

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 21st Day of October, 2019 at 09.00 AM at Plot No. 114, Road No. 15, Next to SRL Ranbaxy, Andheri (East) Mumbai – 400 093, Maharashtra, to transact the following businesses:

SPECIAL BUSINESS:

1. Appointment of Ms. Natasha Fernandes (DIN: 02550240) as a 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under, Ms. Natasha Fernandes (DIN: 02550240) who was appointed as an Additional Director in the meeting of the Board of Directors held on 13th September, 2019 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

2. To designate Mr. Santosh Garg (DIN: 07262936) 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**:

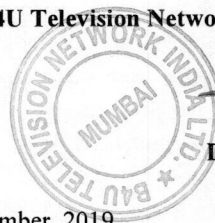
“**RESOLVED THAT**, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee, the

approval of the member be and is hereby accorded to designate Mr. Santosh Garg (DIN: 07262936) as Whole time Director of the Company for a period of 3 years from the date of approval of members in the general meeting and to pay minimum remuneration as prescribed herein to Mr. Santosh Garg (DIN: 07262936), Whole Time Executive Director and CFO of the Company for the financial year, in which there is inadequacy or absence of profits, during the period commencing from 1st April, 2019 to 31st March, 2022 with liberty to the Board of Directors (which shall include the Human Resources, Nomination and Remuneration Committee of the Board) be and are hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary however the same 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 Whole Time Director and CFO of the Company, shall be the maximum remuneration payable to him in terms of the provisions of Section 196 and 197 of the Companies Act, 2013 and rules made thereunder.

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.”

For B4U Television Network India Limited,



S. Garg
Santosh Garg
Director and CFO
DIN: 07262936

Date: 13th September, 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

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 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 General Meeting.

4. Members holding shares in dematerialized form are advised to inform the particulars of change of address and email ids to their respective Depository Participants only. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the members holding shares in dematerialized mode for such changes and such instructions shall be given directly to the Depository Participants by the members.

5. 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 Board of Directors of the Company ("the Board") at the meeting held on 13th September, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), appointed in terms of Section 161 of the Companies Act, 2013 ('the Act'), Ms. Natasha Fernandes as Additional Director of the Company with effect from the said date and will vacate office in the next Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Ms. Natasha Fernandes as Director of the Company as set out in the Resolution relating to his appointment.

Requisite notice under Section 160 of the Act proposing the appointment of Ms. Natasha Fernandes has been received by the Company, and consent has been filed by Ms. Natasha Fernandes pursuant to Section 152 of the Act.

Details of Ms. Natasha Fernandes 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.

Ms. Natasha Fernandes does not hold any share in the Company, either in her individual capacity. Ms. Natasha Fernandes and his relatives are interested in this Resolution.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

Ms. Natasha Fernandes is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends this Resolution for your approval.

Item no: 2

Mr. Santosh Garg, CFO and AVP Finance 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 21st August, 2015.

The Board of Directors of the Company ("the Board") at its meeting held on 13th September 2019 has subject to approval of members designated Mr. Santosh Garg (DIN: 07262936) as Chief Financial Officer and whole time director of the company, for a period of 3 (three) years from the date of approval of members, on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board and approved by the Board of Directors of the Company.

The Companies Act, 2013 specifies the 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) for the period 1st April, 2019 to 31st March, 2022.

It is proposed to seek members' approval for the designation and remuneration payable to Mr. Santosh Garg (DIN: 07262936) 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. Santosh Garg (DIN: 07262936) are as under, which was approved by the Nomination and Remuneration Committee and the Board at their respective meetings.

1. Salary: Salary of Rs. 2,08,333 (Rupees Two Lacs Eight Thousand Three Hundred Thirty-Three Only) per Month. (With an annual increment of 5% to 35% if any, payable at the commencement of each financial year or from the date the same is approved based on criteria laid down or approved by Nomination and Remuneration Committee of the Board and approved by the Board).

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 Nomination and Remuneration Committee of the Board and 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. Santosh Garg (DIN: 07262936), as the Whole Time 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. 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 21st August 2015.

Mr. Santosh Garg 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. Santosh Garg as a Whole-time Director.

Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mr. Santosh Garg 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. Santosh Garg 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. Santosh Garg under Section 190 of the Act.

Details of Mr. Santosh Garg 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. Santosh Garg is interested in the resolution set out at Item No. 2 of the Notice. The relatives of Mr. Santosh Garg may be deemed to be interested in the resolution set out at Item No. 2 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. 2 of the Notice for approval by the members.

ANNEXURE 1 TO THE NOTICE DATED 13TH SEPTEMBER, 2019

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

Particulars	Natasha Fernandes	Santosh Garg
DIN	02550240	07262936
Age	39 Years	40 Years
Designation	Executive Director	Whole-Time Director
Qualification	Law Graduate	Chartered Accountant
Experience (including expertise in specific functional area)/Brief Resume	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.

Terms and Conditions of Appointment/Reappointment	Ms. Natasha Fernandes act as an Additional Director w.e.f. 13 th September, 2019 and who holds office upto the date of the ensuing Annual General Meeting. The members are requested to consider and approve regularization of Ms. Natasha Fernandes as Director of the Company.	In the Board Meeting held on 13 th September 2019 the board has designated Mr. Santosh Garg 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 and approved by the Board of Directors of the Company.
Remuneration last drawn (including sitting fees, if any)	--	Rs. 2,08,333 per Month.
Remuneration proposed to be paid	--	Same as above
Date of first appointment on the Board	13.09.2019	21.08.2015
Shareholding in the Company as on 13 th September, 2019	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	NA	NA
Number of meetings of the Board attended during the year	1 of 1	4 of 4
Directorships of other Boards as on 13 th September, 2019	Karya Bollywood Entertainment Private Limited	1. B4U Broadband (India) Private Limited
Membership/Chairmanship of Committees of other Boards as on 13 th September, 2019	NIL	B4U Broadband (India) Private Limited <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Member • Finance and Management Committee – Member

ANNEXURE 2 TO THE NOTICE DATED 13TH SEPTEMBER, 2019

Information Required under Section II of Part II of Schedule V of the Companies Act, 2013 for the explanatory statement of Item No. 2:

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	Total Revenue: Amount in Rs.	
	FY 18 – 19	156,356,378
	FY 17 – 18	153,483,268
	FY 16 – 17	147,375,357

	Profit After Tax: Amount in Rs.	
	FY 18 – 19	20,492,715
	FY 17 – 18	4,816,587
	FY 16 – 17	7,898,323
Foreign investments or Collaborators, if any	Foreign Investor - LMB Holdings (Mauritius) Limited held 29,130,000 Equity Shares	

II. INFORMATION ABOUT SANTOSH GARG:

Background Details:

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 21st August 2015.

Past Remuneration:

Mr. Santosh Garg has drawn salary in the capacity of AVP Finance and Accounts, which is as follows:

(Amount in Rs.)

	2018 – 2019	2017 – 2018	2016 – 2017
Santosh Garg	2,278,014	1,878,470	964,060

Recognition or Awards: NIL

Job profile and suitability:

Mr. Santosh Garg 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. Mr. Santosh Garg is also 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:

As per the details given in the Item No. 2 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 Santosh Garg 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:

Mr. Santosh Garg 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:

The Indian Media and Entertainment industry continues to grow at a rate faster than the GDP, reflecting the increasing disposable income and economic growth.

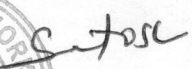
With its current trajectory, the M&E sector in India is expected to cross INR 2.35 trillion (US\$33.6 billion) by 2021, at a CAGR of 11.6%. While television retained its position as the largest segment, growth is expected to come from digital which will overtake filmed entertainment in 2019 and print by 2021. 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 Santosh Garg as stated above is subject to the approval of the Members.

Except 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. 2.

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

For B4U Television Network India Limited,


Santosh Garg
Director and CFO
DIN: 07262936

Date: 13th September, 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

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 – 21st October, 2019

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, 21st Day of October, 2019 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
	Special Businesses			
1.	Appointment of Ms. Natasha Fernandes (DIN: 02550240) as a Director of the Company			
2.	To designate Mr. Santosh Garg (DIN: 07262936) as whole time 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

Extra Ordinary General Meeting – 21st October, 2019

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.

