

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMBHAAV MEDIA LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 29, 2018 AT 10:30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT “SAMBHAAV HOUSE”, OPP. JUDGES’ BUNGALOWS, PREMCHANDNAGAR ROAD, SATELLITE, AHMEDABAD - 380 015 TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis for the financial year ended on March 31, 2018 including the Balance Sheet as at March 31, 2018, the Statement of Profit & Loss for the financial year ended on that date, and the Reports of the Auditors and Directors 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 & Co, Chartered Accountant, (Registration No. 102511W), who were appointed as Statutory Auditor of the Company at the 27<sup>th</sup> Annual General Meeting to hold office up to the conclusion of 28<sup>th</sup> 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 2018-19 on such remuneration as may be decided by the Managing Director in consultation with audit committee and the said Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Audit Committee), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution.”

### SPECIAL BUSINESS:

#### 4. To re-appoint Mr. Kiran B Vadodaria as Chairman & Managing Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Kiran B Vadodaria (DIN: 00092067), who fulfills the conditions prescribed under schedule V of the Companies Act, 2013, be and is hereby re-appointed as Chairman & Managing Director of the Company for a further period of 5 (Five) years with effect from June 01, 2018 on the remuneration and terms and conditions as set out below:

- a) Basic Salary: ₹ 1,00,000/- (Rupees One Lakh only) per month.
- b) Period of re-appointment: 5 (Five) years w.e.f. June 01, 2018.
- c) In the event of loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Kiran B Vadodaria shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.
- d) Mr. Kiran B Vadodaria shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, if any, from time to time, be available to other Senior Executives of the Company.



- e) Mr. Kiran Vadodaria shall, 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.
- f) Mr. Kiran B Vadodaria will be entitled to leave according to the Company's leave rules.
- g) The terms and conditions of the said appointment may be altered or varied from time to time by the Board of Directors, as it may deem fit and proper, in accordance with Schedule V of the Companies Act, 2013 as amended from time to time.

**Date:** May 30, 2018

**Place:** Ahmedabad

**By order of the Board of Directors**

**Palak P Asawa**  
Company Secretary

**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

**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 22, 2018 to September 29, 2018 (both days inclusive) for the purpose of 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 Annual General Meeting is provided at the end of this Annual Report.
  8. Electronic copy of the Annual Report for the Financial Year 2017-18 and the notice of the 28<sup>th</sup> 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 28<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2017-18 will also be available on the Company's website [www.sambhaavnews.com](http://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](mailto:secretarial@sambhaav.com).
  10. SEBI has vide circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 directed to collect copy of PAN and bank account details of all the shareholders holding securities in physical form and therefore such shareholders are hereby requested to submit their above mentioned details with the RTA of the Company.
1. **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 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 at the 28<sup>th</sup> 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, 2018 (9:00 a.m.) and ends on September 28, 2018 (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 22, 2018 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](http://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](http://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"> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 22, 2018.
  - 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 22, 2018, may obtain login ID and password by sending an email to [secretarial@sambhaav.com](mailto: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.
  - 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	Manoj B Vadodaria	Kiran B Vadodaria
	Re-appointment upon Retiring by Rotation	Re-appointment as Chairman & Managing Director
Director Identification Number (DIN)	00092053	00092067
Date of Birth	April 29, 1958	August 18, 1960
Age	60 years	58 years
Nationality	Indian	Indian
Date of appointment on Board	July 18, 1995	July 26, 1990
Qualification	Commerce Graduate	Mechanical Engineer
Experience	More than 35 Years	More than 30 Years
Expertise in functional area	Business Management, Corporate Strategies and Fund Raising	Business Management, Corporate Strategies and Fund Raising
Last drawn remuneration	NA	Rs. 12,00,000/- p.a.
Number of Board Meetings attended during 2017-18	4	4
Shareholding in the Company	20735376 Shares aggregating 10.85% of total shareholding of the Company	33826935 Shares aggregating 17.70% of total shareholding of the Company
Name of Directorships held in other Companies	1. Nila Infrastructures Limited	1. Nila Infrastructures Limited 2. The Indian Newspaper Society
Membership/ Chairmanship of Committees of other public companies	He is also Member in Stakeholders Relationship Committee and Corporate Social Responsibility Committee of Nila Infrastructures Limited	He is also Member in Audit Committee, Compensation Committee and CSR Committee of Nila Infrastructures Limited and Chairman of Stakeholders Relationship Committee of Nila Infrastructures Limited
Relationship with other Board	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj B Vadodaria and Mr. Kiran B Vadodaria are brothers	There is no inter se relationship with other Board Members and KMPs except Mr. Kiran B Vadodaria and Mr. Manoj B Vadodaria are brothers

