



UMESH VED & ASSOCIATES
Company Secretaries

304, Shoppers Plaza-V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009.
Telefax : (O) +91 79 30024153/ 30070889-90 • Mobile +91 98250 35998
E mail : info@umeshvedcs.com, umeshvedcs.office@airtelmail.in • Website : www.umeshvedcs.com

FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Sambhaav Media Limited
"Sambhaav House",
Opp. Judges' Bungalows,
Premchandnagar Road,
Satellite, Ahmedabad - 380015

Re: 29th Annual General Meeting (AGM) of Sambhaav Media Limited held on Friday, the 27th September, 2019 at 10:30 A.M. at "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380015.

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the 29th Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 29th AGM of the Members of "Sambhaav Media Limited" (the Company) held on Friday, the 27th September, 2019 at 10:30 A.M. at "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380015.

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the vote casted "in favor" or "against" the resolution(s) based on the reports generated from the Remote e-voting system provided by the Central Depository Services (India) Limited (the Agency/ service provider) and the Polling at the AGM.

I submit my report as under:

- i. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
- ii. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

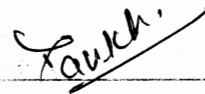


Continuation Sheet

- iii. The shareholders of the Company holding shares as on the “cut-off” date 20th September, 2019, were entitled to vote on the proposed resolutions as set out in item nos. 1 to 9 in the Notice of the 29th AGM of Sambhaav Media Limited.
- iv. The facility provided for Remote E-Voting commenced from 9:00 A.M. on Tuesday, the 24th September, 2019 and ended on 5:00 P.M. on Thursday, the 26th September, 2019. The Remote E-voting facility was blocked thereafter.
- v. At the venue of the AGM the facility to cast vote by poll was provided to facilitate those members present at the AGM who could not participate through Remote E-voting, to record their votes. After counting of the votes conducted at the venue of the AGM through Ballot, the votes casted through Remote E- voting were unblocked by me in the presence of two witnesses, namely, Mrs. Prity Jain Thakkar and Ms Pankti Thakkar who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Prity Jain



Pankti Thakkar

- vi. The voting done through Remote E-voting and Polling at the meeting were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.
- vii. The result of the Remote e-voting as well as Polling at the AGM is as under:

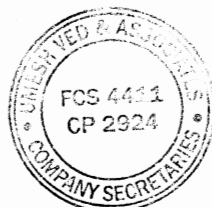
(1) **ORDINARY RESOLUTION** for Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	48	123741094	100.00%
Poll	15	15030	100.00%
Total	63	123756124	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%



Continuation Sheet**Umesh Ved & Associates**

- (2) **ORDINARY RESOLUTION** for Re-appointment of Mr. Manoj B. Vadodaria (DIN : 00092053), who retires by rotation and being eligible, offers himself for re-appointment.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	33	3475112	100.00%
Poll	15	15030	100.00%
Total	48	3490142	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%

- (3) **ORDINARY RESOLUTION** for Appointment of M/s. R K Doshi & Co, LLP Chartered Accountants, (Registration No. 102745W/W100242) 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.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	48	123741094	100.00%
Poll	15	15030	100.00%
Total	63	123756124	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%



Continuation Sheet**Umesh Ved & Associates**

- (4) **ORDINARY RESOLUTION** for appointment of Mrs. Gouri P Popat as an Independent Woman Director of the Company.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	48	123741094	100.00%
Poll	15	15030	100.00%
Total	63	123756124	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%

- (5) * **SPECIAL RESOLUTION** for re-appointment of Mr. N R Mehta as an Independent Director of the Company for further period of 5 (Five) years.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	48	123741094	100.00%
Poll	15	15030	100.00%
Total	63	123756124	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%



- (6) **SPECIAL RESOLUTION** for re-appointment Mr. O P Bhandari as an Independent director of the Company for further period of 5 (Five) years.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	48	123741094	100.00%
Poll	15	15030	100.00%
Total	63	123756124	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%

- (7) **SPECIAL RESOLUTION** for re-appointment Mr. Dilip D Patel as an Independent Director of the Company for further period of 5 (Five) years.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	48	123741094	100.00%
Poll	15	15030	100.00%
Total	63	123756124	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%



- (8) **SPECIAL RESOLUTION** for re-appointment Mr. Amit Kumar Ray as a Whole-Time Director of the Company for further period of 3 (Three) years.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	48	123741094	100.00%
Poll	14	11030	100.00%
Total	62	123752124	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%

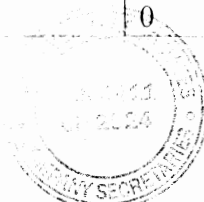
- (9) * **ORDINARY RESOLUTION** for approval of Related Party Transactions.

Voted in Favor of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	33	3475112	100.00%
Poll	15	15030	100.00%
Total	48	3490142	100.00%

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person or by proxy)	Number of Votes Cast by them	% of total number of Valid votes cast
E voting	0	0	0.00%
Poll	0	0	0.00%
Total	0	0	0.00%



Continuation Sheet

Umesh Ved & Associates

- viii. No polling paper were found invalid.
- ix. 1 polling paper was found abstained from Voting for Resolution No. 8.
- x. 40 (Forty) Equity Shareholders attended the meeting but did not exercise the poll voting at the venue of the meeting.
- xi. 15 (Fifteen) Shareholders holding 120265982 Equity shares who opted for E-voting found abstained from voting of resolution No. 2 and 9.
- xii. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.
- xiii. The Electronic data and all other relevant records relating to Remote e-voting and Ballot/Poll Papers conducted at the AGM are under my safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,



Umesh Ved
Umesh Ved
Umesh Ved & Associates
Company Secretaries
FCS No: 4411
CP No: 2924

Kiran B Vadodaria
Kiran B Vadodaria
Chairman and Managing Director
(DIN: 00092067)

Date: 28.09.2019

Place: Ahmedabad

* As per Companies Letter No. SML/CS/2019/104 dated 28th September, 2019, there was an inadvertent mismatch occurred in the sequence of item number of resolutions in the physical ballot papers and that of e-voting data at CDSL website, vis-à-vis the agenda proposed in the notice of the 29th Annual General Meeting of the Company. The effect in the Scrutinizer report has been accordingly given.