sandeep Gupta (DIN: 00589505), as the Whole Time Executive Director and CFO of the Company, shall be the maximum remuneration payable to him in terms of the provisions of Section 196, 197 and 198 of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocate grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his

appointment, from time to time, as deemed expedient or necessary.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. Payment of Remuneration to Ms. Natasha Fernandes (DIN: 02550240) as Executive Director and Legal Head of the Company:

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

“**RESOLVED THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and, subject to such other necessary approval as may be required, the consent of Shareholders of the Company be and is hereby accorded to pay minimum remuneration as prescribed herein to Ms. Natasha Fernandes (DIN: 02550240), Executive Director and Legal Head of the Company for the financial year, in which there is inadequacy or absence of profits, during the period commencing from 01st April, 2018 to 22nd June, 2018 (till the date of her resignation) with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary terms and conditions of the said remuneration subject to the condition that the aggregate of the remuneration, perquisites/ benefits including contribution to retiral funds as applicable, shall be within the limit specified in Section II of Part II of Schedule V of the Companies Act 2013 calculated based on effective capital of the Company.

RESOLVED FURTHER THAT in the event of there being adequate profit for any financial year the aforesaid remuneration payable to Ms. Natasha Fernandes (DIN: 02550240), as the Executive Director and Legal Head of the Company, shall be the maximum remuneration payable to her in terms of the provisions of Section 196, 197 and 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocate grades)

including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

9. Payment of Remuneration to Mr. Santosh Garg (DIN: 07262936) as Executive Director and AVP Finance and Account of the Company:

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

“**RESOLVED THAT** pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the shareholders of the Company be and is hereby accorded to pay minimum remuneration as prescribed below to Mr. Santosh Garg (DIN: 07262936), Executive Director and AVP Finance and Accounts, for the financial year, in which there is inadequacy or absence of profits, during the period commencing from 01st April, 2018 to 31st March, 2021 with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary terms and conditions of the said remuneration subject to the condition that the aggregate of the remuneration, perquisites/ benefits including contribution to retiral funds as applicable, shall be within the limit specified in Section II of Part II of Schedule V of the Companies Act 2013 calculated based on effective capital of the Company.

RESOLVED FURTHER THAT in the event of there being adequate profit for any financial year the aforesaid remuneration payable to Mr. Santosh Garg (DIN: 07262936), as the Executive Director and AVP Finance and Accounts of the Company, shall be the maximum remuneration payable to him in terms of the provisions of Section 196, 197 and 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary

or amend the remuneration (within the allocated grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

10. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans and investment by company:

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 Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution),

(a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of Rs. 20 Crs (Rupees Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities

premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

(b) to make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs. 20 Crs (Rupees Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

(c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs. 20 Crs (Rupees Twenty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

For B4U Television Network India Limited,

Sandeep Gupta
Director and CFO
DIN: 00589505

Mumbai, 27th August, 2018

Registered Office:

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

CIN: U92100MH1999PLC118165

Email: B4U@B4Uworld.com

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.

A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital 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 along with copy of Reports and Accounts to the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no: 4 & 7

Mr. Sandeep Gupta, CFO of the Company, was appointed as an Executive Director in whole time employment of the Company by the Members of the Board with effect from 19th August, 2011.

The Board of Directors of the Company ("the Board") at its meeting held on 14th December 2017 and 27th August, 2018 has subject to approval of members, designated Mr. Sandeep Gupta (DIN: 00589505) as whole time director of the company, for a period of 3 years from the date of approval of members, on terms and conditions including remuneration, if any as recommended by Nomination and Remuneration Committee of the Board and approved by the Board.

The Companies Act, 2013 specifies the revised limits for remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits for payment of minimum remuneration, it is proposed to obtain a shareholder's approval for payment of minimum remuneration as mentioned hereunder for a period of three years, to Mr. Sandeep Gupta (DIN: 00589505) for the period 1st April, 2018 to 31st March, 2021.

It is proposed to seek members' approval for the designation and remuneration payable to Mr. Sandeep Gupta (DIN: 00589505) as a Whole-time Director and CFO of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment and remuneration to Mr. Sandeep Gupta are as under, which was approved by the Nomination and Remuneration Committee and the Board at their respective meetings.

