



SABGROUP

SRI ADHIKARI BROTHERS

GOVERNANCE **now**

LET'S MAKE IT WORK



## CASH OUT

A fortnight before demonetisation, Governance Now had carried a story on how we are moving towards a cashless economy

**SAB EVENTS AND  
GOVERNANCE NOW**

Media Ltd

Annual Report 2016 -17

# GOVERNANCE **now**

LET'S MAKE IT WORK

MAGAZINE

WIRAJL SITHARANAN: PEOPLE ARE ADAPTING FASTER THAN WE HAD THOUGHT 11 p. 26

## GOVERNANCE **now**

LET'S MAKE IT WORK



**DEMONETISATION**  
**IN BLACK AND WHITE**  
Surgical strike and collateral damage

**IN FOCUS**

- Delhi:** A million households across 11 districts fight for many battles
- Delhi:** A million households across 11 districts fight for many battles
- Delhi:** A million households across 11 districts fight for many battles

## GOVERNANCE **now**

### THE RIGHT TO INTERNET

How India's government is trying to ensure that every citizen has access to the internet



## GOVERNANCE **now**

### SWACHH BALANCESHEET ABHIYAN

How the government is trying to ensure that every citizen has access to the internet



## GOVERNANCE **now**

### ROBBERY IN THE LAND OF ULGULAN

How the government is trying to ensure that every citizen has access to the internet



## GOVERNANCE **now**

### KASHI KYOTO CONNECT

How the government is trying to ensure that every citizen has access to the internet



## GOVERNANCE **now**

### FREE MONEY

How the government is trying to ensure that every citizen has access to the internet



# 4<sup>TH</sup> ANNUAL REPORT 2016-2017

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## GENERAL INFORMATION

### BOARD OF DIRECTORS

**Mr. Markand Adhikari**  
Chairman

**Mr. Kailasnath Adhikari**  
Managing Director

**Mrs. Sandhya Malhotra**  
Independent Director

**Mr. Shailendra Mishra**  
Independent Director

**Mr. Manav Dhanda**  
Additional Director  
(w.e.f. 22<sup>nd</sup> August, 2017)

**Mr. Rakesh Jain**  
Additional (Independent) Director  
(w.e.f. 22<sup>nd</sup> August, 2017)

### STATUTORY AUDITORS

M/s. A. R. Sodha & Co.  
Chartered Accountants

### SECRETARIAL AUDITORS

M/s. Manish Ghia & Associates  
Company Secretaries

### KEY MANAGERIAL PERSONNEL

**Mr. Suresh Satpute**  
Chief Financial Officer (CFO)

**Mrs. Payal Garg**  
Company Secretary &  
Compliance Officer

### BANKERS

Axis Bank  
Bank of Maharashtra

### REGISTERED OFFICE

Unit No. 3/65, Sukh Shanti,  
Nutan Laxmi, Cooper Hospital Lane,  
Opp PNB, Juhu, Mumbai - 400049.

Tel: 91-22-26246701  
Fax: 91-22-26235134

Email: [cs@governancenow.com](mailto:cs@governancenow.com)  
Website: [www.governancenow.com](http://www.governancenow.com)

### REGISTRAR & SHARE TRANSFER AGENTS

**M/s. Sharex Dynamic (India) Pvt. Ltd.**  
Unit No.1, Luthra Industrial Estate  
Safed Pool, Andheri Kurla Road,  
Andheri (East), Mumbai -400072.

Tel.: 91-22-2851 5644 / 2851 5606  
Fax.: 91-22-2851 2885

E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)  
Website: [www.sharexindia.com](http://www.sharexindia.com)

# Dear Shareholders,

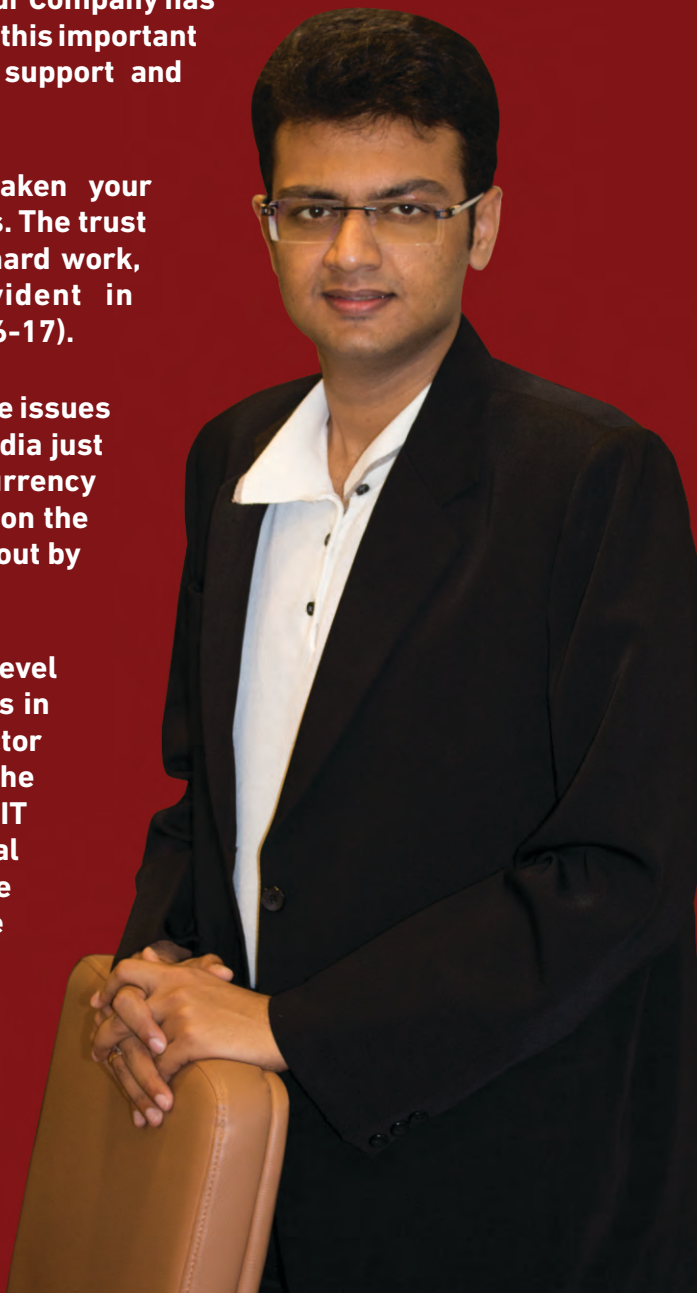
On behalf of the Board of Directors of the Company, I welcome you all to the 4<sup>th</sup> Annual General Meeting of your Company 'SAB Events & Governance Now Media Limited'. Your Company has turned four today and your large presence, in this important meeting, is the testimony of your strong support and confidence in us.

**Performance highlights:** This year has taken your publication 'Governance Now' to new heights. The trust and niche it has carved for itself with the hard work, research and dedication, which is evident in Government of India's Economic Survey (2016-17).

Our Editorial foresight had helped to bring the issues like 'Cash Out' which talks about cashless India just before the demonetisation of higher currency announced. Similarly, 'Free Money' an issue on the analysis on Universal Basic Income brought out by Governance Now ahead of the government.

Your Company has taken its conference one level up by highlighting timely and relevant issues in which the centre government and public sector actively engaged with us. We have begun the year with first of its kind initiative – The PSU IT Forum – which was organised for the digital transformation of the public sector. After the huge response and great demand by the public sector, we launched the Coffee-table Book-PSU IT Casebook, which was launched by the ministers and secretaries at the centre.

It was appreciated by the Public sector and well received by the Hon'ble Prime Minister of India, Shri Narendra Modi. Further to acknowledge the efforts and



**Kailasnath Adhikari**  
Managing Director

initiatives of the public sector Governance Now organised the 4<sup>th</sup> edition of its Annual Flagship PSU Conference and Awards, 2016. The prestigious award honoured the efforts of Public Sector Undertakings (PSUs) that have been key to India's overall economic growth of the country. Key ministers from centre felicitated the Public Sector Enterprises.

Digital transformation is the top priority of the Government of India. Therefore, Governance Now organised Digital Transformation Summit supported by Ministry of Electronics and IT Government of India.

Friends, during the year we have also organised the third edition of our Flagship Conference Railways Reforms and Governance Conclave. Over the last two years, Governance Now through its annual conference on railways has highlighted governance and infrastructure reforms in this sector by inviting key stakeholders to deliberate on ideas, suggestions and best practices. I am happy to share that in its third edition, Ministry of Railways supported the Railways Governance and Reforms Conclave.

#### **Accolades & Recognition:**

In the prestigious Red Ink Awards organised by Mumbai Press Club, our various stories have been short listed into three categories and received special mentions.

#### **Responsibility towards society:**

We have also taken few initiatives in some states as our responsibility to society. As we know Rajasthan has been dealing with power related issues. So we organised Energy Tech Forum in Rajasthan where we brought the stakeholders across the country to sit together with the state team to find the solutions to power cut issues. Similarly, we highlighted the need for governance reforms in the state of Uttar Pradesh with UP Reforms in Governance Summit, which helped the state government addressing some key issues.

