



SAMBHAAV MEDIA LIMITED

(CIN: L67120GJ1990PLC014094)

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

Phone: +91 79 2687 3914/15/16/17 **Fax:** +91 79 2687 3922

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of
Companies (Management and Administration) Rules, 2014)

To,

The Members of Sambhaav Media Limited

NOTICE is hereby given, in accordance with the provisions of Section 110 of the Companies Act, 2013, as amended ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or reenactment thereof for the time being in force) and all other applicable provisions of the Act, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and other applicable laws and regulations, that the Resolution, appended below is proposed to be passed by the Members as Special Resolution by way of Physical Postal Ballot and voting by electronic means i.e. remote e-voting by giving their assent/dissent. The Explanatory Statement pursuant to section 102(1) of the companies Act, 2013 and Rules made thereunder, stating the material facts and reasons thereof are appended. The postal ballot form along with a self-addressed, postage pre-paid envelopes are enclosed for your consideration and voting.

In the event the draft Resolution as set out in this notice is assented to by requisite majority of Members in the entire voting process including Physical Postal Ballot and voting by electronic means i.e. remote e-voting, it shall be deemed to have been passed as Special Business on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-voting i.e. September 09, 2016 in accordance with Secretarial Standard on General Meetings (SS-2). The Special Resolution shall be declared as passed if the numbers of votes cast in their favour are not less than three times the number of votes cast, if any, against the said Resolution. The date of the announcement of result of entire voting process including Physical Postal Ballot and remote e-voting shall be September 10, 2016.

Members are requested to carefully read the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer before the close of working hours on, September 09, 2016 i.e. 30 days from the end of dispatch of Notice.

SPECIAL BUSINESS:

1. TO ALTER OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT" pursuant to the provisions of section 13 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the object clause of

the Memorandum of Association of the Company be altered by adding the following new clause after the existing clause 3(e) thereof:

"To establish, setup, run, operate, manage, supervise, control and to carry out the business of radio broadcasting, telecasting, relaying, transmitting and receiving stations, distributing or running any video, audio, voice, radio channels, tv channels or other programmes or software, for television, radio, internet, telecom or any other media, operating radio stations, audio video communications and to produce, manage and acquire audio video related programs, broadcasting of international/national satellite/terrestrial wireless and radio signals through analogues systems, digital systems or any other electronic, digital or other systems and also to produce talk shows, promos, film making jingles, capsules, serials, fashion shows, cinefilms, ad spots, animation films, feature films, program software, advertisements, news and to make, buy, sell and/or trade in content, programmes, software either produced by the Company or outsourced; to hire equipments and to set up transponders to broadcast programmes and to do business as studio owner, theatre owner, to run and maintain radio studio, sound mixing studio, dubbing studio, theaters film producing centre and including event management and to carry on any other type or kind of visual and/or sound transmission or reception by any other contrivance or means whatsoever."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Date: May 26, 2016

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

For, **Sambhaav Media Limited**
By Order of the Board
Palak Asawa
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.
2. This Notice is being sent to all the Members, whose names appeared in the Register of Members/ Record of Depositories on August 05, 2016. A person who is not a member as on this record date should treat this Notice for information purpose only.
3. Electronic copy of the Notice 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 id, physical copies of the Notice of the Postal

Ballot *interalia* indicating the process of the remote e-voting along with Postal Ballot form is being send in the permitted mode.

vote by electronic means and the business may be transacted through remote e-voting services provided by National Securities Depositories Limited(NSDL):

The instructions of remote e-voting are as under:

4. The Postal Ballot Form together with the self-addressed business reply envelope is enclosed for the use of the member. Members are requested to carefully read the instructions printed on the enclosed Postal Ballot Form before exercising their vote and return the Form duly completed, signifying assent or dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer within a period of 30 (thirty) days from the date of dispatch of this notice i.e. before 5:00 p.m. on September 09, 2016.
5. The Company is pleased to offer remote e-voting facility as an alternate, for all its members to enable them to cast their vote electronically. Remote e-voting is optional. Members may either caste their vote by Postal Ballot or by using remote e-voting facility. It may be noted that the Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility to the members of the Company. Remote e-voting facility shall be available on the website of NSDL at the link <https://www.evoting.nsdl.com> from 9:00 a.m. on August 11, 2016 to 5:00 p.m. on September 09, 2016. The ballot form received after the 5:00 p.m. on September 09, 2016 shall be treated as not received.
6. In case a member desires to exercise his/ her vote by using remote e-voting facility then he/ she has to carefully follow the instructions as enumerated in Sr. No. 8 of notes in this notice for voting through electronic means. The member can use the facility and log-in any number of times till he/ she has voted on all the Resolutions or till the end of the voting period. Members irrespective of who have registered their email IDs for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Registered Office of the Company or may download from the website of the company at www.sambhaavnews.com and send the same by post or hand delivery at the Registered Office of the Company addressed to the Scrutinizer.
7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Postal Ballot or remote e-voting. If you are opting for remote e-voting, then do not vote by Physical Postal Ballot also and *vice versa*. However, in case Members cast their vote by Physical Postal Ballot and remote e-voting, at that instance voting done through remote e-voting shall prevail and voting done by postal ballot will be treated as invalid.
8. **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 rules framed thereunder, 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
 - A. In case of member receives 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 Postal Ballot [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 Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for remote 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 Thursday, August 11, 2016 from 9:00 a.m. and ends on Friday, September 09, 2016 to 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 August 05, 2016 may cast their vote electronically. At the end of the remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 August 05, 2016.
- VII. Any person, who acquires shares of the Company and becomes a member after dispatch of this Notice and holding shares as on the cut-off date i.e. August 05, 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 vote.
9. The Company has appointed Mr. R S Sharma, of M/s. R S Sharma & Associates, Practicing Company Secretary having Membership No. A3126 (Address: 402, 'Panchdeep', Nr. Mayor Colony, Mithakali Six Cross Road, Navrangpura, Ahmedabad - 380 009) has been appointed as the Scrutinizer to scrutinize the postal ballot voting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall submit his report as soon as possible after the last date of postal ballot remote e-voting ends but not later than seven days thereon.
11. The result of the entire voting process including Physical Postal Ballot and voting by electronic means shall be declared by the Chairman or in case of absence of Chairman by the person authorized by him at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date

of announcement of the result by the Chairman/ Authorized Person, if the result of the Postal Ballot including remote e-voting indicates that the requisite majority of the Members had assented to the resolutions.

12. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.sambhaavnews.com and on the website of the agency i.e. www.evoting.nsdl.com immediately after the result is declared by the Chairman.
13. Members may contact Ms. Palak Asawa, Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Registered Office of the Company at "Sambhaav House", Opp Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380 015, Phone: +91 79 2687 3914/15/16/17, Fax: +91 79 2687 3922; Email: secretarial@sambhaav.com.

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 the office hours between 10:00 a.m. to 12:00 noon on any working days, up to the date of declaration of the results.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

As you are aware that your Company is engaged into the business of Media, Advertisement and Communication Sector. These Sectors are dynamic in nature and have an immense impact of digitization and technology. Your Board of Directors have thereafter thought it proper to alter the present Memorandum of Association by inserting the new object clause to enhance your Company to undertake diverse sectors within the industry.

It may be noted that the alterations are in the nature of additions and consolidation of the current clauses and that the scope of the existing clauses remains as before.

None of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors therefore recommends passing of item No. 1, as Special Resolution, of the accompanying notice for the approval of members.

Date: May 26, 2016

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Opp. Judges's Bungalows,
Premchandnagar Road, Satellite,
Ahmedabad - 380 015

For, **Sambhaav Media Limited**
By Order of the Board
Palak Asawa
Company Secretary



If undelivered, please return to:

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