

## NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of Sambhaav Media Limited will be held on Friday; 28<sup>th</sup> August, 2015 at 10:30 a.m. at the Registered Office of the Company at Sambhaav House, Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad- 380015 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including audited balance sheet as at 31st March, 2015 and the statement of profit and loss for the year ended on that date and the report of the Board of Directors' and auditor's thereon.
2. To appoint a Director in place of Mr. Manoj B. Vadodaria (holding DIN 00092053), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the auditors and to fix their remuneration and in this regards 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 and rules made there under, M/s Dhirubhai Shah & Doshi., (Firm Registration No. 102511W), Chartered Accountants, be and are hereby reappointed as the statutory auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of next annual general meeting, at a remuneration to be decided by the Board of Directors in consultation with audit committee and the auditors.”

### SPECIAL BUSINESS

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

“**RESOLVED THAT** Mrs. Raksha S. Bharadia (holding DIN 02070775), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28.03.2015, in terms of Section 161 of the Companies Act, 2013 and articles of association of the Company and whose term of office expires at the annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing her 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 terms of period of 5 (Five) consecutive years w.e.f 28<sup>th</sup> August, 2015.

Date: May 09, 2015

Place: Ahmedabad

By order of the Board of Directors

**Kiran B. Vadodaria**  
Chairman  
(DIN: 00092067)

### Sambhaav Media Ltd.

**Registered Office:** “Sambhaav House”

Opp. Judges' Bungalows, Premchandnagar Road,

Satellite, Ahmedabad- 380015

**CIN: L67120GJ1990PLC014094**

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### IMPORTANT NOTES

1. The register of members and the share transfer books of the Company will remain closed from 25<sup>th</sup> August, 2015 to 28<sup>th</sup> August, 2015 (both days inclusive) for the purpose of annual general meeting.
2. 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.
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. 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. 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.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchange 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.

6. Electronic copy of the Annual Report for the year 2014-15 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) 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 Annual Report for 2014-15 is being sent in the permitted mode.
7. Electronic copy of the Notice of the 25th 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(s) 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 25th 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.
8. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website [www.sambhaavmetro.com](http://www.sambhaavmetro.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](mailto:secretarial@sambhaav.com).
9. 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 the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 25th annual general meeting by electronic means and the business may be transacted through remote e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for remote e-voting are as under:
  - A. In case a member receives an 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](mailto:rssharma42@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM [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 Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
  - II In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - III If you are already registered with NSDL for 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 e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - V The e-voting period commences on 25<sup>th</sup> August, 2015 (9:00 am) and ends on 27<sup>th</sup> August, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> August, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - VI 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.

- VII 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.
- VIII 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 22<sup>nd</sup> August, 2015.
- IX 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. 22<sup>nd</sup> August, 2015, 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.
- X Mr. R S Sharma of M/s. R S Sharma & Associates, Company Secretaries (Membership No. ACS:3126) (Address: 402, 'Panchdeep', Nr. Mayor Colony, Mithakhali Six Road, Navrangpura, Ahmedabad – 380009, has been appointed as the Scrutinizer to scrutinize the remote e-voting and Poll process in a fair and transparent manner.
- XI The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes 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 consolidated report on votes cast through remote e-voting and poll process at the meeting to the Chairman.
- XII The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of the NSDL 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 am to 6.30 pm) on all working days, up to and including the date of the annual general meeting of the Company.

**INFORMATION AS REQUIRED UNDER CLAUSE 49 (IV) (G) (i) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT:**

Name of the Directors	Mr. Manoj B. Vadodaria	Mrs. Raksha S. Bharadia
Director Identification Number (DIN)	00092053	02070775
Date of Birth	29th April, 1958	10th December, 1971
Nationality	Indian	Indian
Date of Appointment on Board	18th July, 1995	28th March, 2015
Qualification	Commerce Graduate	Arts Graduate
Shareholding in Sambhaav Media Ltd.	11235376	Nil
Directorship held in other Companies	Nila Infrastructures Ltd.	Aishwarya Tea Co. Pvt. Ltd.
Expertise in Specific Functional Area	He has extensive experience of Business and Financial Management	She is a prominent author and has rich experience of writing books and articles
Membership / Chairmanship of Committees of other public companies	2	Nil
There are no inter – se relationship between these two Directors and other Board Members except Mr. Manoj B. Vadodaria is related to Mr. Kiran B. Vadodaria.		

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

**Item No: 4**

Mrs. Raksha S Bharadia has graduated in arts from Loreto College, Calcutta University. She has worked with Star Plus for show Lakho Main Ek; as columnist for Femina, Ahmedabad Mirror and DNA Ahmedabad. She was professor at CEPT University Ahmedabad, Gujarat in 2011. She is an author and has written many books and articles.

As informed Mrs. Raksha S. Bharadia is not disqualified from being appointed as Director in terms of Section 164 (2) the Companies Act, 2013 and the Company has received the requisite undertaking confirming her eligibility for such appointment. In the opinion of the Board Mrs. Raksha S. Bharadia fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the listing agreement. As informed Mrs. Raksha S. Bharadia does not hold any share of the Company. Copy of the draft letter for appointment of Mrs. Raksha S. Bharadia setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours, on any working day.

It is proposed to seek Members' approval by passing ordinary resolution for the appointment of Mrs. Raksha S. Bharadia as an Independent Director, in terms of the applicable provisions of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel other than Mrs. Raksha S. Bharadia herself is interested in the resolution of Item No. 4.

**SAMBHA AV MEDIA LIMITED**

CIN: L67120GJ1990PLC014094

**Registered Office:** "Sambhaav House", Opp: Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad-380015  
secretarial@sambhaav.com / www.sambhaavmetro.com

**ATTENDANCE SLIP**

(Please complete this Attendance Slip and hand it over at the entrance of the Hall.)

I hereby record my presence at the **25<sup>th</sup> Annual General Meeting** of the Company held on **Friday, 28<sup>th</sup> August, 2015 at 10:30 a.m** at the Registered office of the Company.

Folio/DPID/Client ID No. \_\_\_\_\_ 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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**PROXY FORM**

*(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:

E-mail Id:

Registered Address:

Folio No/DP ID/Client ID:

I/We, being the member(s) of Sambhaav Media Limited, holding \_\_\_\_\_ shares, 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: \_\_\_\_\_, or failing him

And whose signature(s) are appended below as my/our proxy to attend and vote for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on the Friday, 28<sup>th</sup> day of August, 2015 at 10:30 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Resolutions:** (1) To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including audited balance sheet as at 31st March, 2015 and the statement of profit and loss for the year ended on that date and the report of the Board of Directors and auditor thereon. (2) Reappointment of Mr. Manoj B. Vadodaria, who retires by rotation (3) Appointment of Auditors and fix their remuneration (4) Appointment of Mrs. Raksha S. Bharadia as an Independent Director

Affix Revenue Stamp of Re. 1/- signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signature of Shareholder \_\_\_\_\_

Affix Revenue Stamp of Re. 1/-

Signature of first Proxy holder \_\_\_\_\_

**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) A Proxy need not be a member of the Company.