

**NOTICE**

**Notice** is hereby given that the 20<sup>th</sup> (Twentieth) Annual General Meeting of the members of B4U Television Network India Limited will be held on Friday, the 09<sup>th</sup> Day of August, 2019 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, 2019, 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, 2019 together with the report of Auditors thereon.

**2. To appoint a Director in place of Mr. Vijay Singh (DIN: 07603392), who retires by rotation, and being eligible, offers himself for reappointment.**

**3. To consider and approve appointment of Statutory Auditor 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W / W100048), be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

**4. Appointment of Mr. Vijay Thaker (DIN: 01867309) as an Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, 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 Thaker (DIN: 01867309) who was appointed as an Additional Independent Director of the Company by the Board of Directors in the Board Meeting held on 29<sup>th</sup> March, 2019 and who holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years till the conclusion of Annual General Meeting to be held in the calendar year 2024.

**For B4U Television Network India Limited,**

**Sandeep Gupta**  
**Whole-Time Director and CFO**  
**DIN: 00589505**

**Date:** 27<sup>th</sup> June, 2019

**Place:** Mumbai

**Registered Office:**

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

**CIN:** U92100MH1999PLC118165

**Email:** [B4U@B4Uworld.com](mailto: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 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 /queries in writing to the Director / Company Secretary at least seven 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 OF THE COMPANIES ACT, 2013****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 Thaker (DIN: 01867309) as an Additional Independent and Non-Executive Director with effect from 29<sup>th</sup> March, 2019.

In terms of provisions of the above section Mr. Vijay Thaker 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 Thaker for the office of Director of the Company.

Mr. Vijay Thaker 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. The Company has received a declaration from Mr. Vijay Thaker that he meets the criteria of independence as prescribed under Section 149 of the Companies Act 2013.

In opinion of the Board, Mr. Vijay Thaker fulfils all conditions for his appointment as an independent director as specified in the Act. Mr. Vijay Thaker possesses appropriate skills, experience and knowledge inter alia, in the field of finance.

Considering the vast experience and knowledge, it will be in the interest of the Company that Mr. Vijay Thaker be appointed as Independent Director of the Company.

Except for Mr. Vijay Thaker who is interested in the resolution set out in item no. 4 of the Notice pertaining to his appointment as Non-Executive and Independent 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.

**ANNEXURE 1 TO THE NOTICE DATED 27<sup>TH</sup> JUNE, 2019****Details of Directors Retiring by Rotation / Seeking Appointment / Re-Appointment at the ensuing Annual General Meeting:**

<b>Particulars</b>	<b>Vijay Singh</b>	<b>Vijay Thaker</b>
DIN	07603392	01867309
Age	48 Years	64 Years
Designation	Non-Executive Director	Independent and Non-Executive Director
Qualification	Fellow member of ICAI and Boom with Honors in Accountancy.	M.B.A. (Finance), Company Secretary, Chartered Accountant, L.L.B and B.Com
Experience (including expertise in specific functional area)/Brief Resume	<p>Experience of more than 20 years with specialize expertise in Internal Audit and Finance Function.</p> <p>Currently in-charge of Internal Auditor team of 50 members on assignment basis with another CA Firm M/s K M Gupta &amp; Co. in JSW Steel Limited having Steel Plant in various Countries.</p> <p>Previously worked as Senior Internal Auditor with B4U Television Network India Private Limited (A group company of B4U Worldwide) having footprints in more than 65 countries across the world.</p> <p>Apart from the expertise in the field of internal audit and finance, Mr. Vijay Singh has established a Youth Organization in various cities of Bihar for the purpose of promotion of sports, culture and education, he has Organized and participated in various socio-cultural, educational and sports events.</p> <p>Mr. Vijay Singh is actively participating and coordinating with various inter-collegiate and leadership development programs organized by Colleges and have an interest in Philately.</p>	<p>A senior professional with nearly 35 years of success in achieving revenue, targets, profit and business growth objectives.</p> <p>Proficient in mapping the business requirements with proven ability in designing &amp; implementing systems to achieve cost control &amp; financial discipline and enhance the overall efficiency of the organization &amp; keeping harmonious co-ordination with Board Members and Promoters.</p> <p>Strong analytical &amp; organizational abilities with adeptness in formulating accounting systems, preparing annual operating plans, designing internal control systems and facilitate effective decision-making. A strategic planner with solid planning and organizational skills in coordinating all the aspects of projects from inception through completion. Proficient in performing Secretarial/Legal functions.</p> <p>The Area of Excellence of Mr. Vijay Thaker includes Financial Goal Achievement, Cost Planning &amp; Management, Budgetary Control, Team Management and System Implementation.</p>
Terms and Conditions of Appointment/Reappointment	Mr. Vijay Singh act as non-executive director of the company	Mr. Vijay Thaker (DIN: 01867309) act as an Additional Independent and

