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SAB EVENTS AND GOVERNANCE NOW Media Ltd
SABGROUP

September 03, 2018

To
The Manager – Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Dear Sir(s),

SYMBOL: SABEVENTS

Sub: Intimation of 5th Annual General Meeting to be held on Tuesday, September 25, 2018 and Book Closure

With reference to the above captioned subject, we wish to inform you that the 5th Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 25, 2018 at 2:45 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053 to transact the Ordinary and Special Business as set out in the Notice convening the Annual General Meeting.

The Notice of the AGM and Financial Statements for the Financial Year ended March 31, 2018, have been sent by Electronic Mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. Dispatch of physical copies of the Annual Reports including Notice of the 5th AGM, has been completed on September 01, 2018 and the same is also available on the Company's website www.governancenow.com. Further, Notice along with Attendance sheet and Proxy form is enclosed herewith for your kind perusal.

We wish to further inform you that pursuant to the provision of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (both days inclusive) for the purpose of AGM. Intimation of book closure in prescribed format is also enclosed herewith as ***Annexure I.***

We also wish to inform you that in order to comply with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) the Listing Regulations 2015, the Company is pleased to provide its members with the facilities to exercise their right to vote on the agenda items as stated in the notice of the Annual General Meeting by Electronic means and the business may be transacted through E-voting services provided by National Securities Depositories Limited (NSDL).

SAB EVENTS AND GOVERNANCE NOW MEDIA LTD.
REGISTERED OFFICE ADDRESS
Unit No. 3/65, Sukh Shanti, Nutan Laxmi Society, Cooper Hospital Lane, Opp. PNB, Juhu, Mumbai – 400 049
022-26246701
+91-022-26235134
www.governancenow.com
Ground Floor, 24 A, Mindmill Corporate Tower, Film City, Sector - 16A, Noida - 201301
CIN : L22222MH2014PLC254848
0120-4577999
0120-4577999

The details pursuant to the provisions of Section 108 of the Companies Act, 2013 and the relevant Rules prescribed thereunder are as follows;

1) **Period for which E-voting facility is available and open to Members of the Company:** FROM Saturday, September 22, 2018 at 10:00 a.m. TO Monday, September 24, 2018 up to 5:00 p.m.
2) **Cut-off date for determining the eligible Members for Remote E-voting:** Tuesday, September 18, 2018

Further, the facilities for voting through Poll paper shall be made available at the venue of AGM and the Members attending the Meeting who have not cast their vote by Remote E-voting shall be able to exercise their right at the Meeting through Poll paper and the Members who have cast their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Kindly take the same on your records and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For **Sab Events & Governance Now Media Limited.**

Payal

Payal Garg
Company Secretary & Compliance Officer
ACS No.: 23218

Encl: A/a

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SABGROUP

Annexure I

Attn. Market Operations Department

Name of the Company: SAB Events & Governance Now Media Limited

Scrip Code / SYMBOL	Type of Security	Book Closure		Record date	Purpose
		From	To		
540081 SABEVENTS	Equity	Wednesday, September 19, 2018	Tuesday, September 25, 2018	N.A.	5th Annual General Meeting

SAB Events and Governance Now Media LLP

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SAB EVENTS AND GOVERNANCE NOW Media Ltd

CIN: L22222MH2014PLC254848

Registered Office: Unit no.3/65, Sukh Shanti, Nutan Laxmi, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049
Email: cs@governancenow.com **Website:** www.governancenow.com **Phone:** 91-22-26246701, **Fax:** 91-22- 26235134

NOTICE

Notice is hereby given that the **5th (Fifth) Annual General Meeting (AGM)** of the Members of **SAB Events & Governance Now Media Limited** will be held on **Tuesday, 25th September, 2018 at 2.45 p.m.** at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2018 together with the Boards' Report and Auditor's Report thereon;

2. To appoint a Director in place of Mr. Markand Adhikari, (DIN: 00032016), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify the appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (having FRN: 110324W) as approved by members at the 1st Annual General Meeting as Statutory Auditor of the Company, to hold office from the conclusion of 5th Annual General Meeting until the conclusion of the 6th Annual General Meeting and to fix their remuneration.

