

## **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 02<sup>nd</sup> Day of May, 2022 at 09.00 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. To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013:**

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

**“RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 200 crores (Rupees Two Hundred Crores only) for the Company alone and Rs. 300 crores (Rupees Three Hundred Crores only) for the Company and its subsidiaries companies taken together, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 200 crores (Rupees Two Hundred Crores only) for the Company alone and Rs. 300 crores (Rupees Three Hundred Crores only) for the Company and its subsidiary companies taken together at any time,

## **B4U Television Network India Limited**

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

### **2. To consider and approve appointment of Statutory Auditor of the company to fill the casual vacancy:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 30<sup>th</sup> March, 2022, M/s MSKA & Associates, Chartered Accountants, having registration number 105047W be and is hereby appointed as statutory auditor of the company for the financial year 2021 - 22, to fill casual vacancy caused by resignation of M/s. Haribhakti & Co. LLP, Chartered Accountants, having registration number 103523W/W100048."

**"RESOLVED FURTHER THAT** M/s MSKA & Associates, Chartered Accountants, M/s MSKA & Associates, Chartered Accountants, having registration number 105047W be and is hereby appointed as statutory auditor of the company for the financial year 2021 - 22, from the conclusion of this Extraordinary General Meeting till the next Annual General Meeting of the company and that they shall conduct the statutory audit for the period ended 31<sup>st</sup> March, 2022, on such remuneration as may be fixed by the Board of Directors in consultation with them."

**"RESOLVED FURTHER THAT** any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

### **3. Appointment of Mrs. Meena Kapadi (DIN: 08074814) as an Independent Director of the Company:**

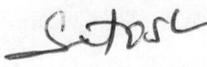
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"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), Mrs. Meena Kapadi (DIN: 08074814) who was appointed as an Additional Independent Women Director of the Company by the Board of Directors in the Board Meeting held on 30<sup>th</sup> March, 2022 and who holds office up to the date of this General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in

**B4U Television Network India Limited**

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 2027.

**For B4U Television Network India Limited,**

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



**Place: Mumbai**

**Date: 30<sup>th</sup> March, 2022**

**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 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 members are requested to note that keeping in view the group's existing and future financial requirements to support its business operations, the Company and/or its subsidiary may need

## **B4U Television Network India Limited**

additional funds. For this purpose, the Company may from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits to INR 200 Crores for the Company alone and to Rs.300 crores for the Company and its subsidiary companies taken together. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company and/or its subsidiary, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. The Board was informed that creation of charge on assets owned by the company would be regarded as disposal of the company's properties/undertaking and it is incumbent to obtain the Shareholders approval under section 180(1)(a) of the Companies Act, 2013. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorization is also proposed to be increased to Rs. 200 Crores for the Company alone and Rs. 300 for the Company and its subsidiaries companies taken together.

The Directors recommend the resolution for your approval as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution

### **Item No. 2:**

The members are requested to take note that M/s. Haribhakti & Co. LLP, Chartered Accountants were appointed as the statutory auditor of the Company for five year stating from 01<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2024 in the Annual General Meeting held on 09<sup>th</sup> August, 2019. However, M/s. Haribhakti & Co. LLP have tendered their resignation from the position of Statutory Auditors to align with the auditor doing the special purpose audit of the group companies and to keep a common auditor for all material group companies, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). The casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board has proposed that M/s MSKA & Associates, Chartered Accountants, having registration number 105047W be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Haribhakti & Co. LLP, Chartered Accountants.

M/s MSKA & Associates, Chartered Accountants, having registration number 105047W, have conveyed their consent/eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

## **B4U Television Network India Limited**

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members. None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### **Item no: 3**

The Board of Directors of the Company, pursuant to the provisions of Section 161 of the Companies Act 2013, had appointed Mrs. Meena Kapadi (DIN: 08074814) as an Additional Independent and Non-Executive Women Director with effect from 30<sup>th</sup> March, 2022.

