

B4U Television Network India Limited

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of B4U Television Network India Limited will be held on Monday, the 05th Day of August, 2024 at 09.15 A.M. at the registered office of the company situated at B4U House, Plot No. 114, Road No. 15, Next to SRL Ranbaxy, MIDC, Andheri (East), Mumbai 400093 to transact the following business:

SPECIAL BUSINESS:

1. Adoption of Memorandum of Association as per provisions of Companies Act, 2013:

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

“RESOLVED THAT pursuant to Section 4 and 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”) is hereby authorized to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Object Clause of the Memorandum of Association of the Company.

a) Clause III A of the existing Object Clause “THE MAIN OBJECTS OF THE COMPANY TO BE PURSUEDBY THE COMPANY ON ITS INCORPROATION” be substituted by new heading titled as “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION”

b) The relevant sub-clauses appearing under the existing Clause III (B) i.e., “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTES”, shall be retained and irrelevant sub clauses shall be removed and consequently changing the object numbering as may be appropriate and The existing Clause III B “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTES” be substituted by the new heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A”.

c) The existing appropriate and relevant sub-clauses appearing under the existing Clause III (C) i.e., “OTHER OBJECTS”, be merged under the new Clause III (B) i.e., “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)” and consequently changing the object numbering as may be appropriate. The existing Clause III(C) i.e., “OTHER OBJECTS” be deleted.

d) The existing Clause IV is substituted by the following Clause: “IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.”

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e) The words and expressions used according to the provisions of the “Companies Act, 1956” shall be replaced in accordance with the provisions of “Companies Act, 2013”.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company, the approval be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 350 Crores (Rupees Three Fifty Crores Only) in addition to the limit prescribed under Section 186 of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

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RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. Re-appointment of Mr. Vijay Thaker (DIN: 01867309) as an Independent Director of the Company for a second term of five years:

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Vijay Thaker (DIN: 01867309) who was appointed as an Independent Director in the Annual General Meeting of the Company held in calendar year 2019 and who holds office up to Annual General Meeting to be held in calendar year 2024, and has submitted a declaration confirming that he meets the criteria of independence as provided in the Act and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years commencing from Annual General Meeting to be held in calendar year 2024 to Annual General Meeting to be held in calendar year 2029, be and is hereby approved.”

For B4U Television Network India Limited,

Santosh Garg

Director and CFO

DIN: 07262936

Add: Flat No. 501, Panchali B, N. L. Complex, Off. Link Road,
Behind Anand Nagar, Dahisar East, Mumbai – 400068

Place: Mumbai

Date: 05th July, 2024

Registered Office:

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

CIN: U92100MH1999PLC118165

Email: harshil.shah@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

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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 Extra Ordinary 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 or Committee Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.

4. Members are requested to bring their attendance slip to the meeting.

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

Item No. 1:

The present Memorandum of Association (“MOA”) was adopted by the Company at the time of incorporation under the Companies Act, 1956. Since then, the Companies Act has been replaced with the Companies Act, 2013 (“the Act”). The said new Act has changed the structure/format of the memorandum of association. As good governance practice, it is desired that MOA to be amended to reflect the updated position in a lucid and coherent manner.

Accordingly, in order to align the existing MOA of the Company with Table A of the Schedule I of the Act, in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company. The Board of Directors at its meeting held on July 05, 2024 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

In terms of Section 13 of the Act, the consent of the Members by way of special resolution is required for alteration of MOA of the Company. The proposed draft of MOA is being uploaded on the Company’s website for online inspection of the Members. The Board recommends the special resolution at item no. 1 of the accompanying Notice for approval of the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 1 of the accompanying Notice.

Item No. 2:

As per Section 186 of the Companies Act 2013 read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding

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sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 350 Crores (Rupees Three Fifty Crores Only) in addition to the limit specified in Section 186 of the Companies Act 2013 with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution at item no. 2 of the accompanying Notice for approval of the Members.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the accompanying Notice.

Item No. 3:

Mr. Vijay Thaker (DIN: 01867309) was appointed as an Independent Director for the first term of five years in the Annual General Meeting held in the calendar year 2019, for a period of five years. He is eligible for re-appointment for a second term of 5 years, starting from Annual General Meeting to be held in the calendar year 2024, until Annual General Meeting to be held in the calendar year 2029.