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the resolution passed by the members at the 1st Annual General Meeting (AGM) held on 24th September, 2014, for appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (having FRN: 110324W) as the Statutory Auditor's of the Company to hold office from the conclusion of 1st Annual General Meeting till the conclusion of 6th Annual General Meeting to be held for the financial year ending 31st March, 2019, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai to hold office from the conclusion of 5th AGM till the conclusion of 6th AGM and the Board of Directors of the Company be and are hereby authorised to fix the Auditor's remuneration as may be agreed upon between the Auditors and Board of Directors of the Company."

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. KAILASNATH ADHIKARI (DIN: 07009389) AS MANAGING DIRECTOR OF THE COMPANY:**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company and as recommended by Nomination and Remuneration Committee the re-appointment of Mr. Kailasnath Adhikari (DIN:07009389) as the Managing Director of the Company for a further period of 3 (Three) years w.e.f.10th February, 2019 to 9th February, 2022 be and is hereby approved at NIL remuneration and on such terms and conditions as detailed in Explanatory Statement annexed to this notice.

   RESOLVED FURTHER THAT the remuneration, if any paid during the tenure of Mr. Kailasnath Adhikari, as Managing Director of the Company, shall be subject to ceiling and such other terms and conditions as specified in Schedule V to the Act, and subject to approvals, if any, required under the Companies Act, 2013 read with rules framed thereunder;

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may be required for the purpose of giving effect to the above resolution."

5. APPOINTMENT OF MR. UMAKANTH BHYRAVAJOSHYULU (DIN: 08047765) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) as per the SEBI (Listing Obligations and Disclosure Requirements) 2015, Mr. Umakanth Bhyravajoshyulu (DIN: 08047765), who was appointed as an Additional (Independent) Director of the Company with effect from 17th January , 2018 pursuant to the provisions of Section 161 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Mr. Umakanth Bhyravajoshyulu as required under Section 160 of the Act, signifying his candidature as an Independent Director, and as recommended by Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 17th January, 2018 to 16th January, 2023, who shall not be liable to retire by rotation.

6. APPOINTMENT OF DR. GANESH PRASAD RAUT (DIN: 08047742) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Ganesh P Raut (DIN: 08047742), who was appointed as an Additional (Independent) Director of the Company with effect from January 17, 2018 pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Dr. Ganesh P. Raut as required under Section 160 of the Act, signifying his candidature as an Independent Director, and as recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from January 17, 2018 to January 16, 2023, who shall not be liable to retire by rotation."

7. APPROVAL OF RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as approved by the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded to ratify the agreement entered between the Company and TV Vision Limited (TVVL) for the purpose of promoting, marketing and advertising of TVVL Channels in which Directors of the Company are interested. Details of materials related party transaction are stated herewith:

Name of related parties	Name of transactions	Appropriate value of transactions
TV Vision Limited (TVVL)	Promoting, Marketing and advertising of TVVL Channels	FY. 2018-19 Rs. 2 Crore

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary or expedient in this regard."

By Order of the Board of Directors

Payal Garg
Company Secretary & Compliance Officer
M No.: A23218

Place: Mumbai
Date: 13th August, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the Notice.

3. Members / Proxies are requested to bring their duly filled in Attendance slip along with their copy of Annual Report to the Meeting. Corporate members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting (AGM) (including through e-voting).

4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice of AGM. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.

5. The Register of Directors' and Key Managerial Personnel and their Shareholdings, as maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the AGM.

6. Pursuant to Section 91 of the Companies Act, 2013, Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 19th September, 2018 to Tuesday, 25th September, 2018 (both days inclusive).

7. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized form may update such details with their respective Depository Participants.

8. Members are requested to forward all Share Transfers and other communications, correspondence to the RTA – **M/s. Sharex Dynamic (India) Private Limited**, Unit: SAB Events & Governance Now Media Limited, Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 and members are further requested to always quote their Folio Number in all correspondences with the Company.

9. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their share certificate(s) to enable the Company to consolidate their holding in one folio for better services.

10. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.

11. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc. having photo identity) while attending the meeting.

12. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.

