

NOTICE

Notice is hereby given that the **28th Annual General Meeting** of the members of **Bits Limited** will be held on **Sunday, 20th September, 2020 at 12:30 P.M.** through Video Conferencing in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 05th May, 2020, 08th April, 2020 and 13th April, 2020 respectively and SEBI Circular dated 12/05/2020, to transact the following business:

ORDINARY BUSINESSSES:

1. To receive, consider and adopt: -
 - a) The Audited Standalone Financial Statements of the company for the Financial Year ended 31st March, 2020 along with the Reports of the Directors and Auditors' thereon;
 - b) The Audited Consolidated Financial Statements of the company for the Financial Year ended 31st March, 2020 along with the Reports of the Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Omprakash Ramashankar Pathak (DIN: - 01428320) Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Omprakash Ramashankar Pathak (DIN: 01428320) as the 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 **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, pursuant to the recommendation of Nomination and Remuneration Committee of the board and the approval of the Board of Directors, consent of the shareholders of the Company be and is hereby accorded for the appointment of Mr. Omprakash Ramashankar Pathak (DIN: 01428320) as the Managing Director of the Company for a further term of 5 (Five) years with effect from 07th May, 2020 to 06th May, 2025, at remuneration of Rs. 53,400/- per month subject to an annual increment as may be approved by the Board pursuant to the recommendation of Nomination and Remuneration Committee during his term of office and his office shall be liable to retire by rotation.

RESOLVED FURTHER THAT approval of shareholders of the company be and is hereby accorded to the principal terms and conditions including remuneration payable as set out in the draft letter of appointment to be issued by the company to Mr. Omprakash Ramashankar Pathak, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter, amend, vary or modify the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Omprakash Ramashankar Pathak, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

NOTES

RESOLVED FURTHER THAT in the event in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, then remuneration as decided above be paid with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act."

RESOLVED FURTHER THAT Board of the Directors of the Company, be and are hereby authorized to sign, seal and execute necessary papers, deeds and other documents to be filed with the Office of Registrar of Companies/ Ministry of Company Affairs or any other authority to give effect to this resolution and to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard."

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

Sd/-

Omprakash Ramashankar Pathak

Date: 20.08.2020 (Managing Director)
Place: New Delhi DIN: - 01428320

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

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013 are annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.
2. In view of the COVID 19 pandemic, Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated 12/05/2020 as permitted the holding of 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 ("Listing Regulations") and MCA & SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
3. Since, the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
4. Corporate members intending to attend the AGM through authorised representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorising the representatives to attend and vote at the Annual General Meeting. The said Resolution/Authorization shall be sent

to the Scrutinizer by email through its registered email address to cspritikanagi@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. a) The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2020 to 19th September, 2020 (both days inclusive).

b) The remote e-voting period commences on Thursday, September 17, 2020 (09:00 A.M.) and ends on Saturday, September 19, 2020 (05:00 P.M.). No e-voting shall be allowed beyond the said date and time. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2020, may cast their vote by remote e-voting.

7. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case shares are in demat form members are requested to update their bank detail with their depository participant.

8. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

9. 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 their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.

10. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.

11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2020 including notice of 28th AGM is being sent only through electronic mode to those 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.

In case you have not registered your email id with depository or RTA you may registered your email id in following manner.

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for
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	registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

12. **Voting through electronic means:** In compliance with the provisions of Regulation 44 of the Listing Regulations and Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 Company is offering e-voting facility to its members. Detailed procedure is given in the enclosed letter.

INSTRUCTION FOR REMOTE EVOTING, EVOTING AND JOINING OF AGM THROUGH VIDEO CONFERENCING

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on "Shareholders" module.
- (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence/PAN number which is mentioned in email..
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the Bits Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHO WISH TO OBTAIN LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE BUT WHOSE EMAIL ADDRESS IS NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Kindly send an email with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, copy of PAN card and Aadhaar card to info@masserv.com
2. For Demat shareholders - Kindly update your email id with your depository participant and send copy of client master to info@masserv.com

INSTRUCTIONS FOR JOINING MEETING THROUGH VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on 'live streaming' tab and you will be redirected to 'cisco' website.
- (ii)

In the "Name" field:	Put your USERID as informed in e-mail
In the "last name" field:	Enter your Name
In the "Email ID" field:	Put your email ID
In the "Event password" field:	Put the password as "cdsl@1234"
Click join now button.	

