

BVG INDIA LIMITED

(CIN: U74999PN2002PLC016834)

REGD OFFICE: 'BVG HOUSE', Premier Plaza, Pune- Mumbai Road, Chinchwad Pune,
Maharashtra 411019 India

CORPORATE OFFICE: Midas Tower, 4th Floor, Plot No. 44, Rajiv Gandhi Infotech Park, Hinjewadi, Mulshi Pune
411057 Maharashtra India

Website: www.bvgindia.com, Tel.: +91-20-35090000/15, Email: secretarial@bvgindia.com

NOTICE OF 23RD (TWENTY-THIRD) ANNUAL GENERAL MEETING

NOTICE is hereby given that the **23rd (Twenty-Third) Annual General Meeting ("AGM")** of the members of **BVG India Limited** (the "Company") will be held on Saturday, August 17, 2024 at 12.30 P.M. IST at the Corporate Office of the Company at MIDAS Tower, 4th Floor, Phase -1, Rajiv Gandhi Infotech Park, Hinjewadi, Pune- 411057 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, including Annexures thereto;
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date and the Report of Auditors thereon, including Annexures thereto.

2. Declaration of Preference Dividend

To declare Dividend of Rs 0.0001 per Compulsorily Convertible Cumulative Preference share of Rs. 10/- each for the Financial Year ended March 31, 2024.

3. Declaration of Equity Dividend

To declare Dividend of Rs. 0.60 per Equity Share of Rs. 2/- each for the Financial Year ended March 31, 2024.

4. Re-appointment of a Director

To appoint a Director in place of Mr. Umesh Gautam Mane, Non-Executive (DIN: 01597365) who retires by rotation and being eligible, offers himself for re-appointment.

5. Appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution, with or without modification(s), 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 Companies (Audit and Auditors) Rules 2014 ((including any statutory modification(s) or enactment thereof, for the time being in force), and upon recommendation of the Audit Committee and Board of Directors of the Company, M/s MSKA & Associates, Chartered Accountants, (Registration no. 105047W), Pune, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office for a term of 04 (Four) years from the conclusion of this Twenty Third Annual General Meeting (AGM) until the conclusion of the Twenty Seventh Annual General Meeting of

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the Company at such remuneration plus tax, out of pocket expenses, travelling expenses, etc., as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

6. To alter Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 14, and other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals and consents as may be necessary from the members, concerned authorities or bodies, the existing Article nos. 24 of Part-B of the Articles of Association of the Company be and are hereby amended and substituted suitably as below to give effect to the change in manner of affixing Common Seal of the Company."

24. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee. Unless the Board otherwise determines every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted Attorney for the Company, be signed by one director or Company Secretary or an officer duly authorised in whose presence the seal of the company shall have been affixed, provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the company notwithstanding any irregularity in affixture thereof.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of Mr. Hanmantrao Gaikwad, Chairman and Managing Director, Mrs. Swapnali Gaikwad, Director and Mr. Niklank Jain, Company Secretary be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board (which expression shall also include a duly authorized Committee thereof) to any Director(s), Officer(s) of the Company as may be required to in order to give effect to the aforesaid Resolution."

**By Order of the Board of Directors of
For BVG India Limited**

**Date: May 31, 2024
Place: Pune**

**Niklank Jain
Company Secretary**

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE 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.**
2. The instrument of proxy, in order to be effective, should be deposited at the corporate office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form in form no. MGT-11 is annexed hereto.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company.
4. Member(s) holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other member.
5. 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.
6. Institutional/Corporate Shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of board resolution to the Company with attested specimen signature of the duly authorized signatory(ies), authorising their representative to attend and vote at the meeting.
7. The Dividend for the Financial Year 2023-24, as recommended by the Board of Directors, if approved at the AGM, would be paid / credited within 30 days from the date of AGM subject to deduction of tax at source, to the shareholders or their mandates whose names appear as Shareholders in the Register of Members of the Company as on the date of AGM. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
8. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) or members holding shares in electronic/physical mode are required to register/update their e-mail addresses, contact numbers and correspondence address with the Company by sending a letter requesting for registration/update of the same, mentioning their name and DP ID & Client ID / Folio number, through e-mail at generalmeeting@bvgindia.com or secretarial@bvgindia.com or by post to the Corporate office of the Company.
9. Members who have not encashed the dividend so far in respect of the previous financial years are requested to write to us to enable us to send the unclaimed dividend amount.

