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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Rakesh Bhatia
Chairman-cum-Managing Director

Mrs. Arti Bhatia
Director

Mr. Harjit Singh Anand
Independent Director

Mr. Sanjay Kapoor
Independent Director

Mrs. Nanda Devi Soni
Independent Director

CORPORATE OFFICE

B-66, Sector-60,
Noida-201301
Uttar Pradesh (U.P.), India.
Tel: 0120-4227792
Fax: 0120-4227791
Website: www.bgil.in

REGISTRAR & SHARE TRANSFER AGENT

M/s Karvy Computershare (P) Ltd.
Plot No. 17-24, Vithall Rao Nagar
Madhapur, Hyderabad-500086
Andhra Pradesh.

COMPANY SECRETARY

Mr. Kumar Pushkar

CHIEF FINANCIAL OFFICER

Mr. Pankaj Kumar

AUDITORS

M/s SAMPRK & Associates

INTERNAL AUDITORS

M/s. Rakesh Kumar Singh & Co.

BANKERS

Bank of Maharashtra

REGISTERED OFFICE

1301, Vijaya Building 17, Barakhamba Road,
Connaught Place,
New Delhi-110001

REGIONAL OFFICE

B-504, Morya House,
New Link Road,
Behind Crystal plaza,
Oshiwara Andheri (w),
Mumbai-400053

CIN: L74999DL1994PLC062967

BHARATIYA GLOBAL INFOMEDIA LIMITED

Regd. Off:- 1301, Vijaya Building, 17 Barakhamba Road, Connaught Place, New Delhi -110092

CIN: L74999DL1994PLC062967

Phone: +91-120-4227792 Fax: +91-120-4227791

Email ID: contact @bgilinfo.com, website: www.bgil.in

NOTICE

Notice is hereby given that the Twenty-Fourth Annual General Meeting (AGM) of the members of Bharatiya Global Infomedia Limited will be held as under:

DAY: Monday

DATE: DECEMBER 10TH, 2018

TIME: 10:00 AM

**VENUE: A-81, BIPIN CHANDRA PAL MEMORIAL TRUST
C.R. PARK, NEW DELHI-110019**

to transact the following business:

Ordinary Business

1. Adoption of Annual Financial Statements

- a) To Receive, Consider, and Adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2018 and the Reports of the Board of Directors and Auditors thereon.
- b) To Receive, Consider, and Adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31st, 2018 and the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Directors

To appoint a Director in place of **Mrs. Arti Bhatia (DIN: 06403321)**, who retires by rotation and, being eligible, offers herself for re-appointment.

3. Ratification of Appointment of Statutory Auditors

To ratify appointment of the Auditors and to authorize the Board of Directors of the Company to fix their remuneration and for the purpose, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of section 139 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 thereof for the time being in force), appointment of **M/s SAMPRK & Associates**, Chartered Accountants, (Firm Registration Number 013022N with the Institute of Chartered Accountants of India) be and is hereby ratified as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting (AGM) until the Conclusion of the Next Annual General Meeting of the Company on such

remuneration as may be mutually determined between the Board of Directors and the said Auditors of the Company.”

Special Business

4. Utilization of IPO Proceeds

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 applicable provisions of the Companies Act, 2013 and all other applicable rules, regulations, guidelines and other Statutory provisions for the time being in force, approval of the members of the Company be and is hereby accorded to the Actual utilization of IPO proceeds as on 31st March 2018 and 30th September 2018 as set out hereunder:

S. No.	Particulars	As per the prospectus Dated 16th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31st March, 2018	Utilization till 30th September, 2018
1.	Setting up our offices	989.60	989.60	754.80	774.80
2.	Repayment of RBS Loan	269.72	293.12	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50	1382.50
5.	General Corporate	650.00	711.39	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99	455.99
7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06	1025.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37	597.37
	Total	5553.08	5553.08	5553.08	5553.08

“FURTHER RESOLVED THAT for the purpose of these resolutions, the Board be and is hereby authorized to do such acts, deeds, matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may be in this regard and incidental thereto, without being required to seek any further consent approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Other Officer(s)/ Authorized Representative(s) of the Company to give effect to the aforesaid resolution.