#### **New Projects and Outlook:**

In the current year, your Company will focus on bringing further transformation and reforms in the country through its initiatives and editorial. and, we will be taking the conference to the next level with new issues, formats, partnerships and experts associations with us. The world is going digital so do us. Last year your company took Governance Now to digital. It has now started reaching out to the massive audience with the digital outreach initiative taken by the company. On behalf of the Board of Directors and the Management, I would like to place on record your Company's sincere appreciation of the support extended by the partners, Central and State Government and their agencies, bankers and the continuing patronage and support of all stakeholders.

With warm regards,

**Kailasnath Adhikari**  
Managing Director

**CIN: L22222MH2014PLC254848**

**Registered Office:** Unit no.3/65, Sukh Shanti, Nutan Laxmi, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049  
**Email:** [cs@governancenow.com](mailto:cs@governancenow.com) **Website:** [www.governancenow.com](http://www.governancenow.com) **Phone:** 91-22-26246701, **Fax:** 91-22- 26235134

## NOTICE

Notice is hereby given that the **4<sup>th</sup> (Fourth) Annual General Meeting** of the Members of **SAB Events & Governance Now Media Limited** will be held on **Monday, 25<sup>th</sup> September, 2017 at 1:30 P.M.** at Celestial Banquets, B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Kailasnath Adhikari, (DIN: 07009389), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W) as approved by the members at the 1<sup>st</sup> Annual General Meeting as the Statutory Auditors of the Company to hold the office from the conclusion of 1<sup>st</sup> Annual General Meeting up to the conclusion of 6<sup>th</sup> Annual General Meeting and to fix their remuneration for the financial year ending on 31<sup>st</sup> March, 2018.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and the resolution passed by the members at the 1<sup>st</sup> Annual General Meeting (AGM) held on 24<sup>th</sup> September, 2014, for appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai, (FRN: 110324W), as Statutory Auditors of the Company to hold office from the conclusion of the 1<sup>st</sup> AGM upto the conclusion of 6<sup>th</sup> AGM to be held for the financial year ending 31<sup>st</sup> March, 2019, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai to hold office from the conclusion of 4<sup>th</sup> AGM till the conclusion of 5<sup>th</sup> AGM and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration as may be agreed upon between the Auditors and the Board of Directors of the Company."

### **SPECIAL BUSINESS:**

#### **4. APPOINTMENT OF MR. RAKESH JAIN (DIN: 05125278) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Mr. Rakesh Jain (DIN: 05125278), who was appointed as an Additional (Independent) Director of the Company with effect from 22<sup>nd</sup> August, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Rakesh Jain for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such up to 21<sup>st</sup> August, 2022, who shall not be liable to retire by rotation."

#### **5. APPOINTMENT OF MR. MANAV DHANDA (DIN: 06627413) AS DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactments(s) thereof for the time being in force), Mr. Manav Dhanda (DIN: 06627413), who was appointed as an Additional Director of the Company with effect from 22<sup>nd</sup> August, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Manav Dhanda for the office of Director of the Company, be and is hereby appointed as Non-Executive Director of the Company, who shall be liable to retire by rotation.”

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

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time (hereinafter referred to as “SEBI SBEB Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this Resolution), approval and consent of the Members of the Company (“Shareholders”) be and is hereby accorded to the **“SAB Events Employees Stock Option Scheme 2017”**, (hereinafter referred to as the SAB Events ESOP 2017” or “the Scheme”), the salient features whereof are furnished in the statement pursuant to provisions of Section 102 of the Companies Act, 2013 in this Notice and to the Board to create, offer and grant from time to time upto 75,000 (Seventy Five Thousand) Employees stock options (Options) being not exceeding 0.7% approximately of the paid-up equity share capital of the Company as on the date of passing the resolution to the permanent Employees including Directors of the Company [other than Promoter(s) or persons belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company], whether Whole time or otherwise, whether working in India or out of India (hereinafter referred to as an “Employee(s)”, as may be decided solely by the Board under the Scheme, exercisable into not more than 75,000 (Seventy Five Thousand) fully paid-up equity shares in the Company in aggregate of the face value of ₹10/- (Rupees Ten Only) each at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, SEBI SBEB Regulations and in due compliance with other applicable laws and regulations.

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

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

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

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

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

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

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

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

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

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

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

**By Order of the Board of Directors**

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

**Place: Mumbai**  
**Date: 22<sup>nd</sup> August, 2017**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the Notice.



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3. Members / Proxies are requested to bring their duly filled in Attendance slip along with their copy of Annual Report to the Meeting. Corporate members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting (**AGM**) (including through e-voting).
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) and Secretarial Standards on General Meetings (**SS-2**) issued by the Institute of Company Secretaries of India (**ICSI**) is annexed to the Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.
5. The Register of Directors' and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the AGM.
6. Pursuant to Section 91 of the Companies Act, 2013, Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 19<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017 (both days inclusive).
7. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (**RTA**) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) form may update such details with their respective Depository Participants.
8. Members are requested to forward all Share Transfers and other communications, correspondence to the RTA – **M/s. Sharex Dynamic (India) Private Limited**, Unit: SAB Events & Governance Now Media Limited, Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 and members are further requested to always quote their Folio Number in all correspondences with the Company.
9. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their share certificate(s) to enable the Company to consolidate their holding in one folio for better services.
10. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.
11. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc. having photo identity) while attending the meeting.
12. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
13. Securities Exchange Board of India ("**SEBI**") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
14. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
15. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records.

Members are therefore are requested to kindly submit their e-mail ID and other details vide the e-mail updation form attached with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

16. The Notice of the 4<sup>th</sup> AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the courier.
17. Route Map for the venue of the proposed AGM of the Company, is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Annual Report and is also uploaded on the website of the Company, i.e. [www.governancenow.com](http://www.governancenow.com).

**18. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 4<sup>th</sup> Annual General Meeting of the Company, dated 22<sup>nd</sup> August, 2017 (the AGM Notice).

The Company has engaged the services of National Securities Depository Limited (**NSDL**) to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the 4<sup>th</sup> AGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

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

**E- Voting is optional**

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

- (A) In case of member receiving e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depository participant(s)).
  - a. Open e-mail and open PDF file viz: "e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains user ID and password/PIN for e-voting. Please note that this password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
  - b. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-login.
  - d. Put your user ID and password. Click Login.
  - e. Password change menu appears. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep the password confidential.
  - f. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - g. Select "**EVEN**" of "**SAB Events and Governance Now Media Limited**".
  - h. Now you are ready for e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify their vote.
  - l. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized

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signatory(ies) who are authorized to vote, to the scrutinizer through E-mail at "[scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in)" with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in); mentioning in subject line "E-voting for 4<sup>th</sup> AGM of SAB Events & Governance Now Media Limited".

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

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

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

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

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

## **Other Instructions:**

- a. The e-voting period begins on Friday, 22<sup>nd</sup> September, 2017 (10:00 am) and ends on Sunday, 24<sup>th</sup> September, 2017 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 18<sup>th</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- b. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 18<sup>th</sup> September, 2017. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
- c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 18<sup>th</sup> September, 2017, may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- d. If you have forgot your password, you can reset your password by using "Forgot User details/password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- e. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- f. M/s. Manish Ghia & Associates, Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the voting and e-voting process in fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted votes by availing the e-voting facility.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.governancenow.com](http://www.governancenow.com) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

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

**Item No. 4:**

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

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rakesh Jain holds office as such upto the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Mr. Rakesh Jain has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

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

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

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

Except, Mr. Rakesh Jain being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

**Item No. 5:**

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

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

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

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

Except, Mr. Manav Dhanda being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

**Item No. 6:**

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

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

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

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

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

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

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

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

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

- a. Permanent employees of the Company working in India or out of India;
- b. Directors and Key Managerial Personnel of the Company; and
- c. Permanent employees and Directors of the Subsidiary Company(ies).

Following persons are not eligible:

- a. an employee who is a Promoter or belongs to the Promoter Group;
- b. a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- c. an Independent Director within the meaning of the Companies Act, 2013.

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

## d. Requirements of vesting and period of vesting

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

**e. Maximum period (subject to Regulation 18(1) or 24(1) of the Regulations, as the case may be) within which the options shall be vested**

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

**f. Exercise price**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Not Applicable

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

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

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

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

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

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

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

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

**r. Other Terms**

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

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

- (i) its termination by the Board or
- (ii) the date on which all of the Options available for Grant under the Scheme have been Granted and Exercised, in accordance with the Scheme.

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

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

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

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

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 22<sup>nd</sup> August, 2017**

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

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

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



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## BOARD'S REPORT

To  
The Members,  
SAB Events & Governance Now Media Limited

Your Directors are pleased to present the 4<sup>th</sup> Annual Report together with the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2017.