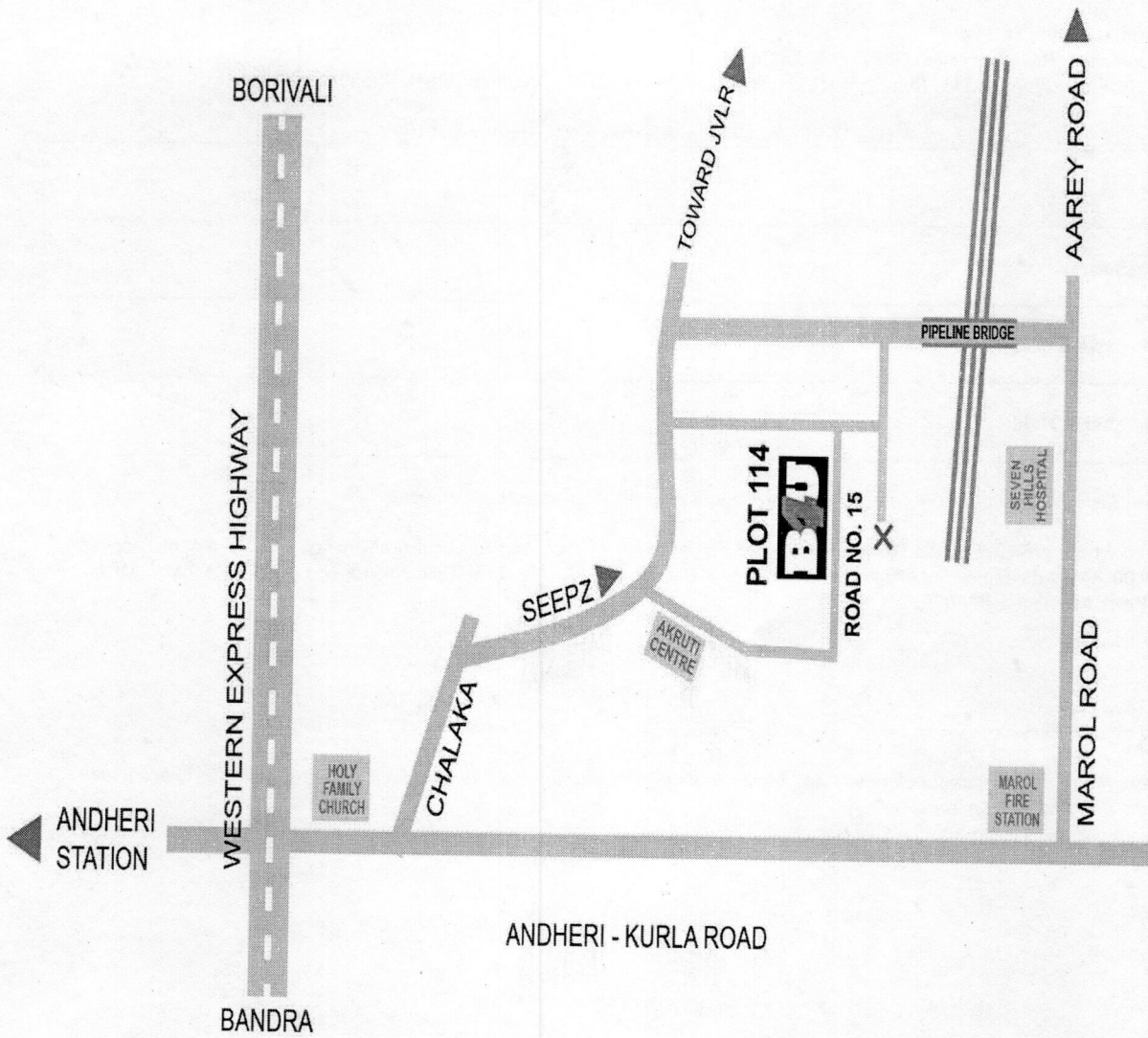
I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, the 21st day of October, 2019 at 09.00 AM at the registered office of the company situated at the Plot No. 114, Road No. 15, Nxt to SRL Ranbaxy, MIDC, Andheri (East), Mumbai – 400 093.

.....
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).