GOVERNANCE now
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SAB EVENTS AND GOVERNANCE NOW Media Ltd
SABGROUP

2nd September, 2017

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

Dear Sir,

**Symbol: SABEVENTS**

**Sub: Intimation of 04th Annual General Meeting to be held on Monday, 25th September, 2017 and Book Closure.**

With reference to the above captioned subject, we wish to inform you that the 04th Annual General Meeting of the Company will be held on Monday, 25th September, 2017 at 1:30 p.m. at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053. A copy of the Notice of 04th Annual General Meeting alongwith Attendance Slip and Proxy Form is enclosed with this letter.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive). Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on your records..

Thanking you,

Yours faithfully,

For **SAB Events & Governance Now Media Limited**

Payal

SAB Events and Governance Now Media Limited MUMBAI

**Payal Garg**
**Company Secretary and Compliance Officer**
**ACS No.: 23218**

(Encl: As above)


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

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SABGROUP

**Attn. Market Operations Department**

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

| Scrip Code | Type of Security | Book Closure | | Record date | Purpose |
|---|---|---|---|---|---|
| | | From | To | | |
| SABEVENTS | Equity | Tuesday, 19th September, 2017 | Monday, 25th September, 2017 | N.A. | Annual General Meeting |

For **SAB Events & Governance Now Media Limited**

Payal

**Payal Garg**
**Company Secretary and Compliance Officer**
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**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 **4th (Fourth) Annual General Meeting** of the Members of **SAB Events & Governance Now Media Limited** will be held on **Monday, 25th September, 2017 at 1:30 P.M.** at Celestial Banquets, B-47, Paramount, New Link Road, Oshiwara, Andheri (West), 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, 2017 together with the Board's Report and Auditors' Report thereon.

2. To appoint a Director in place of Mr. Kailasnath Adhikari, (DIN: 07009389), Managing 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 (FRN: 110324W) as approved by the members at the 1st Annual General Meeting as the Statutory Auditors of the Company to hold the office from the conclusion of 1st Annual General Meeting up to the conclusion of 6th Annual General Meeting and to fix their remuneration for the financial year ending on 31st March, 2018.

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

   **"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the 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, (FRN: 110324W), as Statutory Auditors of the Company to hold office from the conclusion of the 1st AGM upto the conclusion of 6th AGM 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 4th AGM till the conclusion of 5th AGM and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company."

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF MR. RAKESH JAIN (DIN: 05125278) 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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Mr. Rakesh Jain (DIN: 05125278), who was appointed as an Additional (Independent) Director of the Company with effect from 22nd August, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 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 as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Rakesh Jain for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such up to 21st August, 2022, who shall not be liable to retire by rotation."

**5. APPOINTMENT OF MR. MANAV DHANDA (DIN: 06627413) AS 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 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactments(s) thereof for the time being in force), Mr. Manav Dhanda (DIN: 06627413), who was appointed as an Additional Director of the Company with effect from 22nd August, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 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 as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Manav Dhanda for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company, who shall be liable to retire by rotation."

**6. APPROVAL OF THE EMPLOYEE STOCK OPTION SCHEME 2017 AND GRANT OF THE EMPLOYEE STOCK OPTIONS UNDER THE PLAN**

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

"**RESOLVED THAT** pursuant to the provisions of Section62(1)(b) and all other applicable provisions if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits)Regulations, 2014, as amended from time to time (hereinafter referred to as" SEBI SBEB Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), approval and consent of the Members of the Company ("Shareholders") be and is hereby accorded to the "**SAB Events Employees Stock Option Scheme 2017',** (hereinafter referred to as the SAB Events ESOP 2017" or "the Scheme"), the salient features whereof are furnished in the statement pursuant to provisions of Section 102 of the Companies Act, 2013 in this Notice and to the Board to create, offer and grant from time to time upto 75,000 (Seventy Five Thousand) Employees stock options (Options) being not exceeding 0.7% approximately of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent Employees including Directors of the Company [other than Promoter(s) or persons belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company], whether Whole time or otherwise, whether working in India or out of India (hereinafter referred to as an "Employee(s)"], as may be decided solely by the Board under the Scheme, exercisable into not more than 75,000 (Seventy Five Thousand) fully paid-up equity shares in the Company in aggregate of the face value of ₹10/- (Rupees Ten Only) each at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon, determine the detailed terms and conditions of various Schemes under the Plan, including but not limited to the terms or combinations of the terms subject to which the Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse, treatment of lapsed options as the Board may in its absolute discretion think fit;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done, including appointment of Merchant Banker, are hereby specifically approved and ratified.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorised to issue and allot equity shares upon exercise of the options from time to time in accordance with the Scheme and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders "Additional Shares"),the ceiling as aforesaid of 75,000 (Seventy Five Thousand) options and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.

