

NOTICE

NOTICE is hereby given that the 27th **Annual General Meeting** of the members of **BITS LIMITED** will be held at **Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi-110094** on **Monday, 30th September 2019 at 11:00 A.M. (IST)** to transact the following business: -

ORDINARY BUSINESSES:

1. To receive, consider and adopt: -
 - a) The Standalone Audited Financial Statements of the company for the Financial Year ended 31st March, 2019 along with the Reports of the Directors and Auditors' thereon
 - b) The Consolidated Audited Financial Statements of the company for the Financial Year ended 31st March, 2019 along with the Reports of the Directors and Auditors' thereon
2. To appoint a Director in place of Mr. Ankit Rath (DIN: - 01379134) Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To appoint Mr. Harish Kumar Chauhan (DIN 06857506), as a Director and as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

RESOLVED THAT Mr. Harish Kumar Chauhan (DIN – 06857506), who was appointed as an Additional Director (Category : Independent) of the Company, by the Board of Directors w.e.f. April, 01st, 2019 under Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting (27th AGM) of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made there under in writing from a member proposing his candidature for the office of director be and is hereby regularized and appointed as a Non – Executive Independent Director of the Company.

“RESOLVED FURTHER THAT Mr. Harish Kumar Chauhan (DIN – 06857506) be and hereby appointed for a fixed term of five consecutive years from the conclusion of 27th Annual General Meeting till the 32nd Annual General Meeting and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and his term of office shall not be liable to retire by rotation pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement entered into with stock exchanges (Including

any statutory modification(s) or re-enactment thereof for the time being in force) .”

“RESOLVED FURTHER THAT the Board of directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution.”

4. To appoint Mrs. Preeti Sharma (DIN 06942133), as a Director and as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

RESOLVED THAT Mrs. Preeti Sharma (DIN – 06942133), who was appointed as an Additional Director (Category : Independent) of the Company, by the Board of Directors w.e.f. April, 01st, 2019 under Section 161(1) of the Companies Act, 2013, and who holds office up to the date of this Annual General Meeting (27th AGM) of the company and in respect of whom the company has received a notice under section 160 of the Companies Act, 2013 and the rules made there under in writing from a member proposing his candidature for the office of director be and is hereby regularized and appointed as a Non – Executive Independent Director of the Company.

“RESOLVED FURTHER THAT Mrs. Preeti Sharma (DIN – 06942133) be and hereby appointed for a fixed term of five consecutive years from the conclusion of 27th Annual General Meeting till the 32nd Annual General Meeting and has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and her term of office shall not be liable to retire by rotation pursuant to the provisions of sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement entered into with stock exchanges (Including any statutory modification(s) or re-enactment thereof for the time being in force) .”

“RESOLVED FURTHER THAT the Board of directors of the Company, be & are hereby authorize to do all such acts, deeds and things and to file such e-forms and to execute all such documents as may be required to give effect to the aforesaid resolution.”

5. To approve increase in remuneration of Mr. Omprakash Ramashankar Pathak, Managing Director of the Company and in this regard 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 recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Section 196,

197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr. Omprakash Ramashankar Pathak (DIN: 01428320), Managing Director of the Company.

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Omprakash Ramashankar Pathak shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee & Audit Committee but not exceeding Rs. 1 Lakh per month at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/altered/revised within said overall limit, in such manner as may be required during his remaining tenure of directorship.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Managing Director the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration."

**By Order of the Board of Directors
For Bits Limited**

**Sd/-
Omprakash Ramashankar Pathak**
(Managing Director)
DIN: - 01428320

Date: 26.08.2019
Place: New Delhi

Address: 503, 5th Floor,
Trimurti Appt Kores Road,
J K Gram, Thane,
Maharashtra- 400606

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 27th ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS (48 HOURS) BEFORE THE SCHEDULED TIME FIXED FOR HOLDING THE AFORESAID MEETING.**

A BLANK PROXY FORM IS ENCLOSED.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A 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 a proxy for any other person or shareholder.

The Instrument appointing a proxy shall be in writing and be signed by the appointer or his/her attorney duly authorized in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

Proxies submitted on behalf of limited companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member.