	and he retires by rotation at this Annual General Meeting and offer himself for reappointment.	Non-Executive Director w.e.f. 29 <sup>th</sup> March, 2019 and who holds office upto the date of the ensuing Annual General Meeting.  The members are requested to consider and approve regularization of Mr. Vijay Thaker (DIN: 01867309) as Independent and Non-Executive Director of the Company for a period of 5 Consecutive Year.
Remuneration last drawn (including sitting fees, if any)	Sitting fees for the year ended on 31 <sup>st</sup> March, 2019: Rs. 1,20,000.	Sitting fees for the year ended on 31 <sup>st</sup> March, 2019: Rs. 20,000.
Remuneration proposed to be paid	Sitting fees will be paid as per existing terms and conditions.	Sitting fees will be paid as per existing terms and conditions.
Date of first appointment on the Board	01.09.2016	29.03.2019
Shareholding in the Company as on 31 <sup>st</sup> March, 2019	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	NA	NA
Number of meetings of the Board attended during the year	5 of 5	NA
Directorships of other Boards as on 31 <sup>st</sup> March, 2019	B4U Television Network India Limited	1. Total Carriers Private Limited 2. B4U Television Network India Limited
Membership/Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2019	<b>B4U Television Network India Limited</b> • Nomination and Remuneration Committee - Member  • Finance and Management Committee - Member	<b>B4U Television Network India Limited</b> • Audit Committee – Chairman  • Nomination and Remuneration Committee - Member

**For B4U Television Network India Limited,**

**Sandeep Gupta**  
**Whole-Time Director and CFO**  
**DIN: 00589505**

**Date:** 27<sup>th</sup> June, 2019

**Place:** Mumbai

**Registered Office:**

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

**CIN:** U92100MH1999PLC118165

**Email:** [B4U@B4Uworld.com](mailto: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

**20<sup>th</sup> Annual General Meeting – 09<sup>th</sup> August, 2019**

<b>Name of Member:</b>	
<b>Registered Address:</b>	
<b>Email ID:</b>	
<b>Folio No.:</b>	

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

Sr. No.	Name of Proxy	Email ID of Proxy	Address of Proxy	Signature of Proxy
1.				
2.				
3.				

as my/our proxy to attend and vote (on poll) for me/us and on my behalf at the 20<sup>th</sup> Annual General Meeting on Friday, 09<sup>th</sup> Day of August, 2019 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
	<b>Ordinary Businesses:</b>			
1.	Adoption of Financial Statements (Including the Consolidated Financial Statement)			
2.	Appointment of Mr. Vijay Singh (DIN: 07603392), as a director liable to retire by rotation.			

3.	Appointment of Statutory Auditors of the Company.			
<b>Special Businesses</b>				
4.	Appointment of Mr. Vijay Thaker (DIN: 01867309) as an Independent Director of the Company			

Signed this ..... Day of ..... 2019

.....  
**Signature of Members**

.....  
**Signature of Proxy Holder**

Affix  
revenue  
stamp of  
not less  
than Rs. 1

**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

**20<sup>th</sup> Annual General Meeting – 09<sup>th</sup> August, 2019**

<b>Folio No:</b>	
<b>Name of Member:</b>	
<b>Name of Proxy Holder:</b>	
<b>Number of Shares Held</b>	