In terms of provisions of the above section Mrs. Meena Kapadi (DIN: 08074814) holds office up to the date of the ensuing General Meeting. The Company has received a notice under section 160 of the Act proposing the candidature of Mrs. Meena Kapadi (DIN: 08074814) for the office of Director of the Company. Mrs. Meena Kapadi (DIN: 08074814) 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 Mrs. Meena Kapadi (DIN: 08074814) that he meets the criteria of independence as prescribed under Section 149 of the Companies Act 2013. In opinion of the Board, Mrs. Meena Kapadi (DIN: 08074814) fulfils all conditions for his appointment as an independent director as specified in the Act. Mrs. Meena Kapadi (DIN: 08074814) 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 Mrs. Meena Kapadi (DIN: 08074814) be appointed as Independent Director of the Company.

Except for Mrs. Meena Kapadi (DIN: 08074814) who is interested in the resolution set out in item no. 3 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. 3 of the accompanying Notice. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of Shareholders.

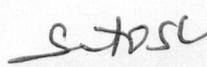
### **Annexure 1 to the Notice dated 02<sup>nd</sup> May, 2022: Details of Directors seeking Appointment at the ensuing Annual General Meeting:**

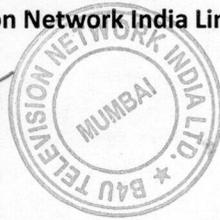
<b>Particulars</b>	<b>Meena Kapadi</b>
DIN	08074814
Age	67 Years
Designation	Independent and Non-Executive Women Director
Qualification	B.Com, Chartered Accountant, CAIIB
Experience (including expertise in specific functional area)/Brief Resume	Retired as senior Manager from reputed Nationalized Bank, Bank of India. Worked in taxation department of BOI for more than 5 years. Deputed to its subsidiary company BOI shareholding Ltd as Chartered Accountant and Company Secretary from Dec 2011 till retirement.

**B4U Television Network India Limited**

Terms and Conditions of Appointment/Reappointment	Mrs. Meena Kapadi (DIN: 08074814) act as an Additional Independent and Non-Executive Women Director w.e.f. 30 <sup>th</sup> March, 2022 and who holds office upto the date of the ensuing General Meeting.  The members are requested to consider and approve regularization of Mrs. Meena Kapadi (DIN: 08074814) as Independent and Non-Executive Women 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, 2022: Rs. 25,000 per Board Meeting.
Remuneration proposed to be paid	Sitting fees will be paid as per existing terms and conditions.
Date of first appointment on the Board	30.03.2022
Shareholding in the Company as on 31 <sup>st</sup> March, 2022	NIL
Relationship with other Directors/Key Managerial Personnel	NA
Number of meetings of the Board attended during the year	1 out 1 Board Meeting
Directorships of other Boards as on 31 <sup>st</sup> March, 2022	1. Prime Property Development Corporation Limited 2. Medibios Laboratories Limited 3. B4U Broadband (India) Private Limited
Membership/Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2022	NIL

**For B4U Television Network India Limited,**

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

**Place: Mumbai****Date: 30<sup>th</sup> March, 2022****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)**

**B4U Television Network India Limited****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 – 02<sup>nd</sup> May, 2022**

<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 Extra Ordinary General Meeting on Monday, 02<sup>nd</sup> Day of May, 2022 at 09.00 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>Special Businesses</b>			
1.	To increase borrowing powers of the board and authorization limit to secure the borrowings under Section 180(1)(c) and 180(1)(a) of the Companies, Act, 2013			
2.	To consider and approve appointment of Statutory Auditor of the company to fill the casual vacancy			
3.	Appointment of Mrs. Meena Kapadi (DIN: 08074814) as an Independent Director of the Company			

Signed this ..... Day of ..... 2022

.....  
Signature of Members

.....  
Signature of Proxy Holder

Affix revenue stamp of not less than Rs.  
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## B4U Television Network India Limited

### 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

### Extra Ordinary General Meeting – 02<sup>nd</sup> May, 2022

<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.