2. 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.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
4. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Annual Report 2018 - 19 is being sent through electronic mode only to those members whose email address are registered with the Company/Depository Participant(s), unless any member who has requested for a physical copy of the report. For members who have

not registered their email address, physical copies of the annual report 2018 - 19 are being sent by the permitted mode.

6. The Landmark for reaching venue of Annual General Meeting is Krishna Bharti Public School.
7. Route Map for easy location of Venue of Annual General Meeting is attached herewith the Notice of Annual General Meeting.
8. No gifts, gifts coupons, or cash in lieu of gifts is distributed in the Meeting.
9. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice.
10. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
Note that copies of Annual Report will not be distributed at the Annual General Meeting.
11. Members / Proxies / authorized representative are requested to deposit the attendance slip duly filed in and signed for attending the Meeting. Members who hold shares in dematerialization form are requested to write their client ID and DP ID numbers for identification.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. The Notice for the AGM and the Annual Report will be available for inspection at the Registered Office on all working days in business hour up to the date of Annual General Meeting. The above said shall also be available on the Company's website at <http://www.bits.net.in/> and on the website of the NSDL: <https://nsdl.co.in/> for inspection and downloading by the shareholders of the company.
14. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.
15. All documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company during the office hours on all working days (except Saturdays, Sundays and Public Holidays) between 11: 00 A.M. to 01: 00 P.M up to the date of this Annual General Meeting.
16. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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, 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, MAS Services Limited for assistance in this regard.

17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. The Register of Members and Share Transfer Books of the company shall remain closed from 24.09.2019 to 30.09.2019 (Both days inclusive).
19. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
20. Due to security reasons mobile phones, camera, bags and other accessories are not allowed to be carried inside the meeting premises.
21. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has provided a facility to the members to exercise their votes electronically through the electronic voting system facility arranged by National Securities Depository Limited (NSDL). The Facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.
22. Voting through electronic means:
 - i) According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 e-voting is mandatory for every company which has listed its equity shares on a recognized stock exchange or companies having Shareholders not less than one thousand.

- ii) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchanges, the Company is pleased to provide its members the facility to exercise their right to vote using an electronic voting system from a place other than the venue of AGM ("remote e-voting") at the 27th Annual General Meeting (AGM) by electronic means on all resolutions and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility and a member may avail of the facility at his/her/its discretion. The instructions for remote e-voting are as under:
- iii) The e-voting facility is available at the link <http://www.evoting.nsdl.com>
- iv) The electronic voting particulars are set out below:

EVEN (E-VOTING EVENT NO.)	USER ID	PASSWORD/ PIN
112097		

The e-voting facility will be available during the following voting period:

COMMENCEMENT OF E-VOTING	END OF E-VOTING
Form 10:00 A.M. (Indian Standard Time) on Friday, September 27, 2019	Up to 5:00 P.M. (Indian Standard Time) on Sunday, September 29, 2019

The cut-off date for the purpose of dispatch of this Notice is Friday, 30.08.2019.

During the e-voting period, all members of the Company holding shares in any form i.e. physical or dematerialized, as on cut-off date for the purpose of voting (record date) of 23rd September, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Any person who acquired shares and became member after dispatch of Notice of 27th Annual General Meeting and holds shares as of the Cut – off date of 23rd September, 2019 may obtain the login ID and Password for remote e-voting by sending a request at evoting@nsdl.co.in.

The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.

Vote once cast by the member cannot be changed/ altered.

23. The procedure and instructions for e-voting as given in

the Notice of the 27th Annual General Meeting are reproduced hereunder for easy reference:

- I. In case of Members receiving e-mail from NSDL (For those members whose e- mail addresses are registered with Company/Depositories):
 - a. Open e-mail and open PDF file viz. "Bits Limited-remote e-Voting". PDF with your client ID or Folio No. as password containing your user ID and password for remote e- voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Bits Limited".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e- mail to cspritikanagi@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of 27th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting

physical copy)

- a. Initial password is provided in the box over-leaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the frequently asked Questions (FAQs) for Members and remote e-voting user manual for Members available under downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - D. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut – off date of 23rd September, 2019.
 - E. Any person, who acquires shares and becomes member of the company after dispatch of Notice and holds shares as of the Cut – off date i.e. 23rd September, 2019 may also obtain the login ID and Password by sending a request at www.evoting.nsdl.com or RTA, MAS Services Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - G. 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 AGM through ballot paper.
 - H. Ms. Pritika Nagi, Practicing Company Secretary (Membership No. ACS 29544 & CP No.11279), Proprietor, M/s Pritika Nagi & Associates, Company Secretaries has been appointed as the Scrutinizer for providing the facility to the members of the company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - I. The Chairman shall, at the AGM, at the end of discussion

on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman/Managing Director, who shall countersign the same and declare the result of the voting forthwith.
- K. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bits.net.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the BSE Limited.

