

NOTICE

Notice is hereby given that the 21st (Twenty-first) Annual General Meeting of the members of B4U Television Network India Limited will be held on Wednesday, the 30th Day of September, 2020 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, 2020, 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, 2020 together with the report of Auditors thereon.

2. To appoint a Director in place of Mr. Santosh Garg (DIN: 07262936), 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 reenactment(s) thereof for the time being in force), the appointment of Haribhakti & Co. LLP, Chartered Accountants (Registration No. 103523W / W100048), as the Statutory Auditors of the Company, who were appointed by the members at their Annual General Meeting held on 09th August, 2019 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. Suhas Ganpule (DIN: 00179817) as an Independent and Non-Executive 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 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. Suhas Ganpule (DIN: 00179817) who was appointed as an Independent and Non-Executive Director of the Company in the financial year 2015 – 2016 and whose first term as Independent and Non-Executive Director of the Company expires in ensuing General Meeting to be held in calendar year 2020 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 and Non-Executive Director, be and is hereby appointed as an Independent and Non-Executive Director of the Company for the second term 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 2025.”

For B4U Television Network India Limited,

Santosh Garg
Whole-Time Director and CFO
DIN: 07262936

Date: 28th August, 2020

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

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**

Mr. Suhas Ganpule (DIN: 00179817) who was appointed as an Independent and Non-Executive Director of the Company in the financial year 2015 – 2016 and whose term as Independent and Non-Executive Director of the Company expires in ensuing General Meeting to be held in calendar year 2020 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 and Non-Executive Director, be and is hereby appointed as an Independent and Non-Executive Director of the Company for the second term 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 2025.

Mr. Suhas Ganpule 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 Independent and Non-Executive Director.

The Company has received a declaration from Mr. Suhas Ganpule that he meets the criteria of independence as prescribed under Section 149 of the Companies Act 2013. In opinion of the Board, Mr. Suhas Ganpule fulfils all conditions for his appointment as an Independent and Non-Executive Director as specified in the Act. Mr. Suhas Ganpule possesses appropriate skills, experience and knowledge inter alia, in the field of secretarial, law, Cost Accounting, etc.

Considering the vast experience and knowledge, it will be in the interest of the Company that Mr. Suhas Ganpule be appointed as Independent and Non-Executive Director of the Company for its second term.

Except for Mr. Suhas Ganpule who is interested in the resolution set out in item no. 4 of the Notice pertaining to his appointment as Independent and 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 Special Resolution set out at Item No. 4 of the Notice for approval of Shareholders.

Annexure 1 to the notice dated 28th August, 2020

Details of Directors Retiring by Rotation / Seeking Appointment / Re-Appointment at the ensuing Annual General Meeting:

Particulars	Santosh Garg	Suhas Ganpule
DIN	07262936	00179817
Age	41 Years	58 Years
Designation	Whole Time Director and CFO	Independent and Non-Executive Director
Qualification	Fellow member of ICAI, and Bachelor of Commerce.	Company Secretary, B. Com, L.L.B., CAIIB. AICWA and ACS.
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 appointed as Executive in the Finance and Accounts Department of B4U Group in January 2005 was he was subsequently promoted VP Finance and Account of the Company.</p> <p>Mr. Santosh Garg is responsible for handling the Finance and Accounts Department of the Company being AVP Finance and Accounts with various responsibility of day to day working and cost control of the Company.</p> <p>He has immense experience in the field of Finance and Accounts and expertise in fundamental accounting knowledge, cash management skills, analyzing existing systems & procedures, preparing annual operating plans, designing internal</p>	<p>A senior professional with nearly 35 years of success and experience in secretarial, law, cost accounting and corporate structuring.</p> <p>He is proficient in mapping the business requirements with proven ability in designing & implementing systems to achieve financial discipline, secretarial discipline and adherence to the law.</p> <p>Strong analytical & organizational abilities with adeptness in formulating accounting systems, preparing and designing internal control systems and facilitate effective decision-making, due diligence and work for corporate structuring.</p> <p>He is Proficient in performing Secretarial/Legal functions, Cost Planning & Management, Budgetary Control, Due Diligence, Assisting the Companies in Issue of GDR / ADR, FEMA Compliances, Vetting and Legal Drafting, etc.</p>

	control systems, have the ability to manage the financial functions and facilitate effective decision-making.	
Terms and Conditions of Appointment/Reappointment	Mr. Santosh Garg act as Whole Time director of the company who retires by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment subject to approval of Members in ensuing Annual General Meeting.	Mr. Suhas Ganpule (DIN: 00179817) act as an Independent and Non-Executive Director w.e.f. 21 st August, 2015 whose term as Independent and Non-Executive Director of the Company expires in ensuing General Meeting to be held in calendar year 2020 and the Company proposes to appoint his as an Independent and Non-Executive Director of the Company for the second term 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 2025.
Remuneration last drawn (including sitting fees, if any)	Salary of Rs. 2,08,333 (Rupees Two Lacs Eight Thousand Three Hundred Thirty-Three Only) per Month and Other Benefits, perquisites and allowances as approved by the members	Sitting fees for the year ended on 31 st March, 2020: Rs. 1,40,000.
Remuneration proposed to be paid	As mentioned above	Sitting fees will be paid as per existing terms and conditions.
Date of first appointment on the Board	21.08.2015	21.08.2015
Shareholding in the Company as on 31 st March, 2020	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	NA	NA
Number of meetings of the Board attended during the year	6 of 6	6 of 6
Directorships of other Boards as on 31 st March, 2020	1. B4U Broadband (India) Private Limited 2. B4U Media Ventures Private Limited 3. Karya Bollywood Entertainment Private Limited	1. All India Pickleball Association 2. B4U Broadband (India) Private Limited