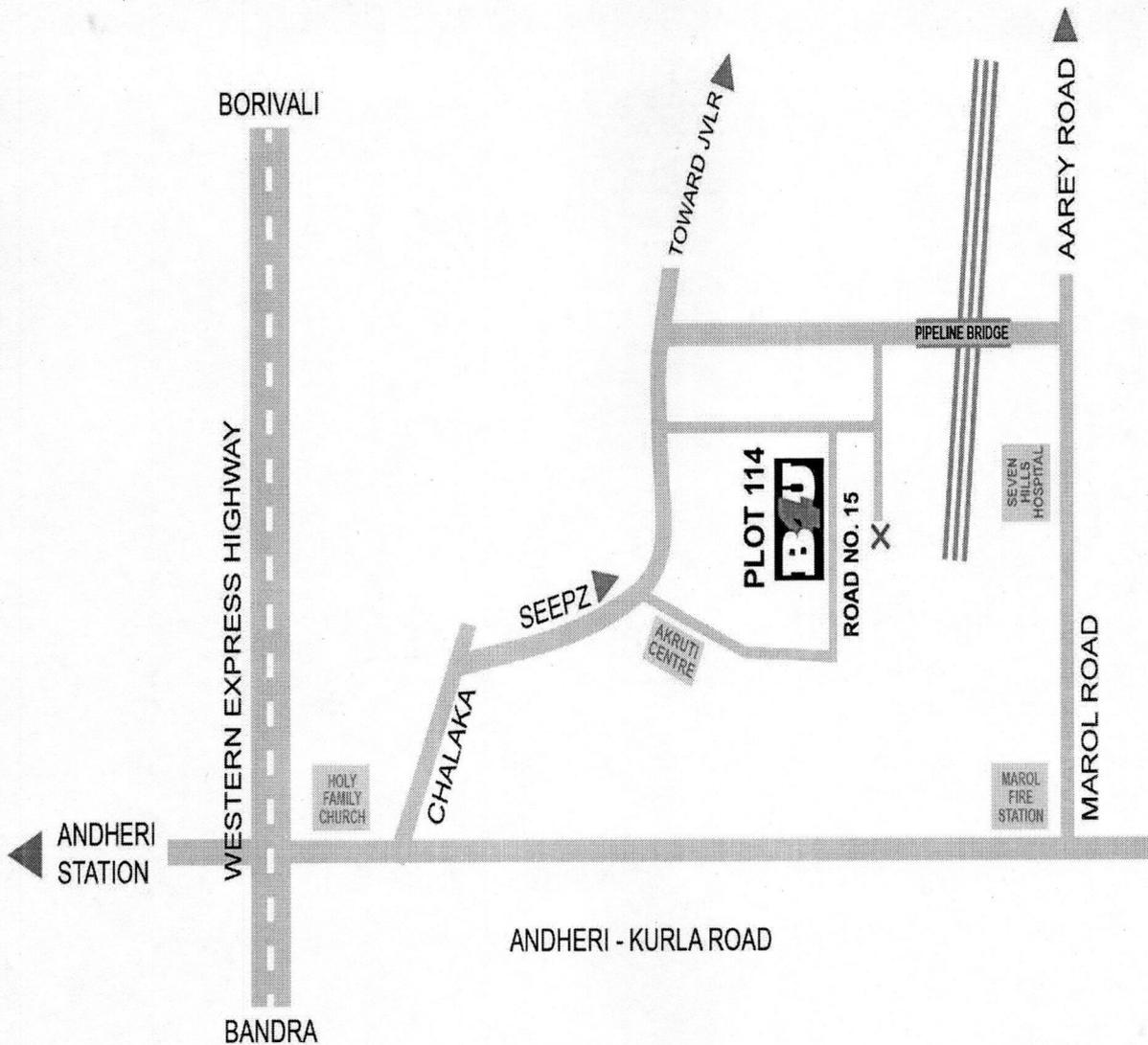
I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 02<sup>nd</sup> day of May, 2022 at 09.00 AM at the registered office of the company situated at the Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093.

.....  
**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:**



**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 Lakhuji Salve Marg/MIDC Central Rd).

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

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