

Report of Scrutinizer

Form No. MGT 13

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

August 28, 2015

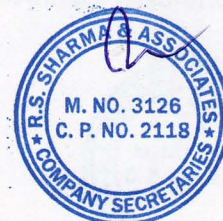
To,
The Chairman of 25th Annual General Meeting
Sambhaav Media Limited
"Sambhaav House", Opp: Judges Bungalow,
Premchandnagar Road, Satellite,
Ahmedabad- 380015.

Dear Chairman,

Subject: Scrutinizer's Report on Remote e-voting and Poll Process of 25th Annual General Meeting held on August 28, 2015.

By resolution of the Board of Directors of the Company passed on May 09, 2015, I the undersigned has been appointed as the Scrutinizer to ensure that the process of remote e-Voting as prescribed under Section 108 of the Companies Act, 2013 ("Act") read with the Companies (Management and Administration) Rules, 2014 ("Rules") and Poll Process at the meeting are complied with in respect business transacted at the 25th Annual General Meeting of the Company held on August 28, 2015 in accordance with the aforesaid rules.

It is the responsibility of the management of the Company to ensure that the compliance with the requirements of the Companies Act, 2013 and rules relating to the remote e-Voting and poll process at the meeting in respect of the resolutions in terms of the Notice of the 25th Annual General Meeting of the Company are made. My responsibility as a Scrutinizer for the remote e-Voting for the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions as mentioned in the Notice of the 25th AGM., based on the vote summary generated from the remote e-Voting system provided by the National Securities and Depository Services Limited, the authorized agency engaged by the Company to provide remote e-Voting facilities.



This report is being made to enable you to declare the results of the resolutions proposed to be passed at the aforesaid AGM of the Company.

1. The Company has entered into an arrangement with the National Securities Depository Limited ("NSDL"), the authorized agency to provide remote e-voting facilities for the voting through the electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purpose of identification of the members who will be entitled to vote on the resolution placed for the approval for the shareholders was August 22, 2015.
3. As prescribed in the rule 20(3) of the Companies (Management and Administration) Rules, 2014 and mentioned in the Notice of 25th Annual General Meeting of the Company, the remote e-voting facilities were kept open for three days from August 25, 2015 (10.00 a.m.) to August 27, 2015 (05.00 p.m.).
4. At the end of the remote e-voting period on August 27, 2015 (05.00 p.m.), remote e-voting portal of service provider was blocked forthwith.
5. During the AGM after the time fixed for closing of the Poll by the Chairman, one Poll box kept for polling was locked in the presence of shareholders.
6. After the AGM, the Poll box kept for voting was immediately opened by me in the presence of Mr. Jigar Trivedi and Mr. Jayantibhai Vaishya.
7. There were 55 shareholders present at the meeting present in person or by proxies.
8. On Friday, August 28, 2015 at 3.31 p.m. after counting vote cast at the meeting by Poll Papers and the votes cast through remote e-voting process were unblocked by me in the presence of Mr. Jigar Trivedi and Mr. Jayantibhai Vaishya.
9. The Poll papers were reconciled with the record maintained by the Registrar and Share Transfer Agent and the authorities/ proxies lodged with the Company.
10. The Poll papers which were incomplete and /or were found defective have been treated as invalid and kept separately.

Consolidated Report on result of voting through electronic means and voting by Poll is as under:

Resolution No. 1 (ORDINARY RESOLUTION)

To receive, consider and adopt the Annual Accounts of the Company together with the Directors' Report and the Auditor's Report for the year ended on 31st March, 2015 (Ordinary Resolution).



i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
58	70712425	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	3000	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
07	500

Resolution No. 2 (ORDINARY RESOLUTION)

Reappointment of Shri. Manoj B. Vadodaria as a Director retiring by rotation.

i. Votes in Favour of the Resolution:

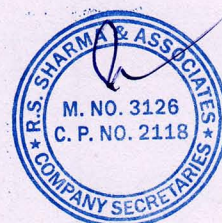
Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
58	70712425	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	3000	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
01	500



Resolution No. 3 (ORDINARY RESOLUTION)

Reappointment of the auditor M/s Dhirubhai Shah & Doshi., Chartered Accountants, Ahmedabad

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
58	70712425	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	3000	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
01	500

Resolution No. 4 (ORDINARY RESOLUTION)

Appointment of Mrs. Raksha S. Bharadia as an Independent Director

i. Votes in Favour of the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
58	70712425	99.99%

ii. Votes against the Resolution:

Number of Members Voted	Number of Votes Cast by them	% of total number of valid votes cast
01	3000	0.01%

iii. Invalid Votes:

Number of Members Voted	Number of Votes Cast by them
01	1165



Note: 1). A compact disc (CD) containing a list of equity shareholders who voted "FOR, "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

2). The Poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Date: August 28, 2015

Place: Ahmedabad



Thanking you,
Yours faithfully,

For, **R S Sharma & Associates**
Company Secretaries

(CS R. S. Sharma)

Scrutinizer for the 25th AGM