13. Securities Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.

14. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

15. BSE has vide Circular dated July 05, 2018 has in reference to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018, mandated the transfer of securities in dematerialized form only. Members are therefore requested to contact the RTA of the Company for converting their physical shares into demat form.

16. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records.

    Members are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form attached with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

    The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

17. The Notice of the 5th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the courier.

18. Route Map for the venue along with a prominent landmark of the proposed AGM of the Company, is appearing at the back of the Attendance Slip (loose leaf), and dispatched along with the Annual Report and is also uploaded on the website of the Company, i.e. www.governancenow.com.

19. Voting through electronic means:

a. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 5th AGM of the Company, dated 13th August, 2018 (the AGM Notice).

b. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the 5th AGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

c. The e-voting period begins on Saturday, 22nd September, 2018 (10:00 am) and ends on Monday, 24th September, 2018 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 18th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

d. The voting rights of members shall be in proportion to their shares held of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 18th September, 2018. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cutoff date i.e. Tuesday, 18th September, 2018 shall be entitled to avail the facility of e-voting or voting at the meeting through polling paper.

e. The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries (FCS: 6252), Mumbai as the Scrutinizer for scrutinizing the process of e-voting and voting through poll paper at the AGM in a fair and transparent manner.

f. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and hold shares as of the cut-off date i.e. Tuesday, 18th September, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

g. If you have forgot your password, you can reset your password by using "Forgot User details/password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.

h. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.

I. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted votes by availing the e-voting facility.

j. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or Authorised person in this regard. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.governancenow.com and on the website of the NSDL www.evoting.nsdl.com. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

The instruction for e-voting are as under:

E-voting is optional

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at www.evoting.nsdl.com
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachmenti.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. 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 download section of www.evoting.nsdl.com or call on toll free no.1800-222-990 or send a request at evoting@nsdl.co.in

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4:

Mr. Kailasnath Adhikari (DIN: 07009389) Managing Director of the Company has been associated with the Company from last 3 years. He has done M.com from Mumbai University and MSC in Accounting Organisation and Institution from London School of Economics and Political Science. He has worked with the erstwhile Planning Commission of India.

Considering his knowledge, experience and contribution made in the growth of the Company and as recommended by Nomination and Remuneration Committee of the Company, the Board of Directors of the Company at its meeting held on 13th August, 2018, has re-appointed Mr. Kailasnath Adhikari as the Managing Director for a further period of 3 (Three) years w.e.f. 10th February, 2019 to 9th February, 2022 at Nil remuneration except that he shall be eligible for all perquisites, allowances, reimbursement of expenses etc., subject to approval of members of the Company at the ensuing AGM.

Brief resume of Mr. Kailasnath Adhikari as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

The Board Recommends the Ordinary Resolution as set out at Item no. 4 of the Notice for approval of the Members.

Except Mr. Kailasnath Adhikari, being an appointee and Mr. Markand Adhikari relative of the appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

Item No.5:

Mr. Umakanth Bhyravajoshyulu was appointed as an Additional (Independent) Director of the Company w.e.f. 17th January, 2018. He is a Science Graduate from Government College, Ananthapuram and has also obtained Professional Qualifications such as MA (Economics), MBA (Finance), CAIIB & PGDIRPM. He has worked with Syndicate Bank as the Senior Management Grade-V - Assistant General Manager. He has more than three decades of experience in banking sector. Mr. Umakanth Bhyravajoshyulu is expert in charting out the Group's financial growth strategy.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Umakanth Bhyravajoshyulu holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Mr. Umakanth Bhyravajoshyulu is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting

Mr. Umakanth Bhyravajoshyulu has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Mr. Umakanth Bhyravajoshyulu under Section 160 of the Companies Act, 2013 signifying his candidature for the office of an Independent Director.

In the opinion of the Board, Mr. Umakanth Bhyravajoshyulu, proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

The Board recommends the Ordinary Resolution as set out at item no. 5 of the Notice for approval of the Members.