**RESOLVED FURTHER THAT** in case the equity shares or other relevant securities of the Company are either sub-divided, re-consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees

under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised at any time to modify, change, vary, alter, amend, suspend or terminate SAB Events ESOP 2017 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of SAB Events ESOP 2017and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to SAB Events ESOP 2017.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to take necessary steps for listing of the equity shares allotted under SAB Events ESOP 2017on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, guidelines, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the forgoing, the Board be and is hereby authorised to do the following for and on behalf of the Company without being required to specifically seek any further consent or approval of shareholders of the Company to the end and intent that they shall deemed to have given their approval thereto expressly by the authority of this Resolution to seek statutory or such other approvals as may be necessary for the implementation of the SAB Events ESOP 2017; to dispose of from time to time, such Options as are not exercised, in such manner, as the Board may deem fit in its absolute discretion; to enter into and execute all such arrangements as the case may be with any advisors, bankers, depositories, custodians and other intermediaries (the "Agencies") in relation to the Plan and the schemes to be issued thereunder and to remunerate any of the Agencies in any manner including payment of commission, brokerage, fee or payment of their remuneration for their services rendered; to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the schemes at any stage including at the time of listing of the equity shares issued herein; to do all such acts, deeds, matters and things as the Board may at its discretion deem necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements; and

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to nominate and appoint such personnel to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this Resolution."

**By Order of the Board of Directors**

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

**Place: Mumbai**
**Date: 22nd August, 2017**

**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. 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, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested 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 Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (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 (electronic) 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. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records.

    Members are therefore are 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.

16. The Notice of the 4th 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.

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

**18. Voting through electronic means:**

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 4th Annual General Meeting of the Company, dated 22nd August, 2017 (the AGM Notice).

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 4th 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.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for scrutinizing the e-voting and the voting process at the AGM in a fair and transparent manner.

**E- Voting is optional**

**The instructions for e-voting are as under:**

(A) In case of member receiving e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depository participant(s)).

a. Open e-mail and open PDF file viz: "e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains user ID and password/PIN for e-voting. Please note that this password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.

b. Launch internet browser by typing the URL: https://www.evoting.nsdl.com/.

c. Click on Shareholder-login.

d. Put your user ID and password. Click Login.

e. Password change menu appears. Change the password/PIN with a 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 the password confidential.

f. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

g. Select "**EVEN**" of "**SAB Events and Governance Now Media Limited**".

h. Now you are ready for e-voting as Cast Vote page opens.

i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

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

k. Once you have voted on the resolution, you will not be allowed to modify their vote.

l. Institutional members (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 at "scrutinizer@mgconsulting.in" with a copy marked to evoting@nsdl.co.in; mentioning in subject line "E-voting for 4th AGM of SAB Events & Governance Now Media Limited".

(B) In case of member receiving physical copy of the Notice of AGM by courier [members whose e-mail ID's are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

i. Initial password is provided as below/at the bottom of the Attendance Slip:

| EVEN (E-voting Event Number) | User ID | Password/PIN |
|---|---|---|
| | | |

ii. Please follow all steps from Sr. No. (b) to (l) above, to cast vote.

(C) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

**Other Instructions:**

a. The e-voting period begins on Friday, 22nd September, 2017 (10:00 am) and ends on Sunday, 24th September, 2017 (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 Monday, 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

b. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 18th September, 2017. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.

c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 18th September, 2017, may obtain the login ID and Password by sending a request at evoting@nsdl.co.in.

d. 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.

e. 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.

f. M/s. Manish Ghia & Associates, Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the voting and e-voting process in fair and transparent manner.

g. 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.

h. 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. 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.

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

**Item No. 4:**

Mr. Rakesh Jain was appointed as an Additional (Independent) Director of the Company w.e.f. 22nd August, 2017. He is a Law Graduate from the University of Mumbai. He has more than 15 years of experience in Legal field and is also an expert in Arbitration Procedures.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rakesh Jain holds office as such upto 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.

Mr. Rakesh Jain 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 along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

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

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

The Board of Directors recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of the shareholders.