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

**Item No: 4**

The Board of Directors have, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 30, 2018 has re-appointed Mr. Kiran B Vadodaria as the Chairman and Managing Director of the company for a further period of 5 (five) years with effect from June 01, 2018 at such remuneration and terms & conditions of appointment as agreed by Board of Directors and subsequently approved by members at ensuing Annual General Meeting. His re-appointment as Managing Director is permissible in accordance with the provisions of Schedule V to the Companies Act, 2013, if approved by the members at the ensuing annual general meeting.

Mr. Kiran B Vadodaria is a part of the promoter and promoter group of the company. He is Mechanical Engineer and possesses varied experience and exposure base in Media Industry, who has contributed significantly to development and growth of the Company. It is highly beneficial for the company to avail his valuable services for further development of the company by re-appointing him as the Chairman and Managing Director of the company for the further period of five (5) years with effect from June 01, 2018 on such terms and conditions and remuneration as set out in resolution no.4 of the accompanying notice.

None of the Directors and Key managerial personnel or their relative other than Mr. Kiran B Vadodaria, himself and Mr. Manoj B Vadodaria, relative of him, is interested in the resolution of Item No.4.

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

The following additional detailed information as per Section – II of Schedule V of the Companies Act, 2013 is as follows:

Sr. No.	Information required	Details						
<b>I</b>	<b>General Information</b>							
a.	Nature of Industry	Media						
b.	Date or expected date of commencement of commercial production	The Company was incorporated on 26 <sup>th</sup> Day of July 1990 as private limited company and had already commenced its business operations.						
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable						
d.	Financial performance based on given indicators	Financial Year 2016-17 Total Standalone Revenue : ₹ 3,296.70 Lakhs Profit Before Tax : ₹ 474.33 Lakhs Profit After Tax : ₹ 360.09 Lakhs Earnings per Share : 0.24 Face Value of Share : ₹ 1/- per share						
e.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct foreign capital investment has been made in the Company.						
<b>II</b>	<b>Information about the appointee</b>							
a.	Background Details	With 30+ years of experience, knowledge and insight in the media industry, Mr. Kiran B Vadodaria transformed Sambhaav Media Limited from a publication house to a complete media house. His tremendous spirit and execution capabilities are what distinguish him from others. Mr. Kiran B Vadodaria is son of the well-known journalist, editor and founder of the Sambhaav Group, Late Shri Bhupatbhai Vadodaria, and the driving force in taking Sambhaav Media Limited towards new horizons. He is firm believer in the best management practice, transparent governance, and long-term value investments.						
b.	Past Remuneration	<table><tr><th>Year</th><th>Amount in Rupees</th></tr><tr><td>2016-17</td><td>1200000</td></tr><tr><td>2015-16</td><td>1200000</td></tr></table>	Year	Amount in Rupees	2016-17	1200000	2015-16	1200000
Year	Amount in Rupees							
2016-17	1200000							
2015-16	1200000							
c.	Recognition and Awards	-						
d.	Job profile and his suitability	Mr. Kiran B Vadodaria is the Chairman & Managing Director of the Company and devotes whole time attention to the management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.						
e.	Remuneration Proposed	Basic Salary of ₹ 1 Lakh per month and such other perquisites and amenities as are available to the other senior executives of the Company as per the policy.						
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the responsibilities shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.						
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration Mr. Kiran B Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in the annual report .						
<b>III</b>	<b>Other Information</b>							
a.	Reasons of loss or inadequate profits	There are no losses or inadequate profits in the last three years.						
b.	Steps taken or proposed to be taken for improvement	Not Applicable						
c.	Expected increase in productivity and profits in measurable terms	Not Applicable						

Date: May 30, 2018

Place: Ahmedabad

By order of the Board of Directors

Palak P Asawa  
Company Secretary

**SAMBHA AV MEDIA LIMITED**

CIN: L67120GJ1990PLC014094

Registered Office: "Sambhaav House", Opp. Judges' Bungalows,  
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**ATTENDANCE SLIP**

I hereby record my presence at the **28<sup>th</sup> Annual General Meeting** of the Company held on **Saturday, September 29, 2018 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.



