

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMBHAAV MEDIA LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2019 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 Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on March 31, 2019 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. R K Doshi & Co, LLP Chartered Accountants, (Registration No. 102745W/W100242), be and is hereby appointed as the Statutory Auditor of the Company for a term of 5 (Five) years to hold office from conclusion of 29th Annual General Meeting till conclusion of 34th Annual General Meeting 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 appoint Mrs. Gouri P Popat as an Independent Woman Director of the Company:**

*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 Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Gouri Popat (DIN: 08356151), who was appointed as an Additional Director of the Company and holds office up to the date of this Annual General Meeting and is eligible for appointment with approval of the Ministry of Information & Broadcasting and in respect of whom the Company has received a notice in writing from the Member of the Company under the provisions of Section 160 of the Act, proposing her candidature for the office of Director be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. February 12, 2019 to February 11, 2024, not liable to retire by rotation."

5. **To re-appoint Mr. N R Mehta as an Independent Director of the Company for further period of 5 (Five) years:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. N R Mehta (DIN: 00092386), who was appointed as an Independent Director and in respect of whom the Company has received a notice in writing from the Member of the Company under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024, not liable to retire by rotation notwithstanding the fact that he may attain the age of 75 (Seventy Five) years during his term of appointment."

6. To re-appoint Mr. O P Bhandari as an Independent director of the Company for further period of 5 (Five) years:

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

“RESOLVED THAT pursuant to the provisions of Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. O P Bhandari (DIN: 00056458), who was appointed as an Independent Director and in respect of whom the Company has received a notice in writing from the Member of the Company under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024, not liable to retire by rotation.”

7. To re-appoint Mr. Dilip D Patel as an Independent Director of the Company for further period of 5 (Five) years:

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

“RESOLVED THAT pursuant to the provisions of Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Dilip D Patel (DIN: 01523277), who was appointed as an Independent Director and in respect of whom the Company has received a notice in writing from the Member of the Company under Section 160 of the Act, proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024, not liable to retire by rotation notwithstanding the fact that he may attain the age of 75 (Seventy Five) years during his term of appointment”.

8. To re-appoint Mr. Amit Kumar Ray as a Whole-Time Director of the Company for further period of 3 (Three) years:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Amit Kumar Ray (DIN: 06468634), be and is hereby re-appointed as a whole-Time Director of the Company to hold office for a further term of 3 (Three) years w.e.f. February 12, 2019 to February 11, 2022, at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) per month”

“RESOLVED FURTHER THAT Mr. Amit Kumar Ray in his capacity as whole-Time Director, be entitled for such perquisites, amenities, facilities, and reimbursements as may be available to the other senior executives of the Company in accordance with the remuneration policy.”

9. To approve Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 188 and all other applicable provisions of the Companies Act, 2013, if any, Rule 15 of Companies (Meetings of Board and its Powers) 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 consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors and/ or any duly constituted committee thereof for entering into the following transactions/ arrangements/ contracts/ agreements (including any other transfer of resources, services or obligations) hereto entered into or to be entered into by the Company in a financial year.

SN	Name of Related Party	Type of Transactions	Maximum Value of Transactions in a Financial Year (Amount in Crore)	Duration of Arrangement
1.	Nila Infrastructures Limited (CIN: L45201GJ1990PLC013417)	1) Sale, Purchase and dealing of land, land rights and immovable properties, renting and leasing of immovable properties;	75	5 (Five) Years from the date of passing this resolution
2.	Nila Spaces limited (CIN: L45100GJ2000PLC083204)	2) Construction of works contract/ execution of construction and development work, job works etc.;	50	
3.	Gujarat News Broadcasters Private Limited (CIN: U92132GJ2010PTC060767)	3) Financial assistances in the form of capital, loans, providing security or guarantee for the loans, provide capital contribution, bank guarantees, and financial assistant of any nature; 4) Any other transfer of resources, services or obligations;	75	
4.	Mr. Kiran B Vadodaria	1) To sell, purchase, and deal in land and land rights, immovable properties;	75	
5.	Mr. Manoj B Vadodaria	2) Transactions of personal guarantees, security, collateral, etc. to the Banks, Non-Banking Financial Companies, Financial Institutions etc. for loans and borrowings availed by the Company.	75	
6.	Mr. Shailesh B Vadodaria		75	
7.	Mrs. Nila S Vadodaria		75	