Except, Mr. Rakesh Jain 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. 5:**

Mr. Manav Dhanda was appointed as an Additional (Non-Executive) Director of the Company w.e.f. 22nd August, 2017. He is a Commerce Graduate from University of Mumbai. He has more than 17 years of experience in the Media & Entertainment Industry (India & International). Mr. Manav Dhanda is expert in charting out the Group's growth strategy across verticals including broadcast, production, publishing and film production venture.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Manav Dhanda holds office as such upto the date of this ensuing Annual General Meeting. The Company has received notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Director.

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

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

Except, Mr. Manav Dhanda 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:**

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives. Your Company believes that equity based Compensation Schemes are an effective tool to reward the employees of the Company in the growth of the Company, to create an employee ownership in the Company, to attract new talents, to retain the key resources in the organisation and for the benefit of the present and future employees of the Company. With this objective in mind, your Company intends to implement SAB Events Employees Stock Option Scheme 2017 (SAB Events ESOP 2017) for the aforesaid employees. The Company seeks members' approval in respect of SAB Events ESOP 2017and grant of Stock Options to the eligible employees of the Company as decided in this behalf from time to time in due compliance of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"). The main features of the SAB Events ESOP 2017are as under:

**a. Brief description of the Scheme(s)**

The SAB Events Employees Stock Option Scheme, 2017 (SAB Events ESOP 2017) encourages a long term and committed involvement of the Employees in the management and future of the Company. The objective of the Scheme is to encourage ownership of the Company's equity by its Employees on an ongoing basis. The Scheme is intended to reward the employees for their contribution to the successful operation of the Company and to provide an incentive to continue contributing to the success of the Company. It is envisaged that the Scheme will enable the Company to attract and retain the best available talent by making them partners in business and its growth. The Scheme seeks to grant to the Employees, options convertible in to equal number of Equity Shares of ₹ 10/- (Rupees Ten Only) each of the Company. It further empowers the Board of Directors or such Committee including the Nomination and Remuneration Committee or such officers of the Company to whom the Board may delegate these powers) to amend, vary or modify the terms and conditions pertaining to the grant of options, pricing of options, issue or allotment of equity shares or warrants pursuant to the options, to make adjustments as may be required and to the extent permissible in law for dividends, bonus and other rights that may accrue in respect of the options granted.

**b. Total number of options, shares or benefits to be granted**

The total number of options granted under SAB Events ESOP 2017shall not exceed 75,000 (Seventy Five Thousand) number of options convertible in to equivalent number of Equity shares of ₹ 10/- (Rupees Ten Only) each approximately equivalent to 0.7% of the present issued equity share Capital of the Company.

In the event the Options are not exercised within the Exercise Period, they shall automatically stand Lapsed and shall cease to be valid and treated as forfeited.

In case of any corporate action (s) such as rights issues, bonus issues, merger, demerger and sale of division and other activities as defined in the SAB Events ESOP 2017, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the Option Grantees for making such fair and reasonable adjustment, the ceiling of 75,000 (Seventy Five Thousand) equity shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

**c. Classes of Employees entitled to participate in the scheme(s)**

Following classes of employees are entitled to participate in SAB Events ESOP 2017:

a. Permanent employees of the Company working in India or out of India;

b. Directors and Key Managerial Personnel of the Company; and

c. Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are not eligible:

a. an employee who is a Promoter or belongs to the Promoter Group;

b. a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and

c. an Independent Director within the meaning of the Companies Act, 2013.

Options may be granted to such employees as decided by the Board in compliance with the applicable laws from time to time.

**d. Requirements of vesting and period of vesting**

Options granted under this Scheme would vest based upon the performance criteria or any other criteria as may be decided by the Committee and specified in the grant letter. The vesting period shall commence any time after the expiry of one year from the date of Grant of such options and shall end over a maximum period of Five years from the Grant date.

**e. Maximum period (subject to Regulation18(1) or 24(1) of the Regulations, as the case may be) within which the options shall be vested**

The maximum period within which options granted under SAB Events ESOP 2017 shall vest would not be more than 5 years from the date of grant of such options.

**f. Exercise price**

The price payable by the Eligible Employee(s) for Exercising the Options Granted in pursuance of this Scheme shall be ₹ 10/- (Rupees Ten Only) per equity share.

**g. Exercise period and process of exercise**

The options granted may be exercised by the Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time in accordance with the SAB Events ESOP 2017.