Members holding shares in physical form are requested to intimate their e-mail address to M/s. Mas Services Limited either by mail on info@masserv.com or by sending a communication at the M/s Mas Services Limited at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.

ANNEXURE TO THE NOTICE

(Explanatory Statement pursuant to provisions of Section 102(1) of the Companies Act, 2013)

The following Explanatory Statement set out all material facts relating to the Special Business mentioned under item No. 3, 4 and 5 of the accompanying notice dated 26.08.2019

Item No. 3

Appointment of Mr. Harish Kumar Chauhan (DIN 06857506), as a Director and as an Independent Director of the Company

The Board of Directors appointed Mr. Harish Kumar Chauhan as an Additional Director (Independent Director) of the Company with effect from 1st April, 2019 under Section 161(1) of the Companies Act, 2013. His term of office expires at the forthcoming Annual General Meeting and company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mr. Harish Kumar Chauhan for the office of Director of the Company.

Mr. Harish Kumar Chauhan is a Commerce Graduate. He has wide work experience in field of Administration & Marketing and finance. He also holds directorship of Public Companies

that are Pan India Corporation Limited, Amorphos Industries Limited, Tactfull Investments Limited and Ujjwal Limited.

Mr. Harish Kumar Chauhan, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Harish Kumar Chauhan has given a declaration to the Board that he meets the criteria of independence as provided under section 149 (6) of the Act. Mr. Harish Kumar Chauhan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director. Mr. Harish Kumar Chauhan is holding DIN: 06857506 and declares that he is not disqualified from being appointed as a Director under the act as per section 152(4) of the Companies Act, 2013.

The matter regarding appointment of Mr. Harish Kumar Chauhan as an Independent Director was placed before the Nomination and Remuneration Committee, which recommends his appointment as an Independent Director for a term of five consecutive years from 30.09.2019 to 29.09.2024.

In the opinion of the Board, Mr. Harish Kumar Chauhan fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as an Independent Director. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Harish Kumar Chauhan as an Independent Director. Accordingly, In compliance with the provisions of section 149 read with Schedule IV of the Act, the Board recommends the resolution in relation to the appointment of Mr. Harish Kumar Chauhan as an Independent Director

Before the Members in general meeting for their approval. Copy of draft letter of appointment which includes terms and conditions of appointment of Mr. Harish Kumar Chauhan as an Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company and also posted on the website of the company i.e. <http://www.bits.net.in/> save and except above, none of the other Directors/Key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in Item No. 3.

Item No. 4

Appointment of Mrs. Preeti Sharma (DIN 06942133), as a Director and as an Independent Director of the Company

The Board of Directors appointed Mrs. Preeti Sharma as an Additional Director (Independent Director) of the Company with effect from 1st April, 2019 under Section 161(1) of the Companies Act, 2013. Her term of office expires at the forthcoming Annual General Meeting and company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Preeti Sharma for the office of Director of the Company.

Mrs. Preeti Sharma has wide work experience in field of Marketing & Human Resource and finance. She also holds directorship of Public Companies that are Pan India Corporation Limited, Tactfull Investments Limited and Ujjwal Limited.

Mrs. Preeti Sharma, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mrs. Preeti Sharma has given a declaration to the Board that she meets the criteria of independence as provided under section 149 (6) of the Act. Mrs. Preeti Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director. Mrs. Preeti Sharma is holding DIN: 06942133 and declares that she is not disqualified from being appointed as a Director under the act as per section 152(4) of the Companies Act, 2013.

The matter regarding appointment of Mrs. Preeti Sharma as an Independent Director was placed before the Nomination and Remuneration Committee, which recommends her appointment as an Independent Director for a term of five consecutive years from 30.09.2019 to 29.09.2024.