### FINANCIAL HIGHLIGHTS:

(₹ In Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
Total Revenue	745.24	149.03
Earnings before Finance charges, Depreciation and Tax	104.69	20.57
<b>Less:</b> Finance charge	1.42	0.26
Earnings before Depreciation and Tax (EBDTA)	103.27	20.31
<b>Less:</b> Depreciation	88.78	18.29
Earnings / (Loss) before Tax Adjustments (EBTA)	14.49	2.01
Tax Expenses	0.00	(3.05)
Profit / (Loss) After Tax (PAT)	14.49	5.06
Amount carried to Balance Sheet	14.49	5.06

### REVIEW OF OPERATIONS:

During the year under review, the Company earned total revenue of ₹ 745.24 Lakhs as against ₹ 149.03 Lakhs in previous year. The profit before tax was ₹ 14.49 Lakhs as against ₹ 2.01 Lakhs in previous year. The profit after tax was ₹ 14.49 Lakhs as against ₹ 5.06 Lakhs in previous year. Your Company is undertaking active efforts towards growth, expansion and is optimistic about better performance in the future.

### DIVIDEND:

To conserve the resources for future business requirements and growth of the Company, your Directors do not recommend any payment of dividend for the year under review.

### LISTING OF EQUITY SHARES OF THE COMPANY:

During the financial year under review, pursuant to the Scheme of Arrangement of the Company as approved by the Hon'ble High Court of Bombay vide its Order dated 21<sup>st</sup> November, 2015, the Company was into the process of listing its Equity Shares with BSE Limited and National Stock Exchange of India Limited (Stock Exchanges).

The Equity shares of the Company were listed and admitted to dealings on the Stock Exchanges effective from 15<sup>th</sup> September, 2016.

### SHARE CAPITAL:

There was no change in Share Capital of the Company during the year 2016-17.

### CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:

There was no change in the nature of business during the financial year under review.

### PUBLIC DEPOSIT:

During the year under review, the Company has not accepted any deposits from public/members within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance and Deposits) Rules, 2014.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):**

In accordance with the provisions of Section 152 of the Companies Act, 2013, read with the Rules made thereunder and the Articles of Association of the Company, Mr. Kailasnath Adhikari, Managing Director (DIN: 07009389) of the Company, retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. Accordingly, your Board recommends his re-appointment to the members.

Mr. Rakesh Jain was appointed as an Additional (Independent) Director of the Company for a period of 5 (Five) years w.e.f. 22<sup>nd</sup> August, 2017, subject to approval of members at the ensuing Annual General Meeting ('AGM').

Mr. Manav Dhanda was appointed as an Additional (Non-Executive) Director of the Company w.e.f. 22<sup>nd</sup> August, 2017, subject to approval of the members at the ensuing AGM.

Brief resume of the Directors proposed to be appointed/re-appointed as stipulated under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulations) and Secretarial Standards – 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) are given in the Notice of AGM of the Company.

Your Board recommends the appointment/re-appointment of Directors aforesaid.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed Section 149(6) of the Companies Act, 2013 and under Regulation 16 of Listing Regulations.

The Company has received Notices along with requisite deposit from Member(s) of the Company under Section 160 of the Act proposing the candidature of the aforesaid appointees for the office of Director(s) of the Company.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Suresh Satpute was appointed as the Chief Financial Officer of the Company w.e.f. 1<sup>st</sup> April, 2016.

#### **ANNUAL EVALUATION OF PERFORMANCE BY THE BOARD:**

In terms of applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and Regulation 17 of Listing Regulations, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board along with performance evaluation of each Director to be carried out on an annual basis.

Accordingly, the Performance evaluation of Independent Directors was done by the entire Board excluding the Director and evaluation of the Board as a whole was done by Independent Directors for the financial year 2016-17. The Board has also carried out the evaluation of the working of its Audit, Stakeholders Relationship and Nomination and Remuneration Committees. The Criteria devised for performance evaluation consists of maintaining confidentiality, maintaining transparency, participation in company meetings, monitoring compliances, sharing the knowledge and experience for the benefit of the Company.

#### **MEETING OF THE BOARD OF DIRECTORS:**

The Board meets at regular interval to discuss and review the business operations. During the year under review, the Board met 9 (Nine) times. The details of the meeting of Board of Directors and their attendance at the meetings are provided in the Report on Corporate Governance.

#### **COMMITTEES OF THE BOARD:**

The Company constituted the Committees in accordance with the provisions of the Companies Act, 2013 and any other applicable provisions. Currently there are 3 (Three) Committees of the Board as follows:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

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The composition of the Committees as on 31<sup>st</sup> March, 2017 is detailed below:

Sr. No.	Name of Director	Audit Committee	Nomination and Remuneration Committee	Stakeholders Relationship Committee
1.	Mrs. Sandhya Malhotra	Chairperson	Member	Chairperson
2.	Mr. Shailendra Mishra	Member	Chairman	Member
3.	Mr. Markand Adhikari	-	Member	-
4.	Mr. Kailasnath Adhikari	Member	-	Member

Details of the Committees with respect to their terms of reference, meetings and attendance at the meetings held during the year, are provided in the Report on Corporate Governance, forming part of this Annual Report.

## AUDIT COMMITTEE AND ITS COMPOSITION:

The Audit Committee is duly constituted as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations. The composition of the Audit Committee is provided in the Report on Corporate Governance.

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.

## REMUNERATION POLICY:

Pursuant to provisions of Section 178 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 19 of Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a policy on criteria for appointment of Directors and Key Managerial Personnel, Senior Management and their remuneration. The salient features of Remuneration Policy are stated in the Report on Corporate Governance.

## RISK AND AREAS OF CONCERN:

In accordance with the provisions of Regulation 21 of the Listing Regulations, the Company has devised and adopted a Risk Management Policy and implemented a mechanism for risk assessment and management. The policy provides for identification of possible risks associates with the business of the Company, assessment of the same at regular intervals and taking appropriate measures and controls to manage, mitigate and handle them. The key categories of the risks covered in the policy as Strategic Risks, Financial Risks, Operational Risks and such other risks that may potentially affect the working of the Company. The Board and Audit Committee periodically review the risks and suggest steps to be taken to control and mitigate the same through a properly defined framework.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy / Vigil Mechanism as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Policy provides a mechanism for reporting of unethical behavior and frauds to the management. The mechanism provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee, in the exceptional cases. The details of the Vigil Mechanism Policy are explained in the Report on Corporate Governance and also available on the website of the Company, at [http://www.governancenow.com/disclosure/Whistle%20Blower%20Policy\\_%20Done.pdf](http://www.governancenow.com/disclosure/Whistle%20Blower%20Policy_%20Done.pdf)

We affirm that during the financial year 2016-17, no employee or director or any other person was denied access to the Audit Committee.

## EXTRACT OF ANNUAL RETURN:

In accordance with the provisions of Section 92(3) of the Companies Act, 2013 and the Rules framed thereunder, the Extract of Annual Return in the prescribed Form MGT 9 is appended to this Report as "Annexure I".

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of Loans, Guarantees and Investments made by the Company covered under Section 186 of the Companies Act, 2013 have been disclosed in the notes to Financial Statements forming part of the Annual Report.

#### **PARTICULARS OF THE EMPLOYEES AND REMUNERATION:**

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel Rules, 2014, details of the ratio of remuneration of each Director to the median employee's remuneration are appended to this report as **"Annexure II – Part A"**.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Other information as required under the said provisions is appended to this report as **"Annexure II - Part B"**.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS:**

All the transactions with related parties were in the ordinary course of the business on arm's length basis and are reported in the Notes to the Financial Statements. Accordingly, the disclosure of transactions with Related Parties as required under section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable. During the financial year under review, the Company did not enter into any material transactions with related parties.

In accordance with the provisions of Regulation 23 of the Listing Regulations, the Company has formulated the Related Party Transactions Policy and the same is uploaded on the Company's website at [http://www.governancenow.com/disclosure/RPT\\_Policy.pdf](http://www.governancenow.com/disclosure/RPT_Policy.pdf).

#### **SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS:**

The Company does not have any Holding, Subsidiary, Associate or Joint Venture Company.

#### **STATUTORY AUDITORS:**

M/s. A.R. Sodha & Co., Chartered Accountants, Mumbai, (FRN: 110324W) were appointed as Statutory Auditors of the Company at the 1<sup>st</sup> Annual General Meeting held on 24<sup>th</sup> September, 2014 for a term of 5 (Five) consecutive years. The Company has received a letter from them to the effect that they are willing to continue as Statutory Auditors of the Company. The Company has also received a certificate from them to the effect that their appointment is in compliance with the conditions as prescribed under Section 139 of the Companies Act, 2013 and they satisfy the criteria as provided under Section 141 of the said Act.

On recommendation of the Audit Committee, the Board recommends the ratification of appointment of M/s. A.R. Sodha & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company and to audit Financial Statements for the financial year 2017-18 and to fix their remuneration.

There are no qualifications, reservations, adverse remarks or disclaimers made by Statutory Auditors in their Report dated 30<sup>th</sup> May, 2017, on the financial statements of the Company for the financial year ended as on 31<sup>st</sup> March, 2017.

During the year under review, the Statutory Auditors had not reported any fraud under Section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

#### **SECRETARIAL AUDITOR:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Secretarial Auditors to conduct Secretarial Audit of the Company for the Financial Year 2016-17. The Secretarial Audit Report for the said Financial Year under review is appended to this report as **"Annexure III"**.

There are no qualifications, reservations, adverse remarks or disclaimers made by Secretarial Auditors in their Report dated 30<sup>th</sup> May, 2017, for Financial year ended as on 31<sup>st</sup> March, 2017.

## **INTERNAL AUDITOR:**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, on recommendation of Audit Committee, the Board of Directors appointed Mr. Hari Narayanan, as an Internal Auditor of the Company. The Internal Auditor submits his report to Audit Committee annually. Based on the report of internal audit, managements undertake corrective action in the respective areas and strengthen the level of Internal Financial Control.

## **INTERNAL FINANCIAL CONTROL:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to Company Policies, safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

The Audit Committee evaluates the Internal Financial Control Systems and strives to maintain the Standards of Internal Financial Control. The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which forms part of this Annual Report.

## **REPORT ON CORPORATE GOVERNANCE**

Pursuant to Regulation 34 read with Schedule V of the Listing Regulations following have been made a part of the Annual Report and are attached to this report:

- Management Discussion and Analysis.
- Report on Corporate Governance.
- Declaration on Compliance with Code of Conduct.
- Auditors' Certificate regarding compliance of conditions of Corporate Governance.

## **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Section 135 of the Companies Act, 2013 on Corporate Social Responsibility are not applicable to the Company. However, the Company voluntarily adopts different measures / initiatives to contribute to the society in the best possible ways for the benefit of the society.

## **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There was no order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on Company's operations in future.

## **MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the Financial Year 2016-17 to which this financial statements relate and the date of this report.

## **INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. There was no complaint on sexual harassment during the year under review.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo for the year under review are as follows:

**A. Conservation of Energy**

- a. Steps taken or impact on conservation of energy – The Operations of the Company are not energy intensive. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment – Nil.

**B. Technology Absorption**

- a. The efforts made towards technology absorption – the technology required for the business has been absorbed as and when required.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable.
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable.
- d. The expenditure incurred on Research and Development - Not Applicable.

**C. Foreign Exchange earnings and Outgo - Nil.**

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, your directors state and confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENT:**

The Board of Directors express their gratitude for the valuable support and co-operation extended by various Government authorities and stakeholders including shareholders, banks, financial Institutions, viewers, vendors and service providers.

The Board also place on record their deep appreciation towards the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

**For and on behalf of the Board of Directors**

**Place: Mumbai**  
**Date: 22<sup>nd</sup> August, 2017**

**Markand Adhikari**  
**Chairman**  
**DIN: 00032016**

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## ANNEXURE I

### EXTRACT OF ANNUAL RETURN

Form No. MGT-9

(As on the financial year ended on 31<sup>st</sup> March, 2017)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i.	<b>CIN</b>	<b>L22222MH2014PLC254848</b>
ii.	<b>Registration Date</b>	21 <sup>st</sup> March 2014
iii.	<b>Name of the Company</b>	SAB Events & Governance Now Media Limited
iv.	<b>Category/Sub-Category of the Company</b>	Company Limited by shares
v.	<b>Address of the Registered office of the Company</b>	Unit No. 3/65, Sukh Shanti, Nutan Laxmi, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049 Telephone No.: 022-26242701 FAX: 022-26235134 Email - <a href="mailto:cs@governancenow.com">cs@governancenow.com</a> Website - <a href="http://www.governancenow.com">www.governancenow.com</a>
vi.	<b>Whether listed company</b>	Yes BSE Limited National Stock Exchange of India Limited
vii.	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	<b>Sharex Dynamic (India) Private Limited</b> Unit 1, Luthra Industrial Estate Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072 Telephone No. 022 - 2851 5644 / 5606 Fax: 022 - 2851 2885 Email - <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> Website – <a href="http://www.sharexindia.com">www.sharexindia.com</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the Company
1.	Publication Activities	5813	100.00

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

**IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):**
**i. Category-wise ShareHolding**

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
(a) Individual /HUF	32,97,378	0	32,97,378	31.46	32,97,378	0	32,97,378	31.46	0.00
(b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govts.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corporates	15,00,536	0	15,00,536	14.31	15,00,536	0	15,00,536	14.31	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(1)</b>	<b>47,97,914</b>	<b>0</b>	<b>47,97,914</b>	<b>45.77</b>	<b>47,97,914</b>	<b>0</b>	<b>47,97,914</b>	<b>45.77</b>	<b>0.00</b>
<b>(2) Foreign</b>									
(a) NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoters (A)</b>	<b>47,97,914</b>	<b>0</b>	<b>47,97,914</b>	<b>45.77</b>	<b>47,97,914</b>	<b>0</b>	<b>47,97,914</b>	<b>45.77</b>	<b>0.00</b>
<b>B. Public</b>									
<b>(1) Institutions</b>									
(a) Mutual Funds	270	0	270	0.00	270	0	270	0.00	0.00
(b) Banks / FI	92	0	92	0.00	92	0	92	0.00	0.00
(c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govts.	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	60,703	0	60,703	0.58	60,703	0	60,703	0.58	0.00
(g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others	0	330	330	0.00	0	330	330	0.00	0.00
<b>Sub-total (B)(1)</b>	<b>61,065</b>	<b>330</b>	<b>61,395</b>	<b>0.59</b>	<b>61,065</b>	<b>330</b>	<b>61,395</b>	<b>0.59</b>	<b>0.00</b>
<b>(2) Non Institutions</b>									
(a) Bodies Corp.									
(i) Indian	43,59,473	510	43,59,983	41.59	43,48,839	631	43,49,470	41.49	(0.10)
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	3,92,115	11,854	4,03,969	3.85	4,10,466	14,093	4,24,559	4.05	0.20
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	8,48,083	0	8,48,083	8.09	8,31,648	0	8,31,648	7.93	(0.16)
(c) Others									
(i) Clearing Members	8,814	0	8,814	0.08	15,416	1	15,417	0.15	0.07
(ii) NRI	3,553	0	3,553	0.03	3,308	0	3,308	0.03	0.00
<b>Sub-total (B)(2)</b>	<b>56,12,038</b>	<b>12,364</b>	<b>56,24,402</b>	<b>53.65</b>	<b>56,09,677</b>	<b>14,725</b>	<b>56,24,402</b>	<b>53.65</b>	<b>0.00</b>
<b>Total Public Shareholding (B)</b>	<b>56,73,103</b>	<b>12,694</b>	<b>56,85,797</b>	<b>54.23</b>	<b>56,70,742</b>	<b>15,055</b>	<b>56,85,797</b>	<b>54.23</b>	<b>0.00</b>
<b>C. Shares held by custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>1,04,71,017</b>	<b>12,694</b>	<b>1,04,83,711</b>	<b>100.00</b>	<b>1,04,68,656</b>	<b>15,055</b>	<b>1,04,83,711</b>	<b>100.00</b>	<b>0.00</b>



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## ii. Shareholding of Promoters and Promoters' Group:

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	
Mr. Kailasnath Adhikari	4,50,000	4.29	0.00	0.00	0.00	0.00	(4.29)
Mr. Ravi Adhikari	3,90,000	3.72	3.72	3,90,000	3.72	3.72	0.00
Mr. Markand Adhikari	11,98,989	11.44	9.80	16,48,989	15.73	5.82	4.29
Mr. Gautam Adhikari	12,57,939	12.00	11.73	12,57,939	12.00	6.00	0.00
Mr. Heeren Adhikari	150	0.00	0.00	150	0.00	0.00	0.00
Ms. Swati Heerenkumar Adhikari	150	0.00	0.00	150	0.00	0.00	0.00
Ms. Bindu Raman	150	0.00	0.00	150	0.00	0.00	0.00
Prime Global Media Private Limited	7,50,536	7.16	4.88	7,50,536	7.16	2.72	0.00
Global Showbiz Private Limited	7,50,000	7.15	6.36	7,50,000	7.15	6.37	0.00
<b>Total</b>	<b>47,97,914</b>	<b>45.77</b>	<b>36.49</b>	<b>47,97,914</b>	<b>45.77</b>	<b>24.63</b>	<b>0.00</b>

## iii. Change in Promoters' Shareholding:

Sr. No.	Name of Promoters		Shareholding at the beginning of the year		Cumulative shareholding during the year	
			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>Mr. Markand Adhikari</b>					
	At the beginning of year		11,98,989	11.44		
	Changes during the year					
	<b>Date</b>	<b>Reason</b>				
	23.01.2017	Transfer of shares from Mr. Kailasnath Adhikari	4,50,000	4.29	16,48,989	15.73
	<b>At the end of the year</b>				<b>16,48,989</b>	<b>15.73</b>
<b>2</b>	<b>Mr. Heeren Adhikari</b>					
	At the beginning of year		150	0.00		
	Changes during the year		No change during the year			
	<b>At the end of the year</b>				<b>150</b>	<b>0.00</b>
<b>3</b>	<b>Ms. Swati Heerenkumar Adhikari</b>					
	At the beginning of year		150	0.00		
	Changes during the year		No change during the year			
	<b>At the end of the year</b>				<b>150</b>	<b>0.00</b>



