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SAB EVENTS & GOVERNANCE NOW Media Limited

September 5, 2019

To
The Manager – CRD,
BSE Limited
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 540081

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

SYMBOL: SABEVENTS

Dear Sir,

Sub: Intimation of 6th Annual General Meeting to be held on Monday, 30th September, 2019 and Book Closure.

With reference to the above captioned subject, we wish to inform you that 6th Annual General Meeting ("AGM") of the Company will be held on Monday, 30th September, 2019 VVM Banquets, Venue Hub Compound, Vidya Vikas Mandal, Near Recreation Club, Next to Bhavan's College, Andheri (W), Mumbai – 400058, Maharashtra to transact the Ordinary and Special Business as set out in the Notice convening the 6th AGM, dated 14th August, 2019. A Copy of the Notice of 6th Annual General Meeting along with the copy of Attendance Slip and Proxy form is attached 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, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of AGM. Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

Yours faithfully,

For SAB Events & Governance Now Media Limited

Payal

SAB Events and Governance Now Media Ltd. MUMBAI

Payal Garg
Company Secretary & Compliance Officer
ACS: 23128

(Encl.: a/a)

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		
540081	Equity	Tuesday, 24th September, 2019	Monday, 30th September, 2019	N.A.	Annual General Meeting

For SAB Events & Governance Now Media Limited

Payal

SAB Events and Governance Now Media Limited MUMBAI

Payal Garg
Company Secretary & Compliance Officer
ACS: 23128

SAB EVENTS AND GOVERNANCE NOW Media Ltd

CIN: L22222MH2014PLC254848
Registered Office: 7th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400053.
Phone: 91-22-40230711, **Fax:** 91-22-26395459 **Email:** cs@governancenow.com **Website:** www.governancenow.com

NOTICE

Notice is hereby given that the **6th (Sixth) Annual General Meeting** of the Members of **SAB Events & Governance Now Media Limited** will be held on **Monday, 30th September, 2019 at 3.45 p.m** at V V M Banquets, Venue Hub Compound, Vidya Vikas Mandal, Near Recreation Club, Next to Bhavan's College, Andheri (W), Mumbai - 400058 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, 2019 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. Re-appointment of M/s. A. R. Sodha & Co., Chartered Accountants (having FRN: 110324W), Mumbai as Statutory Auditors 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 139, 142 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. A.R. Sodha & Co., Chartered Accountants, Mumbai, (FRN: 110324W), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 4 (four) years from the conclusion of 6th Annual General Meeting upto the conclusion of 10th Annual General Meeting to be held for the financial year ending 31st March, 2023 to audit the financial statements of the Company for the financial years from 2019-20 to 2022-23; at such remuneration plus applicable taxes, out of pocket expenses, travelling and other expenses, as recommended by the Audit committee or on such terms and conditions as mutually agreed between the auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:

4. **APPOINTMENT OF MRS. LATASHA LAXMAN JADHAV (DIN: 08141498) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

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

   "RESOLVED THAT Mrs. Latasha Laxman Jadhav (DIN: 08141498), who was appointed as an Additional (Non-Executive) Director of the Company with effect from 01st October, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with 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 with respect to that the Company has received a notice in writing from Mrs. Latasha Laxman Jadhav as required under Section 160 of the Act, signifying her candidature as Non-Executive Director and as recommended by the Nomination and Remuneration Committee be and is hereby appointed as Non-Executive Director of the Company pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereon for the time being in force), who shall be liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to the above resolution from time to time."

5. **AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE, OFFER, ISSUE & ALLOT FURTHER SECURITIES OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provisions of Section 41, 42, 62, 71 and all other applicable provisions of the Companies Act, 2013 (**'the Act'**) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all applicable laws and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and subject to any other necessary approval, consent, permission and/or sanction of the Securities and Exchange Board of

India ("**SEBI**"), Government of India ("**GOI**"), Reserve Bank of India ("**RBI**"), Foreign Investment Promotion Board ("**FIPB**"), Department of Industrial Policy & Promotion ("**DIPP**") and/or any other appropriate authorities, including Banks, Financial Institutions or other Creditors; subject to the provisions of the Foreign Exchange Management Act, 1999 (**FEMA**), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, as amended and all applicable regulations framed and notifications issued there under; SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI Regulations**"), including the guidelines for Qualified Institutional Placement prescribed under Chapter VI thereof; subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee(s) constituted /to be constituted by the Board to exercise its powers including powers conferred on the Board by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, in the course of one or more public/private offerings in domestic and/or in the course of international offerings with or without green shoe options, equity shares (including Qualified Institutions Placement (**QIPs**) under SEBI ICDR Regulations) and/or equity shares through Global Depository Receipts (**GDRs**) and/or American Depository Receipts (**ADRs**) or Foreign Currency Convertible Bonds (**FCCBs**) and/or other securities convertible into equity shares at the option of the Company and/or holder(s) of such securities and/or securities linked to equity shares and/or securities including non-convertible debentures with warrants or other securities with or without warrants, which may be either detachable or linked and which warrant has a right exercisable by the warrant holder to subscribe for equity shares and/or any instruments or securities representing either equity shares and/or convertible securities linked to equity shares (including the issue and allotment of equity shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred as "securities") to eligible investors under applicable laws, regulations and guidelines whether residents or non-residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, and/or multilateral financial institutions and/or individuals and/or trustees and/or stabilizing agents or otherwise and whether or not such investors are members of the Company, through Prospectus and/or Letter of Offer or Circular and/or on public and/or private/preferential basis, such issue and allotment to be made at such times/intervals, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of securities provided that the total amount raised through the issuance of such securities shall not exceed Rs. 50/- Crore (Rupees Fifty Crore Only) or its equivalent in one or more currencies, including premium if any, as may be decided by the Board.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into Equity Shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VI of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out under the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VI of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or such other date as may be prescribed under the applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and/or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue/ conversion/ exercise/ redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed in relation to the issue of Securities, is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

6. 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	Nature of transactions	Appropriate value of transactions
TV Vision Limited (TVVL)	Promoting, Marketing and advertising of TVVL Channels	1st July 2019 to 30th June 2020 Rs. 60 lakh

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.: A23128

Place: Mumbai
Date: August 14, 2019

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 AGM in terms of Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard 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, 24th September, 2019 to Monday, 30th September, 2019 (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) i.e. Sharex Dynamic (India) Private Limited 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. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.

9. Securities And Exchange Board of India ("SEBI") has mandated the transfer of securities of listed companies in dematerialized form only with effect from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares that are held by them in physical form.

10. 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.

11. 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 & 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.

12. 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.

13. 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.

14. 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.

15. 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.

16. To comply with the provisions 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.

17. The Notice of the 6th 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 permitted mode.

18. Route Map landmark alongwith prominent landmark 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.

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 6th AGM of the Company, dated 14th August, 2019 (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 6th 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 Friday, 27th September, 2019 (10:00 am) and ends on Sunday, 29th September, 2019 (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, 23rd September, 2019, 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 allowed be to change it subsequently.

    d. 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, 23rd September, 2019. 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 cut-off date i.e. Monday, 23rd September, 2019 shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.

e. The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, 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 holding shares as on the cut-off date i.e. Monday, 23rd September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

g. If you have forgotten 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 shall be 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. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company at www.governancenow.com and on the website of the NSDL at www.evoting.nsdl.com. The results shall also be immediately forwarded to 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 use 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 to 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 with 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 attachment i.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

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STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 FOR THE ORDINARY AND SPECIAL BUSINESS OF THE COMPANY:

ITEM NO: 3

Members have appointed M/S A.R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W) as statutory auditors of the Company at the 1st Annual General Meeting (AGM) held on 24th September, 2014 to hold office from conclusion of 1st AGM upto the conclusion of 6th AGM.

The tenure of M/s A.R. Sodha is expiring at the ensuing AGM. M/s A.R. Sodha & Co., Practicing Chartered Accountants, has been diligent provider of wide range of services since 1979. The firm has been providing services across broad spectrum ranging from assurance, tax, transaction and advisory. They bring broad range of experience and network to offer services that provide end to end solution in these areas. Their core competency lies in their sound knowledge of the regulatory environment, standardization of practice processes and appreciation and understanding needs of their clients. They have been providing audit and taxation services to the Company since incorporation.

The Company has also received a written consent and an eligibility certificate from M/s. A. R. Sodha & Co. stating that they are willing to act as statutory auditors of the Company and that their appointment satisfies the criteria as provided under section 141 of the Companies Act, 2013.