In the opinion of the Board, Mrs. Preeti Sharma fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as an Independent Director. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Preeti Sharma as an Independent Director. Accordingly, In compliance with the provisions of section 149 read with Schedule IV of the Act, the Board recommends the resolution in relation to the appointment of Mrs. Preeti Sharma as an Independent Director before the Members in general meeting for their approval.

Copy of draft letter of appointment which includes terms and conditions of appointment of Mrs. Preeti Sharma as an Independent Directors shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company and also posted on the website of the company i.e. <http://www.bits.net.in/> save and except above, none of the other Directors/Key managerial personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed ordinary resolution set out in Item No. 4.

Item No. 5

To approve increase in remuneration of Mr. Omprakash Ramashankar Pathak, Managing Director of the Company

Mr. Omprakash Ramashankar Pathak was appointed and designated as Managing Director of the Company by the Board at its meeting held on 26.08.2017 for a period of Three (3) years with effect from 07th May, 2017 to 06th May, 2020. The same was subsequently approved by the members at the AGM held on 28th September, 2017.

Further, considering the contribution of Mr. Omprakash Ramashankar Pathak and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 26th August, 2019 approved the revision in the remuneration of Mr. Omprakash Ramashankar Pathak for the remaining tenure of his directorship.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of Mr. Omprakash Ramashankar Pathak as decided by the Board is required to be approved by the members at their meeting.

Pursuant to Clause (iv) of Section II of Schedule V of Companies Act, 2013 the following statement is given:

I.	General Information	
(1)	Nature of Industry	Not Applicable
(2)	Date or expected date of commencement of commercial production:	Not Applicable
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable
(4)	Financial performance based on given indicators:	Performance for F.Y. 2018-19: 1. Gross Revenue: Rs. 72,40,000 2. Profit After Tax: Rs. 4,56,000 3. EPS: 0.0004
(5)	Foreign investments or collaborations, if any:	Not Applicable
II.	Information about the appointee	
(1)	Background Details:	Mr. Pathak has a wide experience in the field of Finance & Marketing.
(2)	Past Remuneration:	The remuneration drawn by Mr. Pathak during the last F.Y. 2018-19 was Rs. 6,01,650.
(3)	Recognition or awards:	Not Applicable
(4)	Job profile and his suitability:	He is associated with the Company from last 6 years and has led successful growth of the business.
(5)	Remuneration proposed:	As mentioned in the Resolution stated above.
(6)	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:	Not Applicable
III.	Other Information:	
(1)	Reasons of loss or inadequate profits:	There is a decline in the industry the Company operates in. Also the expenses of the company are more than the profit of the company; therefore the company has inadequate profits.
(2)	Steps taken or proposed to be taken for improvement:	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms:	Not Applicable

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made there under, consent of the members is being sought by way of a Special Resolution.

Except Mr. Omprakash Ramashankar Pathak, none of the promoters, directors, key managerial personnel and their relatives is considered or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution at Item No. 5 of the Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.)