Sr. No.	Name of Promoters	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>4</b>	<b>Ms. Bindu Raman</b>				
	At the beginning of year	150	0.00		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>150</b>	<b>0.00</b>
<b>5</b>	<b>Mr. Kailasnath Adhikari</b>				
	At the beginning of year	4,50,000	4.29		
	Changes during the year				
	<b>Date</b>	<b>Reason</b>			
	23.01.2017	Transfer of Share to Mr. Markand Adhikari	(4,50,000)	(4.29)	0
	<b>At the end of the year</b>			<b>0</b>	<b>0.00</b>
<b>6</b>	<b>Mr. Gautam Adhikari</b>				
	At the beginning of year	12,57,939	12.00		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>12,57,939</b>	<b>12.00</b>
<b>7</b>	<b>Prime Global Media Private Limited</b>				
	At the beginning of year	7,50,536	7.16		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>7,50,536</b>	<b>7.16</b>
<b>8</b>	<b>Global Showbiz Private Limited</b>				
	At the beginning of year	7,50,000	7.16		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>7,50,000</b>	<b>7.16</b>
<b>9</b>	<b>Mr. Ravi Adhikari</b>				
	At the beginning of year	3,90,000	3.72		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>3,90,000</b>	<b>3.72</b>

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## iv. Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and holders of GDRs and ADRs):

Sr. No.	Name of Promoters	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of Equity Share Capital	No. of shares	% of Equity Share Capital
<b>1</b>	<b>Assent Trading Private Limited</b>				
	At the beginning of year	10,13,384	9.67		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>10,13,384</b>	<b>9.67</b>
<b>2</b>	<b>Inayata Constructions Private Limited</b>				
	At the beginning of year	9,29,480	8.87		
	Changes during the year	No change during the year			
	<b>Date</b>	<b>Reason</b>			
	02.12.2016	Buy	8,500	0.08	9,37,980
	<b>At the end of the year</b>			<b>9,29,480</b>	<b>8.87</b>
<b>3</b>	<b>Kalash Trading and Investments Private Limited</b>				
	At the beginning of year	7,56,000	7.21		
	Changes during the year	No change during the Year			
	<b>At the end of the year</b>			<b>7,56,000</b>	<b>7.21</b>
<b>4</b>	<b>Aranav Trading and Investments Private Limited</b>				
	At the beginning of year	6,95,464	6.63		
	Changes during the year	No change during the Year			
	<b>At the end of the year</b>			<b>6,95,464</b>	<b>6.63</b>
<b>5</b>	<b>Keynote Enterprises Private Limited</b>				
	At the beginning of year	6,42,669	6.13		
	Changes during the year	No change during the Year			
	<b>At the end of the year</b>			<b>6,42,669</b>	<b>6.13</b>
<b>6</b>	<b>Mr. Ram Chandra</b>				
	At the beginning of year	4,04,990	3.86		
	Changes during the year	No change during the Year			
	<b>At the end of the year</b>			<b>4,04,990</b>	<b>3.86</b>
<b>7</b>	<b>Mr. Rashesh Prabhodhchandra</b>				
	At the beginning of year	1,50,877	1.44		
	Changes during the year	No change during the Year			
	<b>At the end of the year</b>			<b>1,50,877</b>	<b>1.44</b>

Sr. No.	Name of Promoters	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of Equity Share Capital	No. of shares	% of Equity Share Capital
<b>8</b>	<b>Mr. Kaustubh Purohit</b>				
	At the beginning of year	1,39,500	1.33		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>1,39,500</b>	<b>1.33</b>
<b>9</b>	<b>Patricia Commercial Private Limited</b>				
	At the beginning of year	54,889	0.52		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>54,889</b>	<b>0.52</b>
<b>10</b>	<b>Life Insurance Corporation on India</b>				
	At the beginning of year	54,718	0.52		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>54,718</b>	<b>0.52</b>

v. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1</b>	<b>Mr. Markand Adhikari</b>				
	At the beginning of year	11,98,989	11.44		
	Changes during the year				
	<b>Date</b>	<b>Reason</b>			
	23.01.2017	Transfer of shares from Mr. Kailasnath Adhikari	4,50,000	4.29	16,48,989
	<b>At the end of the year</b>			<b>16,48,989</b>	<b>15.73</b>
<b>2</b>	<b>Mr. Kailasnath Adhikari</b>				
	At the beginning of year	4,50,000	4.29		
	Changes during the year				
	<b>Date</b>	<b>Reason</b>			
	23.01.2017	Transfer of Shares to Mr. Markand Adhikari	(4,50,000)	(4.29)	0
	<b>At the end of the year</b>			<b>0</b>	<b>0.00</b>

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Sr. No.	Name of Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>3</b>	<b>Mr. Shailendra Mishra</b>				
	At the beginning of year	0	0.00		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>0</b>	<b>0.00</b>
<b>4</b>	<b>Mrs. Sandhya Malhotra</b>				
	At the beginning of year	0	0.00		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>0</b>	<b>0.00</b>
<b>5</b>	<b>Mrs. Payal Garg</b>				
	At the beginning of year	0	0.00		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>0</b>	<b>0.00</b>
<b>6</b>	<b>Mr. Suresh Satpute</b>				
	At the beginning of year	2,406	0.02		
	Changes during the year	No change during the year			
	<b>At the end of the year</b>			<b>2,406</b>	<b>0.02</b>

## V. INDEBTEDNESS :

Indebtedness of the Company is as follows :

(₹ In Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	8.89	0.50	-	9.39
Change in Indebtedness during the financial year				
- Addition	10.06	-	-	10.06
- Reduction	(3.58)	(0.50)	-	(4.08)
<b>Net Change</b>	<b>6.84</b>	<b>(0.50)</b>	<b>-</b>	<b>5.98</b>
Indebtedness at the end of the financial year	15.37	-	-	15.37

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**i. Remuneration to Managing Director, Whole-time Directors and/or Manager**

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Managing Director
		Mr. Kailasnath Adhikari
1.	Gross salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	12.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
5.	Others, please specify	-
6.	<b>Total</b>	<b>12.00</b>
	Ceiling as per the Companies Act, 2013	As per the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Act.

**ii. Remuneration to other directors:**

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Name of Non-Executive Directors			Total Amount
		Non-Independent	Independent		
		Mr. Markand Adhikari	Mr. Shailendra Mishra	Mrs. Sandhya Malhotra	
1.	Sitting Fees	Nil	1.20	0.60	1.80
2.	Commission - as % of profit - others, specify	Nil	Nil	Nil	Nil
3.	Others, please specify	Nil	Nil	Nil	Nil
4.	<b>Total</b>	<b>Nil</b>	<b>1.20</b>	<b>0.60</b>	<b>1.80</b>
	Ceiling as per the Companies Act, 2013	As per the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013.			

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## iii. Remuneration to Key Managerial Personnel Other than Managing Director / Manager / Whole Time Director:

(₹ In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary & Compliance Officer	Chief Financial Officer	Total Amount
		Mrs. Payal Garg	Mr. Suresh Satpute	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.40	8.52	10.92
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
5.	Others, please specify	-	-	-
6.	Total	2.40	8.52	10.92

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES: None

By order of the Board of Directors

Place: Mumbai  
Date: 22<sup>nd</sup> August, 2017

Markand Adhikari  
Chairman  
DIN: 00032016

## ANNEXURE II - Part A

**PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, DETAILS OF THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION**

<b>(i)</b>	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:-	
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Ratio of remuneration to the median remuneration of the employees</b>
1	Mr. Kailasnath Adhikari	2.73
2	Mr. Markand Adhikari	0.00
3	Mr. Sandhya Malhotra	0.14
4	Mr. Shailendra Mishra	0.27
<b>(ii)</b>	The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the Financial Year	
<b>Sr. No.</b>	<b>Name of the Directors, KMP</b>	<b>% Increase over last F.Y.</b>
1	Mr. Markand Adhikari	No Change
2	Mr. Kailasnath Adhikari	} Not Comparable as appointed w.e.f 10 <sup>th</sup> February, 2016
3	Mr. Sandhya Malhotra	
4	Mr. Shailendra Mishra	
5	Mrs. Payal Garg	No Change
6	Mr. Suresh Satpute	Not Comparable as was appointed w.e.f 1 <sup>st</sup> April, 2016
<b>(iii)</b>	The percentage increase in the median remuneration of employees in the financial year	270.81
<b>(iv)</b>	The number of permanent employees on the rolls of the Company	45
<b>(v)</b>	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial	There has been no increase in managerial remuneration during the year under review. The average increase, if any, is based on the objectives of Remuneration policy of the Company that is desired to attract, motivate and retain the employees who drive the organization towards success and helps the Company to retain its industry competitiveness.
We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.		