1. Salary: Salary of Rs. 6,50,133 (Rupees Six Lacs Fifty Thousand One Hundred Thirty-Three Only) per Month. (With an annual increment of 5% to 30% if any, payable at the commencement of each financial year based on criteria laid down or approved of management).

2. Other Benefits, perquisites and allowances:

a. Travelling and conveyance reimbursement: Travelling and conveyance reimbursement on actual or accrual basis in accordance with rules of the Company.

b. Medical Insurance: Expenses on medical insurance on actual or accrual basis in accordance with rules of the Company.

c. Telephone and Internet Reimbursement: All expenses reimbursement related to telephone/mobile and internet in accordance with rules of the Company.

d. Other Benefits/Expenses as per the Company's Policy from time to time.

3. Annual performance bonus/incentive, if any, based on the performance criteria as laid down by or approved by the Board.

The whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Board.

The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

The Whole-time Director shall adhere to the Company's Code of Conduct.

Further in the event of there being adequate profit for any financial year the aforesaid remuneration payable to Mr. Sandeep Gupta (DIN: 00589505), as the Executive Director and CFO of the Company, shall be the maximum remuneration payable to him in terms of the

provisions of Section 196, 197 and 198 of the Companies Act, 2013.

Mr. Sandeep Gupta is a qualified fellow Chartered Accountant, ISA and CISA. Mr. Sandeep Gupta was appointed as Chief Financial Officer of the Company with effect from July, 2011.

Prior to appointment as Chief Financial Officer of the Company, he was conducting its private practice in the field of Corporate Finance, Audit and Taxation. Mr. Sandeep Gupta has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to designate Mr. Sandeep Gupta as a Whole-time Director.

Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mr. Sandeep Gupta as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, Mr. Sandeep Gupta satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sandeep Gupta under Section 190 of the Act.

Details of Mr. Sandeep Gupta are provided in "Annexure 1" to the Notice pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below as "Annexure 2".

Mr. Sandeep Gupta is interested in the resolution set out at Item No. 4 & 7 of the Notice. The relatives of Mr. Sandeep Gupta may be deemed to be interested in the resolution set out at Item No. 4 & 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 4 & 7 of the Notice for approval by the members.

Item No. 5

The Company was having an authorized capital of Rs. 22,50,00,000 divided into 2,25,00,000 equity shares of Rs. 10 each.

Over the years, the volume of business has been increasing constantly and the company has also embarked upon expansion plans. In order to expand the capital base, it is now proposed to increase the authorized equity share capital from the existing limit of Rs. 22,50,00,000 divided into 2,25,00,000 of Rs. 10 each to Rs. 40,00,00,000 (Rupees Forty Crores Only), divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10 (Rupees Ten Only) each.

The Resolutions contained in Item No. 5 seek to increase the Authorized Share Capital of the Company as aforesaid and to alter the Memorandum of Association of the Company, respectively, consequential to such increase in the Authorized Share Capital of the Company as proposed.

A copy of the Memorandum and Articles of Association of the Company is available at the registers Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved.

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financial or otherwise, in the resolution.

Item No: 6

The Board in the meeting held on 27th August, 2018, subject to necessary approval(s), has approved the proposal for raising funds up to Rs. 70,00,00,000

(Rupees Seventy Crores Only) by way of issue of equity shares on preferential basis through private placement.

The Information on Private Placement of shares are as follows:

(a) Object/s of the issue:

The private placement offer is made for making downstream investment in its wholly owned subsidiary B4U Broadband (India) Private Limited which will be utilized for growth of existing television channels, launching of new television channels, acquisition, development and exploitation of contents, growth of film distribution / exhibition business, production, marketing & exhibition of films, development of various formats of content for new media, entering into joint ventures and partnerships in various ventures for the growth of the company to keep pace with the changes in upcoming mediums of consumption of media and to meet the fund requirement for execution of the various projects for growth and development of the Company. With availability of additional capital, the company look forward for expansion in media and broadcasting sector to increase the revenue and profitability of the company.

(b) Securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue 17,500,000 (One Crore Seventy-Five Lakhs) Equity Shares of Rs. 10 each at Rs. 40 (Rupees Forty) per share (Including Premium of Rs. 30 (Rupees 30 Only) per share) aggregating to Rs. 70,00,00,000 (Rupees Seventy Crores).