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10. The Register of Directors, Key Managerial Personnel and their shareholding maintained under the Companies Act, 2013 will be available for inspection by the members of the Company at the Registered office of the Company during business hours between 10:30 A.M. to 06:00 P.M. and at the AGM. (except Sunday).
11. The Annual Report for 2023-2024, the notice of AGM, attendance slip and proxy form are being sent by electronic mode to members whose email addresses are registered with the Company/Depository participant(s).
12. Members may also note that the notice of 23rd AGM and Annual Report for 2023-2024 shall be available at the website of the Company at <https://www.bvgindia.com/notices.php>.
13. This notice is also being given to every Director of the Company and Auditors of the Company, at the addresses provided by them. Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to this notice shall not invalidate the proceedings of the meeting.
14. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to Special business to be transacted at the AGM is annexed hereto.
15. Route map (Overleaf)

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EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item No. 6 of the accompanying Notice dated May 31, 2024.

Item Nos. 6:

The existing Article nos. 24 of Part-B of the Articles of Association of the Company pertains to manner of affixing Common Seal on any document in presence of any two directors of the company, who shall sign the same in token thereof and the same be countersigned by the Company Secretary of the company or by any person authorized by the Board of Directors of the Company, in token thereof. However, for operational efficiency and convenience, the same is proposed to be modified as mentioned in the resolution.

The Board recommends the Resolutions at Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the passing of the Resolutions at Item No. 6.

**By Order of the Board of Directors of
For BVG India Limited**

**Date: May 31, 2024
Place: Pune**

**Niklank Jain
Company Secretary**

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ROUTE MAP SHOWING DIRECTIONS TO REACH TO THE VENUE OF THE ANNUAL GENERALMEETING



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74999PN2002PLC016834

Name of the Company: **BVG INDIA LIMITED**

Registered Office: **BVG HOUSE', PREMIER PLAZA, PUNE- MUMBAI ROAD, CHINCHWAD PUNE MH 411019 IN**

Name of the member (s):	E-mail id:
	No. of shares held :
Registered address:	Folio No.
	DP ID*.
	Client ID*.

I/We, being the member (s) of shares of the above-named Company, hereby appoint

1. Name:

Address:

E-mail id:

Signature, or failing him/her

2. Name:

Address:

E-mail id:

Signature....., or failing him/her

3. Name:

Address:

E-mail id:

Signature.....,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Saturday, August 17, 2024 at 12.30 P.M. at MIDAS Tower, 4th Floor, Phase -1, Rajiv Gandhi Infotech Park, Hinjewadi, Pimpri Chinchwad, Pune- 411057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote		
		For	Against	Abstain
1	Adoption of Financial Statements			

2	Declaration of Preference Dividend			
3	Declaration of Equity Dividend			
4	Re-appointment of a Director			
5	Appointment of Statutory Auditors			
6	To alter Articles of Association of the Company			

Signed this day of..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) (1)



Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting right, than such proxy shall not act as a proxy for any other person or Member.

Attendance Slip of Annual General Meeting
BVG INDIA LIMITED
Regd. office: BVG HOUSE', Premier Plaza, Pune-
Mumbai Road, Chinchwad Pune MH 411019 IN
CIN: U74999PN2002PLC016834

ATTENDANCE SLIP

23rd Annual General Meeting, 17th August, 2024 at 12.30 P.M

Regd. Folio No. _____/DP ID _____ Client ID/Ben. A/C _____

No. of shares held _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 23rd Annual General Meeting of the Company on Saturday, 17th August, 2024 at 12.30 P.M at MIDAS Tower, 4th Floor, Phase -1, Rajiv Gandhi Infotech Park, Hinjewadi, Pimpri Chinchwad, Pune- 411057

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Note: In case of any shareholder physically attending the meeting, please fill this attendance slip and hand it over at the entrance of the hall.