Membership/Chairmanship of Committees of other Boards as on 31 st March, 2020	B4U Broadband (India) Private Limited <ul style="list-style-type: none"> • Audit Committee – Member • Finance and Management Committee - Chairman 	B4U Broadband (India) Private Limited <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman • Corporate social Responsibility Committee- Chairman • Audit Committee – Member
--	--	--

**For and on behalf of the Board
B4U Television Network India Limited**

**Santosh Garg
Whole Time Director and CFO
DIN: 07262936**

Registered Office:

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

CIN: U72900MH2000PTC126016

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

21st Annual General Meeting – 30th September, 2020

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

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 20th Annual General Meeting on Wednesday, 30th Day of September, 2020 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.	Ratification of Statutory Auditors of the Company			
3.	Appointment of Mr. Santosh Garg (DIN: 07262936), as a director liable to retire by rotation.			

	Special Businesses		
4.	Appointment of Mr. Suhas Ganpule (DIN: 00179817) as an Independent Director of the Company		

Signed this Day of 2020

.....
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

21st Annual General Meeting – 30th September, 2020

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

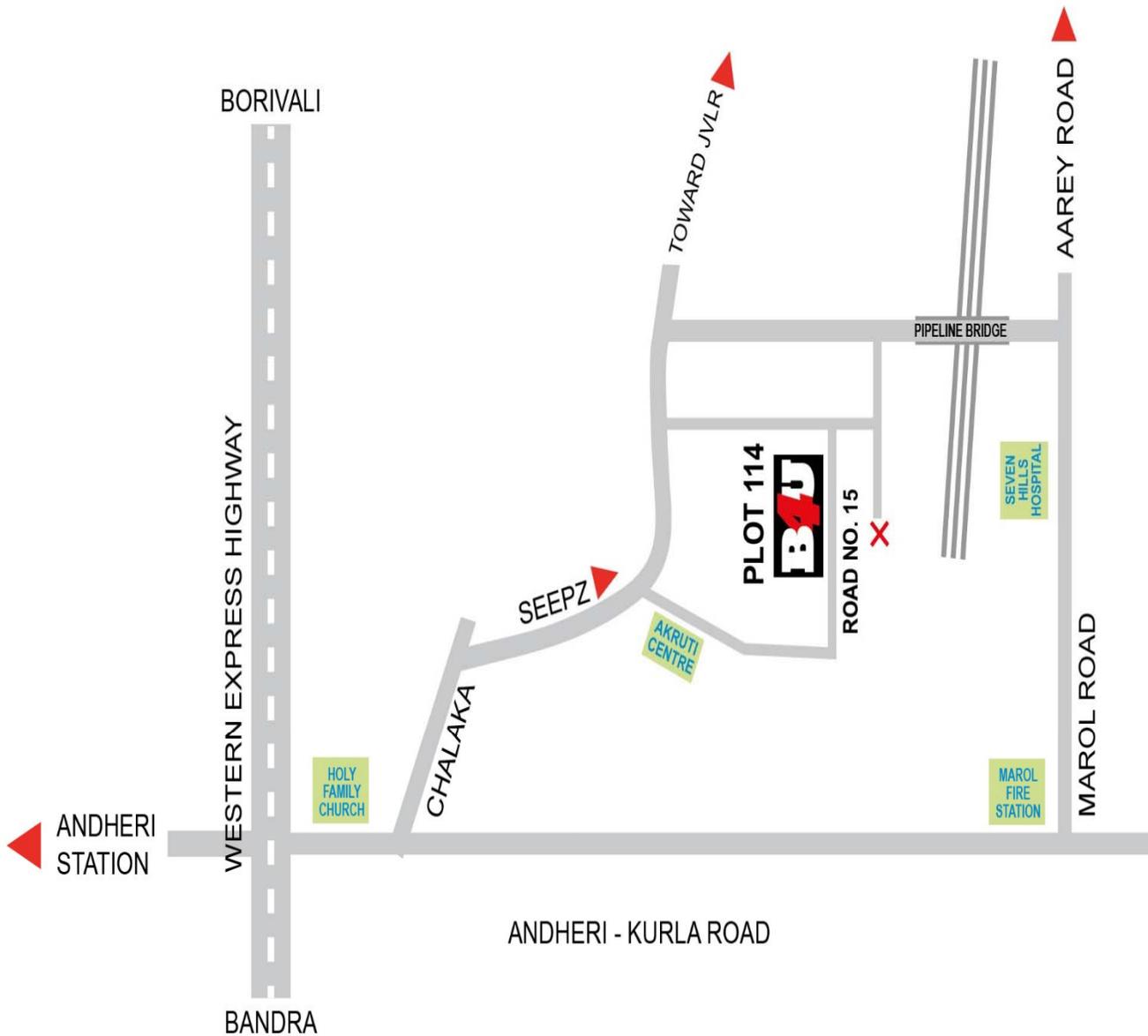
I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company held on Wednesday, the 30th day of September, 2020 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).