

Uploaded on BSE Listing Centre & NEAPS

Ref: BGIL/SE/12/2018

Dated: 10th December 2018

Manager-Department of Corporate Services
National Stock Exchange Limited,
Exchange Plaza, C-1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai-400051

Manager-Department of Corporate Services
Bombay Stock Exchange Limited
25th Floor P.J. Towers, Dalal Street,
Mumbai - 400001.

Sub: Submission of Proceedings of 24th Annual General Meeting of Members
(Scrip code 533499)

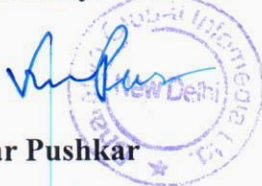
Dear Sir,

Please find proceedings of 24th Annual General Meeting of members as required under regulation 30, Part A of schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

This is for your information & record

Thanking You.

For Bharatiya Global Infomedia Limited.



Kumar Pushkar

Company Secretary

BHARATIYA GLOBAL INFOMEDIA LIMITED

Registered Office: 1301, 13th Floor, 17, Vijaya Building, Connaught Place, New Delhi-110001
CIN: L74999DL1994PLC062967

Minutes of the 24th Annual General Meeting of the shareholders of Bharatiya Global Infomedia Limited held on Monday 10th December 2018 at 10:00 a.m. at A-81, Bipin Chandra Pal Memorial Trust, CR Park, New Delhi-110019.

Present:**Directors:**

1. Mr. Rakesh Bhatia
2. Mr. Sanjay Kapoor
3. Mrs. Arti Bhatia
4. Mrs. Nanda Devi Soni

Company Secretary

5. Kumar Pushkar

Secretarial Auditors

M/s AKP Associates, Practicing Company Secretaries, Secretarial Auditors,

Statutory Auditor

Mr. Pankaj Sharma (SAMPRK Associates)

Members Attendance:

In aggregate 117, Members were present in person.

Following Statutory Registers and documents were produced at the commencement of the Meeting and remained open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting:-

- (i) Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013;
- (ii) Register of contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013;
- (iii) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon;
- (iv) Register of Proxies.
- (v) Secretarial Audit Report



Chairman:

Mr. Rakesh Bhatia, Chairman of the company welcomed the members and others present to the Annual General Meeting and the Company Secretary of the Company introduced the Board Members.

Quorum:

As sufficient quorum was present, the meeting commenced at 10:00 a.m. The Chairman welcomed the members to the 24th Annual General Meeting of the Company. The Chairman introduced the Board of Directors to the members.

Chairman's Speech:

The Chairman then made a speech on the economy in general and the working of the Company.

The Chairman informed the members that the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, along with reports of the Board of Directors and Auditors thereon were sent to all the members through electronic mode or hardcopy, as per the mandate.

E-Voting Facilities:

The Chairman informed the members that pursuant to the provisions of the Companies Act, 2013, Rules framed there under and the Listing Agreement, the Company had extended the remote e-voting facility to the Members of the Company in respect of resolutions placed before the meeting. The remote e-voting facility commenced at 09.00 a.m. on 06th December 2018, and ended at 05.00 p.m. on 08th December 2018.

The Chairman further informed that the Board of Directors had engaged the services of Karvy Computer Share Private Limited as the agency to provide e-voting facility and had appointed Mr. Ashutosh Pandey, Proprietor of AKP & Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the voting including the e-voting.

Physical Ballot:

The Chairman stated that the facility for voting through ballot paper is made available for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.

The Chairman then took up the Agenda items as mentioned in the Notice.

Conduct of Physical Ballot:

As advised by the chairman, the Company Secretary then conducted the voting procedure by distributing ballot papers after showing empty ballot box to the members, locking and sealing the empty box in presence of the members and proxy holders.

After ensuring that all members had casted their votes, the scrutinizer closed the voting at around 10:15 a.m. the scrutinizer, Mr. Ashutosh Pandey took the custody of ballot box.



Result of E-voting & Physical Ballot:

The Chairman informed the members that result of E-voting & Polling will be declared by company to stock exchanges within 48 hours from the conclusion of meeting.

On the basis of Scrutinizer Report for the Electronic Voting and Scrutinizer Report for physical ballot held at the Annual General Meeting dated 10th December 2018 The Following resolutions were passed:

Item No. in Notice	Ordinary/ Special Resolution	Votes Cast favour of resolution	Votes cast against the resolution	<u>Status</u>
1	Ordinary	100%	0	Passed as an Ordinary Resolution
2	Ordinary	100%	0	Passed as an Ordinary Resolution
3	Ordinary	100%	0	Passed as an Ordinary Resolution
4	Special	100%	0	Passed as an Special Resolution
5	Special	100%	0	Passed as an Special Resolution
6	Special	100%	0	Passed as an Special Resolution
7	Special	100%	0	Passed as an Special Resolution

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 31, 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 31, 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 **Mr. Arti Bhatia (DIN: 00047040)**, who retires by rotation and, being eligible, offers himself 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.”

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, 2017 as set out hereunder:

S. No.	Particulars	As per the prospectus Dated 16 th July 2011	Revised Utilization As per Postal Ballot Approval	Utilization till 31 st March, 2018
1.	Setting up our offices	989.60	989.60	754.80
2.	Repayment of RBS Loan	269.72	293.12	293.12
3.	IPO Expenses	277.36	312.85	312.85
4.	Up-gradation of Machinery & Assets	2204.67	1532.50	1382.50
5.	General Corporate	650.00	711.39	711.39
6.	Expansion of R & D	656.73	472.75	455.99



7.	Meeting Long Term Working Capital Requirement	505.00	1240.87	1055.06
8.	Cash & Escrow Bank Account & Investment ICD	-	-	587.37
	Total	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

8. **"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."

The Meeting Concluded with Vote of thanks at 10:45.

Date: 10th December 2018

Place: New Delhi



Kumar Pushkar
Company Secretary