Following the performance evaluation of Mr. Vijay Thaker and considering the significant contributions made by him during his tenure as an Independent Director, as well as the belief that his continued association would be beneficial to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), recommended the re-appointment of Mr. Vijay Thaker as a Non-Executive Independent Director of the Company for a second term of five years, subject to the approval of the Members. Mr. Vijay Thaker abstained from discussion and voting on the matter concerning his appointment during the meetings of NRC as well as the Board of Directors. The profile and specific areas of expertise of Mr. Vijay Thaker are provided as an Annexure to this Notice.

Mr. Vijay Thaker has provided a declaration to the Board, stating that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act'). He also affirmed that he is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment. In the opinion of the Board, Mr. Vijay Thaker is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and she is independent of the management. Furthermore, Mr. Vijay Thaker has confirmed that

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he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering his experience, the Board deems it desirable and in the interest of the Company to continue Mr. Vijay Thaker on the Board, and accordingly recommends the re-appointment of Mr. Vijay Thaker as an Independent Director for a second term of 5 years, as proposed in Resolution no. 3 for approval by the Members as a Special Resolution.

Except for Mr. Vijay Thaker and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice. The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company and are available for inspection.

For B4U Television Network India Limited,

Santosh Garg
Director and CFO
DIN: 07262936

Add: Flat No. 501, Panchali B, N. L. Complex, Off. Link Road,
Behind Anand Nagar, Dahisar East, Mumbai – 400068

Place: Mumbai

Date: 05th July, 2024

Registered Office:

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

CIN: U92100MH1999PLC118165

Email: B4U@B4Uworld.com

Annexure 1 to the notice dated 05th July, 2024

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

Particulars	Vijay Thaker
DIN	01867309
Age	69 Years
Designation	Independent and Non-Executive Director
Qualification	M.B.A. (Finance), Company Secretary, Chartered Accountant, L.L.B and B.Com
Experience	A senior professional with nearly 40 years of success in achieving revenue, targets, profit and business growth objectives.

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(including expertise in specific functional area)/Brief Resume	<p>Proficient in mapping the business requirements with proven ability in designing & implementing systems to achieve cost control & financial discipline and enhance the overall efficiency of the organization & keeping harmonious co-ordination with Board Members and Promoters.</p> <p>Strong analytical & 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 & Management, Budgetary Control, Team Management and System Implementation.</p>
Terms and Conditions of Appointment/Reappointment	<p>Mr. Vijay Thaker act as an Independent and Non-Executive Director whose term as Independent and Non-Executive Director of the Company expires in ensuing General Meeting to be held in calendar year 2024 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 2029.</p>
Remuneration last drawn (including sitting fees, if any)	<p>Sitting fees of INR 25,000 per meeting was paid in the financial year 2023 – 2024.</p>
Remuneration proposed to be paid	<p>Sitting fees will be paid as per existing terms and conditions.</p>
Date of first appointment on the Board	<p>29/03/2019</p>
Shareholding in the Company as on 31 st March, 2024	<p>NIL</p>
Relationship with other Directors/Key Managerial Personnel	<p>NA</p>
Number of meetings of the Board attended during the year	<p>1 of 1</p>
Directorships of other Boards as on 31 st March, 2024	<p>Eros International Films Private Limited - Company Secretary and CFO Eros International Media Limited - Company Secretary and Director and CFO Total Carriers Private Limited - Director</p>

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	B4U Broadband (India) Private Limited - Director Eros Animation Private Limited - Director Eyeqube Studios Private Limited - Director EM Publishing Private Limited - Director Erosnow Private Limited - Director Salvi Chemical Industries Limited - Director
Membership/Chairmanship of Committees of other Boards as on 31 st March, 2024	B4U Broadband (India) Private Limited <ul style="list-style-type: none">• Audit Committee – Chairman• Nomination and Remuneration Committee - Member

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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

Extra Ordinary General Meeting – 05th August, 2024

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 Extra Ordinary General Meeting on Monday, the 05th Day of August, 2024 at 09.15 A.M. 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
	Special Businesses			
1.	Adoption of Memorandum of Association as per provisions of Companies Act, 2013			
2.	To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013			
3.	Re-appointment of Mr. Vijay Thaker (DIN: 01867309) as an Independent Director of the Company for a second term of five years			

Signed this Day of 2024

.....
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 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

Extra Ordinary General Meeting – 05th August, 2024

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.

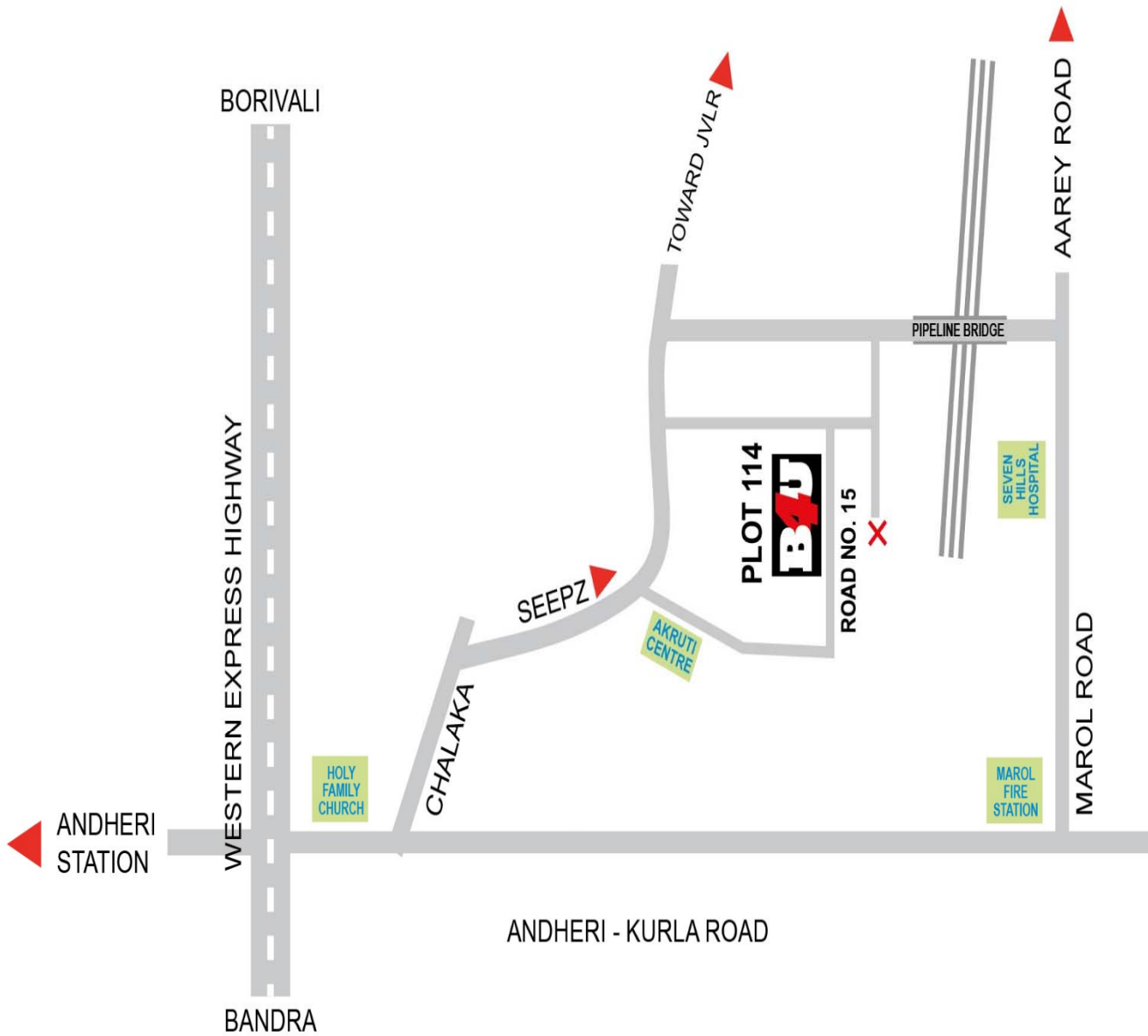
I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 05th Day of August, 2024 at 09.15 A.M. at the registered office of the company situated at the Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093.

.....
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.

Route map to the venue of the EGM:



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).