

SAMBHAHV MEDIA LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMBHAHV MEDIA LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 10, 2016 AT 10:30 A.M. AT "SAMBHAHV HOUSE", OPP. JUDGES' BUNGALOWS, PREMCHANDNAGAR ROAD, SATELLITE, AHMEDABAD - 380 015 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2016 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 Dhirubhai Shah & Doshi, Chartered Accountants, (Registration No. 102511W), who were appointed as Statutory Auditor of the Company at the 25th Annual General Meeting to hold office up to the conclusion of 26th 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 on such remuneration as may be mutually agreed by the Board of Directors 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 BUSINESSES:

4. To approve transaction(s) of personal guarantee, security, collaterals, etc. by the Directors and their relatives for the loan and borrowings of the Company and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 188 (1) (a) of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act, the consent, permission and approval of the members of the Company be and is hereby accorded to the transaction(s) entered into and to be entered into for providing personal guarantees, security, collaterals etc. by the Directors and their relatives to the Banks, Non Banking Finance Companies (NBFCs) and Financial Institutions for the loans and borrowings availed by the Company provided such personal guarantees, security, collaterals, etc. in a Financial Year shall not exceed the amount as enumerated herein below.

SN	Name of Related Party	Maximum amount in a Financial Year (₹ in Crore)
1	Manoj B Vadodaria	40
2	Kiran B Vadodaria	40
3	Shailesh B Vadodaria	40
4	Nila M Vadodaria	40
5	Alpa K Vadodaria	40

"RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors 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."

5. To issue Warrants convertible into Equity Shares on preferential basis and in this regard pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended (“the Companies Act, 2013”) and the rules made there under, the Memorandum of Association and Article of Association of Sambhaav Media Limited (“the Company”), [Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009] as amended (“SEBI (ICDR) Regulations”), the provisions of the revised listing agreement entered into with the stock exchange(s) on which the Company's equity shares are listed (“the stock exchange”), the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, as amended and the rules, regulations, guidelines, circulars, notifications, if any, issued by Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India, or any other competent authorities, whether in India or abroad, from time to time, to the extent applicable, and subject to the permission, consents, sanctions and approval by the authorities as may be necessary and subject to such conditions and modification as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (herein after referred to as “the Board”), to exercise its powers conferred by this resolution), the consent of the company be and is hereby accorded to the Board to offer, issue and allot upto an aggregate of 45000000 (Four Crore Fifty Lac Only) Fully Convertible Warrants (“Warrants”), convertible into equivalent number of equity shares of ₹ 1/- (one) each of the Company at any time within 18 months from the date of allotment of the Warrants, in one or more tranches, for cash at the exercise price of ₹ 5/- (five) per Warrant (including premium of ₹ 4/- (four) per Warrant) aggregating to ₹ 22,50,00,000/- (Rupees Twenty Two Crore Fifty Lac Only) to the following persons belonging to the Promoter and Non-promoters (“the Allotees”) on preferential basis, at such time or times and on terms and conditions and in such manner as may be decided by the Board in this regard:

SN	Name, PAN and Address of the Proposed Allotees	Number of Warrants	Category
1.	Kiran B Vadodaria PAN: AAMPV2793B Address: 2, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	9000000	Promoter
2.	Alpa K Vadodaria PAN: AAXPV2285P Address: 2, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	800000	Promoter Group
3.	Kajal Kiran Vadodaria PAN: AJGPV1210J Address: 2, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	700000	Promoter Group
4.	Manoj B Vadodaria PAN: AALPV5038N Address: 1, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	9500000	Promoter
5.	Nila M Vadodaria PAN: AAKPV0644B Address: 1, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	1000000	Promoter Group

SAMBHAHV MEDIA LIMITED

SN	Name, PAN and Address of the Proposed Allotees	Number of Warrants	Category
6.	Shailesh B Vadodaria PAN: AAQPV5049Q Address: 3, Anjani Avenue, Sambhaav House Compound, Opp. Judges' Bungalows, Bodakdev, Ahmedabad-380015	300000	Promoter Group
7.	Mina S Vadodaria PAN: AAQPV5048R Address: 3, Anjani Avenue, Sambhaav House Compound, Opp. Judges' Bungalows, Bodakdev, Ahmedabad-380015	200000	Promoter Group
8.	Deep S Vadodaria PAN: ACWPV7910N Address: 3, Anjani Avenue, Sambhaav House Compound, Opp. Judges' Bungalows, Bodakdev, Ahmedabad-380015	10000000	Promoter Group
9.	Belaben H Shah PAN: AHBPS7672L Address: 7/B Jivansmruti Society, Nr. Mirambika Char Rasta, Naranpura, Ahmedabad-380013	7000000	Non-promoter (Public)
10.	Kinnari V Shah PAN: AHBPS7671K Address: 7/B Jivansmruti Society, Nr. Mirambika Char Rasta, Naranpura, Ahmedabad-380013	6500000	Non-promoter (Public)
	Total	45000000	

“**RESOLVED FURTHER THAT** the relevant date for determining the applicable price of the issue of the Warrants in accordance with the SEBI (ICDR) Regulations, be fixed as August 11, 2016, being the 30th day prior to September 10, 2016, the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue”.

“**RESOLVED FURTHER THAT** the issue of Warrants shall be subject to the following terms and conditions:

- The Warrants shall be allotted within a period of 15 days from the date of receipt of shareholders' approval for the preferential issue of Warrants, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.
- The equity share allotted pursuant to Conversion of Warrants allotted to the allottees shall be subject to lock-in from the date of trading approval granted from the Stock Exchange(s) for such period as prescribed under the SEBI (ICDR) Regulations.
- The Warrant to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares arising on Conversion of the Warrants shall rank *pari passu* with the existing equity shares of the Company in all respect.
- Each Warrant shall be convertible into 1 (one) equity share of nominal value of ₹ 1/- (one) each at exercise price of ₹ 5/- (five) per Warrant (including premium of ₹ 4/- (four) per Warrant) which is calculated in accordance with the SEBI (ICDR) Regulations. The total number of equity shares to be allotted on conversion of Warrants shall not exceed 45000000 (Four Crore Fifty Lac Only). The Warrants are convertible into Equity Shares at any time after the allotment at the option of the allottee in one or more tranches subject to maximum period of 18 months from the date of their allotment.



- e) If the entitlement against Warrants to apply for Equity Shares is not exercised within the specified period of 18 months, such entitlement shall lapse and the amount paid on such Warrants shall stand forfeited.
- f) The Warrant holder(s) shall on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the total consideration per Warrant.
- g) The Warrant holder(s) shall on or before the date of allotment of Equity Shares pursuant to the exercise of option against each Warrant, pay the balance 75% or any other amount as may be remaining unpaid, of the consideration per Warrant.
- h) The amount referred to in (d) above shall be non interest bearing.
- i) The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, for the Corporate Action such as bonus issue, right issue, sub division and consolidation of stocks, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.
- j) The holder of Warrant shall not be entitled to any dividend and voting rights until the Conversion of the Warrant to equity share.

“RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued on Conversion of Warrants with the Stock Exchange(s) where the existing shares of the Company are listed.”

“RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for admission of the new equity shares to be issued on conversion of warrants on preferential basis.”

“RESOLVED FURTHER THAT subject to the provisions of the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorised to vary, modify or alter any of the relevant terms and conditions including the exercise price of the warrants on a higher side than mentioned above, as it may deem expedient without being required to seek consent or approval of the Company in a General Meeting.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Warrants or equity shares arising on Conversion of Warrants, the Board be and are hereby authorised to take necessary steps to give effect to this resolution and to do all such acts, deeds, matters, and things as it may in their absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarification on the issue and allotment of Warrants, resolving any difficulties, effecting any modification to the forgoing (including any modification to the terms of issue) preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaison with appropriate authorities to obtain requisite approvals, entering into contracts, arrangements, agreements, memorandum, documents for the appointment of agencies for managing, listing and trading of equity shares arising on conversion of Warrants, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Warrants.”

Place: Ahmedabad

Date: August 12, 2016

By order of Board of Directors

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

Palak Asawa

Company Secretary

IMPORTANT NOTES

1. The register of members and the share transfer books of the Company will remain closed from September 03, 2016 to September 10, 2016 (both days inclusive) for the purpose of Annual General Meeting.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) 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.

SAMBHAAV MEDIA LIMITED

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 dividend. 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 for payment of dividend are requested to write to the Company.
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 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 the Annual Report.
8. Electronic copy of the Annual Report for the Financial Year 2015-16 and the Notice of the 26th 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 26th 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 26th Annual General Meeting and the Annual Report for the Financial Year 2015-16 will also be available on the Company's website 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.
10. 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 26th Annual General Meeting by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "Sambhaav e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Sambhaav Media Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.



- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rssharma42@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (I) Initial password will be provided separately:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsd.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- V. The remote e-voting period commences on September 07, 2016 (9:00 a.m.) and ends on September 09, 2016 (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 03, 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. Further the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VII. Further physical poll papers shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- VIII. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 03, 2016.
- IX. Any person, who acquires shares of the Company and becomes a member after dispatch of the Notice and holding shares as on the cut-off date i.e. September 03, 2016 may obtain login ID and password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NSDL for remote e-voting then existing user ID and password can be used for casting the vote.
11. Mr. R. S. Sharma, Practicing Company Secretary (Membership No. ACS:3126) (Address: 402, 'Panchdeep', Nr. Mayor Colony, Mithakhali Six Road, Navrangpura, Ahmedabad - 380 009), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
12. The Scrutinizer shall immediately after the conclusion of the voting at the Annual General Meeting, first count the votes at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and not later than 3 (three) days make a consolidated report on votes cast through remote e-voting and poll process at the meeting to the Chairman.
13. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of the NSDL immediately after the result is declared by the Chairman.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 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.**

SAMBHAHV MEDIA LIMITED

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

A brief resume of Mr. Manoj B Vadodaria being re-appointed at the ensuing Annual General Meeting:

Name of the Director	Manoj B Vadodaria
Director Identification Number (DIN)	00092053
Date of Birth	April 29, 1958
Nationality	Indian
Date of Appointment on Board	July 18, 1995
Qualification	Commerce Graduate
Brief Resume of the Director	Mr. Manoj B Vadodaria is a self-made business man and his induction to the business world was at a very early age. He has combated harsh realities and adversities of business life successfully. This experience culminated into maturity and fervor of a rare kind. The practical school of business has made him a financial wizard backed by his sharp business instincts.
Nature of his expertise in specific functional areas	He has extensive experience of Business and Financial Management.
Listed entities in which the person also holds the directorship	Sambhaav Media Limited; Nila Infrastructures Limited
Listed entities in which the person also holds Membership/Chairperson of Committees of the board	He is also Member in Stakeholder Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee of Nila Infrastructures Limited and Risk Management Committee of Sambhaav Media Limited
Shareholding in Sambhaav Media Limited	11235376 Shares
Mr. Manoj B Vadodaria is not related to any other Director except with Mr. Kiran B Vadodaria, being brother and also belonging to Promoter and Promoter Group.	

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

Item No: 4

The Company from time to time, for the purpose of its business, borrows money from Banks, NBFCs and Financial Institutions. As a part of normal banking documentation these Banks, NBFCs and Financial Institutions insist for personal guarantees, security, collaterals etc. from Directors and their relatives. In order to facilitate easy and prompt borrowing and in the interest of the Company it has been decided to obtain permission of the shareholders for such transaction(s). The particulars of the arrangement in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014 are as under:

Particular	Details				
	Manoj B Vadodaria	Kiran B Vadodaria	Shailesh B Vadodaria	Nila M Vadodaria	Alpa K Vadodaria
Name of the Related Party	Manoj B Vadodaria	Kiran B Vadodaria	Shailesh B Vadodaria	Nila M Vadodaria	Alpa K Vadodaria
Name of the Director or key managerial personnel who is related, if any;	Manoj B Vadodaria; and Kiran B Vadodaria	Manoj B Vadodaria; and Kiran B Vadodaria	Manoj B Vadodaria; and Kiran B Vadodaria	Manoj B Vadodaria; and Kiran B Vadodaria	Manoj B Vadodaria; and Kiran B Vadodaria
Nature of Relationship	Director	Managing Director	Brother of Director	Wife of Director	Wife of Director
Monetary Value (₹ In Crore)	Not exceeding ₹ 40 Crores in a Financial Year	Not exceeding ₹ 40 Crores in a Financial Year	Not exceeding ₹ 40 Crores in a Financial Year	Not exceeding ₹ 40 Crores in a Financial Year	Not exceeding ₹ 40 Crores in a Financial Year
Nature, Material Terms, Duration and Particulars of the Arrangement:					
Nature	The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals, etc. by the Directors and their relatives for the loan and borrowing of the Company.				
Material Terms and particulars of the arrangement	The transaction(s) shall be entered into at arm's length basis on such terms as are determined with lenders from time to time.				
Duration	The arrangements are for a period of 5 (five) years w.e.f. the date of passing of these resolutions.				

None of the Directors, Key Managerial Personnel and Relatives of the Directors/ Key Managerial Personnel of the Company is interested in the proposed Special Resolution in item no. 4 except Mr. Kiran B Vadodaria, Mr. Manoj B Vadodaria, and their relatives being persons belonging to Promoters Group.

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

Item No: 5

The Board of Directors at their meeting held on August 12, 2016, subject to the approval of the shareholders and other necessary approval(s), has approved the proposal for issue of 45000000 (Four Crore Fifty Lac Only) Convertible Warrants into equivalent number of equity shares of ₹ 1/- (one) each at an exercise price of ₹ 5/- (five) per Warrant (including premium of ₹ 4/- (four) per Warrant) to the persons belonging to Promoters and Non-promoters.

A. MATERIAL FACTS RELATING TO THE ISSUE OF CONVERTIBLE WARRANTS:

- i) The proposed issue of Convertible Warrants on Preferential Basis to Promoters and Non-promoters would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations as amended up to date and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations.
- ii) The Company is proposing to allot the above securities to the following Persons:

SN	Name, PAN and Address of the Proposed Allotees	Number of Warrants	Category
1.	Kiran B Vadodaria PAN: AAMPV2793B Address: 2, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	9000000	Promoter
2.	Alpa K Vadodaria PAN: AAXPV2285P Address: 2, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	800000	Promoter Group
3.	Kajal Kiran Vadodaria PAN: AJGPV1210J Address: 2, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	700000	Promoter Group
4.	Manoj B Vadodaria PAN: AALPV5038N Address: 1, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	9500000	Promoter
5.	Nila M Vadodaria PAN: AAKPV0644B Address: 1, Anjani Avenue Bungalows, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad-380015	1000000	Promoter Group
6.	Shailesh B Vadodaria PAN: AAQPV5049Q Address: 3, Anjani Avenue, Sambhaav House Compound, Opp. Judges' Bungalows, Bodakdev, Ahmedabad-380015	300000	Promoter Group
7.	Mina S Vadodaria PAN: AAQPV5048R Address: 3, Anjani Avenue, Sambhaav House Compound, Opp. Judges' Bungalows, Bodakdev, Ahmedabad-380015	200000	Promoter Group

SAMBHAHV MEDIA LIMITED

SN	Name, PAN and Address of the Proposed Allotees	Number of Warrants	Category
8.	Deep S Vadodaria PAN: ACWPV7910N Address: 3, Anjani Avenue, Sambhaav House Compound, Opp. Judges' Bungalows, Bodakdev, Ahmedabad-380015	10000000	Promoter Group
9.	Belaben H Shah PAN: AHBPS7672L Address: 7/B Jivansmruti Society, Nr. Mirambika Char Rasta, Naranpura, Ahmedabad-380013	7000000	Non-promoter (Public)
10.	Kinnari V Shah PAN: AHBPS7671K Address: 7/B Jivansmruti Society, Nr. Mirambika Char Rasta, Naranpura, Ahmedabad-380013	6500000	Non-promoter (Public)

iii) The Exercise Price of the Convertible Warrants to be allotted to Promoters and Non-promoters shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following:

a) *In case of "frequently traded shares" :*

The allotment of securities on preferential basis can be made at a price not less than higher of the following:

The average of the weekly high and low of volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date;

or

The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

"frequently traded shares" means shares of an issuer, in which the traded turnover on any stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

b) *In case of "infrequently traded shares" :*

The price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an Independent Merchant Banker or an Independent Chartered Accountant in practice having a minimum experience of 10 (ten) years, to the stock exchange where the equity shares of the issuer are listed.

"Stock Exchange" for this purpose shall mean BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are presently listed.

The Company's total trading volume during the twelve calendar months preceding the relevant date is less than 10% of the shares of total paid up capital of the Company and therefore your Company is falling under "infrequently traded shares" category. Since, your Company's shares are falling under "infrequently traded shares" category, the price at which the equity shares to be issued has been determined by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares.

The Company undertakes that, it shall re-compute the price of the above convertible warrants in terms of the provision of SEBI (ICDR) Regulations, where it is required to do so.

The Company also undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

- iv) The shares issued on conversion of Warrants, pursuant to the proposed special resolution shall be subject to lock-in as per SEBI (ICDR) Regulations.
- v) The Equity Shares allotted pursuant to the conversion of Warrants shall rank in all respects *pari-passu* with the existing Equity Shares of the Company.
- vi) The "Relevant Date", for determining the applicable price of the issue of Convertible Warrants in accordance with the SEBI (ICDR) Regulations, be fixed as August 11, 2016, being the 30th day prior to the date of Annual General Meeting i.e. September 10, 2016.
- vii) 25% of the total amount payable for preferential issue of Convertible Warrants shall be received by the Company prior to the allotment of Warrants.
- viii) The Convertible Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- ix) At the time of exercise, the Equity Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Equity Warrants so being exercised.
- x) Post allotment, pursuant to conversion of all Warrants, the equity share capital shall stand increased to ₹ 19,11,10,840/- (Rupees Nineteen Crore Eleven Lac Ten Thousand Eight Hundred and Forty only) and the securities premium shall stand increased to ₹ 29,95,45,200/- (Rupees Twenty Nine Crore Ninety Five Lac Forty Five Thousand Two Hundred only).
- xi) This is the first preferential issue of securities by the Company in this year and no other persons have been allotted any securities on a preferential basis during the current year.
- xii) The allottees have not sold any equity share during six months preceding the Relevant Date. The pre-issue shareholding of the proposed allottee(s), if any shall be subject to lock-in as per SEBI (ICDR) Regulations. The entire shareholding of the Promoters and Promoters Group is in Demat form only.
- xiii) Pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and as per the requirements of SEBI (ICDR) Regulations, issue of Convertible Warrants require prior approval of the shareholders by a Special Resolution. This resolution is proposed for the approval of the Members, in accordance with the provisions and rules prescribed under the Companies Act, 2013.

B. DISCLOSURES PRESCRIBED UNDER SEBI (ICDR) REGULATIONS AS AMENDED UP TO DATE.

The Information as required under Regulation 73 of the SEBI (ICDR) Regulations as amended for Preferential Issues is as under:

a) Object of the Issue:

To augment the long-term funding needs of the company viz. to meet working capital requirements, reduce debt and support the expansion of business and for general corporate business purposes.

b) Intention of the Promoters/ Directors/ Key Management Personnel to Subscribe to the Proposed Preferential Issue of Convertible Warrants:

The Persons belonging to the Promoters and Promoters Group propose to participate to this Preferential Issue for 31500000 Warrants convertible into equivalent number of equity shares of ₹ 1/- (one) each at an issue price of ₹ 5/- (five) per Warrant (including premium of ₹ 4/- (four) per Warrant). The names and details of the persons belonging to the Promoters and Promoters Group are more specifically given in Point No. (e) herein after in this Notice.

None of the other Director(s)/ Promoter(s)/ Key Managerial Personnel(s) intends to participate/ subscribe to the Preferential Issue of Convertible Warrants.

SAMBHAHV MEDIA LIMITED

c) The Shareholding Pattern of the Company before and after the Preferential Issue of Convertible Warrants :

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is as follows:

SN	Category	Equity Shares			
		Pre-Issue Equity Shareholding*		Post Issue Equity Shareholding (After Conversion of all Warrants)	
		No. of shares held	% of holding	No. of shares held	% of holding
A	Promoter's Holding				
1	Indian Promoter	88765982	60.75	120265982	62.93
2	Foreign Promoter	00.00	00.00	00.00	00.00
	Sub-Total(A)	88765982	60.75	120265982	62.93
B	Non-Promoter's Holding				
1	Insurance Companies	00.00	00.00	00.00	00.00
2	Mutual Funds	00.00	00.00	00.00	00.00
3	Banks, Financial Institutions, (Central Govt. State Govt. Institutions / Non Government Institutions)	33000	0.02	33000	0.02
4	Foreign Institutional Investors(FIIs)	00.00	0.00	00.00	0.00
5	Venture Capital Fund	00.00	00.00	00.00	00.00
	Sub-Total(B)	33000	0.02	33000	0.02
C	Others				
1	Other Bodies Corporate	25444606	17.41	25444606	13.31
2	Indian Public	27758431	19.00	41258431	21.59
3	Non Residing Indians	1366910	0.94	1366910	0.72
4	Trust	00.00	00.00	00.00	00.00
5	HUF	2741911	1.88	2741911	1.43
	Sub-Total(C)	57311858	39.23	70811858	37.05
	Sub-Total (B+C)	57344858	39.25	70844858	37.07
	Grand Total(A+B+C)	146110840	100.00	191110840	100.00

*The holdings as on 30.06.2016 are considered for Pre- Issue.

The above post-issue shareholding pattern assumes that the Preferential Issue of convertible Warrants issued pursuant to this resolution are fully converted into equity shares, failing which, the percentage will change accordingly.

d) Proposed time within which Preferential Issue of Convertible Warrants shall be completed:

As required under the SEBI (ICDR) Regulations, the preferential issue of Convertible Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

e) Identity of the Proposed Allottees and Percentage of Post Preferential Issue of Convertible Warrant belonging to Promoter and Non-promoters category as below:

SN	Name of the Proposed Allottees	Category	Pre Issue		Post – Issue Capital (After Conversion of Warrants)		Natural Persons Who are the Ultimate Beneficial Owner/ Ultimately Controlling the Proposed Allottee
			No of Shares	% of Holding	No of Shares	% of Holding	
1	Kiran B Vadodaria (Promoter)	Resident Individual	24826935	16.99	33826935	17.70	NA
2	Alpa K Vadodaria (Promoter Group)	Resident Individual	14335700	09.81	15135700	07.92	NA
3	Kajal Kiran Vadodaria (Promoter Group)	Resident Individual	Nil	Nil	700000	0.37	NA
4	Manoj B Vadodaria (Promoter)	Resident Individual	11235376	07.69	20735376	10.85	NA
5	Nila M Vadodaria (Promoter Group)	Resident Individual	15369020	10.52	16369020	8.57	NA
6	Shailesh B Vadodaria (Promoter Group)	Resident Individual	8189650	05.60	8489650	4.44	NA
7	Mina S Vadodaria (Promoter Group)	Resident Individual	2845000	01.95	3045000	1.59	NA
8	Deep S Vadodaria (Promoter Group)	Resident Individual	5889051	04.03	15889051	8.31	NA
9	Belaben H Shah (Public)	Resident Individual	Nil	Nil	7000000	3.66	NA
10	Kinnari V Shah (Public)	Resident Individual	Nil	Nil	6500000	3.40	NA

f) Change in Controls:

There will not be any change in management control of the Company, as per the provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and amendments thereto, on account of this proposed preferential allotment of Convertible Warrants except change in shareholding pattern and consequential voting rights on the shares allotted.

g) Relevant Date:

The “Relevant Date”, for determining the applicable price of the issue of Convertible Warrants in accordance with the SEBI (ICDR) Regulations, be fixed as August 11, 2016, being the 30th day prior to the date of Annual General Meeting i.e. September 10, 2016.

h) Lock- in Period:

The Securities to be allotted pursuant to this preferential issue shall be subject to lock-in as per the applicable SEBI (ICDR) Regulations. Accordingly,

- (i) the Equity Shares allotted to the Promoter and Promoter Group pursuant to the exercise of Convertible Warrants shall be locked in for a period of three years from the date of trading approval granted by the Stock Exchange(s) to the Equity Shares arising on exercise of the Convertible Warrants.
- (ii) the Equity Shares allotted to the Non-Promoters pursuant to the exercise of Convertible Warrants shall be locked in for a period of one year from the date of trading approval granted by the Stock Exchange(s) to the Equity Shares arising on exercise of the Convertible Warrants
- (iii) the entire pre-preferential shareholding of the allottee(s) of the preferential issue shall be locked-in from the Relevant Date upto a period of six months from the date of grant of trading approvals from the Stock Exchange(s).

i) Auditors' Certificate:

The Company hereby confirms to obtain the Certificate from the Statutory Auditor certifying that the preferential issue of Convertible Warrants is being made in accordance with the requirements contained in SEBI (ICDR) Regulations. A copy of the certificate of the statutory auditor shall be placed before the shareholders at the Annual General Meeting and will be available for inspection at the Registered Office of the Company during business hours (9:00 a.m. to 6:00 p.m.) upto the date of the Annual General Meeting and will also be available for inspection at the meeting. The said certificate shall also be displayed on the website of the Company at www.sambhaavnews.com.

j) Nature of concern or interest of Promoter/ Directors/ Manager/ Key Managerial Personnel:

The Persons belonging to the Promoters and Promoters Group propose to participate to this Preferential Issue for 31500000 Warrants convertible into equivalent number of equity shares of ₹ 1/- (one) each at an issue price of ₹ 5/- (five) per Warrant (including premium of ₹ 4/- (four) per Warrant). The names and details of the persons belonging to the Promoters and Promoters Group are more specifically given in Point No. (e) herein above in this Notice.

None of the other Director(s), Promoter(s), Key Managerial Personnel of the Company or any relatives of such Director or Key Managerial Personnel, shall be deemed to be concerned or interested in the proposed Special Resolution in Item No. 5, except to the extent of shares held by any of them in the Company.

k) Pricing and Undertaking to Re-Compute the Price:

Each Warrant issued shall be convertible into a equity share of ₹ 1/- (one) each at an issue price of ₹ 5/- (five) per Warrant (including premium of ₹ 4/- (four) per Warrant).

The equity shares of the Company falls under infrequently traded shares category and therefore the price of the preferential issue of Convertible Warrants has been decided in accordance with the regulation 76A of SEBI (ICDR) Regulations as amended, taking into account valuation parameters including book value, comparable trading multiples and other customary parameters.

The Company has obtained a certificate from an Independent Chartered Accountant, having more than 10 years of experience in the field, stating that the price of the Preferential Issue is in compliance of SEBI (ICDR) Regulations and undertake to submit to the stock exchange(s).

The Company undertakes that it would re-compute the price of the shares to be issued on exercise of the Warrants specified above in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.



I) Undertaking to Put Under Lock-in till the Re-Computed Price is Paid:

The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

Section 62 of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in this section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of Section 62 read with Section 42 and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the SEBI (ICDR) Regulations and the revised listing agreements executed by the Company with the Stock Exchange(s) where the Company's shares are listed.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/ Key Managerial Personnel of the Company is interested in the proposed Special Resolution in item no. 5 except Mr. Kiran B Vadodaria, Mr. Manoj B Vadodaria, and their relatives being persons belonging to Promoters Group.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Place: Ahmedabad
Date: August 12, 2016

By order of Board of Directors

Palak Asawa
Company Secretary

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

SAMBHAAV MEDIA LIMITED

CIN: L67120GJ1990PLC014094

Registered Office: "Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite, Ahmedabad - 380 015

Email: secretarial@sambhaav.com **Website:** www.sambhaavnews.com

ATTENDANCE SLIP

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

I hereby record my presence at the **26th Annual General Meeting** of the Company held on **Saturday, September 10, 2016 at 10:30 a.m.** at the Registered Office of the Company.

Folio/DPID/Client ID No.: _____ No. of Shares held: _____

Full Name of the Shareholder/ Proxy: _____

Signature of Shareholder/ Proxy: _____

Note: Only Shareholders of the Company or their proxies will be allowed to attend the meeting.

SAMBHAAV MEDIA LIMITED

CIN: L67120GJ1990PLC014094

Registered Office: "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380 015

Email: secretarial@sambhaav.com **Website:** www.sambhaavnews.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of Member:	E-mail Id:
Registered Address:	Folio No/DP ID/Client ID:

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

- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him
- Name: _____ Address: _____
E-mail Id: _____ Signature: _____

And whose signature(s) are appended below as my/ our proxy to attend and vote for me/ us and on my/ our behalf at the 26th Annual General Meeting of the Company, to be held on the Saturday, September 10, 2016 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 Businesses :

(1) Adoption of Annual Accounts as on March 31, 2016. (2) Re-appointment of Mr. Manoj B Vadodaria who retires by rotation (3) Appointment of M/s Dhirubhai Shah & Doshi, Chartered Accountants, Ahmedabad as auditors of the Company and fixing their remuneration.

Special Businesses :

(4) To approve transaction(s) of personal guarantee, security, collaterals, etc. by the Directors and their relatives for the loan and borrowings of the Company. (5) To issue Warrants convertible into Equity Shares on preferential basis.

Signed this _____ day of _____, 2016

Signature of Shareholder _____

Signature of first Proxy holder _____



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



SAMBHAAV MEDIA LIMITED

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

Day & Date of AGM: Saturday, September 10, 2016

Time of AGM: 10:30 a.m.