Now screen will be displayed for downloading CISCO driver for VC. Please click on run temporary file download. Downloading of driver will be start open driver and click on run.

Event will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective playstore.

PRE-REQUISITE FOR JOINING OF MEETING THROUGH DESKTOP OR LAPTOP:

1. System requirement:

- ✓ Windows 7, 8 or 10
- ✓ I3
- ✓ Microphone, speaker
- ✓ Internet speed minimum 700 kbps
- ✓ Date and time of computer should be current date and time

PRE-REQUISITE FOR JOINING OF MEETING THROUGH MOBILE:

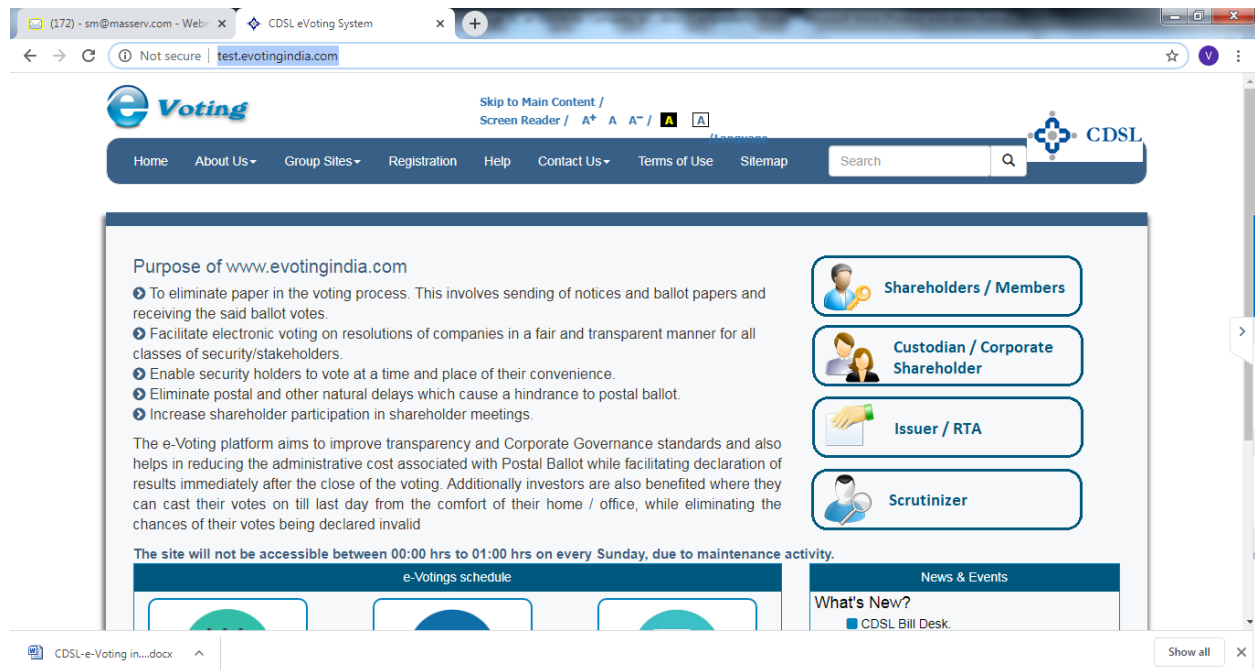
- ✓ Please download webex application from play store

NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT E-VOTING SYSTEM AS EXPLAINED IN E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURE, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