Particulars			
Name and Age of Director	Mr. Ankit Rathi, 42 years	Mr. Harish Kumar Chauhan, 27 years	Mrs. Preeti Sharma, 46 years
Date of Birth	03/04/1977	10/03/1992	30/09/1972
DIN	01379134	06857506	06942133
Qualification	Graduate	Graduate	Under Graduate
Expertise in specific functional areas	Has an experience of about Seventeen years in Share Trading & Administration, Financial Management.	Wide work experience in field of Administration & Marketing and finance	Administration, human resources and finance
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	N.A.	N.A.	N.A.
Last Drawn Remuneration/ Sitting Fees	N.A.	1,68,000	2,84,500
Date of first appointment on the Board	01/08/2011	10/05/2014	12/08/2014
Directorship held in other Listed companies and Unlisted companies	1) PAN INDIA CORPORATION LIMITED 2) TACTFULL INVESTMENTS LIMITED 3) UJJWAL LIMITED 4) VIZWISE COMMERCE PRIVATE LIMITED 5) SPG FINVEST PRIVATE LIMITED 6) UJJWAL INFRASTRUCTURE PRIVATE LIMITED	1) PAN INDIA CORPORATION LIMITED 2) TACTFULL INVESTMENTS LIMITED 3) UJJWAL LIMITED 4) AMORPHOS INDUSTRIES LIMITED	1) PAN INDIA CORPORATION LIMITED 2) TACTFULL INVESTMENTS LIMITED 3) UJJWAL LIMITED
No. of Board Meetings attended during the year 2018-2019	6	6	6
Membership/Chairmanship of the Committees across the Companies (as on 31.03.2019) *	Member – 5; Chairman - 2	Member – 9; Chairman - 5	Member – 5; Chairman - 0
No. of equity shares held	Nil	Nil	Nil
Relationship with other Directors	He is not related /associated with any director of the Company	He is not related /associated with any director of the Company	She is not related /associated with any director of the Company
Brief Resume	Mr. Ankit Rathi aged 42 years is associated with the company from last 8 years. He has wide experience in Share Trading & Administration, Financial Management.	Mr. Harish Kumar Chauhan aged 27 years has wide work experience in field of Administration & Marketing and finance	Mrs. Preeti Sharma aged 46 years has wide experience in the field of Administration, human resources and finance

*Committee position only of the Audit Committee and Stakeholder's Relationship Committee in Public Companies (whether listed or not) have been considered.

**By Order of the Board of Directors
For Bits Limited**

Sd/-

Omprakash Ramashankar Pathak

(Managing Director)

DIN: - 01428320

Date: 26.08.2019

Place: New Delhi

Address: 503, 5TH Floor, Trimurti Appt Kores Road, J K Gram, Thane, Maharashtra- 400606

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: L72200DL1992PLC241971

Name of the Company: BITS LIMITED

Registered Address: 711, 7th Floor, New Delhi House, 27, Barakhamba Road, New Delhi - 110001

Name of the Members: -

Registered Address: -

E-mail id: -

Folio No. / Client Id: -

DP ID: -

I/We, being the member(s) holding shares of Bits Limited, hereby appoint

1. Name:

Address:

E-mail id:

Signature:, or failing him

2. Name:

Address:

E-mail id:

Signature:, or failing him

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 **27th Annual General Meeting** of the Company to be held on **Monday, 30th September, 2019 at 11:00 A.M. at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi-110094** and at any adjournment thereof in respect of such resolutions as are indicated below;

Resolution No.	Resolution	Optional*	
Ordinary Business:		For	Against
1.	To receive, consider and adopt: a. the Standalone Audited Financial Statement of the Company for the financial year ended on 31st March, 2019 along with Report of Director's and Auditors' thereon b. the Consolidated Audited Financial Statement of the Company for the financial year ended on 31st March, 2019 along with Report of Director's and Auditors' thereon		
2.	To appoint a Director in place of Mr. Ankit Rathi (DIN: -01379134), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business:		For	Against
3.	To appoint Mr. Harish Kumar Chauhan (DIN 06857506), as a Director and as an Independent Director of the Company		
4.	To appoint Mrs. Preeti Sharma (DIN 06942133), as a Director and as an Independent Director of the Company		
5.	To approve increase in remuneration of Mr. Omprakash Ramashankar Pathak, Managing Director of the Company		

Signed this..... day of.....2019.

Tear Page

Affix
Revenue
Stamp

Signature of shareholder.....

Signature of Proxy holder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. Notwithstanding the above, the Proxies can vote on such other items which may be tabled at the meeting by the members present.
 3. For the Resolutions and Notes please refer to the Notice of Annual General Meeting.
 4. The Company reserves its right to ask for identification of the proxy.
 5. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company / depository participant.
 6. It is optional to indicate your preference. If you leave the for, Against or abstain column blank any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
 7. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
-

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE MEETING VENUE

CIN: L72200DL1992PLC241971

Name of the Company: BITS LIMITED

Registered Address: 711, 7th Floor, New Delhi House, 27, Barakhamba Road, New Delhi – 110001.

Regd. Folio No. / DP ID/ Client ID: -

Name & Address of First/Sole Shareholder: -

No. of Shares held: -

I certify that I am a member/proxy for the member of the Company.