The Options will be exercisable by the Options Grantees by a written application to the Company to exercise the same in such manner, and on execution of such documents, as prescribed in the SAB Events ESOP 2017 or as may be additionally prescribed by the Nomination and Remuneration Committee and from time to time. The Options will lapse if not exercised within the specified exercise period.

**h. Appraisal process for determining the eligibility of Employees for the scheme(s)**

The appraisal process for determining eligibility of the employees shall be decided by the Nomination and Remuneration Committee under SAB Events ESOP 2017 and will be based on criteria such as grade of the employee, past performance, future potential and such other criteria determined by the Nomination and Remuneration Committee is entitled to review the criteria and eligibility of the Employees for grant of options.

**i. Maximum number of options to be issued per Employee and in aggregate**

The number of options that may be granted to any specific employee under the SAB Events ESOP 2017, during any one year, shall be not more than 1% of the outstanding issued share capital (excluding outstanding warrants and conversions) of the Company at the time of grant of options unless approval of the shareholders by way of a separate resolution has been taken.

**j. Maximum quantum of benefits to be provided per Employee under the Scheme**

The Maximum quantum of benefits underlying the Options issued to an eligible employee shall be equal to the difference between the option exercise price and the market price of the Shares as on the date of exercise.

**k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme is to be implemented and administered directly by the Company without forming or involving any trust.

**l. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both**

The Scheme involves issue of new shares against exercise of options by the Company. Hence, there will not be any secondary acquisition.

**m. The amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.**

Since SAB Events ESOP 2017 is not administered through trust, hence Not Applicable

**n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme(s)**

Not Applicable

**o. Statement for conformation to the accounting policies specified in Regulation 15 of SEBI (Share based Employee benefits) Regulations**

The Company shall comply with the accounting policies specified in the requirements of the 'Guidance Note on Accounting for Employee share-based Payments (Guidance Note) or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing Guidance Note or Accounting Standards do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under the SEBI (SBEB) Regulations then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

**p. Lock in period for options:**

The equity shares issued under this Scheme may be subject to such lock-in restrictions, if required under applicable laws and/or if determined by the Nomination and Remuneration Committee from the date of the allotment of such equity shares under this Scheme.

**q. Method which the Company shall use to value its options**

Intrinsic Value method or any other method as may be prescribed by applicable Accounting Standards or other statutory provisions from time to time.

The compensation cost for the Options Granted shall be computed in accordance with Applicable Laws.

**r. Other Terms**

SAB Events ESOP 2017 does not envisage secondary acquisition of equity shares of the Company.

The Company may vary, modify or alter the terms of SAB Events ESOP 2017 in compliance with the SBEB Regulations and Accounting Standards. SAB Events ESOP 2017 shall continue to be in force until the earlier of the two events:

(i) its termination by the Board or

(ii) the date on which all of the Options available for Grant under the Scheme have been Granted and Exercised, in accordance with the Scheme.

A draft copy of the SAB Events ESOP 2017 is available for inspection at the Company's Corporate Office on all working days till the date of the Annual General Meeting.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with SEBI SBEB Regulations any proposal involving issue of options or any other instruments, resulting in issue of shares, needs to be approved by the members by passing a Special Resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 6 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution except to the extent of their entitlements, if any, under the SAB Events ESOP 2017.