Place: Mumbai  
Date: 22<sup>nd</sup> August, 2017

Kailasnath Adhikari  
Managing Director  
DIN: 07009389

Shailendra Mishra  
Chairman of Nomination and  
Remuneration Committee  
DIN: 07373830



## ANNEXURE II - PART B

### Information as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

#### I Names of the top ten employees of the Company in terms of remuneration drawn:

Sr. No.	Name of employee	Designation of the employee	Remuneration received (Amount in Rupees)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment in the Company	Age (in years)	Last employment held before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of Clause(iii) of sub-rule(2) Rule 5	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Ms. Ragini Srivastava	President - Sales	1,837,500	Full Time Emp	MBA (Marketing), 10 years	15-Jan-2016	38	Elets Technomedia Pvt Ltd	Nil	Not related
2	Mr. Kailasnath Adhikari	Managing Director	1,200,000	Full Time Emp	MBA, 3 years	15-Jan-2016	27	Not Applicable	Nil	Son of Mr. Markand Adhikari
3	Mr. Rahul Das	Deputy Editor	1,233,992	Full Time Emp	PHD, 23 years	1-April-2016	43	Indo-Asian News Services (IANS)	Nil	Not related
4	Ms. Aasha Khosa	Deputy Editor	1,163,750	Full Time Emp	B.Sc (Bio-sciences), 29 years	15-Jan-2016	55	Sadhana	Nil	Not related
5	Ms. Ridhima Kumar	Asst. Editor	918,750	Full Time Emp	BA English Hons., 7 years	15-Jan-2016	30	Geospatial Media and Communications	Nil	Not related
6	Mr. Santosh Kumar Gupta	Manager - IT	882,000	Full Time Emp	MCA, 10 years	15-Jan-2016	33	India News	Nil	Not related
7	Mr. Bishwajeet Kumar Singh	Sr. Designer	882,000	Full Time Emp	BA, 15 years	15-Jan-2016	37	Elets Technomedia Pvt. Ltd.	Nil	Not related
8	Mr. Suresh Satpute	Chief Financial Officer	852,012	Full Time Emp	PGDM, 25 years	1-April-2016	46	Parekh Plast India Pvt. Ltd.	NA	Not related
9	Ms. Pragya Gupta	Special Correspondent	769,063	Full Time Emp	BAJ, 7 years	15-Jan-2016	31	Elets Technomedia Pvt. Ltd.	Nil	Not related
10	Mr. Pratap Singh	Special Correspondent	765,625	Full Time Emp	BAJ, 7 years	15-Jan-2016	31	Elets Technomedia Pvt. Ltd.	Nil	Not related

II Name of employees who were employed throughout the Financial Year 2016-17 and were paid remuneration not less than Rupees 1 Crore 2 lakhs Rupees per annum - None

III Name of employees who were employed in part during the Financial Year 2016-17 and were paid remuneration not less than Rupees 8 lakhs 50 thousand per month - None

IV Name of employees who were employed throughout the Financial Year 2016-17 or part thereof and were paid remuneration in excess of Managing Director or Whole-time Director or Manager and holds along with his spouse and dependent children not less than 2% of equity shares of the Company - None

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED**  
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED** (CIN: L22222MH2014PLC254848) and having its registered office at Unit No. 3/65, Sukh Shanti, Nutan Laxmi Cooper Hospital Lane, Opp. PNB, Juhu, Mumbai - 400049 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2017, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the audit period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the audit period);** and

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- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable to the Company from 15<sup>th</sup> September, 2016 onwards).
- (vi) Press and Registration of Books Act, 1867; Delivery of Books and Newspapers (Public Libraries) Act, 1954; Delivery of Books and Newspapers (Public Libraries) Act, 1954; The Newspaper (Prices and Pages) Act, 1956; Copyright Act, 1957; Trade Marks Act, 1999; and the rules and regulations made thereunder, being the laws that are specifically applicable to the Company based on their sector/ industry.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Standards etc. mentioned above and in respect of laws specifically applicable to the Company based on their sector/industry, in so far as requirement relating to licencing/certification, submission of returns etc. as mentioned above, based on test checking.

## **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, guidelines and standards.

We further report that during the audit period, the Company has:

1. listed 1,04,83,711 Equity Shares of face value of ₹ 10/- each and were admitted for trading at BSE Limited and National Stock Exchange of India Limited on 15<sup>th</sup> September, 2016;
2. passed special resolution under Section 180(1)(c) of the Act, in the Annual General Meeting of the members held on 28<sup>th</sup> September, 2016, enabling borrowing of funds in excess of its aggregate of paid up share capital and free reserves, up to a maximum limit of ₹ 50 crores; and
3. passed special resolution under Section 180(1)(a) of the Act, in the Annual General Meeting of the members held on 28<sup>th</sup> September, 2016, for creation of mortgage/charge on the properties of the Company, provided that the total amount at any point of time so secured/mortgaged, shall not exceed the limit as approved under Section 180(1)(c) of the Act.

This report is to be read with our letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report.

For **Manish Ghia & Associates**  
Company Secretaries

Place : Mumbai  
Date: 30<sup>th</sup> May, 2017

**A.N. Sarma**  
Partner  
M. No. FCS 4557 C.P.No. 7812

To,  
The Members,  
**SAB EVENTS & GOVERNANCE NOW MEDIA LIMITED**  
Mumbai

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Manish Ghia & Associates**  
Company Secretaries

**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2017**

**A.N. Sarma**  
**Partner**  
**M. No. FCS 4557 C.P.No. 7812**

## MANAGEMENT DISCUSSION AND ANALYSIS

### COMPANY OVERVIEW:

SAB Events & Governance Now Media Limited carried out the business of publication and MICE. 'Governance Now', the fortnightly magazine of the Company is a multi-media initiative for participatory reportage and analyses related to governance of all institutions and processes that are vital to public life in India. Our editorial team comprises of highly experienced senior journalists and guest writers from diverse disciplines and professional background. Currently, the magazines is also available on [www.governancenow.com](http://www.governancenow.com) in the digital format.

### INDIAN MACRO ECONOMICS SCENARIO

As per the advance estimates released by the Central Statistics Office, GDP growth at constant market prices for FY 2016-17 is placed at 7.1%, as against 7.6% in FY 2015-16. It is expected to return to normal in FY 2017-18, as adequate new currency notes fill the demand-supply gap in the markets, and follow-up actions to demonetisation take effect. It is likely that the Indian economy will register 6.75%-7.5% growth in F.Y. 2017-18.

India will remain the world's fastest-growing major economy despite demonetization. The Indian economy is expected to grow at 7.2 per cent in FY 2017-18, as per the forecast by the World Bank Report. The fundamentals of the Indian economy remain strong, with robust economic growth, strong fiscal consolidation, low current account deficit, higher agricultural output, growing FDI, low inflation and higher wages in rural areas. Goods and Services Tax (GST) is implemented in the second quarter of the fiscal year, and is expected to yield substantial growth dividends from higher efficiencies, and raise more revenues in the long term; it is also a bold new experiment in the governance of India's cooperative federalism.

### INDUSTRY OVERVIEW:

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E industry is on the cusp of a strong phase of growth, backed by rising consumer demand and improving advertising revenues. Media content creation, access and consumption have gone through enormous changes and we expect the shifts to be more dramatic over the next five years.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

India's print media industry witnessed many ups and downs in 2016. On the positive side, while steady revival of the consumption cycle driven by good monsoons, the Seventh Pay Commission pay-out, and productive festive season boosted the industry, the currency reform of demonetisation countered this growth in the end of the year. As per the M&E Industry Report 2017 prepared by KPMG and FICCI, the Indian print media industry grew at a robust rate of 7.02%, from ₹ 283 billion in 2015 to ₹ 303 billion in 2016. It is expected to grow at a CAGR of 7.3% for the period CY 2016-2021. While print media's advertising revenue grew at 6.4% and reached ₹ 201 billion, its revenue from circulation grew at 8.4% and touched ₹ 102 billion. Of this, the dedicated revenue growth of the newspapers vertical stood at 7.8% to touch ₹ 290 billion.

### Growth Outlook:

The Indian Print Industry has witnessed many ebbs and flows in 2016. While factors such as steady revival of the consumption cycle driven by better monsoons, the 7<sup>th</sup> Pay Commission Payout and productive festive season gave the industry much needed impetus, this growth was counterpoised by demonetization towards the end of the year. Digital Advertising is expected to continue to be the fastest growing advertising segment for the media industry in the foreseeable future. (Source: KPMG in India's analysis 2016-17).

The consistent growth of the Print Industry is a testament to the importance of small town and rural markets. Amidst competition from digital media, the Indian print industry, unlike its western counterparts, is growing on the back of demand from the Tier II and Tier III markets.

In 2016, magazine segment accounted for 4.4 percent of the India print industry as compared to 5.1 percent in 2015. The magazine segment continues to compete with other mediums as most of the content is always available on the television or internet. However, niche magazines continue to attract readers based on factors similar to those driving regional newspapers.

The increase in affluence and consumption levels in regional markets has been the key growth driver for print over the last decade. This trend is likely to sustain with increase in literacy as well as emergence of a younger generation that is more aspirational. This has attracted the attention of both advertisers as well as content creators across all media tyoes – cinema, television, print, radio, etc.

**KEY CONCLAVES**

**Secure Digital India Conclave – 6<sup>th</sup> April, 2016 at New Delhi**



The Prime Minister's Digital India vision has created the importance of securing cyber space. With growing digitization of services, Government has to ensure safety of its citizens and security of critical infrastructure and information. With increasing number of cyber-attacks on the government, it is critical India to find solutions to build secured digital India. The conclave focused on government and industry interactions for development of advanced and intelligent solutions for securing the cyber space.

**Governance Now India PSU IT Forum – 18<sup>th</sup> May, 2016 at New Delhi**

By virtue of being some of the largest commercial enterprises in the country the PSUs possess the unique ability to rise above the short-term commercial interest and invest in creating national assets so as to maximize long-term economic gains. Driven by massive infrastructure investment plans of the government and increasing citizen expectations will further fuel IT spending by Indian public sector undertakings. PSUs are playing a key role in the critical areas like power generation, power grids, air traffic control, banking, telecommunication, defence, etc., so it becomes important to ensure that the cyber.