Brief resume of Mr. Umakanth Bhyravajoshyulu as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Mr. Umakanth Bhyravajoshyulu being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

Item No. 6:

Dr. Ganesh P Raut was appointed as an Additional (Independent) Director of the Company w.e.f.17th January, 2018. He is a Mechanical Engineer (1984) from B.I.T., Sindri. He has vast experience of 33 years in engineering, operation, maintenance, construction, commissioning, quality assurance and management. He possesses the unique skill set & qualifications of Science, Engineering, Post Graduate Diploma in Management (Operation Management) and Ph.D done in (Business Administration). His Doctoral Thesis titled, "Corporate Governance Practices: A Comparative Study between India & UK" provides comparative insight into corporate governance practices across different dimensions, countries, time period & nature of companies. His doctoral works on Corporate Governance, analyzes difference in the corporate structure, functioning bodies, roles of Independent Directors & various officials, performance evaluation, accountability etc., which shall be beneficial to the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Dr. Ganesh P Raut holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Dr. Ganesh P Raut is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting

Dr. Ganesh P Raut has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Dr. Ganesh P. Raut as required under Section 160 of the Companies Act, 2013 signifying his candidature for the office of an Independent Director.

In the opinion of the Board, Dr. Ganesh P Raut, proposed to be appointed as an Independent Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent to the management.

The Board recommends the Ordinary Resolution as set out at item no. 6 of the Notice for approval of the Members.

Brief resume of Dr. Ganesh P Raut as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Dr. Ganesh P Raut being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

ITEM NO.7

As per business requirements, the Company has entered into an agreement with TV Vision Limited ("TVVL") to render promotion, marketing and advertising services to M/s. TV Vision Limited, a related party, from time to time. As per the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations, every company availing or rendering of any services, directly or indirectly with a related party , exceeding ten percent of its turnover or rupees fifty crore, whichever is lower as per the audited financial statement of the preceding financial year, requires approval from the shareholders by passing a resolution.

Accordingly approval of the shareholders of the Company is sought for above mentioned services to TVVL for 1 year w.e.f. 1st July , 2018 to 30 th June , 2019, provided that the total amount of such service shall not exceed Rs 2 crore per annum.

The details, as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, are as follows:

Particulars	**Details**
Name of the related party	M/s. TV Vision Limited
Name of the Director or Key Managerial Personnel (KMP) who is interested	Mr. Markand Adhikari and Mr. Kailasnath Adhikari
Nature of relationship	1. Mr. Markand Adhikari is the Managing Director of M/s. TV Vision Limited 2. Mr. Kailashnath Adhikari is the son of Mr. Markand Adhikari
Nature of Contract	Rendering of Services
Terms of Contract	1(One) year from 1st July, 2018 to 30th June, 2019
Monetary Value	Rs. 2 Crore per annum
Any advance paid	-
Whether all factors relevant to the contracts have been considered, if not., the details of factor not considered with rationale for not considering those factors.	YES

The Board recommends the Ordinary Resolution as set out in item no. 7 of the notice for the approval of the shareholders of the Company.

Except Mr. Markand Adhikari and Mr. Kailasnath Adhikari, Directors of the Company, none of the other Directors, or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

By Order of the Board of Directors

Payal Garg
Company Secretary & Compliance Officer
M No.: A23218

Place: Mumbai
Date: 13th August, 2018

In pursuance to the provisions of Regulation 36(3) of the Listing Regulations and SS -2 issued by the ICSI, details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting (AGM) is as follows:

Name of the Director	Mr. Markand Adhikari	Mr. Kailasnath Adhikari
DIN	00032016	07009389
Date of Birth (Age)	26th August,1957 (61 Years)	27th May 1990 (28 years)
Nationality	Indian	Indian
Date of first Appointment on the Board	21st March, 2014	10th February,2016
Designation	Director	Managing Director
Qualification	Intermediate in Arts from University of Mumbai	M.Com from Mumbai University and MSC in Accounting Organisation and Institutions from the London School of Economics and Political Science
Experience/ Expertise	He is having an experience of more than 31 years in Media and Entertainment industry	He has worked with the erstwhile Planning Commission of India
Terms and Conditions of Appointment or Re-appointment	NIL Remuneration, liable to retire by rotation.	Re-appointed for a further period of 3 years w.e.f. 10th February, 2019 to 9th February, 2022 at NIL remuneration.
Remuneration sought to be paid	Nil	As provided under Resolution No.4 of the notice of Annual General Meeting dated 13th August, 2018.
Remuneration last drawn	Nil	Rs 1,00,000/- per month
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Not Applicable
Number of Meetings of the Board attended during the year	7 (Seven)	7 (Seven)
Shareholding in the Company (Equity Shares of Rs. 10/- each	16,36,089 Equity Shares	Nil
List of Directorships in other Companies	1. Sri Adhikari Brothers Television Network Limited 2. TV Vision Limited 3. HHP Broadcasting Services Private Limited 4. UBJ Broadcasting Private Limited 5. MPCR Broadcasting Service Private Limited 6. Dream Merchant Content Private Limited 7. SAB Entertainment Network Private Limited 8. Marvel Media Private Limited 9. Global Showbiz Private Limited 10. Prime Global Media Private Limited 11. SABGROUP Content Network Private Limited (Formerly known as Magnificent Media Vision Private Limited) 12. SAB Global Entertainment Media Private Limited 13. Krishna Showbiz Services Private Limited 14. Titanium Merchant Private Limited 15. SAB Media Networks Private Limited 16. Ruani Media Service Private Limited 17. Abhivadan Media Services Private Limited 18. Ashpreet Production Service Private Limited	1. Happii Digital & Broadcasting Network Private Limited 2.Sri Adhikari Brothers Assets Holding Private Limited
List of Chairmanship or membership of various Committees in Public Companies (The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC"), Nomination & Remuneration Committee (NRC) and Corporate Social Responsibility (CSR)	**Chairmanship** Nil **Membership** • Sri Adhikari Brothers Television Network Limited-AC, SRC • TV Vision Limited-AC, SRC and CSR. • SAB Events & Governance Now Media Limited- AC, NRC and SRC.	**Chairmanship** Nil **Membership** • SAB Events & Governance Now Media Limited- SRC.
Relationship with other Directors of the Company	Father of Mr. Kailashnath Adhikari	Son of Mr. Markand Adhikari

In pursuance to the provisions of Regulation 36(3) of the Listing Regulations and SS -2 issued by the ICSI, details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting (AGM) is as follows:

Name of the Director	Dr. Ganesh P Raut	Mr. Umakanth Bhyravajoshyulu
DIN	08047742	08047765
Date of Birth (Age)	January 23, 1958 (60 years)	16th September, 1951 (66 years)
Nationality	Indian	Indian
Date of Appointment as Director	17th January, 2018	17th January, 2018
Designation	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director
Qualification	Mechanical Engineer (1984) from B.I.T., Sindri. He has unique skill set & qualifications of Science, Engineering, Post Graduate Diploma in Management (Operation Management) and Ph.D in Business Administration	Science Graduate from Government college, Ananthapuram and also obtained Professional Qualifications such as MA (Economics), MBA (Finance), CAIIB & PGDIRPM.
Experience/ Expertise	Experience of 33 years in engineering, operation, maintenance, construction, commissioning, quality assurance and management. His Doctoral Thesis titled, "Corporate Governance Practices: A Comparative Study between India & UK" provides comparative insight into corporate governance practices across different dimensions, countries, time period & nature of companies.	He has more than three decades of experience in banking sector and possesses expertise in charting out the Group's financial growth strategy.
Terms and Conditions of Appointment or Re-appointment	5 (Five) consecutive years w.e.f. January 17, 2018 to January 16, 2023, not liable to retire by rotation.	Independent Director for a term of 5 (Five) years w.e.f. 17th January, 2018 to 16th January, 2023, not liable to retire by rotation
Remuneration sought to be paid	NIL Remuneration except sitting fees.	NIL Remuneration except sitting fees.
Remuneration last drawn	Not Applicable	Not Applicable
Justification for choosing the appointees for appointment as Independent Directors	Given his expertise and knowledge the board considers his appointment would be of immense benefit to the Company.	His expertise in charting out group's financial growth strategy will be considered beneficial for the growth of the Company.
Number of Meetings of the Board attended during the year	1 (One)	1 (One)
Shareholding in the Company (Equity Shares of Rs. 10/- each	Nil	Nil
List of Directorships in other Companies	1. Sri Adhikari Brothers Television Network Limited 2. TV Vision Limited	1. Sri Adhikari Brothers Television Network Limited 2. TV Vision Limited
List of Chairmanship or membership of various Committees in others Companies (The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC") and Nomination & Remuneration Committee (NRC)	**Chairmanship** • SAB Events & Governance Now Media Limited - AC • Sri Adhikari Brothers Television Network Limited - AC • TV Vision Limited - AC **Membership** • Sri Adhikari Brothers Television Network Limited - SRC, NRC. • TV Vision Limited-SRC, NRC. • SAB Events & Governance Now Media Limited-NRC.	**Chairmanship** • Sri Adhikari Brothers Television Network Limited-SRC • TV Vision Limited- SRC **Membership** • TV Vision Limited-AC, NRC & CSR • Sri Adhikari Brothers Television Network Limited -AC,NRC & CSR
Relationship with other Directors of the Company	Not Related	Not Related