**SAMBHA AV 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

**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 28<sup>th</sup> Annual General Meeting of the Company, to be held on the Saturday, September 29, 2018 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, 2018 (Ordinary Resolution) (2) Re-appointment of Mr. Manoj B Vadodaria who retires by rotation (Ordinary Resolution) (3) Appointment of M/s Dhirubhai Shah & Co, Chartered Accountants, Ahmedabad as auditors of the Company and fixing their remuneration (Ordinary Resolution).

**Special Business :**

(4) To re-appoint Mr. Kiran B Vadodaria as Chairman & Managing Director (Special Resolution).

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

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

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

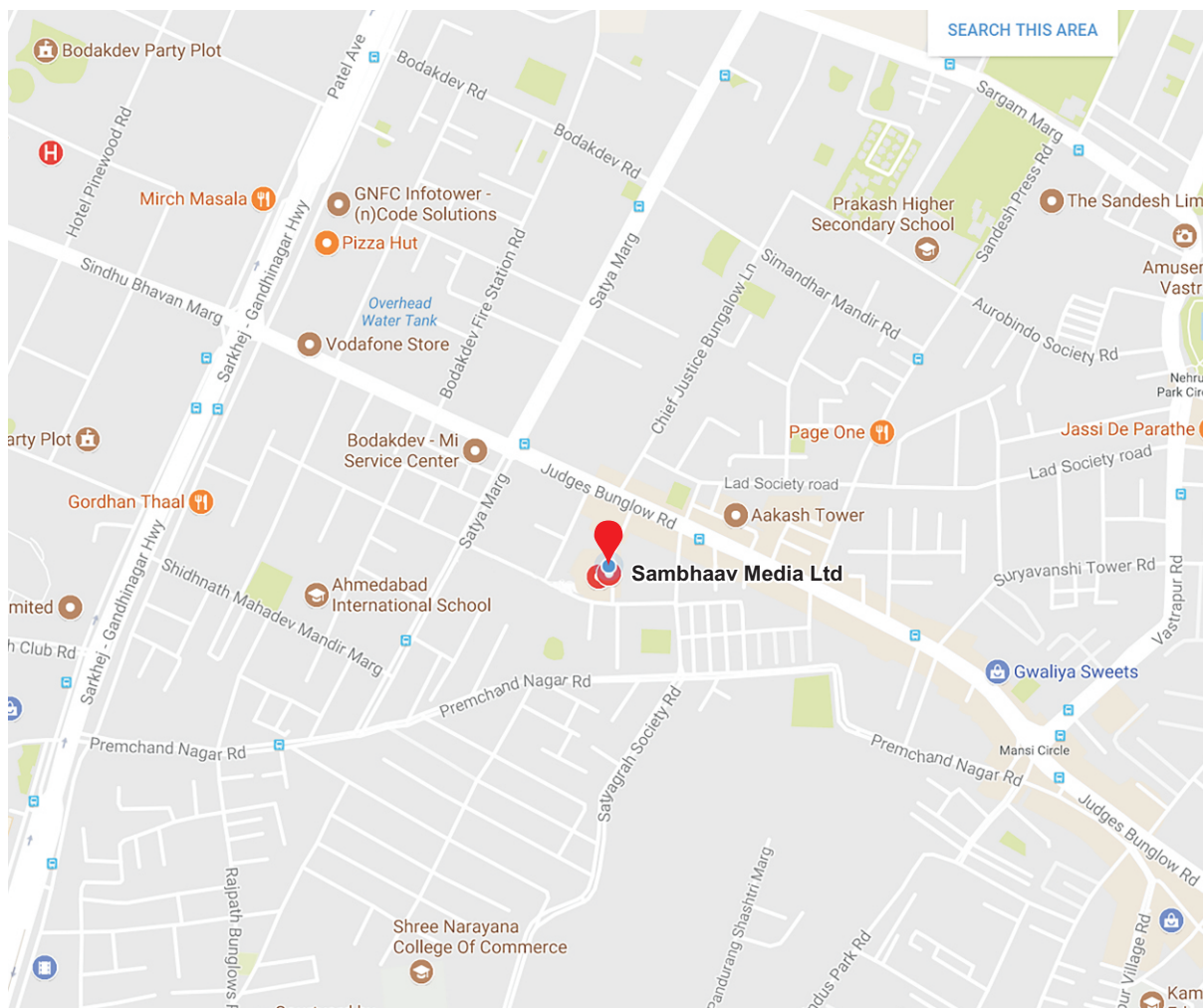
Affix a  
Revenue  
Stamp ₹ 1

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



### SAMBHAHV MEDIA LIMITED

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

**Day & Date of AGM:** Saturday, September 29, 2018

**Time of AGM:** 10:30 a.m.