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special

“RESOLVED that in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s)

as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to:

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person;
- c) acquire by way of subscription, purchase or otherwise the securities/Assets of any other body corporate,

in excess of the limit as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, up to an aggregate sum of Rs. Hundred Crore Only notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

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

"RESOLVED THAT in supersession to the earlier resolutions and subject to the approvals, wherever necessary of the Financial Institutions/Banks/Insurance Companies/others from which the Company has obtained / will obtain financial assistance, consent of the Company be and is hereby accorded under section 180 (1) (c) of Companies Act, 2013 and other applicable provisions, if any, to the Board of Directors of the Company, to borrow any sum or sums of money, from time to time for the purpose of the Company, upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, (that is to say, reserved not set apart for any specific purpose), provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of Rs. One Hundred Fifty Crore Only

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such necessary act(s), deed(s), thing(s) which are required/deemed required or expedient for giving effect to the above resolution.”

7. To consider and if thought fit, to pass with or without modification the following resolution as a special resolution.

“**RESOLVED THAT** in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of 180(1)(a) of the Companies Act, 2013 (the ‘Act’), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), and subject to such approval(s), consent(s), sanction(s) and permission(s) as may be necessary and provisions of other applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution) to create such charge(s), mortgage(s) and hypothecation(s) in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any immovable and movable properties of the Company where so ever situate, both present and future, and the whole or any part of the undertaking of the Company, in such manner as the Board may deem fit, to or in favor of all or any of the financial institutions/banks/lenders to secure borrowings provided that the total amount of borrowings together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under agreement entered into/to be entered into by the Company in respect of the said borrowings, shall not, at any time exceed the limit of Rs. One Hundred Fifty Crore Only

“**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to decide on all matters and finalize with the aforesaid parties or any of them, the documents for creating the aforesaid mortgages/ charges/ hypothecations on such properties of the Company as it may think fit in the best interest of the Company, and to accept or make any alterations, changes, variations to or in the terms and conditions, and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may consider fit and proper and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

By order of the Board of Directors
For Bharatiya Global Infomedia Limited

Place: Noida

Sd/-

Date: 14th November, 2018

Kumar Pushkar
Company Secretary

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Corporate members, intending to send their authorized representatives to attend the meeting, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend Vote on their behalf at the meeting.
4. Pursuant to provision of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, who shall not act as a proxy for any other member.
5. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, you are requested to please bring your folio no./ demat account no./DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
6. The Register of Members of the Company will remain closed on 4th December 2018 to 10th December 2018 both days inclusive.
7. Only bonafide members of the Company whose names appear on the Register of Members /Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. Members/Proxies should fill in the Attendance Slip for attending the meeting and bring their Attendance Slip.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
11. Relevant documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company during working hours between 11.00 a.m. and 1.00 p.m. except holidays up to the date of Annual general Meeting.
12. Members holding shares in physical form are requested to advise any change of address immediately to Company/Registrar and Transfer Agents, Karvy Computershare (P) Ltd.

13. The Company's Register of Members and the Transfer Books will remain closed from December 4th , 2018 to December 10th, 2018 (both days inclusive).
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, Karvy Computershare (P) Ltd.
15. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed hereto.
16. Members are requested to send all the correspondence concerning registration of transfer, transmission, sub-division, consolidation of shares or any other shares related matters and/or change in address to Company's Registrar and Share Transfer Agent (RTA) is M/s KARVY COMPUTERSHARE (P) LTD. Plot. No. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500086, Andhra Pradesh.
17. The details of the Stock Exchanges, on which the securities of the Company are listed, are given separately in this Annual Report.
18. No gifts will be distributed at the annual general meeting.
19. Members desirous of getting any information about accounts of the Company are requested to send their queries at the registered Office of the Company at least 10 Days prior to the Date of Meeting so that the requisite information can be readily made available at the meeting.
20. Members are requested to furnish their Change of address; e-mails address etc. to the Company's Registrar and Transfer Agents viz M/s KARVY COMPUTERSHARE (P) LTD. Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any members has required for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
21. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard-2 (SS-2) on "General Meetings", the particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mrs. Arti Bhatia
Date of Birth (dd/mm/yyyy)	24/06/1967
Age (in years)	51
Date of Appointment	20/04/2004
Qualification	M.A., B.Ed.

Relationships between Directors, Manager and Other Key managerial Personnel	Wife of Mr. Rakesh Bhatia
Board position held	Non-Executive Non-Independent
Terms and conditions of re-appointment	Liable to retire by rotation
Nature of her expertise specific function areas along with experience (in years)	She has more than 23 years experience in Corporate Finance, Information Technologies and Investment Banking and activities..
Number of Meetings of the Board attended during the year	Four
Other Directorship	Merit Exports Private Limited
Chairperson/member	Nil

The instructions for e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy[for Members whose email IDs are registered with the Company/ Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on “LOGIN”.
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with new credentials.
 - vi) On successful login, the system will prompt you to select the “EVENT” i.e. Bharatiya Global Infomedia Ltd.
 - vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholders does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.