



SAMBHAAV MEDIA LIMITED

(CIN: L67120GJ1990PLC014094)

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the Resolutions, appended below are proposed to be passed by the Members as Special/ Ordinary Resolution(s) by way of Postal Ballot and voting by electronic means i.e. remote e-voting by giving their assent/ dissent. The Explanatory Statement pertaining to all the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with Postal Ballot Form.

In the event the draft Resolutions as set out in this notice are assented to by requisite majority of Members through the entire voting process including Postal Ballot and voting by electronic means i.e. remote e-voting. The Ordinary Resolution shall be declared as passed, with a simple majority and Special Resolutions shall be declared as passed if the numbers of votes cast in the favour are not less than three times the number of votes cast, if any, against the said Resolutions. The date of the announcement of result of entire voting process including Postal Ballot and remote e-voting shall be considered to be the date of Extraordinary General Meeting and the date of passing of the said Resolutions.

Members are requested to carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer within 30 days from the end of dispatch of this Notice i.e. before 5:00 p.m. on April 12, 2016.

PROPOSED SPECIAL/ ORDINARY RESOLUTION(S):

1. BORROWING POWER UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and in modification of all earlier Resolutions passed in this regard under the Companies Act, 1956, and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Company, be and is hereby accorded to the Board of Directors and/or any Committee thereof of the Company, to borrow at its discretion, either from the Company's Bank or any other Indian or Foreign Bank(s), Financial Institution(s) and/or any other Lending Institutions, and/or body corporates and/

or to such other persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers/FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit, irrespective of the fact that such borrowing shall exceed the aggregate of the paid-up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total amount of borrowing together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rupees 200 Crore (Rupees Two Hundred Crore Only) at any time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

2. AUTHORITY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and in supersession of all earlier Resolutions passed in this regard under the Companies Act, 1956 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, if applicable or required under any statute(s)/ rule(s)/regulation(s) or any law for the time being in force, the Board of Directors and/or any Committee thereof of the Company, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/ or claims of the Company wheresoever situate, present and future such charge to rank either *pari-passu* with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institution(s), Bank(s) and other Lending Institution(s), and/or body corporate(s) and/or to such other person(s), if any, from whom the Company has/or proposed/proposes to borrow money/sums of moneys by way of term loans, cash credits, overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s)

entered/to be entered into by the Board of Directors/any Committee thereof of the Company within the overall borrowing limits authorized by the members from time to time pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

3. LOAN AND INVESTMENT BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 read with Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s) and/or give any guarantee(s)/provide any security in connection with loan(s) made, to acquire by way of subscription, purchase or otherwise the securities of any body corporate and/ or any person upto a limit not exceeding Rs. 100 Crore (Rupees One Hundred Crore Only) notwithstanding that the aggregate of the loans, guarantees or securities so far given or to be given to and/or securities so far acquired or to be acquired in all bodies corporate and to other persons may exceed the limits prescribed under the said section.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transaction(s) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it/they may, in its/their absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction(s) and also to do all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”

4. ALTERATION OF ARTICLES OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the draft Articles of Association be and are hereby approved and adopted as new Articles of Association of the Company in substitution, and to the exclusion, of existing Articles of Association of the Company”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper to give effect to this Resolution.”

5. ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the object clause of the Memorandum of Association of the Company be altered by adding the following new clause 3(e) after the existing clause 3(d) thereof:

“To acquire, buy, purchase, develop, design, procure, assemble, import, alter, sell, transfer, distribute, export, customize, assist, implement, maintain, run, operate, form Joint Venture and deals in information technology, software, hardware, networking, vehicle GPS system, security GPS tracking system, GPS navigation system, electronic GPS tracking system, GSM network, GPS navigation solutions, GPRS network integrated with GPS technology, GPS tracking chips and portable GPS chips for tracking, Vehicle Tracking, vehicle security, and intelligence system, passenger information system, technology based electronic system, programmes used in the field of space aviations, surface water, air transports, railways, defense, medical, engineering, marine and road transport, construction, mining, powers, traffics, offices, police, communications, manufacture, service, trade, commerce, weather satellite, research, hospitals, hotels, advertisings, education, decoration, automobiles, geographical, recreational domestic and other allied purposes, provide or take up information technology related assignments on sub-contract basis, to sell or otherwise deal in such hardware and software packages and all types of tabulating machines, computerized telecommunication systems and network, their components, spare parts, equipments, devices and to carry on the business of establishing, running and managing computer technology, offering equipment, solutions and services for networking and network management, data centre management in all the above mentioned areas.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such actions as may be necessary, proper or expedient to give effect to this Resolution.”

6. RE-APPOINTMENT OF MR. AMIT KUMAR RAY AS A WHOLE-TIME DIRECTOR:

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re- enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies

as may be necessary and as recommended by the Nomination and Remuneration Committee, approval and consent of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Amit Kumar Ray (DIN: 06468634) as a Whole-Time Director of the Company for a further period of 3 (three) years with the effect from February 13, 2016 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) per month.”

“**RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Amit Kumar Ray shall be the minimum remuneration payable to him in the terms of the provisions of Schedule V of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** Mr. Amit Kumar Ray shall be entitled for the reimbursement of actual entertainment, travelling, boarding, and lodging expenses, telephone and mobile expenses, conveyances incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.”

“**RESOLVED FURTHER THAT** Mr. Amit Kumar Ray shall be and, subject to the supervision and control of the Board of Directors, carry out such duties as may be entrusted to him from time to time by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions of the said appointment in its discretion deem fit within the maximum amounts payable in accordance with Schedule V of the Act or any amendments made thereafter in this regard.”

By the Order of the Board
For, Sambhaav Media Limited
Palak Asawa
Company Secretary

Date: February 13, 2016
Place: Ahmedabad

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. This Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on March 04, 2016.
3. Electronic copy of this Notice 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 id, physical copies of the Notice of the Postal Ballot *inter alia* indicating the process of the remote e-voting along with Postal Ballot form is being send in the permitted mode.
4. The Postal Ballot Form together with the self-addressed postage pre-paid envelope is enclosed for the use of the member. Members are requested to carefully read the instructions printed on the enclosed

Postal Ballot Form before exercising their vote and return the Form duly completed, signifying assent or dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer within a period of 30 (thirty) days from the date of dispatch of this notice i.e. before 5:00 p.m. on April 12, 2016.

5. The Company is pleased to offer remote e-voting facility as an alternate, for all its members to enable them to cast their vote electronically. Remote e-voting is optional. Members may either cast their vote by Postal Ballot or by using remote e-voting facility. It may be noted that the Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to the members of the Company. Remote e-voting facility shall be available on the website of NSDL at www.evoting.nsdl.com from 9:00 a.m. on March 14, 2016 to 5:00 p.m. on April 12, 2016. The ballot form received after the 5:00 p.m. on April 12, 2016 shall be treated as not received.
6. In case a member desires to exercise his/ her vote by using remote e-voting facility then he/ she has to carefully follow the instructions as enumerated in Sr. No. 8 of notes in this notice for voting through electronic means. The member can use the facility and log-in any number of times till he/ she has voted on all the Resolutions or till the end of the voting period. Members irrespective of who have registered their email IDs for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Registered Office of the Company or may download from the website of the company at www.sambhaavnews.com and send the same by post or hand delivery at the Registered Office of the Company addressed to the Scrutinizer.
7. Kindly note that the Members can opt only one mode of voting, i.e. either by Postal Ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by Postal Ballot also and *vice versa*. However, in case Members cast their vote by Postal ballot and remote e-voting, at that instance voting done through remote e-voting shall prevail and voting done by postal ballot will be treated as invalid.

8. Voting through electronic means:

1. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and rules framed thereunder, as amended from time to time and Regulation 44 of 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 by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depositories Limited(NSDL):

The instructions of remote e-voting are as under:

- A. In case of member receives email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; “Sambhaav e-Voting.pdf” with

- your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN 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.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select “EVEN” of Sambhaav Media Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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 rssharma42@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. 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.
- IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- V. The remote e-voting period commences on Monday, March 14, 2016 from 9:00 a.m. and ends on Tuesday, April 12, 2016 to 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 March 04, 2016 may cast their vote electronically. At the end of the remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VI. 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 March 04, 2016.
 - VII. Any person, who acquires shares of the Company and becomes a member after dispatch of this Notice and holding shares as on the cut-off date i.e. March 04, 2016, may obtain login ID and Password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-voting then existing user ID and Password can be used for casting vote.
9. The Company has appointed Mr. R S Sharma, of M/s. R S Sharma & Associates, Practicing Company Secretary having Membership No. A3126 (Address: 402, Panchdeep Complex, Near Mithakali Six Cross Roads, Navrangpura, Ahmedabad - 380 009) has been appointed as the Scrutinizer to scrutinize the postal ballot voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall submit his report as soon as possible after the last date of postal ballot remote e-voting ends but not later than seven days thereon.
11. The result of the entire voting process including Postal Ballot and voting by electronic means shall be declared by the Chairman or in case of absence of Chairman by the person authorized by him at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman/ Authorized Person, if the result of the Postal Ballot including remote e- voting indicates that the requisite majority of the Members had assented to the resolutions.
12. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.sambhaavnews.com and on the website of the agency i.e. www.evoting.nsdl.com immediately after the result is declared by the Chairman.
13. Members may contact Ms. Palak Asawa, Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Registered Office of the Company at Sambhaav House, Opp Judges’ Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380 015, Phone: +91 79 2687 3914/15/16/17, Fax: +91 79 2687 3922; Email: secretarial@sambhaav.com.

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 the office hours between 10:00 a.m. to 12:00 noon on any working days, up to the date of declaration of the result of the entire voting process.



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

Name of the Director	Mr. Amit Kumar Ray
Brief Resume of the Director	Mr. Amit Kumar Ray is a Commerce Graduate from Calcutta University. He possesses extensive experience of more than 30 years in the field of social work, marketing, advertising, communication and broadcasting. He has worked for many reputed organizations like McCann Ericson, Lintas, Clarion, Jwt, DDB Mudra, MarCom, Reliance Infocomm, BAG Network and International Mission of Hope. He was Joint Chairman of Technical Committee at Media Research User's Council (MRUC) which is an Apex body for conducting the world's largest readership study IRS.
Nature of his expertise in specific functional areas	Mr. Amit Kumar Ray has expertise in business management, marketing, branding, advertising, communication and event management.
Shareholding in Sambhaav Media Limited	Nil
Listed entities in which the person also holds directorship	Nil
Listed entities in which the person also holds Membership/ Chairmanship of Committees of the Board	Nil
Disclosure of relationships between directors inter-se	There is no inter-se relationship between Mr. Amit Kumar Ray and the other members of Board of Directors of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and Item No. 2:

The members of the Company have at the 24th Annual General Meeting held on September 20, 2014 authorized the Board of Directors to borrow monies up to Rs. 75 Crore (Rupees Seventy Five Crore Only) under Section 180(1) (c) of the Companies Act, 2013. However considering the future long term borrowing requirement of the Company, the Board of Directors of the Company recommends to further increase the borrowing power of the Board upto Rs. 100 Crore (Rupees One Hundred Crore Only), and as also to create charge/ mortgage on the assets of Company for such borrowing from Banks/ Institutions under the provisions of Section 180(1) (c) and 180(1) (a) of Companies Act, 2013.

The Board of Directors therefore recommends passing of Item No. 1 and 2 as Special Resolution(s), of the accompanying notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in these Resolutions except to the extent of their shareholding in the Company, if any.