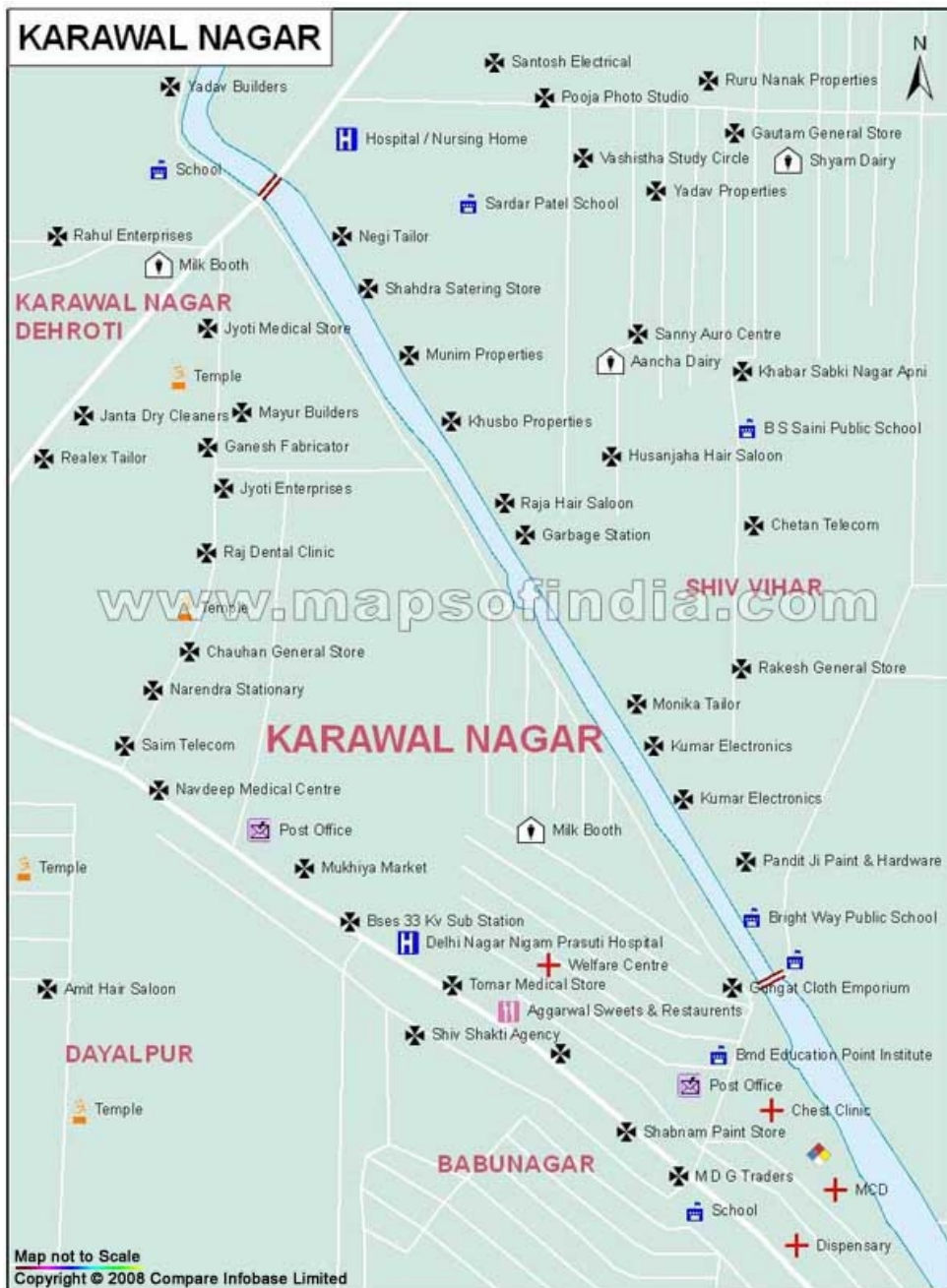
I hereby record my presence at the **27th Annual General Meeting** of the Company to be held on **Monday, 30th September, 2019** at **11:00 A.M. at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi-110094.**

Signature of Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
 - b) Member / Proxy wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.
-

BOOK POST



If undelivered please return to:

BITS LIMITED

711, 7th Floor, New Delhi House, 27, Barakhamba Road,
New Delhi – 110001.