(c) Shareholding before and after the issue of shares involved in the present resolution is as below:

Pre Issue Paid Up Share Capital	Rs. 21,73,72,830
Current Private Placement Offer	Rs. 17,50,00,000
Post Issue Paid Up Capital	Rs. 39,23,72,830

(d) Relevant Date:

Relevant Date for the purpose of private placement is 17th August, 2018.

(e) Pricing of Private Placement offer:

The private placement offer is valued on the basis of valuation done by Independent Valuer M/s. Corporate Professional Capital Limited, having registered officer at D-28, South Ext. Part -1, New Delhi – 110049 following Discounted Cash Flow Method for valuation of equity shares of the Company.

Furthermore, as per Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of the Members is accordingly being sought by way of a Special Resolution under Sections 42 and 62 of the Companies Act, 2013 read with the rules made there under, for the issue of Equity Shares aggregating an amount not exceeding Rs. 70,00,00,000 (Rupees Seventy Crores Only) and to offer and allot such Equity Shares on a private placement basis in one or more tranches but within a period of 12 months from the date of receiving members' approval. Promoters of the company is intending to subscribe to the offer and none of directors or KMP is subscribing to the offer.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No: 8

Ms. Natasha Fernandes, Legal Head of the Company, was appointed as an Executive Director in whole time employment of the Company by the Members of the Board with effect from 16th February 2009.

The Companies Act, 2013 specifies the revised limits for remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits for payment of minimum remuneration, it is proposed to obtain a shareholder's approval for payment of minimum remuneration as mentioned hereunder for a period of three years, to Ms. Natasha Fernandes (DIN: 02550240), 1st April, 2018 to

22nd June 2018 i.e. till the date of her resignation from the Board of Directors of the company.

The remuneration as set out below was approved by the Nomination and Remuneration Committee and the Board at their respective meetings.

REMUNERATION:

1. Salary: Salary of Rs. 2,28,983 (Rupees Two Lacs Twenty-Eight Thousand Nine Hundred Eighty-Three Only) per Month.
2. Other Benefits, perquisites and allowances:
 - a. Travelling and Conveyance Reimbursement: Travelling and Conveyance Reimbursement on actual or accrual basis in accordance with rules of the Company.
 - b. Medical Insurance: Expenses on medical insurance on actual or accrual basis in accordance with rules of the Company.
 - c. Telephone and Internet Reimbursement: All expenses reimbursement related to telephone/mobile and internet in accordance with rules of the Company.
 - d. Other Benefits/Expenses as per the Company's Policy from time to time.
3. Annual performance bonus/incentive, if any, based on the performance criteria as laid down by or approved by the Board.

Further the Board of Directors and Nomination and Remuneration Committee have liberty to alter and vary terms and conditions of the said remuneration subject to the condition that the aggregate of the remuneration, perquisites/ benefits including contribution to retiral funds as applicable, shall be within the limit specified in Section II of Part II of Schedule V of the Companies Act 2013 calculated based on effective capital of the Company.

Further in the event of there being adequate profit for any financial year the aforesaid remuneration payable to Ms. Natasha Fernandes (DIN: 02550240), as the Executive Director and Legal Head of the Company, shall be the maximum remuneration payable to him in

terms of the provisions of Section 196, 197 and 198 of the Companies Act, 2013.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below as "Annexure 2".

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval of Shareholders.

Item No: 9

Mr. Santosh Garg joined the organization in January 2005 as Executive Accountant and he was subsequently promoted to AVP Finance and Accounts of the Company. Further he was appointed as Executive Director of the Company with effect from 21st August 2015.

The Companies Act, 2013 specifies the revised limits for remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits for payment of minimum remuneration, it is proposed to obtain a shareholder's approval for payment of minimum remuneration as mentioned hereunder for a period of three years, to Mr. Santosh Garg (DIN: 07262936), 1st April, 2018 to 31st March, 2021.

The remuneration as set out below was approved by the Nomination and Remuneration Committee and the Board at their respective meetings.

