

TRANSCRIPT OF THE 10TH ANNUAL GENERAL MEETING (“AGM”) OF SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED HELD ON MONDAY, SEPTEMBER 25, 2023 AT 4.03 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY

The meeting commenced at 4.03 p.m.

Mr. Markand Adhikari, Chairman & Non-Executive Director, Mr. Kailasnath Adhikari Managing Director, Dr. Ganesh P Raut, Mr. Umakanth Bhyravajoshiyulu, Mr. Shailendra Mishra, Independent Directors, Mrs. Latasha Jadhav, Non-Executive Director, Mr. Suresh Satpute, Chief Financial Officer, Ms. Swity Gada, Company Secretary & Compliance Officer, had joined the meeting through VC.

Representatives of the Statutory Auditors, Secretarial Auditors and Scrutinizers also attended the meeting through VC.

Mr. Markand Adhikari, Chairman and Non-Executive Director of the Company, chaired the meeting.

Ms. Swity Gada, the Company Secretary & Compliance Officer of the Company, highlighted following points as meeting was conducted through VC/OAVM:

- The registered office of the Company situated at 7th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053, was deemed to be the venue for this AGM and proceedings of the AGM was made and recorded from registered office.
- The Register of Directors and Key Managerial Personnel, the Register of Contracts or Arrangements in which the directors are interested, was made available for inspection by the members. Members seeking to inspect such documents can send their requests at cs@governancenow.com.
- As the AGM was held through VC, the facility for appointment of proxies by the members was not applicable and hence the proxy register for inspection is not available.
- The Company had received requests from few members to register them as speakers at the meeting. The Company had allowed them to speak once Mr. Kailasnath Adhikari directed the same.
- As the meeting was conducted through VC mode, the resolutions mentioned in the notice convening this meeting have already been put to vote through remote e-voting and also the facility of voting was available during the proceedings of AGM, so there was no proposing and seconding of the resolutions.

Thereafter, the proceedings were handed over to the Chairman of the Company.

Registered Office:

7th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: 022 - 40230711 | Fax: 022 - 26395459

Website: www.governancenow.com

CIN: L22222MH2014PLC254848

Mr. Markand Adhikari, Chairman and Non-Executive Director greeted and informed to the members that the AGM was conducted through VC / OAVM and that the AGM was called, convened and conducted in compliance with the provisions of the Act, Secretarial Standards-2 issued by the Institute of Company Secretaries of India and in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

Total 37 (Thirty Seven) members were present through VC at the AGM.

As the requisite quorum was present, the Chairman called the meeting to order.

Thereafter, he requested Mr. Kailasnath Adhikari, Managing Director of the Company to conduct the proceedings of the meeting.

On request of Chairman, Mr. Kailasnath Adhikari, Managing Director took over the proceedings of meeting.

He has introduced all Directors, Key Managerial Personnel and the invitees present at the meeting through VC/OAVM.

He informed that the Company had received 06 (Six) Authorized Representations from Bodies Corporates under Section 113 of the Companies Act, 2013 ("the Act") in respect of **29,73,735** equity shares representing **28.37%** of the paid-up capital of the Company.

Thereafter, he briefed the business highlights and operations of the Company during the financial year 2022-23.

Thereafter, Ms. Swity Gada, Company Secretary & Compliance Officer of the Company, informed the Members that the Company had engaged the services of National Securities Depositories Limited (NSDL) to provide facility for electronic voting system (remote e-voting or voting at AGM) and participation in the AGM through VC/OAVM facility. She also informed the Members that the facility for voting through e-voting system was made available during the Meeting for Members who had not cast their vote prior to the Meeting.

Further, she informed that the Board of Directors had appointed CS Mannish L Ghia (FCS 6252), Partner of M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM, in a fair and transparent manner.

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Thereafter, Mr. Kailasnath Adhikari informed that the Notice of the 10th AGM and the Annual Report containing the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023, together with the Board's Report and Auditors' Report thereon along with relevant Notes to Financial Statements were to be taken as read as the same had already been circulated to the members.

He further informed that since the qualifications, observations or adverse comments in the Reports of Statutory Auditor and Secretarial Auditor did not have any material bearing on the functioning of the Company, the same was not required to be read. However, attention of the members was drawn to the reply of the Board of Directors to such observations, which were provided in the Board's Report of the Company and accordingly, the same was taken as read.

Thereafter, the Meeting was taken ahead to the Agenda items as appended in the Notice of the said AGM.

Item No.	Agenda Items	Type of Resolution
Ordinary Business		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Board of Directors and Auditors thereon.	Ordinary

Thereafter, Mr. Kailasnath Adhikari informed that Mr. Markand Adhikari, Chairman and himself were interested parties for the next agenda item and hence, requested Dr. Ganesh Raut, Independent Director of the Company to take the Chair and continue with the proceedings of the meeting.

Item No.	Agenda Items	Type of Resolution
Ordinary Business		
2	To appoint a Director in place of Mr. Markand Navnitlal Adhikari (DIN: 00032016), Chairman & Non-Executive Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary

Thereafter, Dr. Ganesh Raut requested Mr. Markand Adhikari to resume the Chair and handed over the proceedings to Mr. Kailasnath Adhikari.

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Item No.	Agenda Items	Type of Resolution
Ordinary Business		
3	To appoint M/s. P. Parikh & Associates, Chartered Accountants, as the statutory auditors of the Company and fix their remuneration.	Ordinary

Further, Mr. Kailasnath Adhikari informed that Mr. Markand Adhikari, Chairman and himself were interested parties for the next agenda item and hence, requested Dr. Ganesh Raut, Independent Director of the Company to take the Chair again and continue with the proceedings of the meeting.

Special Business		
4	To appoint Mr. Kailasnath Adhikari (DIN: 07009389) as Managing Director of the Company for further term of 1 year.	Ordinary
5	To approve the payment of remuneration to Mr. Markand Adhikari (DIN: 00032016), Chairman and Non-Executive Director of the Company.	Special

Thereafter, Dr. Ganesh Raut, Independent Director of the Company requested Mr. Markand Adhikari to resume the Chair and handed over the proceedings to Mr. Kailasnath Adhikari.

Special Business		
6	Authority to the Board of Directors to create, offer, issue & allot further securities of the Company.	Special

Thereafter, the Company Secretary invited the shareholders who had registered themselves as speakers to ask questions.

On invitation, members who had registered themselves as speakers, addressed the meeting through VC/ OAVM and sought clarification on the following:

- operating challenges during the year;
- generation of revenue from conducting conferences and all other, posting an advertisement on portal of the Company;
- future road map for next 5 (five) years;
- what is the capex requirement to reach greater heights;
- dividend by the Company;
- employee count of the Company

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Mr. Kailasnath Adhikari, Managing Director responded to all the queries of the members and provided clarifications wherever needed.

Thereafter, the Company Secretary announced that the voting on the NSDL platform will continue to be available for the next 15 minutes from the conclusion of the AGM. Therefore, members who had not cast their vote were requested to do so. It was also informed that the voting results shall be announced within 2 (Two) working days of the conclusion of the Meeting. The same shall be intimated to Stock exchanges and also be placed on the website of the Company and NSDL.

The meeting was concluded at 4:39 P.M. with a vote of thanks to the Chair by Mr. Umakanth Bhyravajoshiyulu, Independent Director of the Company.

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