

19th Annual Report

VIRGO GLOBAL LIMITED
(Formerly Virgo Global Media Limited)

2016-17

CORPORATE INFORMATION:**Board of Directors**

- | | | |
|----|------------------------------|----------------------|
| 1. | Mrs. Namburu Vasundhara Mani | Director |
| 2. | Mr. Muvva Kondala Rao | Independent Director |
| 3. | Mr. Panjugula Srisail Reddy | Independent Director |
| 4. | Ms. VemulaTejaswini | Independent Director |

CFO

Namburu Vasundhara Mani

Company Secretary & Compliance Officer

Sakshi Mathur – Resigned on 13th July, 2017

Committees of the Board**I. Audit Committee**

1. Mrs. Vemula Tejaswini - Chairman
2. Mr. Panjugula Srisail Reddy - Member
3. Mr. Muvva Kondala Rao - Member

II. Remuneration & Nomination Committee

1. Ms. Vemula Tejaswini - Chairman
2. Mr. Panjugula Srisail Reddy– Member
3. Mr. MuvvaKondala Rao– Member

III. Stakeholders Relationship Committee

1. Mr. Muvva Kondala Rao - Chairman
2. Mrs. N. Vasundharamani - Member
3. Ms. Vemula Tejaswini - Member

IV. Internal Complaint Committee

1. Ms. Vemula Tejaswini - Chairman
2. Mrs. N. Vasundharamani - Member
3. Mr. Panjugula Srisail Reddy - Member

Listing/Trading:**BSE Limited****Registered Office**

101, AchyuthMazon
H No. 7-1-621/48, S. R.Nagar,
Hyderabad, Telangana-500038.
Tel: 040-23814181

Bankers State Bank of India,Hyderabad

Registrar & Share Transfer Agents (RTA)

Aarthi Consultants Pvt.Ltd.
1-2-285, Domalguda, Hyderabad - 500029.
Ph: 040-27638111,27634445, Fax:040-27632184
info@arthiconsultants.com

Auditors

M/s. M.M Reddy &Co.
Chartered Accountants,Hyderabad.

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 19th Annual General Meeting of the Members of Virgo Global Limited (Virgo Global Media Limited) will be held on Friday, 29th September, 2017 at 11.00 AM at Plot 458, Road 19, Jubilee Hills, Hyderabad, Telangana 500033 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors be thereon.
2. To appoint a Director in place of Mrs.Namburu Vasundharamani, (DIN: 01793358) who retires by rotation, and being eligible offers herself for reappointment.
3. Ratification of Appointment of Statutory Auditors

To ratify the appointment of auditors of the Company who were appointed at 16th Annual General Meeting to hold office till the conclusion of 21st Annual General Meeting of the Company

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s M M Reddy &Co, Chartered Accountants, Hyderabad having Firm Registration Number 010371S who was appointed as Statutory Auditor's of the Company at the 16th Annual General Meeting to hold office till the conclusion of 21st Annual General Meeting of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors, be and is, hereby empowered and authorised to fix the remuneration in the consultation with auditors plus applicable service tax and re-imbursement of out-of-pocket expenses in connection with audit

By order of the Board
For **Virgo Global Limited**
(Formerly Virgo Global Media Limited)
Sd/-
(Namburu Vasundhara Mani)
Director
DIN : 01793358

Date: 01.09.2017

Place:Hyderabad

NOTES:

1. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Directors, are also annexed.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint another person as a proxy to attend and vote, on his/her behalf in the meeting and such person can act as a proxy on behalf of members of the company not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy need not be a member of the company.
3. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the Annual General Meeting is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Pursuant to the provisions of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
7. The Company's Registrar and Transfer Agents (RTA) for its share registry (both, physical as well as electronic) is M/s Aarthi Consultants Private Limited having its office at 1-2-285, Domalguda, Hyderabad - 500029
8. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintain their demat accounts. Members holding shares in physical mode are requested to advice any change in their address or bank mandates to the Company/ Aarthi Consultants Private Limited (RTA).
9. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
10. To support the 'Green Initiative', members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
11. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report 2017 will also be available on the Company's website <http://www.virgoglobalmedia.com> The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at csvirgo@yahoo.co.in
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. 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 or our Registrar & Transfer Agents.

14. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.

15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

16. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

17. Members/Proxies/Authorized representatives are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 19th Annual General Meeting to be held on Friday, September 29, 2017, at 11.00 am. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility:

The e-voting facility is available at the link : <http://www.evotingindia.com/>

19. The facility for voting through poll shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

20. E-voting commences on September 26, 2017 at 9:00 A.M. and will end at September 28, 2017 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.

21. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.

22. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 19th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company and also at the meeting.

By order of the Board
For **Virgo Global Limited**
(Formerly Virgo Global Media Limited)
Sd/-
(Namburu Vasundhara Mani)
Director
DIN : 01793358

Date: 01.09.2017

Place:Hyderabad

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 26, 2017 at 9:00 A.M. and will end at September 28, 2017 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 22, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website <http://www.evotingindia.com>.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

***sequence number shall be as per separate sheet attached with the Annual report**

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the <Virgo Global Limited> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

(i) The e-voting period commences on September 26th, 2017 at (9:00 A.M. IST) and will end at September 28, 2017 at (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday 22nd September, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

(ii) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.

(iii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com

(iv) Mr. Ch Veeranjanyulu, Practicing Company Secretary (Membership No.6121), has been appointed as Scrutinizer to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have access to the e-voting process) in a fair and transparent manner.

(v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

(vi) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.virgoglobalmedia.com and on the website of CDSL www.cdslindia.com immediately.

By order of the Board
For **Virgo Global Limited**
(Formerly Virgo Global Media Limited)

Sd/-
(Namburu Vasundhara Mani)

Director
DIN : 01793358

Date: 01.09.2017
Place: Hyderabad

ANNEXURE TO ITEM NO 2 OF NOTICE

Details of Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Namburu Vasundhara Mani
Director Identification Number (DIN)	01793358
Date of Birth	22/03/1978
Nationality	Indian
Date of Appointment on Board	14/08/2015
Qualification	Post-Graduate
Number of Shares held in the Company	3356750(31.96%)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. Hindusthan Infra Avenues Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across the other Listed Public Companies	Nil