Remuneration:

1. Salary: Salary of Rs. 1,81,442 (Rupees One Lac Eighty-One Thousand Four Hundred Forty-Two Only) per Month. (With an annual increment of 5% to 30% if any, payable at the Commencement of each Financial Year based on criteria laid down or approved of management).
2. Other Benefits, perquisites and allowances:
 - a. Travelling and Conveyance Reimbursement: Travelling and Conveyance Reimbursement on

actual or accrual basis in accordance with rules of the Company.

b. Medical Insurance: Expenses on medical insurance on actual or accrual basis in accordance with rules of the Company.

c. Telephone and Internet Reimbursement: All expenses reimbursement related to telephone/mobile and internet in accordance with rules of the Company.

d. Other Benefits/Expenses as per the Company's Policy from time to time.

3. Annual performance bonus/incentive, if any, based on the performance criteria as laid down by or approved by the Board.

Further the Board of Directors and Nomination and Remuneration Committee have liberty to alter and vary terms and conditions of the said remuneration subject to the condition that the aggregate of the remuneration, perquisites/ benefits including contribution to retiral funds as applicable, shall be within the limit specified in Section II of Part II of Schedule V of the Companies Act 2013 calculated based on effective capital of the Company.

Further in the event of there being adequate profit for any financial year the aforesaid remuneration payable to Mr. Santosh Garg (DIN: 07262936), as the AVP Finance and Accounts of the Company, shall be the maximum remuneration payable to him in terms of the provisions of Section 196, 197 and 198 of the Companies Act, 2013.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below as "Annexure 2".

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval of Shareholders.

Item No. 10

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans/ investments and issue guarantees/securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Hence, the Special Resolution at Item No. 10 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

The Directors recommend the Special Resolution as set out at Item No. 10 of the accompanying Notice, for Members' approval.

ANNEXURE 1 TO THE NOTICE DATED 27TH AUGUST, 2018**Details of Directors Retiring by Rotation / Seeking Appointment / Re-Appointment at the ensuing Annual General Meeting:**

Particulars	Sandeep Gupta
DIN	00589505
Age	42 Years
Designation	Director and CFO
Qualification	Fellow member of ICAI, ISA, CISA and Bachelor of Commerce.
Experience (including expertise in specific functional area)/Brief Resume	<p>Experience of more than 16 years with specialize expertise in Accounts and Finance and handling broadcasting operations.</p> <p>A fellow Chartered Accountant with a successful experience in professional consultancy for about 7 years, with a wide experience in Internal Audit, Statutory Audit and Taxation moved in to the Corporate Environment as the CFO of B4U's India Operation. He has expertise in fundamental accounting knowledge, cash management skills, analyzing existing systems & procedures, preparing annual operating plans, designing internal control systems, have the ability to manage the financial functions and facilitate effective decision-making.</p> <p>Mr. Sandeep Gupta is proficient in understanding business fundamentals, analyzing business requirements with proven ability in designing & implementing systems to achieve cost control & financial discipline and enhance the overall efficiency of the organization. Mr. Sandeep Gupta is self-confident, result oriented human being with a good leadership ability and an effective communication skill.</p>
Terms and Conditions of Appointment/Reappointment	Mr. Sandeep Gupta retires by rotation and offers himself for reappointment and Mr. Sandeep Gupta act as whole time executive director of the company and the company wants to designate him as whole time director of the company as set out in the notice.
Remuneration last drawn (including sitting fees, if any)	Rs. 68,32,620
Remuneration proposed to be paid	As per the details given in the Item No. 7 of the explanatory statement annexed to the Notice.as set out in explanatory statement to the notice.
Date of first appointment on the Board	01.09.2011
Shareholding in the Company as on 31 st March, 2018	NIL
Relationship with other Directors/Key Managerial Personnel	NA
Number of meetings of the Board attended during the year	4 of 4
Directorships of other Boards as on 31 st March, 2018	<ol style="list-style-type: none"> 1. B4U Broadband (India) Private Limited 2. Milan Shree Distributor Private Limited 3. GRM Financial & Management Consultants Private Limited 4. Karya Bollywood Entertainment Private Limited 5. B4U Media Ventures Private Limited
Membership/Chairmanship of Committees of other Boards as on 31 st March, 2018	B4U Broadband (India) Private Limited Audit Committee – Member