Governance Now had organized India PSU IT Forum. It was a compilation of case studies (Projects) from PSUs that has brought big change in the organization and how they have overcome various challenges and streamlined processes through ICT.

**Energy Tech Forum: Transforming the Energy Value Chain – 10<sup>th</sup> August, 2016 at Jaipur**



Governance Now, India's premier governance and public policy magazine from Sri Adhikari Brothers Group (SABGROUP) had organized Governance Now Energy Tech Forum: Transforming the Energy Value Chain in Jaipur on August 2016.

To provide a global view on innovative use of technologies to transform the utility sector in the state was the goal set by the agenda of the conference. Since ICT has a tremendous role to play in the transformation of the sector, the conference aimed to create a dialogue between stakeholders and industry to talk about innovative ICT solutions to transform utilities in the state.

**Uttar Pradesh Reforms in Governance Summit – 19<sup>th</sup> August, 2016 at Lucknow**

Governance Now Uttar Pradesh Reforms and Governance Conclave was a platform to highlight various reforms initiated by the State government. While highlighting the state's achievement it had also emphasized on the plans and roadmap of building Next generation Uttar Pradesh.

The conclave was tailored to focus on reforms like Education, Skills Development and Employment, Tourism, Power, Healthcare, MSMEs, Good Governance Through e-Governance and Inclusive development.



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## India Banking Reforms Conclave 2016 – 24<sup>th</sup> August, 2016 at Mumai

The Conclave was organised to address the challenges of Public Sector Banks. Some of the major challenges of the Public Sector Banks (PSBs) include high NPAs (Non-Performing Assets) which have been rising steadily since 2009-10. These banks continue to face the dual problem of significant asset quality stress and inadequate capitalisation, which has impacted their growth. Regardless of varying dynamics and challenges, banks are undergoing unprecedented change and transformation.

The conference focused on addressing challenges such as Governance, Risk management, HR challenges, and transformation through ICTs.



## India PSU IT Casebook – 14<sup>th</sup> October, 2016 at New Delhi



Governance Now, India's premier governance and public policy magazine from Sri Adhikari Brothers Group (SABGROU), had launched INDIA PSU IT CASEBOOK on 14<sup>th</sup> October 2016 which is a limited-edition coffee table book compiling the best of PSUs ICT Practices.

Transformation of PSUs is one of the important sides of transforming India. It is with this objective that Governance Now reached out to all CPSE's & State PSU's with a set of questions, on which valuable responses helped to create the first ever "India PSU Casebook."

## PSU Awards 2016 – 23<sup>rd</sup> December, 2016 at New Delhi

Governance Now organised the 4<sup>th</sup> edition of its prestigious PSU Awards 2016. The Awards honour the efforts of Public Sector Undertakings (PSUs) that have been key to India's overall economic growth.

For standing shoulder to shoulder with the biggest private companies, which are driven solely by the profit motive, this backbone of India's economy deserves fair share of accolades and the Governance Now PSU Awards 2016 has aimed at doing just that. The core mission of the awards was to evaluate PSUs so as to instill in them the spirit of healthy competition that will motivate them to improve their performance and help them serve the larger society in a better way.



## Digital Transformation Summit – 1<sup>st</sup> March, 2017 at New Delhi



Governance Now, a fortnightly magazine on governance and public policy from Sri Adhikari Brothers Group (SABGROU) along with Ministry of Electronics and IT, Government of India had organised Governance Now Digital Transformation Summit 2017 on 1<sup>st</sup> March 2017 at the Imperial, New Delhi.

Digital transformation is top agenda of centre and states governments across the country. How well is the government doing in terms of providing a conducive environment for digital transformation? Reminiscing digital journey of India, Governance Now Digital Transformation Summit was meant to focus on a way ahead to accelerate government's digital transformation for larger benefits of citizens.

**Railways Reforms & Governance Conclave 2017 – 24<sup>th</sup> March, 2017 at New Delhi**



**24 MARCH 2017**

**THE LALIT, BARAKHAMBA ROAD, NEW DELHI**

The Indian Railways is launching big-bang reforms in governance and infrastructure to give world-class services to passengers. To implement the reforms, it is imperative to have the right policy in place and ensure efficient utilization of technology.

Over the last two years, Governance Now through its annual conference on railways has highlighted governance and infrastructure reforms in this sector by inviting key stakeholders to deliberate on ideas, suggestions and best practices. Further, it would have expo-exhibiting solutions that can help transform railways and address existing challenges. This year Governance Now concluded the 3<sup>rd</sup> edition of its flagship Railway Conclave.

**OPPORTUNITIES AND THREAT**

1. Opportunities

**Learning Curve:** The immense experience of the promoters in the media industry has proved to be an added advantage in understanding the taste of audience and producing differentiated contents.

**Digital, yet to impact household leadership:** While the youth population might have shifted to the digital media, the age group of 35 years and above still prefer a physical copy. Easy accessibility, door-to-door delivery, affordability, comfort, the habit of reading a physical copy etc. are some factors that have kept the print players afloat in this digital era.

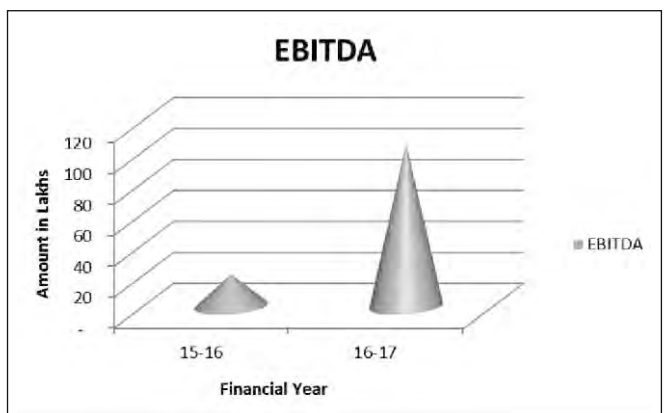
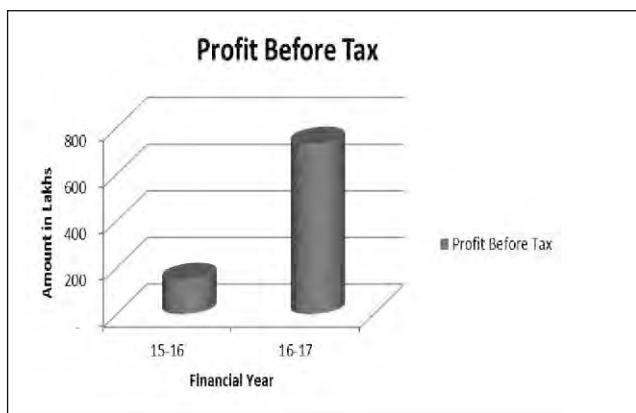
**Print Advertising:** In the midst of all different types of technological innovations the print media still plays a vital role as many advertisers have begun to resort to print media to advertise their products as it directly reach the consumers.

2. Challenges and Threats

**Digitization:** internet penetration is bound to grow exponentially in the near future. Vast plethora's of channels are available at viewer's disposal which has given rise to increased competition. Across the world, the print industry is adapting itself to opportunities presented by digital disruption and resulting economic shifts.

**Consistency:** Consistency of content quality is essential to maintain targeted revenues.

**FINANCIALS**





## 1. Share Capital

As on 31<sup>st</sup> March, 2017, the Authorized Share Capital of the Company stood at ₹ 1,103 lakhs divided into 109.9 lakhs Equity Shares of ₹ 10/- each and 0.4 lakhs 0.01% Non-Convertible Non-cumulative Redeemable Preference Shares of ₹ 10/- each.

As on 31<sup>st</sup> March, 2017, the Paid-up Share Capital of the Company stood at ₹ 1,049.37 lakhs divided into ₹ 1,048.37 lakhs comprising of 104.83 lakhs Equity Shares of ₹ 10/- each full paid-up and ₹ 1 lakh comprising of 0.1 lakh 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid-up.

## 2. Reserves And Surplus:

The total Reserves and Surplus as at 31<sup>st</sup> March, 2017, amounted to ₹ 19.55 lakhs as per statement of Profit and Loss.

## 3. Secured Loans:

The total secured loans as at 31<sup>st</sup> March, 2017, stood at ₹ 12.69 lakhs comprising vehicle loans.

## 4. Unsecured Loans:

There was no outstanding unsecured loans as on 31<sup>st</sup> March, 2017.

## 5. Fixed Assets:

Depreciation of ₹ 88.78 lakhs was charged to the statement of Profit and Loss. The Net Block of Tangible Fixed Assets and Intangible Fixed Assets as on 31<sup>st</sup> March, 2017 was ₹ 40.39 lakhs and ₹ 0.17 lakhs respectively. The goodwill on demerger as on 31<sup>st</sup> March, 2017 amounted to ₹ 693.44 lakhs.