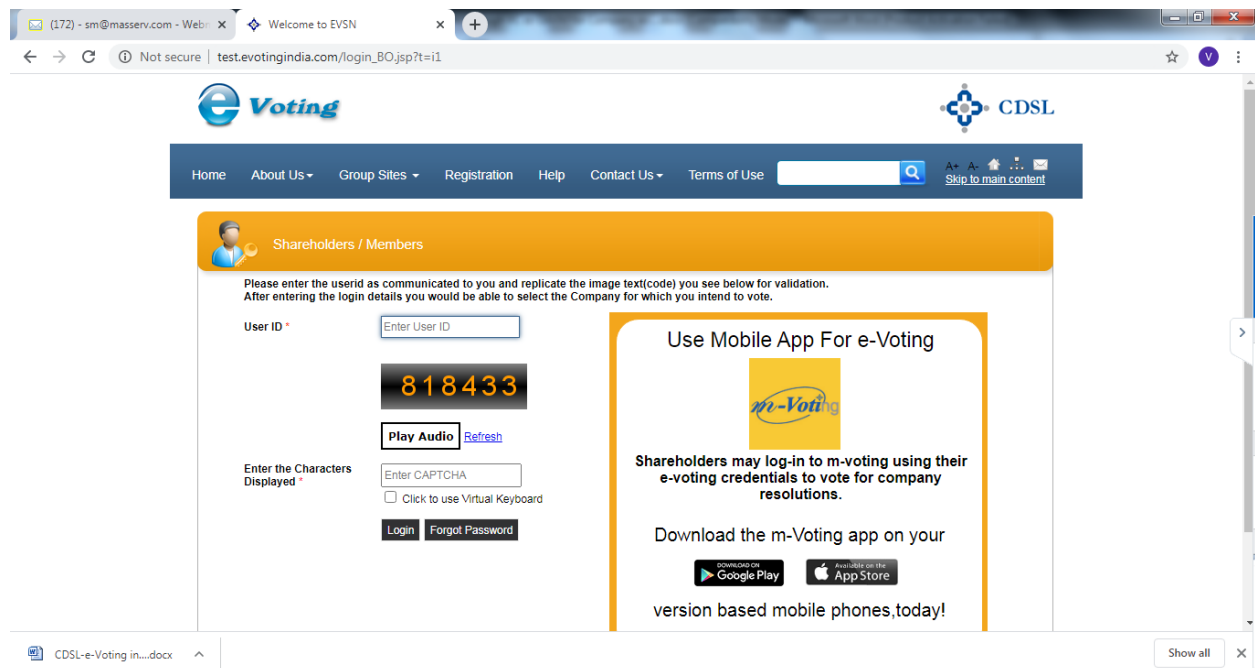
PROCEDURE FOR E-VOTING AND JOINING OF MEETING THROUGH VC

(EXPLAINED USING SCREENSHOTS):

- i. The shareholders should log on to the e-voting website <http://www.evotingindia.com/>. Below screen will appear.



- ii. Press Shareholders/Members tab, after which the below screen will be appear.



iii. Enter user id as mentioned in your invite email, or read point number (iii) as given above.

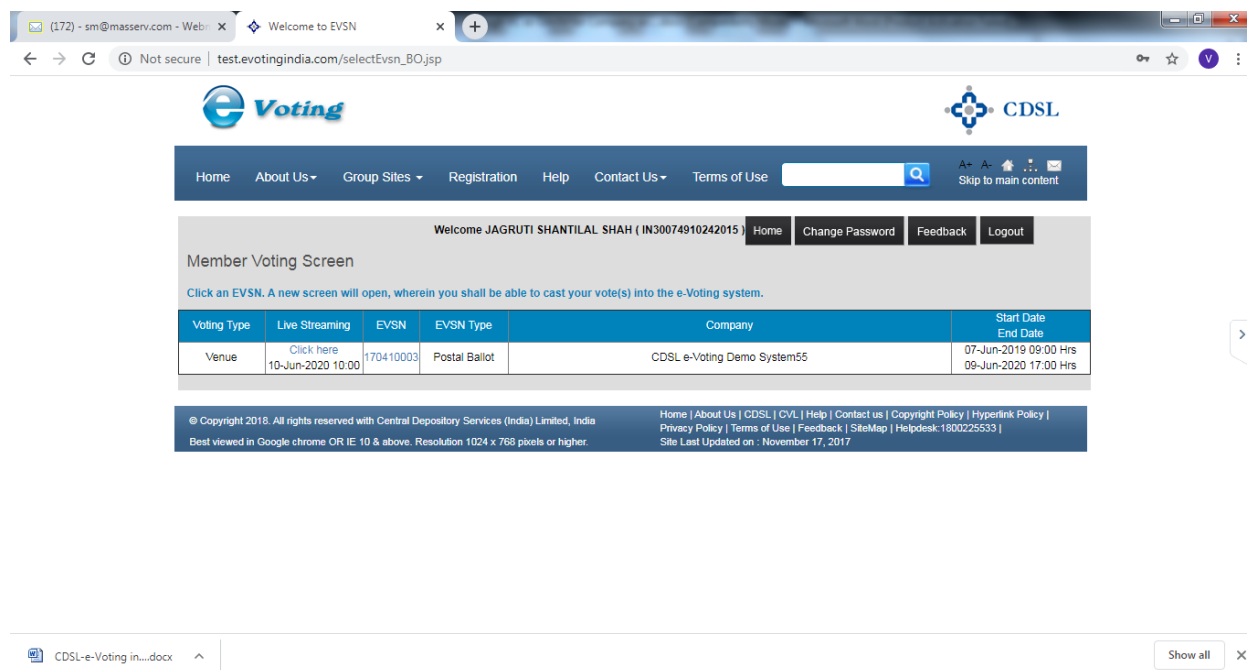
Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.