	Corporate Social Responsibility Committee – Member Finance and Management Committee – Chairman
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ANNEXURE 2 TO THE NOTICE DATED 27TH AUGUST, 2018

Information Required under Section II of Part II of Schedule V of the Companies Act, 2013 for the explanatory statement of Item No. 7, 8 and 9:

I. GENERAL INFORMATION:

Nature of Industry	Broadcasting and Media												
Date or expected date of commencement of commercial Production	Not Applicable (The Company is an existing company)												
In case of new companies, expected date of commencement of activities	Not Applicable												
Financial performance based on given indicators	(Amount in Rs.) Total Revenue: <table border="1"> <tr> <td>FY 17 – 18</td> <td>153,483,268</td> </tr> <tr> <td>FY 16 – 17</td> <td>147,375,357</td> </tr> <tr> <td>FY 15 – 16</td> <td>169,230,250</td> </tr> </table> Profit After Tax: <table border="1"> <tr> <td>FY 17 – 18</td> <td>4,816,587</td> </tr> <tr> <td>FY 16 – 17</td> <td>7,898,323</td> </tr> <tr> <td>FY 15 – 16</td> <td>13,118,117</td> </tr> </table>	FY 17 – 18	153,483,268	FY 16 – 17	147,375,357	FY 15 – 16	169,230,250	FY 17 – 18	4,816,587	FY 16 – 17	7,898,323	FY 15 – 16	13,118,117
FY 17 – 18	153,483,268												
FY 16 – 17	147,375,357												
FY 15 – 16	169,230,250												
FY 17 – 18	4,816,587												
FY 16 – 17	7,898,323												
FY 15 – 16	13,118,117												
Foreign investments or Collaborators, if any	Foreign Investor - LMB Holdings (Mauritius) Limited held 20,561,520 Equity Shares												

II. INFORMATION ABOUT EXECUTIVE DIRECTORS:**Background Details:**

Sandeep Gupta	Natasha Fernandes	Santosh Garg
Mr. Sandeep Gupta is a qualified fellow Chartered Accountant, ISA and CISA. Mr. Sandeep Gupta was appointed as Chief Financial Officer of the Company with effect from July, 2011. Prior to appointment as Chief Financial Officer of the Company, he was conducting its private practice in the field of Corporate Finance, Internal Audit, Statutory Audit and Taxation.	Ms. Natasha Fernandes is a qualified Lawyer. Ms. Natasha Fernandes was appointed as assistant manager legal in August 2004 and was subsequently promoted to legal head of the Company. Further she was appointed as Executive Director of the Company with effect from 16 th February 2009.	Mr. Santosh Garg is a qualified Chartered Accountant and was appointed as Executive in the Finance and Accounts Department in January 2005 was subsequently promoted to AVP Finance and Accounts of the Company. Further he was appointed as Executive Director of the Company with effect from 21 st August 2015.

Past Remuneration:

(Amount in Rs.)

	2017 – 2018	2016 – 2017	2015 – 2016
Sandeep Gupta	6,832,620	7,274,100	5,784,600
Natasha Fernandes	1,878,470	2,525,520	1,622,600
Santosh Garg	2,524,070	1,982,400	964,060

Mr. Sandeep Gupta has drawn remuneration in the capacity of CFO of the Company, Ms. Natasha Fernandes has drawn remuneration in the capacity of Legal Head and Mr. Santosh Garg has drawn salary in the capacity of AVP Finance and Accounts.

Recognition or Awards:

Sandeep Gupta	Natasha Fernandes	Santosh Garg
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Job profile and suitability:

Sandeep Gupta	Natasha Fernandes	Santosh Garg
Mr. Sandeep Gupta being the Chief Financial Officer and Executive Director of the Company is responsible for leading B4U India's operations and leveraging growth opportunities in addition to overseeing the finance, investor relations, Ensuring internal control, ensuring growth and effective management of the Company.	Ms. Natasha Fernandes being the legal head and Executive Director of the Company is responsible for all the legal matters and compliances of B4U Television Network India Limited and its related associate Companies.	Mr. Santosh Garg is responsible for handling the Finance and Accounts Department of the Company being AVP Finance and Accounts. He is entrusted with the management of various day to day functions, responsibilities of Finance and Accounts Department along with monitoring measures of Cost Control.