**By Order of the Board of Directors**

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

**Place: Mumbai**
**Date: 22nd August, 2017**

**In pursuance of 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. Kailasnath Adhikari | Mr. Rakesh Jain | Mr. Manav Dhanda |
|---|---|---|---|
| DIN | 07009389 | 05125278 | 06627413 |
| Date of Birth (Age) | 27th May 1990 (27 years) | 24th January, 1976 (41 years) | 2nd September, 1974 (42 years) |
| Nationality | Indian | Indian | Indian |
| Date of Appointment as Director | 10th February, 2016 | 22nd August, 2017 | 22nd August, 2017 |
| Designation | Managing Director | Independent Director | Non-Executive Director |
| Qualification | M.Com from Mumbai University and MSC in Accounting Organization and Institutions from the London School of Economics and Political Science | Bachelor of Commerce and Law Graduate from University of Mumbai | Commerce Graduate from University of Mumbai |
| Experience/ Expertise | He has worked with the erstwhile Planning Commission of India | He is Practicing Advocate in High Court of Bombay City Civil and Sessions Court since 2001. | He is having an experience of more than 17 years in the Media & Entertainment Industry. |
| Terms and Conditions of Appointment or Re-appointment | There is no change in terms of appointment | Independent Director for a term of 5 (Five) years up to 21st August, 2022. | Non-Executive Director liable to retire by rotation |
| Remuneration sought to be paid | ₹ 1,00,000/- per month. | No remuneration is paid except sitting fees | Nil |
| Remuneration last drawn | ₹ 1,00,000/- per month. | Not Applicable | Not Applicable |
| Justification for choosing the appointees for appointment as Independent Directors | Not Applicable | He is qualified as Law Graduate from Mumbai University having rich experience in the Legal field. He is an expert in the Arbitration process which will be helpful for the Company. | Not Applicable |
| Number of Meetings of the Board attended during the year | 9 (Nine) | Not Applicable | Not Applicable |
| Shareholding in the Company (Equity Shares of ₹ 10/- each | Nil | Nil | Nil |
| List of Directorships in other Companies | 1. Sri Adhikari Brothers Assets Holding Private Limited | 1. Rivendell Developers Private Limited<br>2. Arlm Developers Private Limited | 1. Kiddy Entertainment Private Limited |
| List of Chairmanship or membership of various Committees in others Companies | Nil | Nil | Nil |
| Relationship with other Directors of the Company | Son of Mr. Markand Adhikari, Chairman 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

**FOR KIND ATTENTION OF SHAREHOLDERS**

**Dear Shareholders,**

As per the provisions of Section 88 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

| | |
|---|---|
| **Registered Folio / DP ID & Client ID** | |
| **Name of the Shareholder(s)** | |
| **Father's / Mother's / Spouse's Name** | |
| **Address (Registered Office Address in case the Member is a Body Corporate)** | |
| **E-mail ID** | |
| **PAN or CIN (in case of Body Corporate)** | |
| **UIN (Aadhar Number)** | |
| **Occupation** | |
| **Residential Status** | |
| **Nationality** | |
| **In case member is a minor, name of the guardian** | |
| **Date of birth of the Member** | |

Place: _____

Date: _____

_____
**Signature of the Member**

**Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company viz. Sharex Dynamic (India) Pvt. Ltd.; Unit No. 1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai -400072.**

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

**For SAB Events & Governance Now Media Limited**

**Kailashnath Adhikari**
**Managing Director**
**DIN: 07009389**

**SAB EVENTS AND GOVERNANCE NOW Media Ltd**

SABGROUP

**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]**

**4TH ANNUAL GENERAL MEETING ON MONDAY, 25TH SEPTEMBER, 2017**

| | |
|---|---|
| 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) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053 at 1:30 p.m. 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 for the year ended 31st March, 2017 along with the Board's Reports and Auditors' Report thereon. | | | |
| 2 | Ordinary Resolution for appointment of a director in place of Mr. Kailasnath Adhikari, (DIN: 07009389), Managing Director of the Company who retires by rotation and being eligible, offers herself for re-appointment. | | | |
| 3 | Ordinary Resolution for ratification of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (having FRN: 110324W) as Statutory Auditors of the Company to hold office from the conclusion of 4th Annual General Meeting up to the conclusion of 5th Annual General Meeting and to fix their remuneration for the financial year ending on 31st March, 2018. | | | |
| | **Special Business:** | | | |
| 4 | Ordinary Resolution for Appointment of Mr. Rakesh Jain (DIN: 05125278) as an Independent Director of the Company. | | | |
| 5. | Ordinary Resolution for Appointment of Mr. Manav Dhanda (DIN: 06627413) as a Non-Executive Director of the Company. | | | |
| 6. | Special Resolution for approval of the Employee Stock Option Scheme 2017 and Grant of the Employee Stock Options under the plan. | | | |

Affix Revenue Stamp Re.0.15

Signed this ..... day of ..... , 2017

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**

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**Email:** cs@governancenow.com **Website:** www.governancenow.com
**Phone:** 91-22-26246701, **Fax:** 91-22- 26235134

# ATTENDANCE SLIP

## 4TH ANNUAL GENERAL MEETING ON MONDAY, 25TH SEPTEMBER, 2017

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

I/We hereby record my/our presence at the 4th Annual General Meeting of the members of the Company held at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053 on Monday, 25th September, 2017 at 1.30 p.m.

..... .....

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 Remote E-Voting given along with this Notice. The remote E- Voting period commences from Friday, 22nd September, 2017 (10:00 am) and ends on Sunday, 24th September, 2017 (5:00 pm). 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