“RESOLVED FURTHER THAT to give effect to above resolution the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto. “

Date: August 10, 2019
Place: Ahmedabad

By order of the Board of Directors

Palak Asawa
Company Secretary
Membership No. A40377

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.sambhaav.com



**SAMBHA AV
GROUP**

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 21, 2019 to September 27, 2019 (both days inclusive) for the purpose of Annual General Meeting.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THAT A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 (FORTY-EIGHT) 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. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of any corporate action including dividend, if any. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company.
5. 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.
6. 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.
7. Details under Regulation 36(3) of SEBI 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.
8. A route-map showing direction to reach the venue of the 29th Annual General Meeting is provided at the end of Notice.
9. Electronic copy of the Annual Report for the Financial Year 2018-19 and the notice of the 29th 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 29th 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.
10. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.sambhaav.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.

• **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 29th 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 24, 2019 (09:00 a.m.) and ends on September 26, 2019 (05:00 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 20, 2019 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) 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. 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 their vote using CDSL’s mobile app – “m-Voting” for e-voting. “m-Voting” app is available on Apple, Android and Windows based mobiles. Shareholders may log into “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 and NRI etc.) and Custodian 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 20, 2019.
 - 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 20, 2019, 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.
 - VI. Mr. Umesh Ved from M/s. Umesh Ved & Associates, Practicing Company Secretary (Membership No. FCS: 4411) (Address: 304, Shoppers Plaza V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009), has been appointed as Scrutinizer to scrutinize the remote e-voting process as well as poll process during the Annual General Meeting in a fair and transparent manner.
 - VII. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than 3 (three) days makes 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 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 STANDARDS ON GENERAL MEETINGS (SS-2) IN RESPECT OF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:

Particulars	Retire by Rotation
Name of the Director	Mr. Manoj B Vadodaria
DIN	00092053
Date of Birth	April 29, 1958
Age	62 years
Nationality	Indian
Qualification	Commerce Graduate
Experience	More than 35 Years
Nature of expertise in specific functional area	Business Management, Corporate Strategies and Fund Raising
Terms and Conditions of Re-appointment	NA
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	July 18, 1995
Shareholding in the Company	20735376 Shares (10.85%)
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.
Number of Board Meetings attended during 2018-19	4 out of 4
Name of Directorships held in other Companies	1. Nila Infrastructures Limited - Chairman & Managing Director.
Membership/ Chairmanship of Committees of other public companies	He is Member in Corporate Social Responsibility Committee and Member of Stakeholders Relationship Committee in Nila Infrastructures Limited.

Particulars	Appointment - Independent Woman Director
Name of the Director	Mrs. Gouri P Popat
DIN	08356151
Date of Birth	April 29, 1958
Age	61 years
Nationality	Indian
Qualification	Master in Commerce, LLB & Diploma in Taxation Practice (D.T.P)
Experience	More than 28 years
Nature of expertise in specific functional area	Extensive experience of Direct Tax and Commercial Laws, Tax Consultants.
Terms and Conditions of Appointment	Mrs. Gouri P Popat is appointed as an Independent Women Director for a period of 5 (Five) years w.e.f. February 12, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website www.sambhaav.com
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	February 12, 2019
Shareholding in the Company	Nil
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings attended during 2018-19	1 out of 4
Name of Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil

Particulars	Re-appointment - Independent Director
Name of the Director	Mr. N R Mehta
DIN	00092386
Date of Birth	July 12, 1946
Age	73 years
Nationality	Indian
Qualification	Government Commercial Diploma
Experience	More than 50 years
Nature of expertise in specific functional area	Exposure in financial and strategic matters.
Terms and Conditions of Re-appointment	Mr. N R Mehta is re-appointed as an Independent Director of the company for a period of 5 (Five) years w.e.f. September 20, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website www.sambhaav.com
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	April 01, 2003
Shareholding in the Company	Nil
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings attended during 2018-19	4 out of 4
Name of Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil

Particulars	Re-appointment - Independent Director
Name of the Director	Mr. O P Bhandari
DIN	00056458
Date of Birth	September 02, 1953
Age	66 years
Nationality	Indian
Qualification	Bachelor in Science and Chartered Accountant (CA)
Experience	More than 30 years
Nature of expertise in specific functional area	Field of auditing, taxation, merchant banking and financial matters.
Terms and Conditions of Re-appointment	Mr. O P Bhandari is re-appointed as an Independent Director of the company for a period of 5 (Five) years w.e.f. September 20, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website www.sambhaav.com
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	August 01, 2003
Shareholding in the Company	Nil
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings attended during 2018-19	4 out of 4
Name of Directorships held in other Companies	1. Ankit Financial Services Private Limited - Director 2. D and A Financial Services Private Limited -Director
Membership/ Chairmanship of Committees of other public companies	Nil

Particulars	Re-appointment - Independent Director
Name of the Director	Mr. Dilip D Patel
DIN	01523277
Date of Birth	June 23, 1946
Age	73 years
Nationality	Indian
Qualification	Bachelor in Science and M. A.
Experience	More than 30 years
Nature of expertise in specific functional area	Wealth of Business Consulting
Terms and Conditions of Re-appointment	Mr. Dilip D Patel is re-appointed as an Independent Director of the company for a period of 5 (Five) years w.e.f. September 20, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website www.sambhaav.com
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	June 01, 2000
Shareholding in the Company	Nil
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings attended during 2018-19	3 out of 4
Name of Directorships held in other Companies	1. Nila Infrastructures Limited - Director.
Membership/ Chairmanship of Committees of other public companies	He is Member in Nomination & Remuneration committee in Nila Infrastructures Limited.

Particulars	Re-appointment – Whole-Time Director
Name of the Director	Mr. Amit Kumar Ray
DIN	06468634
Date of Birth	November 30, 1959
Age	60 years
Nationality	Indian
Qualification	Commerce Graduate
Experience	More than 30 years
Nature of expertise in specific functional area	Social work, marketing, advertising, communication and broadcasting
Terms and Conditions of Re-appointment	Mr. Amit Kumar Ray is re-appointed as a Whole time Director of the Company for a period of 3 (Three) years w.e.f. February 12, 2019, with the existing terms of appointment
Last drawn remuneration	₹ 50,000 p.m.
Remuneration proposed to be paid	As per the resolution passed by the Board of Directors at the Meeting held on February 12, 2019 subject to approval of shareholders.
Date of first appointment on Board	February 09, 2013
Shareholding in the Company	Nil
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings attended during 2018-19	3 out of 4
Name of Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil

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

Item No. 3

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the tenure of M/s. Dhirubhai Shah & Co LLP (ICAI Registration No.102511W/ W100298), Chartered Accountant, comes to an end with the conclusion of this Annual General Meeting.

The Board of Directors of the Company, on recommendation of the Audit Committee, considered the appointment of M/s. R K Doshi & Co LLP Chartered Accountants, (Registration No. 102745W/ W100242), as statutory auditors for a term of 5 (Five) years, commencing from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting.

Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board also considered the proposed fees payable to M/s. R K Doshi & Co LLP for the financial year 2019-20 at ₹ 2,50,000 (Rupees Two Lakhs Fifty Thousand Only) payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

M/s. R K Doshi & Co LLP, established in the year 1980 with 6 branches of office and have sectoral experience of audit assignments of companies in different industries. The Committee considered various parameters like capability to serve a diverse and complex business landscapes that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. R K Doshi & Co LLP to be best suited to handle the audit of the financial statements of the Company.

M/s. R K Doshi & Co LLP have consented to the aforesaid appointment, if made, would be within the limits specified under section 141(3) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions to section 139(1), section 141(2) and section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives are in any way concerned or interested, as set out in Item No. 3 of the Notice.

The Board accordingly recommends Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the Shareholders.

Item No. 4

The Company, in compliance with the applicable regulatory requirements and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company after reviewing confirmation of independence, had appointed Mrs. Gouri P Popat as an Additional Director of the Company in the category of Independent Woman Director for a term of 5 (Five) consecutive years w.e.f. February 12, 2019 to February 11, 2024, pursuant to section 161 (1) of the Companies Act, 2013 Mrs. Gouri P Popat hold office till the date of ensuing Annual General Meeting. Appropriate notice has been received from a member of the Company proposing appointment of Mrs. Gouri P Popat as Director of the Company and requisite consent have been received from Mrs. Gouri P Popat, pursuant to the provisions of Section 152 of the Companies Act, 2013 and approval from Ministry of Information & Broadcasting. In the opinion of the Board, Mrs. Gouri P Popat who is proposed to be appointed as Independent Woman 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 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.sambhaav.com.

As informed Mrs. Gouri P Popat does not hold any shares of the Company. Mrs Gouri P Popat does not have Directorship at any other listed company nor has membership or chairmanship of Committees. Mrs. Gouri P Popat is not related to the other members of the Board in any manner. Brief Profile and other details of Mrs. Gouri P Popat forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mrs. Gouri P Popat (whose appointment is proposed in this resolution), is in any way concerned or interested, as set out in Item No. 4 of the Notice.

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

Item No: 5

Mr. N R Mehta, was appointed as Non-Executive Independent Director of the Company at the 24th Annual General Meeting held on September 20, 2014. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors at their meeting held on May 20, 2019 consider re-appointment of Mr. N R Mehta as an Independent Director for a second term of 5 (Five) years w.e.f. September 20, 2019 to September 19, 2024.

Additionally, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 01, 2019, require a company to obtain the approval of shareholders by passing a special resolution for the appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years. Mr. N R Mehta aged 73 years, will complete 75 years during his proposed second term.

Mr. N R Mehta had been with Indian Express Group for more than 31 years and had garnered rich experience of media industry. Considering his expertise contribution, overall fitness, alert mind and good health and long association with the Company as well, it has been though prudent by the Remuneration and Nomination Committee and the Board of Directors to extend his association as Independent Director by re-appointing him for second term of 5 (Five) years notwithstanding the fact that he would attain the age of 75 during his tenure as Director.

A copy of 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.sambhaav.com.

Brief Profile and other details of Mr. N R Mehta forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. N R Mehta (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 5 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 5 of the Notice for approval by the Shareholders.

Item No: 6

Mr. O P Bhandari was appointed as Non-Executive Independent Director of the Company at the 24th Annual General Meeting held on September 20, 2014. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors at their meeting held on May 20, 2019 consider re-appointment of Mr. O P Bhandari as an Independent Director for a second term of 5 (Five) years w.e.f. September 20, 2019 to September 19, 2024.

Mr. O. P Bhandari has been associated with the Company for long time. Mr. O. P Bhandari has contributed in the finance & taxation area of the Company as well as a member of the audit committee played a key role to establish effective financial control systems. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and considering the value addition contribution, approved the re-appointment of Mr. O. P Bhandari as Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024.

A copy of 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.sambhaav.com.

Brief Profile and other details of Mr. O P Bhandari forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. O P Bhandari (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 6 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 6 of the Notice for approval by the Shareholders.

Item No: 7

Mr. Dilip D Patel was appointed as Non-Executive Independent Director of the Company at the 24th Annual General Meeting held on September 20, 2014. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors in their meeting held on May 20, 2019 consider re-appointment of Mr. Dilip D Patel as an Independent Director for a second term of 5 (Five) years w.e.f. September 20, 2019 to September 19, 2024.

Additionally, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019, require a company to obtain the approval of shareholders by passing a special resolution for the appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years. Mr. Dilip D Patel aged 73 years, will complete 75 years during his proposed second term.

Mr. Dilip D. Patel possesses extensive experience of marketing, business management, corporate strategic planning and corporate governance. In spite of the fact that he may attain the age of 75 years during the tenure of his directorship and considering his expertise contribution, overall fitness, alert mind and good health, etc. it has been thought prudent by the Nomination and Remuneration Committee and the Board of Directors to avail his services by extending his tenure for second term of 5 years.

A copy of 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.sambhaav.com.

Brief Profile and other details of Mr. Dilip D Patel forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. Dilip D Patel (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 7 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 7 of the Notice for approval by the Shareholders.

Item No: 8

Mr. Amit Kumar Ray was appointed as Whole-Time Director of the Company at the Extra-ordinary General Meeting held on April 13, 2016. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors in their meeting held on February 12, 2019 re-appointed Mr. Amit Kumar Ray as a Whole-Time Director for a further period of 3 (Three) years.

Mr. Amit Kumar Ray has been associated with the Company for long time. Mr. Amit Kumar Ray has contributed in the area of social work, marketing, advertising, communication and broadcasting in the Company. Also, played a key role to provide guidance on area of Media & Communication in the Company. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and considering his expertise in the field of Media, considering the complexity of the Company's business, approved the re-appointment of Mr. Amit Kumar Ray as a Whole- Time Director of the Company.

Brief Profile and other details of Mr. Amit Kumar Ray forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. Amit Kumar Ray (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 8 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 8 of the Notice for approval by the Shareholders.

Item No. 9

Your Company is mainly into the business of media, advertising and communication industry and also had past experience of execution of varied projects and dealing in financial services industry. As you are aware, the Group under which your Company belongs also has many other entities with whom your Company enjoys synergy of business and operations. Considering the factors like business

exigencies, faster decision making, utilization of resources optimally, meet urgent financial needs, cost reduction, profit maximization and in the overall interest of the shareholders at large, many a times need would arise to enter into transactions with such entities falling under the definition of related parties.

Your Company has framed a Policy for dealing with Related Party Transactions in accordance with the requirement of the applicable SEBI Listing Regulations. In accordance with the policy and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is necessary to obtain approval of the shareholders by passing ordinary resolution before entering into any such transactions / arrangement / contracts / agreements etc. which are material in nature.

The particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/ transactions etc. are furnished further:

Particulars	Details	
Name of the Related Party	Nila Infrastructures Limited Nila Spaces Limited Gujarat News Broadcasters Private Limited	Kiran B Vadodaria Manoj B Vadodaria Shailesh B Vadodaria Nila M Vadodaria
Name of the Director or Key Managerial Personnel who is related, if any;	Kiran B Vadodaria Manoj B Vadodaria	Kiran B Vadodaria Manoj B Vadodaria
Nature of Relationship	1. Nila Infrastructures Limited and Sambhaav Media Limited have similar Promoter and Promoter Group. 2. Nila Spaces Limited and Sambhaav Media Limited have similar Promoter and Promoter Group. 3. Gujarat News Broadcasters Private Limited is a Company wherein Promoter Group person Mr. Deep S Vadodaria holds 53.90% shares of the Company. 4. Mr. Kiran B Vadodaria along with Mr. Manoj B Vadodaria, Mr. Deep S Vadodaria Mr. Shailesh B Vadodaria and other promoter group holds 62.93% paid up capital of the Company.	
Nature, Material Terms, Monetary value and Duration and Particulars of the Arrangement:		
Nature	1) Sale, Purchase and dealing of land, land rights and leasing and renting of immovable properties. 2) Construction of works contract/ execution of construction and development work, job works etc. 3) Marketing arrangements and rights, trademark and intellectual rights and other business arrangements. 4) Financial assistances in the form of capital, loans, providing security or guarantee for the loans, provide capital contribution, bank guarantees, and financial assistant of any nature. 5) Any other transfer of resources, services or obligations.	1) To sell, purchase, and deal in land and land rights, leasing and renting of immovable properties. 2) Transactions of personal guarantees, security, collateral, etc. to the Banks, Non-Banking Financial Companies, Financial Institutions for loans and borrowings availed by the company.
Material Terms	The transaction(s) shall be entered into at arm's length basis on such terms and practices as are prevailing in the industry for similar nature of transaction and as if the parties are unrelated.	
Monetary Value	The aggregate value of such transaction(s) with each related party as enumerated in the resolution shall not exceed the prescribed limit under the resolution in a financial year.	
Duration	The arrangements are for a period of 5 (Five) years w.e.f. the date of passing of this resolution.	

The members are informed that as per the Explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party is considered as material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. It is envisaged that the value of the above referred arrangements/ contracts/ agreements/ transactions may exceed the threshold limit prescribed under the regulation and may be classified as material and may consequently require approval of the members.

The Board of Directors therefore recommends passing of Item No. 9, as Ordinary Resolution, of the accompanying notice for the approval of members. The Audit Committee and the Board of Directors have accorded their consent to the above referred arrangements/ contracts/ agreements/ transactions at their respective meetings held on May 20, 2019.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except as disclosed herein above in this explanatory statement of Item No. 9.

However, in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Item No. 9 being for approval of related party transactions, all related parties, including the above, shall not vote to the resolution.

Date: August 10, 2019

Place: Ahmedabad

By order of the Board of Directors

**Palak Asawa
Company Secretary
Membership No. A40377**

SAMBHAAV 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.sambhaav.com

**SAMBHAAV 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.sambhaav.com**ATTENDANCE SLIP**

I hereby record of my presence at the **29th Annual General Meeting** of the Company, to be held on the **Friday, 27 September 2019 at 10:30 a.m.** at the Registered Office, "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad- 380 015.

Folio No/ DP ID/ 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.**SAMBHAAV 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.sambhaav.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:	
E-mail Id:	Folio No/ DP ID/ Client ID:

I/ We, being the member(s) of Sambhaav Media Limited, hereby appoint

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
- 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 29th Annual General Meeting of the Company, to be held on the Friday, 27 September 2019 at 10:30 a.m. at the Registered Office of the Company situated 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. The holder of proxy may vote either for/ in favor by marking (✓) or in against by marking (*) on each resolution.

S.N.	Brief Details of the Resolution	For	Against
	Ordinary Business:		
(1)	Adoption of Annual Accounts as on March 31, 2019 (Ordinary Resolution)		
(2)	Re- appointment of Mr. Manoj B Vadodaria (DIN 00092053), who retires by rotation (Ordinary Resolution)		
(3)	Appointment of Statutory Auditors (Ordinary Resolution)		
	Special Business:		
(4)	To appoint Mrs. Gouri P Popat (DIN: 08356151), as an Independent Woman Director of the Company (Ordinary Resolution)		
(5)	To re-appoint Mr. N R Mehta (DIN: 00092386), as an Independent Director of the Company for further period of 5 years (Special Resolution)		
(6)	To re-appoint Mr. O P Bhandari (DIN: 00056458), as an Independent Director of the Company for further period of 5 years (Special Resolution)		
(7)	To re-appoint Mr. Dilip D Patel (DIN: 01523277), as an Independent Director of the Company for further period of 5 years (Special Resolution)		
(8)	To re-appoint Mr. Amit Kumar Ray (DIN: 06468634), as a Whole-Time Director of the Company for further period of 3 years (Special Resolution)		
(9)	To approve Related Party Transactions (Ordinary Resolution)		

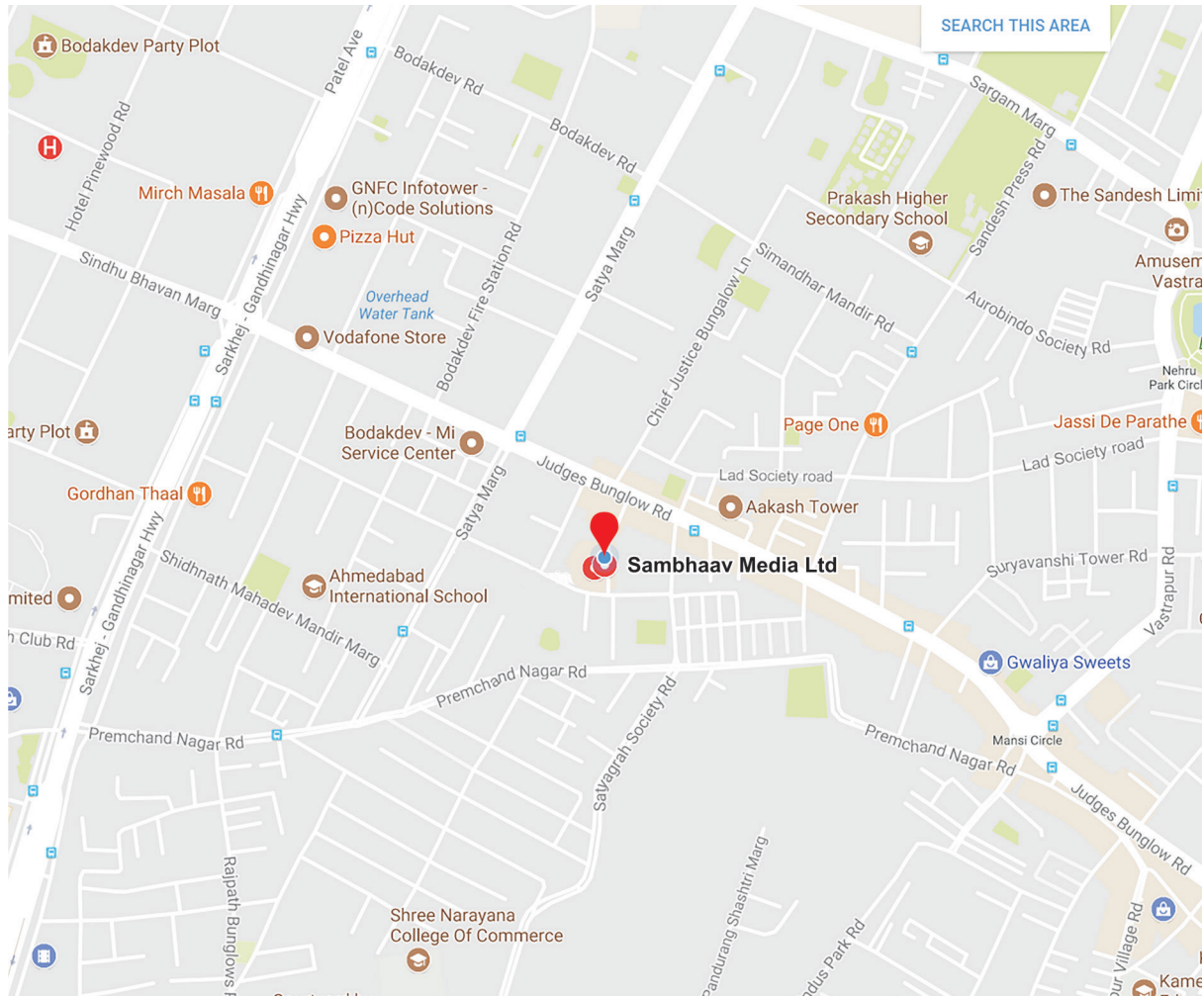
Signed this _____ day of _____ 2019

Signature of Shareholder _____

Signature of first Proxy holder _____

Affix a
Revenue
Stamp ₹ 1Signature(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 27, 2019

Time of AGM: 10:30 a.m.