The screenshot shows a web browser window with the URL `test.evotingindia.com/login_BO.jsp?t=i1`. The page features the 'e-Voting' logo and a navigation bar with links: Home, About Us, Group Sites, Registration, Help, Contact Us, and Terms of Use. A search bar and a 'Skip to main content' link are also present. The main content area is titled 'Shareholders / Members' and displays a message: 'Character Validation was successful. Kindly enter other login details to proceed.' Below this message are two input fields: 'User ID *' (containing 'IN30074910242015') and 'Password *'. There are 'Submit' and 'Forgot Password' buttons. A red asterisk indicates a mandatory field, and a note states: 'Any one field should be mandatorily entered.' A checkbox for 'Click to use Virtual Keyboard' is located below the password field. On the right side, there is a promotional box for the 'm-Voting' mobile app, encouraging shareholders to use it for e-voting and providing download links for Google Play and the App Store.

iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

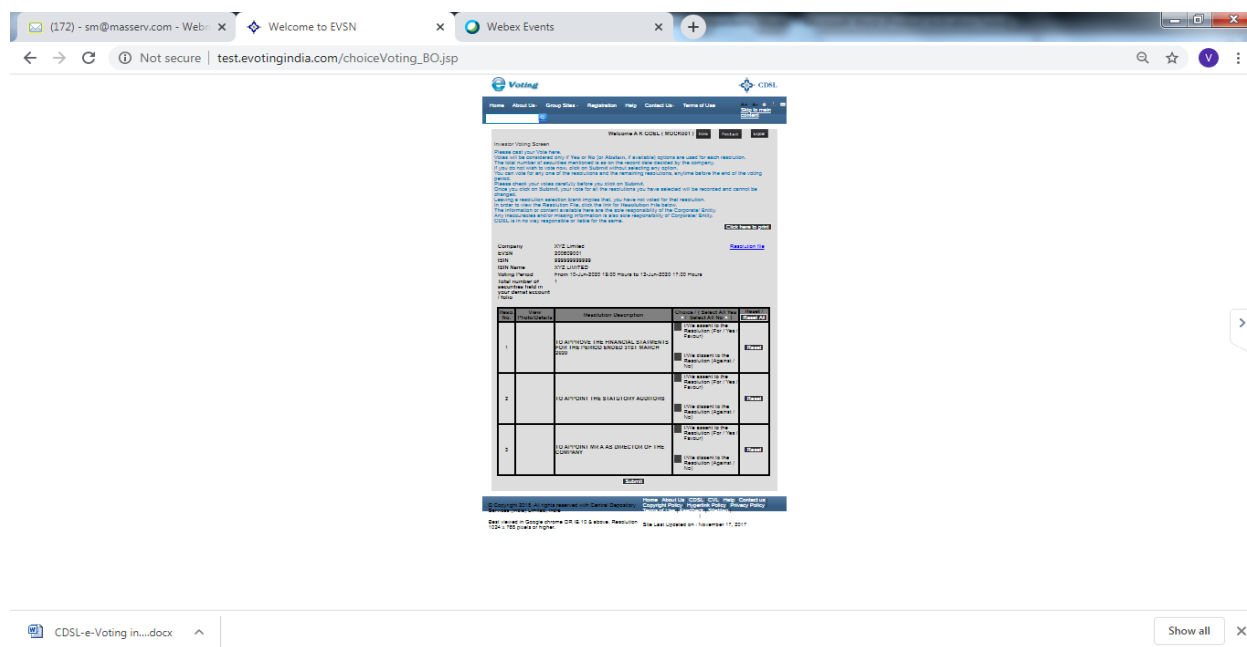
The screenshot shows the same CDSL e-Voting login page, but for a first-time user. The 'User ID *' field contains 'MOCK001'. The 'PAN *' field is empty, with a red asterisk indicating it is mandatory. Below the PAN field, a note states: 'Any one of the details given below has to be mentioned for the first time login. Kindly enter the details as available on the demat account or folio number.' There are input fields for 'Bank Account Number#' and 'DOB or Date Of Inc.#' (with a date format hint 'dd/mm/yyyy'). The 'Submit' and 'Forgot Password' buttons are present. The 'Click to use Virtual Keyboard' checkbox is also visible. The 'm-Voting' app promotion box is on the right side.