Remuneration Proposed:

Sandeep Gupta	Natasha Fernandes	Santosh Garg
As per the details given in the Item No. 7 of the explanatory statement annexed to the Notice.	As per the details given in the Item No. 8 of the explanatory statement annexed to the Notice.	As per the details given in the Item No. 9 of the explanatory statement annexed to the Notice.

The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regards.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The remuneration payable to the Executive Directors of the Company has been benchmarked with the remuneration being drawn by similar positions in Broadcasting and Media industry and has been considered by the Nomination and Remuneration Committee of the Company at their meeting.

Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any:

The Executive Directors have no pecuniary relationship directly or indirectly with the Company except to the extent of their remuneration in the Company.

III. OTHER INFORMATION:

Reasons of loss or inadequate profits:

The profit of the Company is dependent on the quantum of services rendered to the group companies and the profits from the sale of IPR.

Though there had been a growth of more than 15% in the Indian Media and Entertainment industry.

There is an approach of cautious investment in the content acquisition. The Broadcasting entities have reduced the spends in acquiring catalogue content during the year. A large share of the allocated acquisition cost has been restrained from any sell unless correct price are being offered.

Further, on account of overall global slow down there has been efforts to reduce the cost of content production, thus the same has affected the revenues as the Company operates on cost plus markup model.

Steps taken or proposed to be taken for improvement:

The Company will remain committed to generating superior returns for its stakeholders. B4U would continue to drive growth through actively monetizing other source of broadcasting income by looking and exploring the innovative means of exploiting the rights in the digital medium. The Company thrives to exploit its library of films, shows, vignette etc. on digital platforms such as IPTV, mobile, internet, YouTube etc. With the Increasing number of Movie Channel, the opportunity to exploit the IPR of the vast library also increases.

Expected increase in productivity and profits in measurable terms:

As per E&Y Report, The Indian Media and Entertainment industry is poised to grow at a CAGR of 11.46% by 2020 as compared. This Growth gives opportunity for the Company to further grow in the Media and Entertainment sector vide its existing library and ability to produce and sell television programs to the various broadcaster.

The payment of remuneration to Executive Directors in Whole Time Employment as stated above is subject to the approval of the Members.

Except Mr. Sandeep Gupta, Ms. Natasha Fernandes and Mr. Santosh Garg, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 7, 8 and 9.

The Directors recommend the Special Resolution of the accompanying Notice, for Members' approval.

For B4U Television Network India Limited,

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

Mumbai, 27th August, 2018

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]

CIN: U92100MH1999PLC118165

Name of Company: B4U Television Network India Limited

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

19th Annual General Meeting – 26th September, 2018

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

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

1. Name: Email IdAddress
Signature _____

or failing him/her

2. Name: Email IdAddress
Signature _____

or failing him/her

3. Name: Email IdAddress
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 19th Annual General Meeting on Wednesday, 26th Day of September, 2018 at 09.30 AM at the registered office of the Company situated at Plot No. 114, Road No. 15, Next to SRL Ranbaxy, Andheri (East) Mumbai – 400093, 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 Mr. Sandeep Gupta (DIN: 00589505), as a director liable to retire by rotation.			

3.	Appointment of Statutory Auditors of the Company.			
Special Businesses				
4.	To designate Mr. Sandeep Gupta (DIN: 00589505) as whole time director of the Company.			
5.	To consider and approve increase in authorized share capital of the company from Rs. 22,50,00,000 to Rs. 40,00,00,000.			
6.	To consider and approve Private Placement of Equity Shares.			
7.	Payment of Remuneration to Mr. Sandeep Gupta (DIN: 00589505) as Whole Time Executive Director and Chief Financial Officer of the Company.			
8.	Payment of Remuneration to Ms. Natasha Fernandes (DIN: 02550240) as Executive Director and Legal Head of the Company.			
9.	Payment of Remuneration to Mr. Santosh Garg (DIN: 07262936) as Executive Director and AVP Finance and Account of the Company.			
10.	Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans and investment by company.			

Signed this Day of 2018

.....
Signature of Members

.....
Signature of Proxy Holder

Affix revenue stamp of not less than Rs. 1
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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.