Item No. 3:

The Company is undertaking various business activities through joint ventures/ subsidiaries/ associates and is also making strategic investment, from time to time, in subsidiaries, joint ventures, associate companies, other bodies corporate(s) and would, therefore,

be required to provide financial assistance, support by giving loan(s), guarantee(s), providing of security, making of investment in securities, in order to expand its business activities and also for optimum utilization and deployment of funds. Moreover, with the increasing business operations, dynamic strategies and future growth plans, it may become expedient for the Company to acquire security or provide loan(s) or give guarantee(s) or provide security to other body corporate(s) and other person(s), over a period of time.

The Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan(s) or guarantee(s) or provide security in connection with a loan to any other body corporate or person or acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, with the approval of Members by way of Special Resolution. In view of the aforesaid, it is proposed to obtain the approval of Members of the Company, as proposed in the resolution.

The Board of Directors therefore recommends passing of Item No. 3 as a Special Resolution of the accompanying notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

Item No. 4:

Consequent upon the commencement of the Companies Act, 013, the provisions contained in the existing Articles of Association of the Company, have either been irrelevant or become ineffectual. Rather than to alter those regulations, it is advisable to adopt a new set of Articles of Association containing the provisions/ regulations, which are in consonance with the existing Law. Many companies have adopted new set of Articles of Association in substitution, and to the exclusion of their existing Articles of Association and therefore it is proposed to adopt a new set of Articles of Association.

The proposed new draft Articles of Association is uploaded on the Company's website for perusal by the Members of the Company. The proposed new draft Articles of Association is also available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. and 12:00 p.m. upto the date of declaration of the result of the entire voting process.

The Board of Directors hereby therefore recommends passing of Item No. 4 as a Special Resolution, of the accompanying notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

Item No. 5:

The Members are hereby informed that the current main object clause of the Memorandum of Association of the Company covers all the activities carried on by the Company. However, specific clauses, to show the domain services area of the Company in several emerging sectors of media, advertising, communication and technology due to increasing digitization of operations, needs to be incorporated in the Memorandum of Association and therefore, it is proposed to amend the main object clause of the Memorandum of Association by adding the new clause after the existing clause 3(d).

It may be noted that the alterations are in the nature of additions and consolidation of the current clauses and that the scope of the existing clauses remains as before.

The Board of Directors of the Company on February 13, 2016, approved the above mentioned alteration in the Object Clause of

the Memorandum of Association of the Company and recommends passing of Item No. 5 as a Special Resolution, of the accompanying notice for the approval of members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in this Resolution except to the extent of their shareholding in the Company, if any.

Item No. 6:

Mr. Amit Kumar Ray was appointed as a Whole-Time Director of the Company for a period of 3 (three) years at the annual general meeting held on July 06, 2013. He has on completion of his tenure, on recommendation by Nomination and Remuneration Committee, been re-appointed as a Whole-Time Director of the Company by the Board at their meeting held on February 13, 2016 for a further period of (3) three years.

Mr. Amit Kumar Ray is a Commerce Graduate from Calcutta University. He possesses extensive experience of more than 30 years in the field of social work, marketing, advertising, communication and broadcasting. He has worked for many reputed organizations like McCann Ericson, Lintas, Clarion, JwT, DDB Mudra, MarCom, Reliance Infocomm, BAG Network and International Mission of Hope. He was Joint Chairman of Technical Committee at Media Research User's Council (MRUC) which is an Apex body for conducting the world's largest readership study IRS.

It is proposed to seek Members approval for the re-appointment of Mr. Amit Kumar Ray as a Whole-Time Director for a further period of (3) three years, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors therefore recommends passing of Item No. 6 as Ordinary Resolution, of the accompanying notice for the approval of members.

None of the Directors and Key Managerial personnel and their relatives other than Mr. Amit Kumar Ray himself is interested in this resolution.

Date: February 13, 2016

Place: Ahmedabad

By the Order of the Board
For, Sambhaav Media Limited
Palak Asawa
Company Secretary