v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite email; then below screen will be appear.



vi. For e-voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on "Click here" tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:

telecraft.webex.com/mw3300/mywebex/default.do?nomenu=true&siteurl=telecraft&service=6&rnd=0.3323739293425717&main_url=https%3A%2F%2Ftelecraft.webex.co...

Event Information: Webex Event Demo

Event status: Not started
 Date and time: Monday, May 25, 2020 5:00 pm India Time (Mumbai, GMT+05:30)
[Change time zone](#)
 Duration: 2 hours
 Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#)

Join Event Now

You cannot join the event now because it has not started.

First name:
 Last name:
 Email address:
 Event password:

☐ I would like to take a free Webex trial (email required)

[Join by browser](#) **NEW!**
 If you are the host, [start your event](#)

Fill the details as:

In the "Name" field - Enter your USERID as given in email

In the "last name" field - Enter your Name

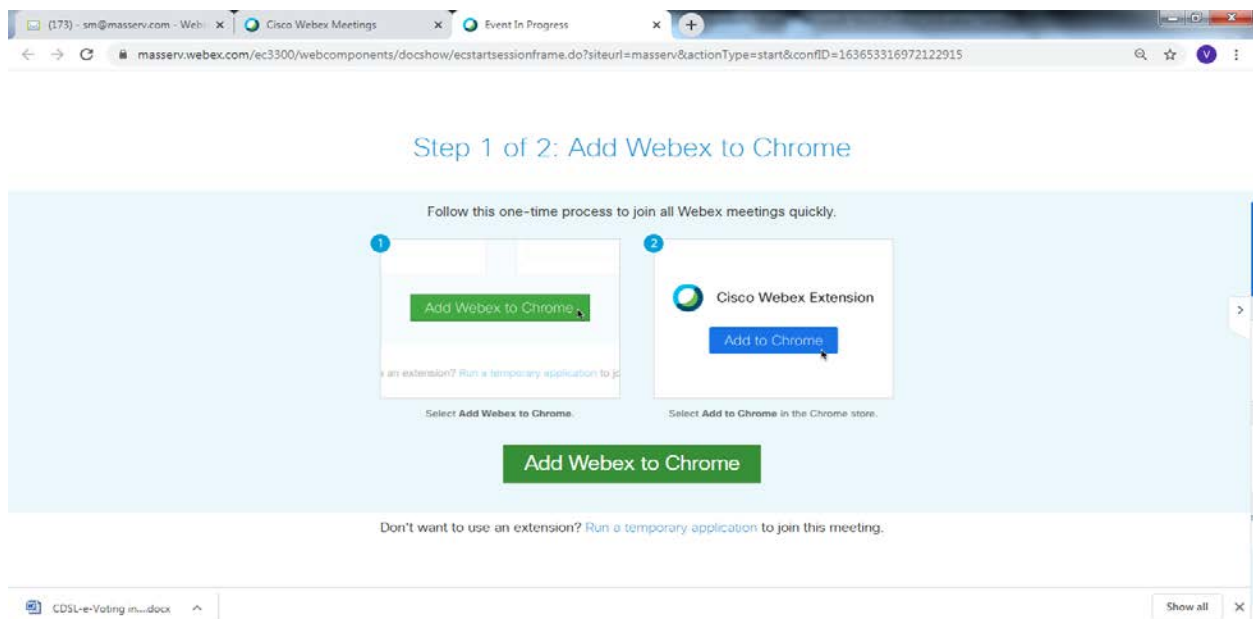
In the "Email ID" field - Put your email ID

In the "Event password" field - Put the password as "cdsl@1234"

Click join now button.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

vii. Once you click on 'Join now' tab, the following screen will be appear :



viii. Now, Kindly click on 'Run a temporary application', after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

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 of the accompanying notice dated 20.08.2020

Item No. 3

The Board at its meeting held on 05.05.2020 and subject to approval of the members of the Company, re-appointed Mr. Omprakash Ramashankar Pathak as a Managing Director of the company for a period of 5 (Five) years with effect from 07th May, 2020 to 06th May, 2025, at remuneration of Rs. 53,400/- per month and an annual increment as may be approved by the Board pursuant to the recommendation of Nomination and Remuneration Committee during his term of office and his office shall be liable to retire by rotation.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved the re-appointment of Mr. Omprakash Ramashankar Pathak (DIN: 01428320) as the Managing Director of the Company subject to the approval of the shareholders at this Annual General Meeting.

