

SAMBHAHV MEDIA LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMBHAHV MEDIA LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2017 AT 10:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT "SAMBHAHV HOUSE", OPP. JUDGES' BUNGALOWS, PREMCHANDNAGAR ROAD, SATELLITE, AHMEDABAD - 380 015 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Manoj B Vadodaria (DIN 00092053), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to determine their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139, 142 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), M/s. Dhirubhai Shah & Doshi, Chartered Accountant, (Registration No. 102511W), who were appointed as Statutory Auditor of the Company at the 26th Annual General Meeting to hold office up to the conclusion of the 27th Annual General Meeting and who have confirmed their eligibility to be appointed as Auditors in terms of the provisions of section 141 of the Act and the relevant Rules and have offered themselves for re-appointment, the consent of the Company be and is hereby accorded for their continuance as Statutory Auditors to carry out Statutory Audit for Financial Year 2017-18 on such remuneration as may be mutually agreed by the Board of Directors in consultation with the Audit Committee and the said Auditors."

SPECIAL BUSINESS:

4. To appoint Ms. Seema G Saxena, as an Independent Director:

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

"RESOLVED THAT Ms. Seema G Saxena (DIN 07614119), who was appointed as an Additional Director of the Company by the Board of Directors in accordance with section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the 27th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, pursuant to section 149, 152 and Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, for a term of period of 3 (Three) consecutive years w.e.f September 14, 2017, not liable to retire by rotation."

Date: May 26, 2017

Place: Ahmedabad

By order of the Board of Directors

SAMBHAHV MEDIA LIMITED

CIN: L67120GJ1990PLC014094

Registered Office: "Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite, Ahmedabad - 380 015

Tel: +91 79 2687 3914/15/16/17 Fax: +91 79 2687 3922

Email: secretarial@sambhaav.com

Website: www.sambhaavnews.com

Palak P Asawa
Company Secretary

IMPORTANT NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
2. The Register of members and the share transfer books of the Company will remain closed from September 24, 2017 to September 29, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**
4. Corporate members are requested to send to the registered office of the Company, a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative (s) to attend and vote at the Annual General Meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. Details under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
7. Route-map to the venue of the Meeting is provided at the end of this Annual Report.
8. Electronic copy of the Annual Report for the financial year 2016-17 and the notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the 27th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the Financial Year 2016-17 will also be available on the Company's website at www.sambhaavnews.com for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@sambhaav.com.

10. Voting through electronic means

- I. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The remote e- voting period begins on September 26, 2017 (9:00 a.m.) and ends on September 28, 2017 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members 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"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "Sambhaav Media Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast there vote using CDSL's Mobile app - "m - Voting" for e voting. "m - Voting" app is available on Apple, Android and Windows based Mobile. Shareholders may log in to "m - Voting" using their e-voting credentials to vote for the company resolution(s).
- (xix) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. Further the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- III. Further physical poll papers shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2017.
- V. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e. September 23, 2017, may obtain login ID and password by sending an email to secretarial@sambhaav.com. However, if a person is already registered with CDSL for remote e-voting then existing user ID and password can be used for casting the vote.

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- VI. Mr. Umesh Ved of M/s. Umesh Ved & Associates, Practicing Company Secretary (Membership No. 4411) (Address: 304, Shoppers Plaza - V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll process during the annual general meeting in a fair and transparent manner.
- VII. The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and not later than 3 (three) days make a consolidated report on votes cast through remote e-voting and poll process at the meeting to the Chairman.
- VIII. The results declared along with the report of the Scrutinizer shall be placed at the notice board at the registered office of the Company and on the website of the Company and also on the website of the CDSL immediately after the result is declared by the Chairman.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 a.m. to 6.30 p.m.) on all working days, up to and including the date of the Annual General Meeting of the Company.

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT:

Particulars	Seema G Saxena	Manoj B Vadodaria
	Appointment as Independent Director	Re-appointment upon Retiring by Rotation
DIN	07614119	00092053
Date of Birth	March 08, 1961	April 29, 1958
Age	56 Years	59 Years
Nationality	Indian	Indian
Date of appointment on Board	September 15, 2016	July 18, 1995
Qualification	MBA	Commerce Graduate
Experience	30 Years	More than 35 Years
Expertise in functional area	Finance, Management Consultancy and the Development of organizational and human capital	Business Management, Corporate Strategies and Fund Raising
Last drawn remuneration	NA	NA
Number of Board Meetings attended during 2016-17	2	4
Shareholding in the Company	Nil	14045376
Name of Directorship held in other Companies	Nil	Nila Infrastructures Limited
Membership/ Chairmanship of Committees of other public companies	Nil	He is also Member in Stakeholder Relationship Committee and Corporate Social Responsibility Committee of Nila Infrastructures Limited
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs.	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj B Vadodaria and Mr. Kiran B Vadodaria are brothers.

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

Item No: 4

Based on recommendation of the Nomination & Remuneration Committee of the Board of Directors and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Ms. Seema G Saxena (DIN 07614119), as an Additional Director of the Company, in the category of Independent Directors, with effect from September 15, 2016. Pursuant to Section 161(1) of the Companies Act 2013, Ms. Seema G Saxena hold office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Ms. Seema G Saxena as Director of the Company and requisite consent have been received from Ms. Seema G Saxena, pursuant to provisions of Section 152 of the Companies Act 2013. In the opinion of the Board, Ms. Seema G Saxena who is proposed to be appointed as Independent Director of the Company, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is Independent of the management.

A copy of the draft letter of appointment for Independent Director setting out the terms for appointment is available for inspection by the members at the Registered Office on all working days during working hours and also available at the website of the Company at www.sambhaavnews.com.

As informed Ms. Seema G Saxena does not hold any share of the Company. Ms. Seema G Saxena does not have Directorship at any other listed Company nor has membership or Chairmanship of Committees. Ms. Seema G Saxena is not related to the other members of the Board in any manner. Brief Profile and other details of Ms. Seema G Saxena forms part of the Corporate Governance Report.

None of the Directors and/ or Key Managerial Personnel of the Company or their relatives, except Ms. Seema G Saxena (whose appointment is proposed in this resolution), is in any way concerned or interested, financially or otherwise, as set out in Item no. 4 of the Notice.

The Board accordingly recommends the Special Resolution as set out in Item No.4 of the Notice for approval by the shareholders.

Date: May 26, 2017

Place: Ahmedabad

By order of the Board of Directors

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CIN: L67120GJ1990PLC014094

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Palak P Asawa
Company Secretary

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ATTENDANCE SLIP

I hereby record my presence at the **27th Annual General Meeting** of the Company held on **Friday, September 29, 2017 at 10:30 a.m.** at the Registered Office of the Company.

Folio No/ DPID/ Client ID: _____ No. of Shares held: _____

Full Name of the Shareholder/ Proxy: _____

Signature of Shareholder/ Proxy: _____

Note: Only Shareholders of the Company or their proxies will be allowed to attend the Meeting.



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Email: secretarial@sambhaav.com **Website:** www.sambhaavnews.com

PROXY FORM

Form MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of Member:

Registered Address:

Folio No/ DP ID/ Client ID:

E-mail Id:

I/ We, being the member(s) of Sambhaav Media 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 the Friday, September 29, 2017 at 10:30 a.m. at "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below.

Ordinary Business :

(1) Adoption of Annual Accounts as on March 31, 2017 (Ordinary Resolution) (2) Re-appointment of Mr. Manoj B Vadodaria who retires by rotation (Ordinary Resolution) (3) Appointment of M/s Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as auditors of the Company and fixing their remuneration (Ordinary Resolution).

Special Business :

(4) To appoint Ms. Seema G Saxena as an Independent Director (Special Resolution).

Signed this _____ day of _____ 2017

Signature of Shareholder _____

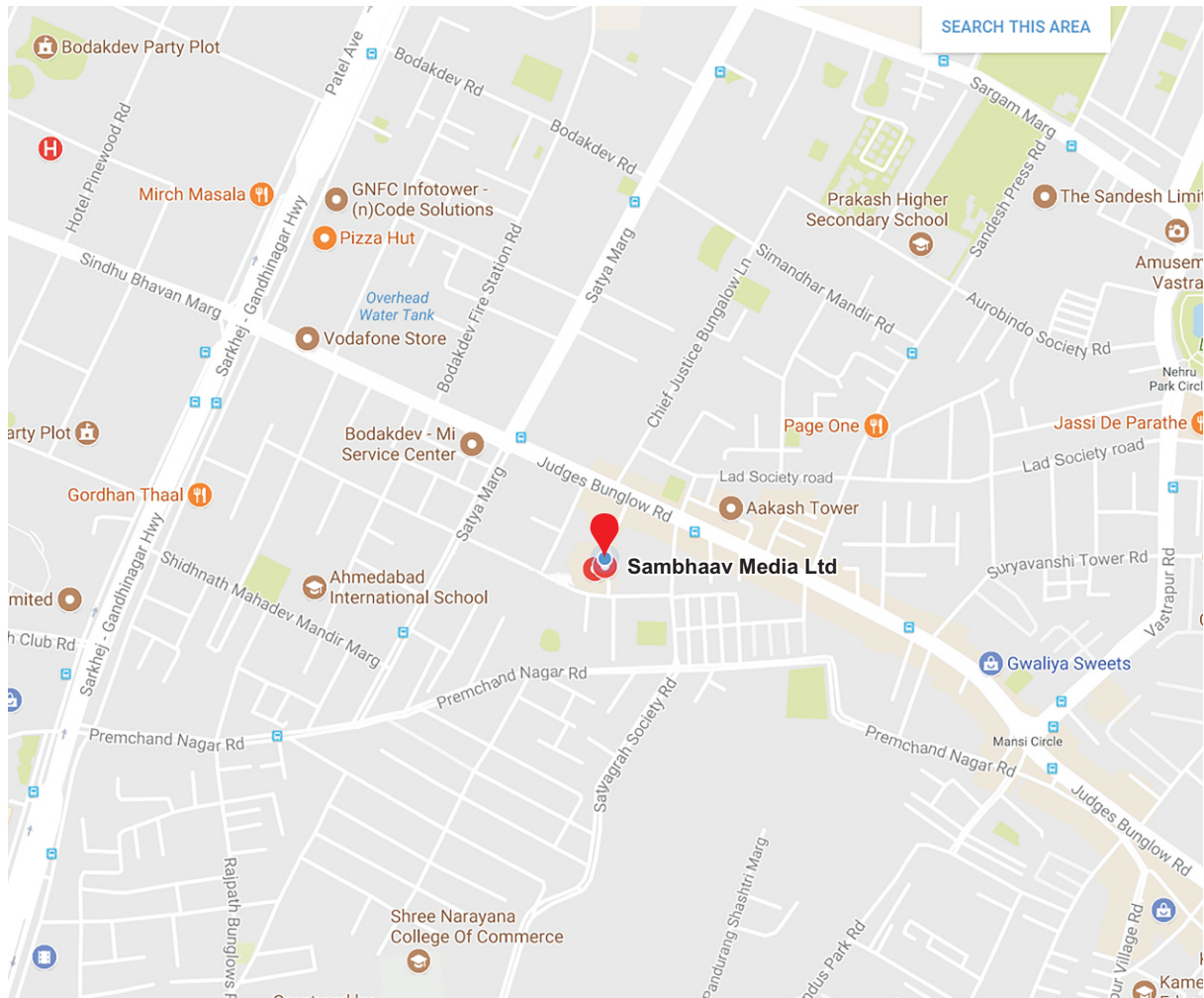
Signature of first Proxy holder _____



Signature(s) of Member(s)
across the Revenue Stamp

Note: 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.

ROUTE MAP TO THE AGM VENUE



SAMBHAAV MEDIA LIMITED

Venue of AGM: "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380 015

Day & Date of AGM: Friday, September 29, 2017

Time of AGM: 10:30 a.m.