

VIRGO GLOBAL LIMITED
(FORMERLY KNOWN AS VIRGO GLOBAL MEDIA LIMITED)

22nd ANNUAL REPORT

2019-2020

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CORPORATE INFORMATION

CIN: L74910TG1999PLC031187

BOARD OF DIRECTORS

- | | |
|--|---------------------------|
| 1. Mr. PraveenKumarJain | --Whole- TimeDirector |
| 2. Ms. SonalJain | -- Non-Executive Director |
| 3. Mr. Mahesh Chandra Toshniwal | -- Independent Director |
| 4. Mr. Pavan Kumar Mundada | -- Independent Director |
| 5. Mr.SouravJain -- Non-Executive Director | |

KEY MANAGERIAL PERSONNEL

- | | |
|-------------------------|-----------------------------|
| 1. Mr. PraveenKumarJain | -- Whole- TimeDirector |
| 2. Mr. PraveenKumarJain | -- Chief Financial Officer* |
| 3. Ms. SmritiPriya | -- Company Secretary* |

*Appointed vide Board Resolution passed on 04.07.2020

COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

S. No.	Name	Category of Director	Designation
1.	Mr. Mahesh Chandra Toshniwal	Non-Executive, Independent Director	Chairperson
2.	Mr. Pavan Kumar Mumdana	Non-Executive, Independent Director	Member
3.	Ms. Sonal Jain	Non Executive Director	Member

B. NOMINATION & REMUNERATION COMMITTEE

S. No.	Name	Category of Director	Designation
1.	Mr. Pavan Kumar Mundada	Non-Executive, Independent Director	Chairperson
2.	Mr. Mahesh Chandra Toshniwal	Non-Executive, Independent Director	Member
3.	Ms. Sonal Jain	Non-Executive	Member

		Director	
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C. STAKEHOLDERS RELATIONSHIP COMMITTEE

S. No.	Name	Category of Director	Designation
1.	Ms. Sonal Jain	Non-Executive, Director	Chairperson
2.	Mr. Mahesh Chandra Toshniwal	Non-Executive, Independent Director	Member
3.	Mr. Praveen Kumar Jain	Executive Director	Member

***REGISTERED OFFICE ADDRESS**

3-45-117, Plot No:A-23,
Vikrampuri Colony,Kakaguda,
Hyderabad-500 009,
Telangana, India

***The Registered office of the Company was shifted from 101, AchyuthMazon, H.No. 7-1-621/48, S.R. Nagar, Hyderabad, Telangana-500038 to .No. A-23, H.No.3-45-117, Vikrampuri colony, Kakaguda, Hyderabad, Telangana-500009, India at duly held Board meeting 31/07/2020.**

INVESTOR MAIL-ID:csvirgo@yahoo.co.in

WEBSITE: virgoglobal.in

STATUTORY AUDITORS

M/s. Sharad Chandra Toshniwal & Co.,
H.No:4-1-6/B/4, Street No.6
Tilak Road, Hyderabad-500001,
Telangana, India

SECRETARIAL AUDITOR

M/s. Piyush Gandhi & Associates,
Company Secretaries,
5-6-322/14,
Uma Bagh, Nampally,
Hyderabad – 500 001,
Telangana, India

INTERNAL AUDITOR

M/s. V. Singhi & Associates
Chartered Accountants
109, SMR Sartaz Plaza, Jupiter Colony
Sikh Road, Secunderabad-500009
(Tel No: 040 48528075)
Email: vsinghiandco@gmail.com
Website: www.vsinghi.in

BANKERS

State Bank of India, Hyderabad
Axis Bank, Hyderabad

LISTING

BSE Limited

REGISTRAR & SHARE TRANSFER AGENTS

Aarthi Consultants Private Limited
1-2-285, Domalguda,
Hyderabad-500 029,
Telangana, India
Ph.No. 040-27638111/27634445,
Email id: info@arthiconsultants.com
Website: www.arthiconsultants.com

VIRGO GLOBAL LIMITED
CIN: L74910TG1999PLC031187

Registered Office: 3-45-117, Plot No. A-23, Vikrampuri Colony, Kakaguda, Hyderabad-500009,
Telangana, India

Email: csvirgo@yahoo.co.in, Website: virgoglobal.in, Phone: 04023814181

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting (AGM) of the Shareholders of **VIRGO GLOBAL LIMITED** (Formerly known as VIRGO GLOBAL MEDIA LIMITED) (“the Company”) will be held on **Saturday, 26th September, 2020 at 11.00 A.M. IST** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the Financial Year ended March 31, 2020 and the reports of Board of Directors and Auditorsthereon and in this regard, pass the following resolutions as Ordinary Resolution:

“**RESOLVED THAT** the audited financial statements of the Company for the Financial Year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To re-appoint Ms. Sonal Jain (DIN: 07885062), who retires by rotation as a Director at this Annual General Meeting and being eligible seeks re-appointment 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 of the Companies Act, 2013, (“the Act”) Ms. Sonal Jain (DIN: 07885062), who retires by rotation at this AGM, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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

Sd/-
Praveen KumarJain
Whole-TimeDirector
(DIN: 07781872)

Place: Hyderabad
Date: 03.09.2020

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular dated June 15, 2020 read with Circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) permitted to conduct the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company shall be held through VC / OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this AGM Notice.**
4. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 28th August, 2020.
5. The Board of Directors of the Company (the “Board”) has appointed Mr. Piyush Gandhi (Membership No. 54730), Proprietor of M/s. Piyush Gandhi & Associates, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or voting during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to piyushgandhiandassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

7. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM will be held through VC/OAVM, the route map is not annexed to this AGM Notice.
9. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to Remote e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to Remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited ("**RTA**"), for assistance in this regard.
11. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of services where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's RTA.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
13. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-

05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish a copy of their PAN card to the Company / RTAs for registration of such transfer of shares.

14. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him / her shall vest in the event of his / her death. Members desirous of availing this facility may submit nomination in prescribed Form SH - 13 to the Company / RTA, in case of shares held in physical form, and to their respective depository participant, if held in electronic form.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, 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. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 15, 2020 through email on csvirgo@yahoo.co.in. The same will be replied by the Company suitably.
18. No Dividend on equity shares as recommended by the Board of Directors for the financial year ended March 31, 2020.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website virgoglobal.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
20. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL,

on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) 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 / Poll.
4. Any person, who becomes members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password for Remote e-voting by sending email to CDSL intimating DP ID and Client ID / Folio No. at www.evotingindia.com.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at virgoglobal.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:	9:00 a.m. IST on Wednesday, September 23, 2020
End of remote e-voting:	5:00 p.m. IST on Friday, September 25, 2020

During this period, Members holding shares either in physical form or in dematerialized form, as on **September 20, 2020 i.e. cut-off date**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

7. The Remote e-voting will not be allowed beyond the aforesaid date and time and the Remote e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
8. The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through Remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated