

SAMBHAHV MEDIA LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF SAMBHAHV MEDIA LIMITED will be held on Saturday, 20th September, 2014 at 10:30 a.m. at the Registered Office of the Company at Sambhaav House, Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 including audited balance sheet as at 31st March, 2014 and the statement of profit and loss for the year ended on that date and the report of the board of directors and auditors thereon.
2. To appoint a director in place of Shri. Manoj B Vadodaria (holding DIN: 00092053), who retires by rotation and being eligible has offers himself for re-appointment.
3. To re-appoint Auditors and Fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** M/s. Dhirubhai Shah & Doshi, Chartered Accountants (Firm Registration No. 102511W), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of Section 149, 152 read with schedule IV of the Companies Act, 2013 and rules made there under Shri Dilip D Patel (DIN: 01523277) Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received notice in writing under Section 160 of Companies Act, 2013 from members proposing his candidature for the office of the Director be and is hereby appointed as an Independent Director of the Company to hold the office for term of 5 (five) years with effect from 20th September, 2014.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of Section 149, 152 read with schedule IV of the Companies Act, 2013 and rules made there under Shri N R Mehta (DIN: 00092386) Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received notice in writing under section 160 of Companies Act, 2013 from members proposing his candidature for the office of the Director be and is hereby appointed as an Independent Director of the Company to hold the office for term of 5 (five) years with effect from 20th September, 2014.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provision of Section 149, 152 read with schedule IV of the Companies Act, 2013 and rules made there under Shri O P Bhandari (DIN:00056458) Director of the Company, who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received notice in writing under section 160 of Companies Act, 2013 from members proposing his candidature for the office of the Director be and is hereby appointed as an Independent Director of the Company to hold the office for term of 5 (five) years with effect from 20th September, 2014.
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the Special Resolution adopted at the 17th Annual General Meeting held on 30th June, 2007 and pursuant to Section 180 (1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 75 Crores (Rupees Seventy Five Crores Only) over and above the aggregate of the paid up share capital and free reserves of the Company.”

Date: 29th May, 2014
Place: Ahmedabad

By order of the Board of Directors

Kiran B Vadodaria
 Chairman and Managing Director
 DIN: 00092067

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 17th September, 2014 to 20th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted 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 fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. 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.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchange 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. Electronic copy of the Annual Report for the year 2013-14 is being sent to all the members whose email IDs are registered with the Company /Depository Participants(s) 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 Annual Report for 2014 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 24th 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(s) 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 24th 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 24th Annual General Meeting and the Annual Report for 2013-14 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.
10. 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, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through 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 Media 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.nsd.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.

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- (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.
 - III. 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.nsdl.com
 - IV. 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.
 - V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - VI. The e-voting period commences on 10.09.2014 (9:00 am) and ends on 12.09.2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08.08.2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - VII. 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 08.08.2014.
 - VIII. Shri. R S Sharma, Company Secretary (Membership No. A3126) of M/s. R S Sharma & Associates (Address: 402, 'Panchdeep', Nr. Mayor Colony, Mithkhali Six Road, Navarangpura, Ahmedabad-380009) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - IX. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - X. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sambhaav.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.

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 am to 6.30 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

INFORMATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED:

Reappointment of Shri. Manoj B. Vadodaria: (Item No. 2)

Shri. Manoj B. Vadodaria, is non executive director of the Company. He is a commerce graduate and possesses extensive experience of financial matters. He is Managing Director of Nila Infrastructures Ltd and Director at R K Infra Projects Pvt. Ltd. He is member of Share Transfer & Investors' Grievance Committee of the Company. Shri. Manoj B. Vadodaria holds 11235376 equity shares of the Company.

Appointment of Shri Dilip D Patel: (Item No.4)

Shri Dilip D. Patel possesses vast experience of management education, training and consultancy for more than 26 years. He is the founder faculty of S.P. Jain Institute of Management Research, Mumbai- one of the top 10 Business Schools in the country. He is being consulted by the number of Indian and multinational companies and has also offered training to senior managers in leading companies. He is currently Advisor to the Board of many companies in India and Overseas. He is director in Nila Infrastructures Limited, Nalanda Management Institutes Pvt Ltd and Green Force Enviro Pvt Ltd. He is member of Audit Committee of the Company. As informed he does not hold any shares of the Company.

Appointment of Shri N R Mehta: (Item No. 5)

Shri. N.R. Mehta has about 48 years of experience and out of this, 30 years were at the Indian Express Group. Shri. Mehta is having an outstanding exposure in financial matters and is actively involved in the financial matters of the Group. Shri N R Mehta is Chairman of Audit Committee, Remuneration Committee and Share Transfer & Investors' Grievance Committee of the Company. As informed he does not hold any shares of the Company.

Appointment of Shri O P Bhandari: (Item No. 6)

Shri O.P. Bhandari is Chartered Accountant by profession. He is having more than 25 years of varied experience in the field of auditing, taxation, merchant banking and financial matters. He is having an outstanding exposure as Practicing Chartered Accountants with various prominent Groups of Industries in Ahmedabad as well as in other parts of the States of Gujarat and Rajasthan. He is member of Audit Committee and Remuneration Committee of the Company. As informed he does not hold any shares of the Company.

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

Item No: 4 to 6

Shri Dilip D Patel, Shri N R Mehta and Shri O P Bhandari were appointed as Non- Executive Independent Director liable to retire by rotation under provision of the Companies Act, 1956. The provision of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 1st April, 2014.

In terms of Section 149 of the Companies Act, 2013 (hereinafter referred as Act), Shri Dilip D Patel, Shri N R Mehta and Shri O P Bhandari Directors being eligible and offering themselves, are proposed to be appointed as an Independent Director for term of five years. A notice has been received from a member along with the deposit of requisite amount under Section 160 of the Act proposing the above said candidatures for the office of Independent Directors of the Company.

In the opinion of the Board, Shri Dilip D Patel, Shri N R Mehta and Shri O P Bhandari fulfill the conditions specified in the Companies Act, 2013 and rules made there under for their appointment as an Independent Director of the Company. Copy of the draft letter for the appointment of Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The resolution seeks the approval of the members for the appointment of Shri Dilip D Patel, Shri N R Mehta and Shri O P Bhandari as an Independent Director of the Company for five consecutive years with effect from 20th September, 2014.

None of the Directors & Key Managerial Personnel of the Company and their relatives other than Independent Directors for their respective appointment, to whom the resolution relates, are interested or concerned in the resolutions of item no. 4 to 6.

Item No: 7

The Members of the Company, at 17th Annual General Meeting held on 30th June, 2007, had accorded by way of Special Resolution, their approval to the Board of Directors of the Company for borrowing monies on behalf of the Company from time to time, upto an aggregate amount shall not exceeding ₹ 50 crores at any time of its paid up share capital and its free reserve of the Company. However, after the applicability of the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Company needs to pass a special resolution for making such borrowings. The approval of the Members is therefore sought by way of a Special Resolution.

The Board of Director accordingly recommends the Special Resolution as mentioned at item no. 7 this notice for approval of the members of the Company.

None of the Directors & Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.