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

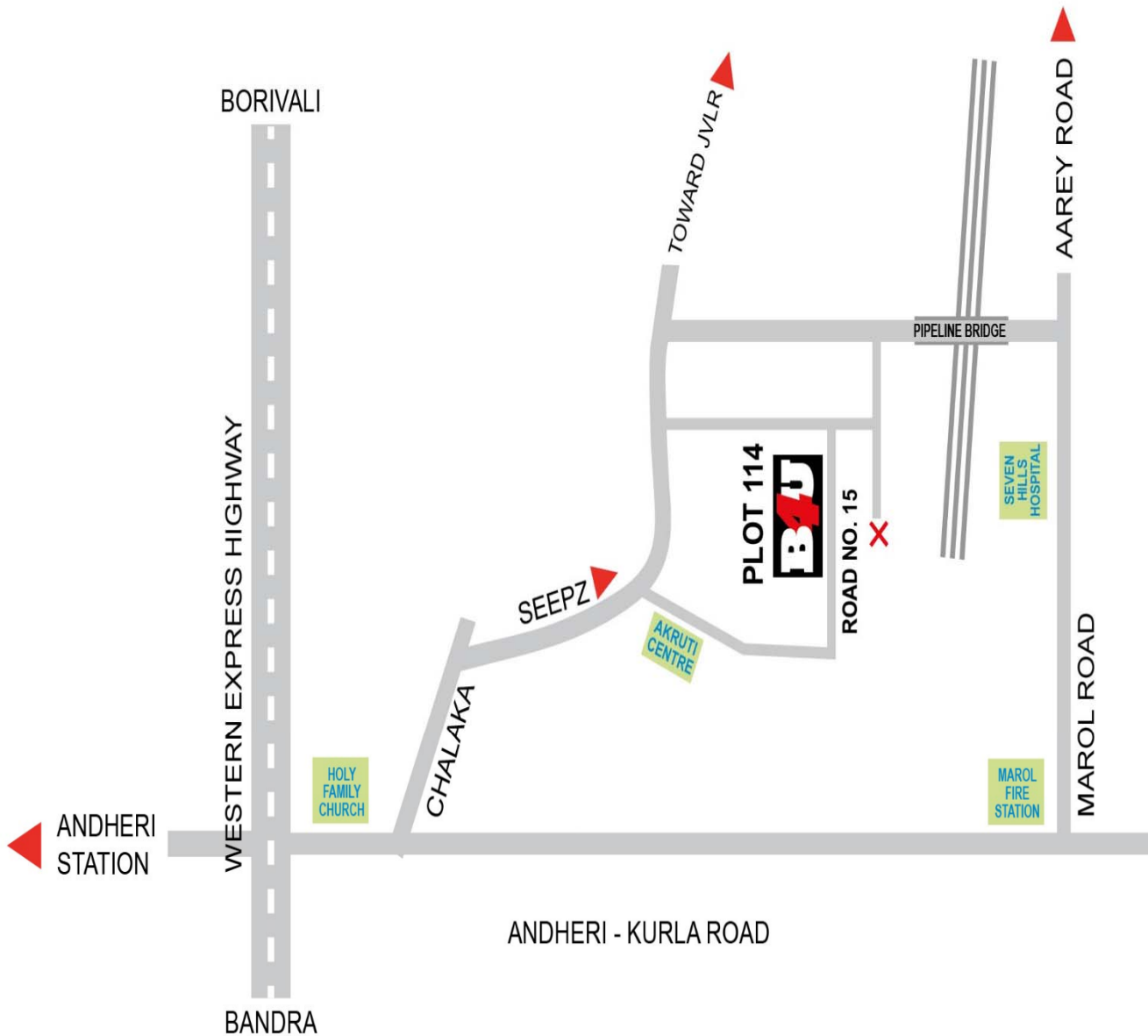
I hereby record my presence at the 20<sup>th</sup> Annual General Meeting of the Company held on Friday, the 09<sup>th</sup> day of August, 2019 at 09.30 AM at the registered office of the company situated at the Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093.

.....  
**Signature of Members**

.....  
**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).