Basis the experience and long relationship of the statutory auditor with the Company and in interest of the Company, the Board recommends the re-appointment of M/s A.R. Sodha & Co., Chartered Accountants, as statutory auditors of the Company for a second term of 4 (four) consecutive years, who shall hold office from the conclusion of 6th AGM upto the conclusion of 10th AGM and to audit the financial statements from the F.Y.2019-20 to F.Y. 2022-23, at a proposed remuneration of an amount not exceeding Rs 75,000/- p.a. plus applicable taxes, out of pocket expenses, travelling and other expenses for financial year 2019-20 or on such remuneration and terms and conditions as may be mutually agreed between the auditors and the Board of Directors of the Company, for their remaining period of appointment.

The Board recommends the Ordinary Resolution as set out at item no. 3 of the AGM Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

ITEM NO. 4

Mrs. Latasha Laxman Jadhav was appointed as an Additional Non-Executive Director of the Company w.e.f. 1st October, 2018. Mrs. Latasha Laxman Jadhav belongs to a Media Family and possesses fair knowledge of Media Industry. She is an active Social Worker and takes participation in various socio-cultural activities.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Latasha Laxman Jadhav holds office as such upto the date of this ensuing Annual General Meeting.

In the opinion of the Board, Mrs. Latasha Laxman Jadhav, proposed to be appointed as Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

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

Brief resume of Mrs. Latasha Laxman Jadhav as stipulated under Regulations 26(4) and 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Mrs. Latasha Laxman Jadhav, 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

To meet the capital expenditure, long term working capital requirements, other requirements arising out of business activities, and for general corporate purposes including but not limited to repayment or prepayment of loans taken, the Company proposes to mobilize the funds by way of offer / issue and allot in the course of international/ domestic offering(s) in one or more tranches to foreign investors/ domestic financial institution/ mutual funds/ other eligible entities, equity shares of nominal value of Rs. 10/- each or equity shares underlying securities in the form of QIP(s)/ GDR(s)/ ADR(s)/ FCCB(s) and/ or any other permitted instruments/ securities convertible into equity shares (at a later date as may be determined by the Board of Directors) for an aggregate value not exceeding Rs. 50/- Crore (Rupees Fifty Crore Only).

The detailed terms and conditions of the offer will be determined in consultation with Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required to be consulted by the company considering the prevailing market conditions and other relevant factors.

Pursuant to provisions of Sections 41, 42, 62 and 71 of the Companies Act, 2013, read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, Company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the Special Resolution. If approved by shareholders, QIP issue shall be completed within one year from the date of passing of Special Resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari-passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the shareholders of the Company to offer, create, issue and allot the above Securities, in one or more tranches, to Investors inter alia through QIP by way of private placement or otherwise and to authorize the Board of Directors (including any Committee(s) thereof authorized for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discounts as may be permitted under said SEBI Regulations.

The proposed resolution is an enabling resolution conferring authority on the Board of Directors to cover all the present and future contingencies and corporate requirements in terms of Section 41, 42, 62 and 71 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time and the Listing Regulations, which requires that new shares are first to be offered on pro-rata basis to the existing shareholders of the Company, unless the shareholders at a general meeting decides otherwise by passing a special resolution.

The Board recommends the Special Resolution as set out at Item no. 5 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.

ITEM NO: 6

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, 2019 to 30th June, 2020, provided that the total amount of such service shall not exceed Rs. 60 lakh 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. Kailasnath Adhikari is the son of Mr. Markand Adhikari
Nature of Contract	Promoting, Marketing and advertising of TVVL Channels
Terms of Contract	1(One) year from 1st July, 2019 to 30th June, 2020
Monetary Value	Rs. 60 Lakh per annum
Any advance paid	NA
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. 6 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.: A23128

Place: Mumbai
Date: August 14, 2019

In pursuance to the provisions of Regulation 26(4) and 36(3) of the Listing Regulations and SS -2 issued by the ICSI, details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting (AGM) is as follows:

Name of the Director	Mr. Kailasnath Adhikari	Mrs. Latasha Laxman Jadhav
DIN	07009389	08141498
Date of Birth (Age)	27th May, 1990 (29 years)	20th April, 1971 (48 years)
Nationality	Indian	Indian
Date of Appointment as Director	10th February, 2016	1st October, 2018
Designation	Managing Director	Additional Non-Executive Director
Qualification	MSC in Accounting Organization and Institutions from the London School of Economics and Political Science and M.Com from Mumbai University	She is an active social worker and takes participation in Socio- Cultural activities
Experience/ Expertise	He has worked with the erstwhile Planning Commission of India. He has steered the brand 'Gov Now' & MICE business to great heights.	Belongs to a Media Family and possesses fair knowledge of Media Industry.
Terms and Conditions of Appointment or Re-appointment	Nil remuneration, liable to retire by rotation.	Non-Executive Director w.e.f. October 1, 2018, liable to retire by rotation.
Remuneration sought to be paid	Nil	Nil
Remuneration last drawn	Nil	Not Applicable
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Not Applicable
Number of Meetings of the Board attended during the year	6 (Six)	3 (Three)
Shareholding in the Company (Equity Shares of Rs. 10/- each)	Nil	Nil
List of Directorships in other Companies	1. Happii Digital & Broadcasting Network Private Limited 2. Sri Adhikari Brothers Assets Holding Private Limited	1. Sri Adhikari Brothers Television Network Limited 2. TV Vision Limited 3. Krishna Showbiz Services Private Limited 4. HHP Broadcasting Services Private Limited 5. UBJ Broadcasting Private Limited 6. MPCR Broadcasting Service Private Limited 7. Titanium Merchant Private Limited 8. Global Showbiz Private Limited 9. Prime Global Media Private Limited 10. SAB Group Content Network Private Limited 11. Marvel Media Private Limited 12. SAB Media Networks Private Limited 13. SAB Entertainment Network Private Limited 14. Dream Merchant Content Private Limited 15. SAB Global Entertainment Media Private Limited 16. Ruani Media Service Private Limited 17. Abhivadan Media Services Private Limited 18. Ashpreet Production Service Private Limited
List of Chairmanship or membership of various Committees in listed company and others Companies (The Committee membership and chairpersonship includes membership of the Audit Committee (AC), Stakeholders' Relationship Committee (SRC) and Nomination & Remuneration Committee (NRC)	Chairmanship Nil Membership SAB Events & Governance Now Media Limited- SRC.	Chairmanship Nil Membership Nil
Relationship with other Directors of the Company	Son of Mr. Markand Adhikari, Chairman of the Company	Not Related

SAB EVENTS AND GOVERNANCE NOW Media Ltd

CIN: L22222MH2014PLC254848
Registered Office: 7th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400053.
Phone: 91-22-40230711, **Fax:** 91-22-26395459
Email: cs@governancenow.com **Website:** www.governancenow.com

PROXY FORM

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

6TH ANNUAL GENERAL MEETING ON MONDAY, 30TH SEPTEMBER, 2019

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 6th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 2.45 P.M. at V V M Banquets, Venue Hub Compound, Vidya Vikas Mandal, Near Recreation Club, Next to Bhavan's College, Andheri (W), Mumbai - 400058 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, 2019 along with Boards' Report and of the Auditors' Report thereon.			
2	Ordinary Resolution for appointment of a director in place of Mr. Kailasnath Adhikari (DIN: 07009389), Director, who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary resolution for re-appointment of M/s. A. R. Sodha & Co. Chartered Accountants, Statutory Auditors (FRN: 110324W), to hold office from the conclusion of 6th Annual General Meeting upto the conclusion 10th Annual General Meeting and to fix their remuneration.			
	Special Business:			
4	Ordinary Resolution for appointment of Mrs. Latasha Laxman Jadhav (DIN: 08141498), as Non - Executive Director of the Company.			
5.	Special Resolution for giving authority to the board of directors to create, offer, issue & allot further securities of the company.			
6.	Ordinary Resolution for approval of Related Party Transactions:			

Signed this ..... day of ....., 2019

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: 7th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400053.
Phone: 91-22-40230711, Fax: 91-22-26395459
Email: cs@governancenow.com Website: www.governancenow.com

ATTENDANCE SLIP

6TH ANNUAL GENERAL MEETING ON MONDAY, 30TH SEPTEMBER, 2019

Registered Folio/ DP ID & Client ID :	
Name and address of The shareholder(s) :	
Joint Holder 1 Joint Holder 2	
No. of share (s) held	

I/We hereby record my/our presence at the 6th Annual General Meeting of the members of the Company held at Monday, 30th September, 2019 at 3.45 P.M. at V V M Banquets, Venue Hub Compound, Vidya Vikas Mandal, Near Recreation Club, Next to Bhavan's College, Andheri (W), Mumbai – 400058.