It is proposed to seek approval of the members for re-appointment and remuneration payable to Mr. Omprakash Ramashankar Pathak, Managing Director in terms of the applicable provisions of the Act.

Broad particulars of terms re-appointment of and remuneration payable to Mr. Omprakash Ramashankar Pathak are as under: -

Name and Designation	Period of Appointment	Salary Per Month (Rs.)
Mr. Omprakash Ramashankar Pathak (Managing Director)	Five (5) years w.e.f. 07 th May, 2020 to 06 th May, 2025	Rs. 53,400/- and Annual Increment as may be approved by the board on yearly basis.

- A) The Managing Director shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.
- B) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- C) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- D) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 1 (One) month prior notice in writing.
- E) Mr. Omprakash Ramashankar Pathak satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above remuneration as aforesaid to be allowed to the Executive director shall be subject to such limits for this remuneration as laid down by the Companies Act, 2013.

The Scope and quantum of remuneration and perquisites specified hereinabove, may be enhanced, enlarged, widened, altered or varied

by the Board of Directors in the light of and in conformity with to the relevant provisions of the Companies Act and schedule V and / or the rules and regulations made there under and / or such guidelines as may be announced by the Central Government from time to time in future.

In absence of or inadequacy of profits in any financial year during the currency of tenure of the appointee, the aforesaid remuneration will be paid as the minimum remuneration subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or such other amount as may be provided in Schedule V as may be amended from to time or an equivalent statutory re-enactments thereof.

The Company shall pay to or reimburse the Executive Director and he shall be entitled to be paid and / or to be reimbursed by the Company all costs, charges and expenses that may have been or may be incurred by him for the purpose of or on behalf of the Company.

Copy of draft letter of appointment to be issued by company to Mr. Omprakash Ramashankar Pathak is available for inspection in physical at the registered office of the company during business hours till the date of meeting. The same may be treated as written memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution set out in item no. 3 of the notice for the approval of the members of the Company. Save and except above, none of other Directors/Key managerial personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the proposed Special resolution set out in item no. 3.

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.)

Name and Age of Director	Mr. Omprakash Ramashankar Pathak, 45 years
Date of Birth	04/01/1975
DIN	01428320
Qualification	Under Graduate
Expertise in specific functional areas	He has a wide experience in Finance & Marketing.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Terms - 5 years w.e.f. 07th May, 2020 to 06th May, 2025</p> <p>Conditions - As specified in draft letter of appointment.</p> <p>Remuneration: as specified above.</p>
Last Drawn Remuneration/ Sitting Fees	Rs. 6,67,500/- per annum as at 31.03.2020
Date of first appointment on the Board	13 th August, 2013
Directorship held in other Listed companies and Unlisted companies	<p>1. Pan India Corporation Limited</p> <p>1. Tactfull Investments Limited 2. Ujjwal Limited 3. Mili Investments and Trades Pvt. Ltd. 4. Mitika Traders Pvt. Ltd. 5. Vizwise Commerce Pvt. Ltd. 6. SPG Finvest Pvt. Ltd. 7. Ujjwal Infrastructure Pvt. Ltd.</p>
No. of Board Meetings attended during the year 2019 - 2020	5
Membership/Chairmanship of the Committees across the Companies (as on 31.03.2020) *	<p>Member - 2;</p> <p>Chairman - 0</p>
No. of equity shares held	Nil
Relationship with other Directors	He is not related /associated with any director of the Company

Brief Resume

Mr. Omprakash Ramashankar Pathak aged 45 years is associated with the Company from last 7 years. He has a vide experience in Finance & Marketing.

*Committee position only of the Audit Committee and Stakeholder's Relationship Committee in Listed Public Companies have been considered.

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

Sd/-

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

Date: 20.08.2020

Place: New Delhi

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