

VIRGO GLOBAL LIMITED

(FORMERLY KNOWN AS VIRGO GLOBAL MEDIA LIMITED)

20th

ANNUAL REPORT

2017-2018

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VIRGO GLOBAL LIMITED
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CORPORATE INFORMATION

Board of Directors:

- | | | |
|---------------------------------|----|--------------------------------------|
| 1. Mrs. Numburu Vasundhara Mani | -- | Director & CFO (DIN: 01793358) |
| 2. Mr. Praveen Jain Kumar | -- | Director(DIN:07781872)# |
| 3. Mr. Muvva Kondala Rao | -- | Independent Director (DIN: 03257084) |
| 4. Mr. Panjugula Srisail Reddy | -- | Independent Director (DIN: 03600557) |
| 5. Ms.Vemula Tejaswini | -- | Independent Director (DIN: 07143700) |

Appointed with effect from 30th May,2018

Chief financial officer:

Mrs. Numburu Vasundhara Mani -- Chief financial officer

Audit Committee:

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

Nomination & Remuneration Committee:

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

Stakeholders Relationship Committee:

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

Internal Complaint Committee:

- 1) Mrs. Vemula Tejaswini- Chairman
- 2) Mrs. N. Vasundharamani-Member
- 3) Mr. Panjugual Srisail Reddy-Member

Registered Office:

101, Achyuth Mazon,
H.No:7-1-621/48,
S.R. Nagar
Hyderabad-500038

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Auditors:

M/s. M M Reddy & Co.,
Chartered Accountants,
G-8, Amrutha Ville, Right Wing
Rajbhavan Road, Somajiguda,
Hyderabad- 500 082

Bankers:

State Bank of India,
Hyderabad

Listing:

BSE Limited

Registrar & Share Transfer Agents:

M/s. Aarthi Consultants Private Limited
1-2-285, Domalguda, Hyderabad,
Ph.No. 040-27638111/27634445,
Fax: 040-27632184,
info@arthiconsultants.com,
www.arthiconsultants.com

CIN:

L74910TG1999PLC031187

Website:

www.virgoglobalmedia.com

Investor mail-id:

csvirgo@yahoo.co.in

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NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Shareholders of **M/s VIRGO GLOBAL LIMITED** (Formerly known as M/s VIRGO GLOBAL MEDIA LIMITED) will be held on Friday, the 03rd day of August, 2018 at 11.00 A.M. at the registered office of the Company at 101, Achyuth Mazon, H.No: 7-1-621/48, S.R. Nagar, Hyderabad-500038, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet as on 31st March, 2018 and Statement Profit & Loss and Cash Flow Statement for the year ended on that date, together with all schedules and notes attached thereto, along with the report of Directors and Auditors thereon.
2. To appoint a director in place of Ms. N.Vasundhara Mani (DIN:01793358), who retires by rotation and being eligible, offers herself for re-appointment.

3. APPOINTMENT OF STATUTORY AUDITORS

To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard, 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 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), M/s. Sharad Chandra Toshniwal & Co; Chartered Accountant (Firm Registration No. 015888S) be and are hereby appointed as the Statutory Auditor of the Company, who shall hold office from the conclusion of this meeting till the conclusion of 25th Annual General Meeting of the Company at a remuneration that may be decided by the Board of Directors in consultation with the Auditors of the Company and applicable taxes and re-imbursement of out-of-pocket expenses incurred by the Statutory Auditor in connection with audit.”

SPECIAL BUSINESS:

4. Appointment of Mr. Praveen Jain Kumar (DIN:07781872) 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 152,160 and all other applicable provisions of the Companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Mr. Praveen Jain Kumar (DIN :07781872), who was appointed as Additional Director with effect from 30th May, 2018 on the Board of the Company in terms of Section 161 of the Companies Act,2013 and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under section 160 of the Companies Act,2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.”

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5. Appointment of Mr. Praveen Jain Kumar (DIN:07781872) as whole-time 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 196,197,198, 203 and other applicable provisions of the Companies Act,2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issue by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the members be and is hereby accorded to the appointment of Mr. Praveen Jain Kumar (DIN:07781872) as the Whole-Time Director of the Company for the period and upon the following terms and conditions including remuneration with full liberty to the Board of Directors of the Company (herein after referred to as “ The Board” which term shall be deemed to include any committee constituted/to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Praveen Jain Kumar in the best interests of the Company.

- a. Period: 5 years with effect from **03rd July,2018** with liberty to either party to terminate the appointment on three months notice in writing.
- b. Remuneration: Rs.25,000 (Rupees Twenty Five Thousand) per month with such increments as the Board may decide from time to time.
- c. Annual Increment: Maximum yearly increment of 25% on the completion of each year as determined by the board of directors from time to time on the recommendation of Nomination and Remuneration Committee.

“RESOLVED FURTHER THAT, in case the Company has no profits or if its profits is inadequate in a particular financial year, the above remuneration shall be reduced within the overall limits as specified in Section 197 of the Companies Act,2013. “

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

For and on Behalf of the Board
Virgo Global Limited
(Formerly known as Virgo Global
Media Limited)

Place: Hyderabad
Date: 03.07.2018

Sd/
N. Vasundhara Mani
Director
(DIN: 01793358)

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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 **28th July, 2018 to 03rd August, 2018** (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.

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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 20th Annual General Meeting and the Annual Report 2018 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 20th Annual General Meeting to be held on Friday, August 03, 2018, at 11.00 A.M. 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/>

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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 July 31, 2018 at 9:00 A.M. and will end at August 02, 2018 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 20th 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/-
(Numburu Vasundhara Mani)
Director
DIN : 01793358

Date: 03.07.2018
Place: Hyderabad

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The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on July 31, 2018 at 9:00 A.M. and will end at August 02, 2018 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 July 27, 2018 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> <p>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> <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>