Member's / Proxy's name
(In Block Letters)

Member's/Proxy's/Authorized Representative'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.**

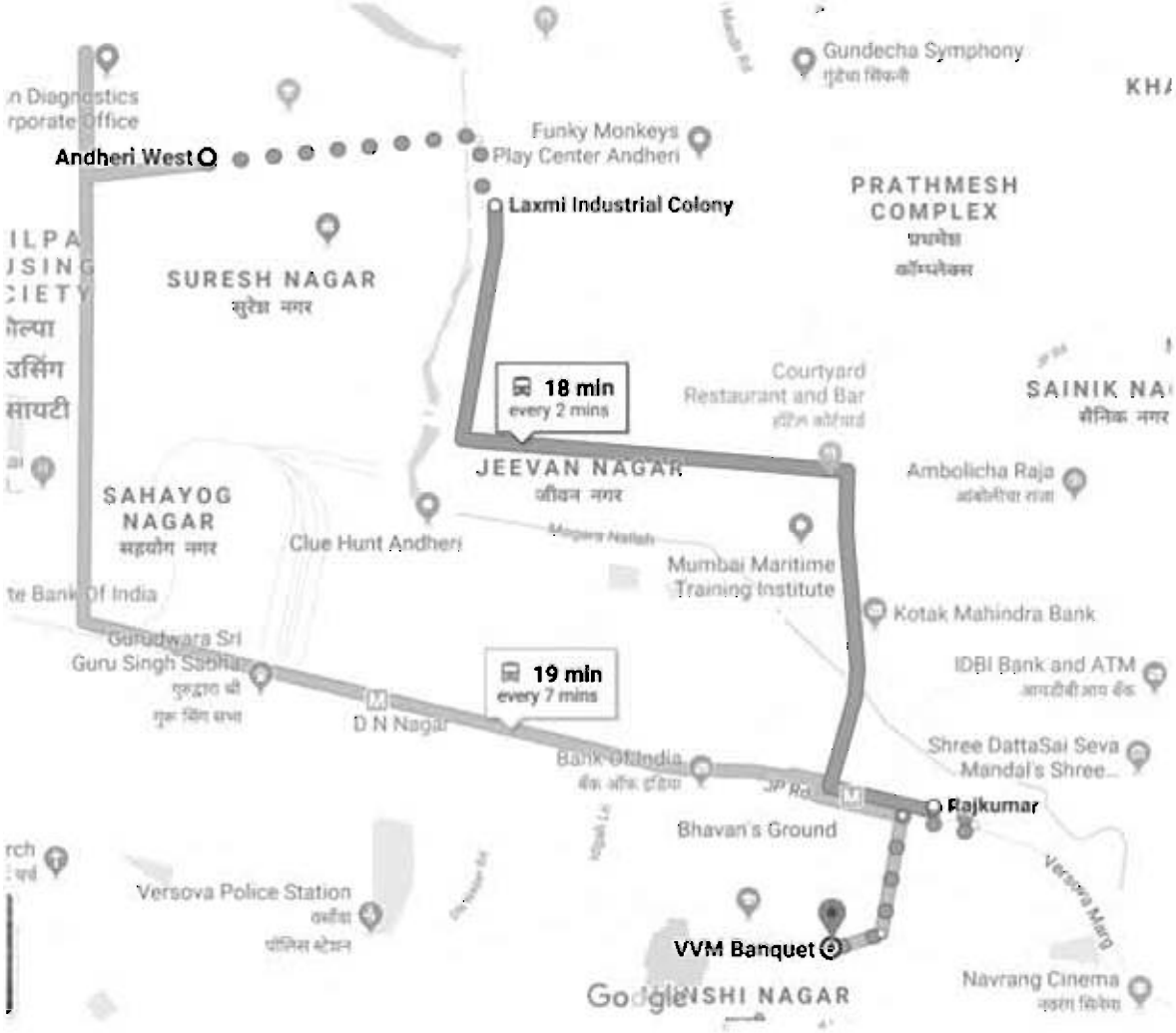
2. Please read the Instructions for E-Voting given along with this Notice. The E-Voting period commences from Friday, 27th September, 2019 (10.00 a.m.) and ends on Sunday, 29th September, 2019 (5.00 p.m.). The E-Voting module shall be disabled by NSDL for voting thereafter.

ELECTRONIC VOTING PARTICULARS

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

Note: PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



Address: VVM Banquets, Venue Hub Compound, Vidya Vikas Mandal, Near Recreation Club, Next to Bhavan's College, Andheri (W), Mumbai – 400058

Prominent Landmark: Next to Bhavan's College