

**TRANSCRIPT OF THE 8<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED HELD ON SATURDAY, SEPTEMBER 18, 2021 AT 5.30 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) FACILITY**

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The meeting commenced at 5.30 p.m.

The Chairman, all the Directors and Key Managerial Personnel of the Company had joined the meeting through VC.

Representatives of the Statutory Auditors, Secretarial Auditors and Scrutinizer 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 of the Company, highlighted following points as meeting was conducted through VC/OAVM:

- The registered office of the Company situated at 7<sup>th</sup> 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, was made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests at [cs@governancenow.com](mailto: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 convened through VC, resolutions have already been put to vote through remote voting and the requirement to propose and second would not applicable.

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

The Chairman informed that in view of the massive outbreak of the COVID-19 pandemic and considering the social distancing norms and in accordance with the circulars issued by Ministry

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of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), the AGM was convened and conducted through VC/OAVM.

Thereafter, Mr. Markand Adhikari, Chairman & Non-Executive Director authorized Mr. Kailasnath Adhikari, Managing Director of the Company to conduct the proceedings of the meeting.

Total 43 (Forty Three) members were present through VC.

As the requisite quorum was present, the Mr. Kailasnath Adhikari, Managing Director called the meeting to order.

Thereafter, he introduced the Directors, Key Managerial Personnel and the invitees present at the meeting through VC/OAVM.

He informed that the Company received 06 (Six) Authorized Representations from Bodies Corporates under Section 113 of the Companies Act, 2013 ("the Act") in respect of **29,74,035** 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 2020-21.

Thereafter, the Company Secretary 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 M/s. Manish Ghia & Associates, Company Secretaries (FCS 6252), Mumbai as the Scrutinizer to scrutinize the e-voting process and e-voting during the AGM, in a fair and transparent manner.

Thereafter, Mr. Kailasnath Adhikari informed that the Notice of the 8<sup>th</sup> AGM and the Annual Report containing the Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Boards' 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.

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Further, he informed that since the qualifications, observations or adverse comments on the financial statements and matters did not have any material bearing on the functioning of the Company, reports of the Auditors were taken as read. The observations alongwith reply of the Board of Directors had also been also provided in the Boards' report of the Company.

Further, the material observation in the Secretarial Auditors' Report were read by him alongwith its reply and attention of the members was drawn to the Boards' Report wherein the all the observations/qualifications are replied suitably.

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
<b>Ordinary Business</b>		
1	To receive, consider and adopt the Audited Financial Statements of the Company, for the year ended March 31, 2021 together with the Board's Reports and Auditors' Report thereon.	Ordinary
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.	Ordinary

<b>Special Business</b>		
3	Authority to the Board of Directors to create, offer, issue & allot further securities of the Company.	Special

Thereafter, Mr. Kailasnath Adhikari informed that he was interested party for the next two agenda items and hence, he requested to Dr. Ganesh Raut, Independent Director to take the Chair and continue with the proceedings of the meeting.

<b>Special Business</b>		
4	Approval for related party transactions with TV Vision Limited	Ordinary
5	Approval for related party transactions with Sri Adhikari Brothers Television Network Limited	Ordinary

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

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

On the invitation, members who had registered themselves as speakers, addressed the meeting through VC/ OAVM and sought clarification on the Company's business and operations, the Impact of COVID-19 pandemic on the business of the Company, the Policy the Company following for the work during pandemic, the status of vaccination done for the employees, the total employee strength of the company, and the future business plan of the Company for the next 2 years.

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

Thereafter, Ms. Swity 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.

Further, she 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.

Thereafter, Mr. Kailasnath Adhikari concluded the meeting at 6:05 p.m. and Mr. Umakanth Bhyravajoshiyulu, Independent Director gave a vote of thanks to the Chair.

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