ATTENDANCE SLIP

CIN: U92100MH1999PLC118165

Name of Company: B4U Television Network India Limited

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

19th Annual General Meeting – 26th September, 2018

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.

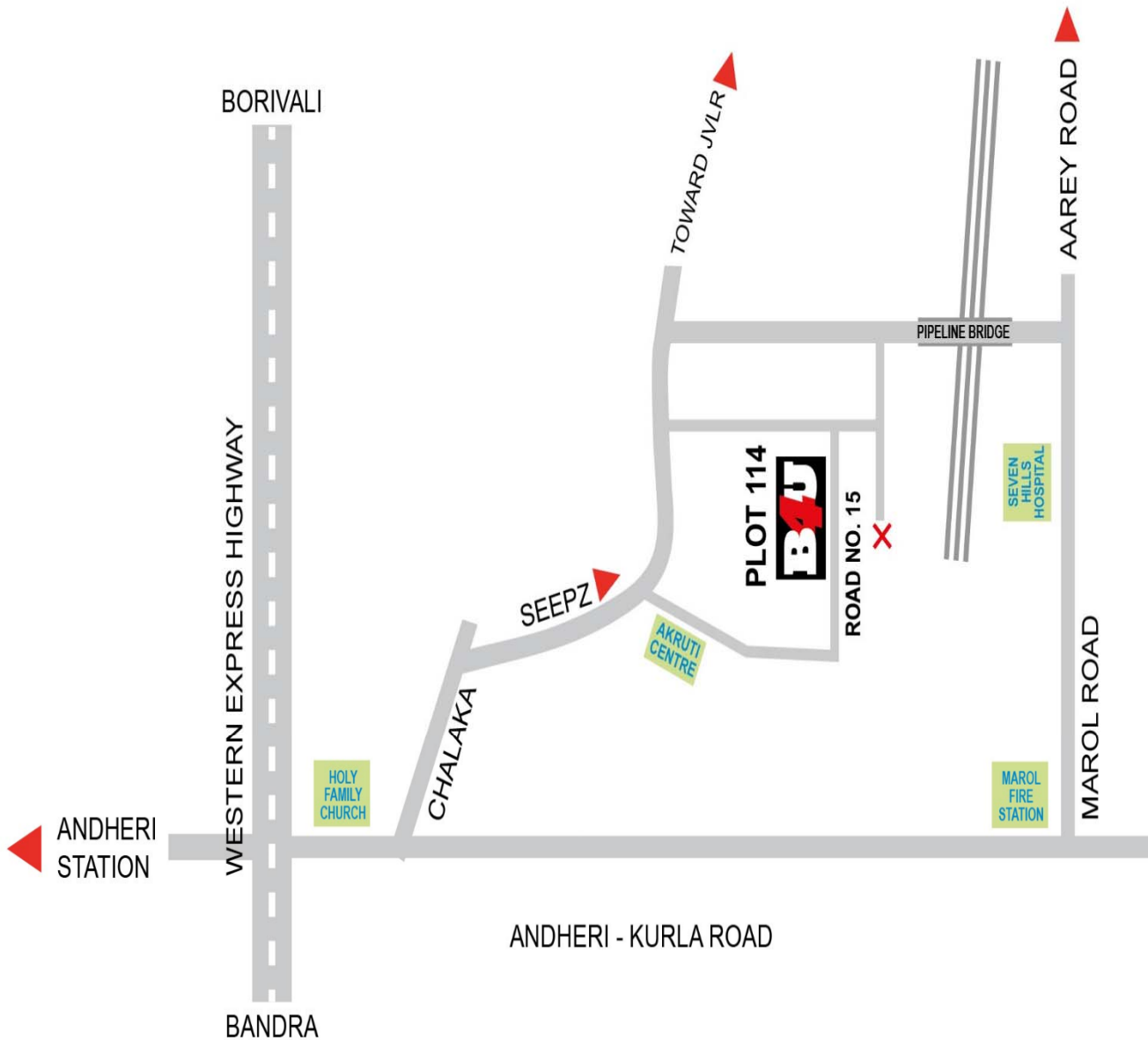
I hereby record my presence at the 19th Annual General Meeting of the Company held on Wednesday, the 26th day of September 2018 at 09.30 AM at the registered office of the company situated at the Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093.

.....
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).