SAB EVENTS AND GOVERNANCE NOW Media Ltd

CIN: L22222MH2014PLC254848
Registered Office: Unit no.3/65, Sukh Shanti, Nutan Laxmi, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049
Email: cs@governancenow.com **Website:** www.governancenow.com
Phone: 91-22-26246701, **Fax:** 91-22- 26235134

PROXY FORM

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

5TH ANNUAL GENERAL MEETING ON TUESDAY, 25TH SEPTEMBER, 2018

Name of the member(s):	
Name(s) of the Joint holder, if any:	
Registered address:	
E-mail Id:	
Foilo No./DPID*/ClientID (*Applicable to investors holding shares in Dematerialized Form)	

I/We being a member(s) of ..... Shares of the above named Company hereby appoint:

(1) Name .....

Address .....

Email Id: ..... Signature ..... or failing him/her;

(2) Name .....

Address .....

Email Id: ..... Signature ..... or failing him/her;

(3) Name .....

Address .....

Email Id: ..... Signature .....

As my/our proxy to attend and vote (on a poll including e-voting) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company to be held on Tuesday, 25th September, 2018 at 2.45 P.M. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of share(s))		
	Ordinary Business:	**For**	**Against**	**Abstain**
1	Ordinary Resolution for adoption of Audited Financial Statements of the Company for the year ended 31st March, 2018 along with Boards' Report and Auditors' Report thereon.			
2	Ordinary Resolution for appointment of a director in place of Mr. Markand Adhikari (DIN: 00032016), Director, who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary resolution for ratification of appointment of M/s. A. R. Sodha & Co. Chartered Accountants, Statutory Auditors (FRN: 110324W), to hold office from the conclusion of 5th Annual General Meeting upto the conclusion 6th Annual General Meeting and to fix remuneration for F.Y. 2018-19.			
	Special Business:			
4	Ordinary Resolution for re-appointment of Mr. Kailashnath Adhikari, as Managing Director of the Company for further period of 3 (three) years w.e.f. 10th February, 2019 to 9th February, 2022.			
5.	Ordinary Resolution for appointment of Mr. Umakanth Bhyravajoshyulu (DIN: 08047765) as an Independent Director of the Company.			
6.	Ordinary Resolution for appointment of Dr. Ganesh P. Rauth (DIN: 08047742) as an Independent Director of the Company.			
7.	Ordinary Resolution for approval of related party transactions, in which Directors of the Company are interested.			

Signed this ..... day of ..... , 2018

Affix Revenue Stamp Re.1

Signature of shareholder .....

Signature of Proxy holder(s) .....

Note:

1. 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.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Proxy need not to be the shareholder of the Company.

SAB EVENTS AND GOVERNANCE NOW Media Ltd

CIN: L22222MH2014PLC254848
Registered Office: Unit no.3/65, Sukh Shanti, Nutan Laxmi Society, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049
Email: cs@governancenow.com **Website:** www.governancenow.com
Phone: 91-22-26246701, **Fax:** 91-22- 26235134

ATTENDANCE SLIP

5TH ANNUAL GENERAL MEETING ON TUESDAY, 25TH SEPTEMBER, 2018

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s) **Joint Holder 1** **Joint Holder 2**	
No. of shares held	

I/We hereby record my/our presence at the 5th Annual General Meeting of the members of the Company held at Tuesday, 25th September, 2018 at GMS Banquets, DN. Nagar, New Link Road, Andheri – (W), Mumbai 400053.

