

SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED

Regd. Office: 7th Floor, Adhikari Chambers, Oberoi Complex, New Link Road,
Andheri West, Mumbai, Maharashtra, 400053

Corporate Identity No. (CIN): L22222MH2014PLC254848

Tel: 91- 22 - 40230711; Fax: 91- 22 - 26395459

Email: cs@governancenow.com, Website: www.governancenow.com

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

POSTAL BALLOT NOTICE
(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies
(Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108, and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), read together with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "**Rules**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions, if any, of the SEBI Listing Regulations, for the time being in force, as amended and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), that the resolution appended below is proposed to appoint Mr. Mariappanadar Soundarapandian (DIN: 07566951), as an Independent Director of the Company, for a period of 5 (five) years with effect from March 31, 2023, is proposed to be passed by the members of the Company as on the Cut-off Date, through postal ballot (the "**Postal Ballot**") only by way of remote e-voting ("**e-voting**") process. An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof form part of this Postal Ballot notice ("**the Notice**" or "**the Postal Ballot Notice**").

In compliance with Regulation 44 of SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / Depository Participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on Monday, May 29, 2023, has appointed Mr. Manish Ghia ((Membership No. FCS 6252), Proprietor of M/s. Manish Ghia & Associates, Company Secretaries, as the Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot process through E-voting in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for facilitating e-voting. The Company has made necessary arrangements with Link Intime (India) Private Limited, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on June 29, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, May 31, 2023, and ends at 5.00 p.m. (IST) on Thursday, June 29, 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by the Chairman upon completion of the scrutiny of the votes cast through remote e-voting. The result of the voting by Postal Ballot will be announced within 2 working days.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.governancenow.com and on the website of National Securities Depository Limited ("NSDL") <http://www.evoting.nsdl.com/>.

The last date of e-voting, i.e. June 29, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

PROPOSED RESOLUTION:

APPOINTMENT OF MR. MARIAPPANADAR SOUNDARAPANDIAN (DIN: 07566951) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), (including any statutory modification(s) or enactment(s), thereof for the time being in force), and in accordance with the Articles of Association of the Company, and the Nomination and Remuneration Policy of the Company and pursuant to recommendation of the Nomination & Remuneration Committee and approval of Board of Directors, Mr. Mariappanadar Soundarapandian (DIN: 07566951), who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from March 31, 2023, who meets the criteria for independence as prescribed under Section 149 (6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations in respect of whom the Company has received a notice in writing from a director under Section 160(1) of the Act, proposing candidature of himself for the office of Director, and being eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from March 31, 2023 upto March 30, 2028."

RESOLVED FURTHER THAT Board of the Directors and/or Company Secretary & Compliance Officer of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to file necessary e-forms with Registrar of Companies and take all such steps as may be necessary, proper and expedient to give effect to the this Resolution."

By Order of the Board of Directors

Sd/-
Swity Gada
Company Secretary & Compliance Officer
ACS No. 59482

Place: Mumbai
Date: May 29, 2023

Registered Office:
7th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri West, Mumbai - 400053,
Maharashtra
CIN: L22222MH2014PLC254848

NOTES:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reasons for the proposed appointment is annexed herewith.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, in respect of Director seeking appointment as Non-Executive Independent Director are also annexed to this Notice.
3. This Postal Ballot Notice is being sent to those Members whose names appear on the register of members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail address is registered with the Company/Depositories/Depositories Participants as on Friday, May 19, 2023 ("Cut Off Date"). In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. Further, Members who have not registered their e-mail IDs, please follow the instructions given in the notice.
4. The Company has appointed Mr. Manish Ghia (Membership No. FCS 6252), Proprietor of M/s. Manish Ghia & Associates, Company Secretaries to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.
5. The Company has engaged the services of **National Securities Depository Limited (NSDL)** to provide E-voting facility. The instructions for E-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's Website at www.governancenow.com, website of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively, and on the website of **National Securities Depository Limited (NSDL)** at www.evoting.nsdl.com.
7. All the material documents referred to in the explanatory statement, shall be available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, from the date of dispatch until the last date for receipt of votes by e-voting i.e. Thursday, June 29, 2023. Alternatively, Members may also send their request to cs@governancenow.com from their registered e-mail addresses mentioning their names, Folio numbers, Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email during the voting period of the Postal Ballot.
8. The voting rights of Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut Off date.
9. The e-voting period commences from Wednesday, May 31, 2023 at (09:00 a.m. IST) and ends on Thursday, June 29, 2023 at (17:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, May 19, 2023 may cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time and the E-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Further, once the vote on the resolution is cast by the member, he/she shall not be allowed to change in subsequently.
10. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast votes.
11. Dispatch of the Notice shall be deemed to be completed on the day on which Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.
12. After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English national daily newspaper circulating throughout India (in English language) and in 1 (one) Marathi daily newspaper circulating in Mumbai (in vernacular language i.e. Marathi) and will also be uploaded on the Company's website at www.governancenow.com.
13. The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman after completion of the scrutiny of e-voting, and the results of the e-voting by Postal Ballot will be announced within 2 working

days and will also be displayed on the Company website www.governancenow.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.

14. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Thursday, June 29, 2023. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

The procedure and instructions for e-voting are as follows:

How do I vote electronically using NSDL e-Voting system





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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 in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022-48667000 and 022-24997000 or send a request to Prajakta Pawle evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@governancenow.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@governancenow.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/ members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement
Pursuant to section 102(1) of the Companies Act, 2013

Item No. 1:

Pursuant to Section 161 of the Companies Act, 2013 (the "Act"), the Board of Directors at its meeting held on March 29, 2023 appointed Mr. Mariappanadar Soundarapandian (DIN: 07566951), as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (five) years commencing from March 31, 2023 upto March 30, 2028 (both days inclusive) subject to approval of the Members through special resolution.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Mariappanadar Soundarapandian.

In the opinion of the Board, Mr. Mariappanadar Soundarapandian fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Mariappanadar Soundarapandian's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Mariappanadar Soundarapandian is eligible for appointment as an Independent Director.

Further, Mr. Mariappanadar Soundarapandian has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Mariappanadar Soundarapandian has further confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Mariappanadar Soundarapandian has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with the Company or its subsidiaries amounting to ten percent or more of its gross turnover.

The resolution seeks the approval of members for the appointment of Mr. Mariappanadar Soundarapandian as an Independent Director of the Company from March 31, 2023 to March 30, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the relevant documents referred to in this Notice and Explanatory Statement shall be available for inspection by the members through electronic mode up to the last date specified for e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Mr. Mariappanadar Soundarapandian as Independent Director of the Company, as a special resolution as set out above.

The Company has received a notice in writing from a director himself, in terms of Section 160 of the Act, proposing the appointment of Mr. M. Soundara Pandian as a Director of the Company.

The profile and specific areas of expertise of Mr. Mariappanadar Soundarapandian and other relevant information as required under SEBI Listing Regulations and SS-2 are given in Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Mariappanadar Soundarapandian will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. A copy of the draft letter for the appointment of Mr. Mariappanadar Soundarapandian as an Independent Director setting out the terms and conditions is available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Mariappanadar Soundarapandian is not related to any other Directors or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Mariappanadar Soundarapandian, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set forth in this notice for approval of Members.

For any queries, clarifications or grievances related to the Postal Ballot process, electronic voting process, etc. Members may contact the following:

Swity Gada

Company Secretary & Compliance Officer

Address: 7th Floor, Adhikari Chambers,

Oberoi Complex, New Link Road,

Andheri West, Mumbai – 400053,

Maharashtra

Email ID: cs@governancenow.com

Contact No. 022 - 26395459

By Order of the Board of Directors

Sd/-

Swity Gada

Company Secretary & Compliance Officer

ACS No. 59482

Place: Mumbai

Date: May 29, 2023

Registered Office:

7th Floor, Adhikari Chambers,

Oberoi Complex, New Link Road,

Andheri West, Mumbai – 400053,

Maharashtra

CIN: L22222MH2014PLC254848

ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT

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 is as follows:

Name of the Director	Mr. Mariappanadar Soundarapandian
DIN	07566951
Date of Birth (Age)	October 18, 1959 (63 years)
Nationality	Indian
Date of first appointment on the Board, last drawn remuneration and number of Board meetings attended	March 31, 2023
Designation	Non-Executive Independent Director
Qualification	Graduate in 'Business Management' from Madurai Kamaraj University and has also obtained professional qualifications such as "Certified Associate of Indian Institute of Banking & Finance", Mumbai, "Certified in 'IT Security' and 'Customer Service & Banking Codes and Standards' by IIBF"
Experience/Expertise	Banking Professional having 31 years of Banking Experience and has served in various capacities including 'Head' of Bank Branches. Considering his deep understanding of financial field, his appointment will be noted valuable to the Company.
Terms and conditions of appointment	It is proposed to appoint Mr. Mariappanadar Soundarapandian as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years, with effect from March 31, 2023. Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website i.e. www.governancenow.com
Remuneration sought to be paid	NIL Remuneration except sitting fees.
Justification for choosing the appointee for appointment as Independent Directors	His expertise in charting out group's financial growth strategy will be considered beneficial for the growth of the Company.
Number of Meetings of the Board attended during the year 2023-24	Nil
Shareholding in the Company (Equity Shares of Rs. 10/- each) as on 29.05.2023	Nil
List of Directorships in other Companies	1. TV Vision Limited 2. Sri Adhikari Brothers Television Network Limited*

<p>List of Chairmanship or membership of various Committees in listed company and others Companies</p>	<p>Chairmanship</p> <ol style="list-style-type: none"> 1. TV Vision Limited - Audit Committee 2. Sri Adhikari Brothers Television Network Limited* - Nomination and Remuneration Committee <p>Membership</p> <ol style="list-style-type: none"> 1. TV Vision Limited - Nomination and Remuneration Committee 2. Sri Adhikari Brothers Television Network Limited* - Audit Committee
<p>Listed entities from which the Director has resigned in the past three years</p>	<p>Nil</p>
<p>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</p>	<p>Strategy & Business, Engineering, Research, Finance, Leadership, Corporate governance & Technical Operation</p>
<p>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</p>	<p>No inter-se relationship with Directors, Manager and Other Key Managerial Personnel of the Company</p>

** Sri Adhikari Brothers Television Network Limited is under Corporate Insolvency Resolution Process.*