....

Member's/Proxy's name (in Block Letters) Member's/Proxy's Signature

Note:

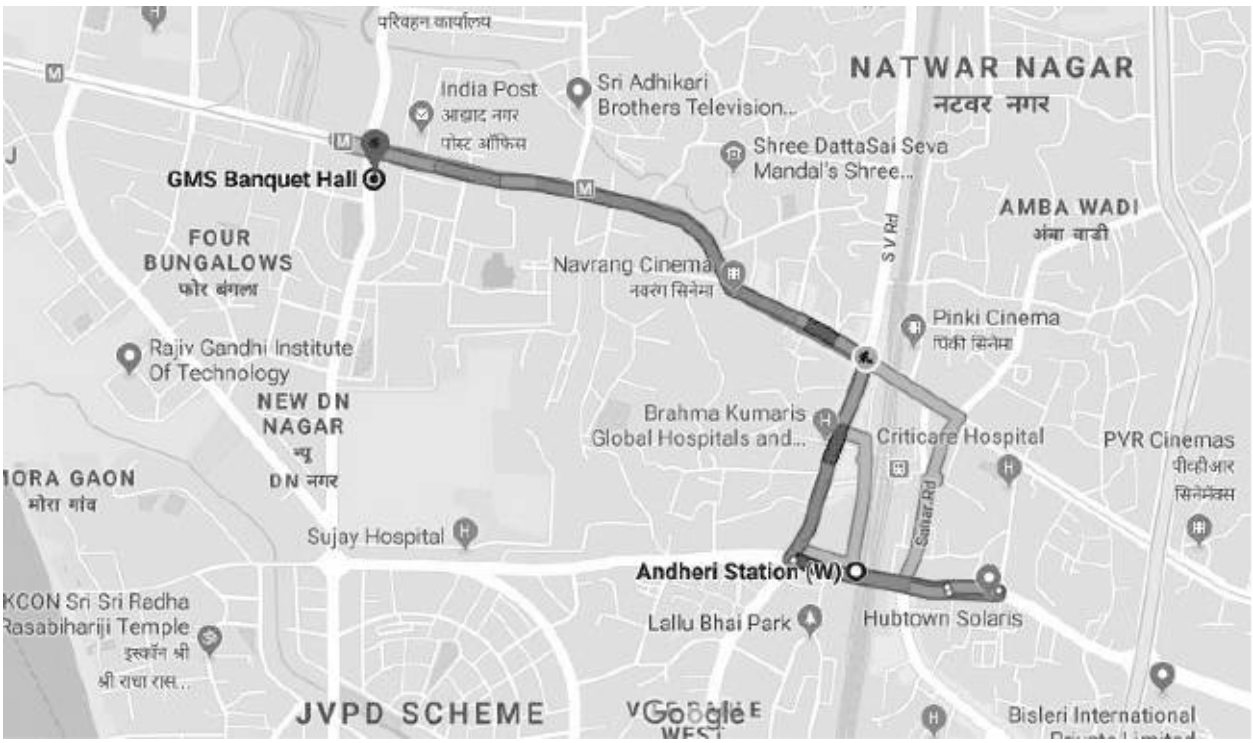
1. Please fill in the Folio/DP ID/Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE HALL OF THE MEETING.**

2. Please read the instructions for E-Voting given along with this Notice. The E-Voting period commences from Saturday, 22nd September, 2018 (10.00 a.m.) and ends on Monday, 24th September, 2017 (05.00 p.m.). The E-Voting module shall be disabled by NSDL for voting thereafter.

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



Address: GMS Banquets, Manmandir Co-operative Housing Society, Sitladevi Complex, DN Nagar, New Link Road, Andheri (W), Mumbai 400053

Prominent Landmark: Opp. Indian Oils