## 6. Investments:

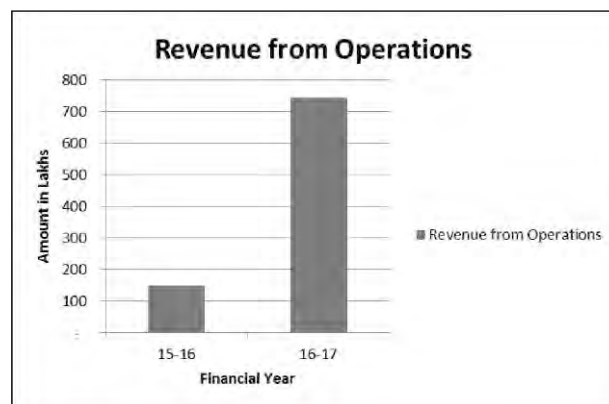
There are no investments as on 31<sup>st</sup> March, 2017.

## 7. Revenues:

The Company earned total revenues of ₹ 745.17 lakhs during the year ended 31<sup>st</sup> March, 2017 through business activities.

## 8. Expenses:

The operating expenses of the Company for the year ended 31<sup>st</sup> March, 2017 is ₹ 641.96 lakhs.



## Critical accounting policies

The principles of revenue recognition are as under:

The Company earns its revenue in the form of subscription, advertisement, distribution and sponsorship. Subscription Income is recognized on straight line basis over a period of subscription. Other revenues are recognized when related event occurs upto the reporting date.

## Segment wise Performance

The Company is operating in single primary business segment i.e. Publication & MICE. Accordingly, no segment reporting as per Accounting Standard – 17 has been reported.

## INTERNAL CONTROLS AND ADEQUACY OF THOSE CONTROLS

Adequate systems of internal controls that commensurate with the size of operation and the nature of business of the Company have been implemented. Risks and controls are regularly viewed by senior and responsible officers of the company that assure strict adherence to budgets and effective use of resources. The internal control systems are implemented to safeguard Company's assets from unauthorized use or disposition, to provide constant check on cost structure, to provide financial and accounting controls and implement accounting standards.

## **HUMAN RESOURCES**

Human capital is a very important asset in a media Company. The Company has built up a human resource structure, which has enabled the Company to grow and take up challenges. The Company has a qualified team of professionals.

As on 31<sup>st</sup> March, 2017, the Company had 45 permanent employees on its payroll.

## **BUSINESS RISKS**

### **Change in Consumer Preference Risks**

The Content published by the Company need not appeal the target audience always as the target audience preferences are bound to change. The level of creativity required for the audience targeted varies with the available options to the consumers.

### **Revenue Risks**

The Company earns revenue by selling its published copies across India which is a combination of advertising and media content. Any change in the quality of the content or the ratio of advertisements vis-à-vis the article published in the magazine can affect the revenues generated from both.

### **Technological Risks**

With broadband and smartphones penetrating the markets rapidly, there is an increase in usage of online availability of news and hence, the Company aims at improving the content displayed on its website [www.governancenow.com](http://www.governancenow.com) and also on digital course as such YouTube to compete with other publication houses.

### **Regulatory Matters**

The business may have a positive or a negative impact on the revenues in future due to changes in the regulatory framework and tax laws as compared to the current scenario.

Management continuously monitors and makes efforts to arrest decline or adverse output on any of these factors.

## **OUTLOOK**

With the growing importance of digital media, e-magazines, smart phones and the convergence of media and technology, we are aiming at monetizing the Company's content through induction of emerging technology platforms and improvements, so as to offer next generation features on multiple-media including the digital media, web, smart phones, tablets, and other digital devices and e-commerce business. The Company is proactively planning to place its readers and advertisers at the cutting edge of technology.

The industry is undergoing transformation, driven by digital technologies, opportunities for further penetration of the billion strong markets, and an enabling regulatory framework. At the same time, it remains sensitive to the economic situation, and a lot will depend on its ability to manage the risks of continued shortage of skilled manpower, and ability to spur end user pricing across segments. The Company is proactively planning to place its readers and advertisers at the cutting edge of technology.

### **Cautionary Statement**

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations may be "forward- looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is a set of standards which aims to improve Company's image, efficiency and effectiveness. Good Corporate Governance is about maximizing shareholders value on a sustainable basis while ensuring fairness to all stakeholders. It encourages to maintain the highest level of accountability, maximum standards of transparency in all its dealing, timely disclosure and to consider the needs of stakeholders.

The Company is conscious of the fact that the success of a corporation is a reflection of the professionalism, conduct and ethical values of its management and employees. In addition to compliance with regulatory requirements, the Company endeavors to confirm that highest standards of ethical and responsible conduct are met throughout the organization. The Company believes in maintaining good standard of quality and ethical conduct.

As per the requirements of Regulation 34 read with Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Directors thereby present the Report on Corporate Governance for the year ended 31<sup>st</sup> March, 2017.

### 2. BOARD OF DIRECTORS

#### i. Composition of the Board and other directorship of the Board Members:

The Company is having an optimum combination of Executive, Non-Executive, Woman Director and Independent Directors on the Board as per Regulation 17 of the Listing Regulations. The Directors have expertise and vast experience in the fields of Media and Entertainment, Finance, Taxation, Law, Publication, etc. The Board oversees the overall functions with the objective of protecting the interest of all stakeholders.

The composition of Board of Directors as on 31<sup>st</sup> March, 2017 was as follows:

Sr. No.	Name of the Director	Category of the Director	As on 31 <sup>st</sup> March, 2017		
			(excluding position in the Company)		
			No. of Directorships	Committee	
Membership	Chairmanship				
1	Mr. Markand Adhikari	Chairman & Non-Executive Director	5	0	0
2	Mr. Kailasnath Adhikari	Managing Director	1	0	0
3	Mr. Shailendra Mishra	Independent Director	0	0	0
4	Mrs. Sandhya Malhotra	Independent Director	1	0	1

#### Note:

1. The directorship/s held by Directors as mentioned in the table do not include Directorships in Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Private Limited Companies.
2. Membership/Chairmanship of only Audit Committee and Stakeholder's Relationship Committee across public limited companies are considered, as per the provisions of the Listing Regulations.
3. None of the Independent Director, serves as an Independent Director in more than 7 (Seven) listed Companies nor is a member in more than 10 (Ten) Committees or act as Chairman of more than 5 (Five) Committees.

**ii. Attendance at the Board meetings and last Annual General Meeting**

During the Financial year 2016-17, the Board of Directors met 9 (Nine) times on the following dates:

1	15 <sup>th</sup> April, 2016	6	4 <sup>th</sup> October, 2016
2	30 <sup>th</sup> May, 2016	7	14 <sup>th</sup> November, 2016
3	29 <sup>th</sup> July, 2016	8	9 <sup>th</sup> February, 2017
4	22 <sup>nd</sup> August, 2016	9	15 <sup>th</sup> March, 2017
5	8 <sup>th</sup> September, 2016		

As stipulated, the gap between two Meetings of the Board did not exceed one hundred and twenty days.

The attendance of each director at the meetings of Board, attendance at the last annual general meeting, inter-se relationship amongst directors and number of shares held is entailed below:

Name of the Director	No. of Board meetings attended	Attendance at Last AGM	Relationship Inter-se	No. of Equity shares held as on 31 <sup>st</sup> March, 2017
Mr. Markand Adhikari	9	Yes	Father of Mr. Kailasnath Adhikari	16,48,989
Mrs. Sandhya Malhotra	9	Yes	Not Related	Nil
Mr. Kailasnath Adhikari	9	No	Son of Mr. Markand Adhikari	Nil
Mr. Shailendra Mishra	8	Yes	Not Related	Nil

**iii. Separate Meeting of Independent Directors:**

As per Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulation, a separate meeting of the Independent Director of the Company was held on 15<sup>th</sup> March, 2017 without the presence of Non-Independent Directors and members of management to discuss the performance of non-independent directors (including Chairman) and Board as a whole and also the flow of information from and to the Board/ Management.

**iv. Familiarization Programme:**

The Company undertakes and makes necessary provision for an appropriate induction programme of the new Directors and ongoing training for the existing Directors. At Board and Committee Meetings, the Independent Directors are on regular basis familiarized with the business model, regulatory environment in which it operates, strategy, operations, functions, policies and procedures of the Company. The Familiarization Programme formulated by the Company for Independent Directors is available on the Company's website at [http://www.governancenow.com/disclosure/Directors\\_Familiarization\\_Programmee\\_%20Done.pdf](http://www.governancenow.com/disclosure/Directors_Familiarization_Programmee_%20Done.pdf)

**v. Information place before the Board Members**

Matters discussed at meetings of the Board generally relate to Company's business, quarterly/half yearly/annual results, review of the reports of the Audit Committee, taking note of the minutes of the various other Committees meetings, and compliance with their recommendation(s), suggestion(s), status on compliance / non-compliance of any regulation, statutory or listing requirements, if any, overall review of performance of subsidiaries and associates, etc.

**vi. Code of Conduct:**

The Board of Directors has laid down a Code of Conduct for all members of the Board of Directors and Senior Management Personnel. The Code covers the Company's commitment to honest and ethical professional conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc. Pursuant to provisions of Regulation 26(3) of Listing Regulations, all the Board members and Senior Management Personnel have confirmed compliance with the code. A declaration to that effect that the members of the Board and Senior Management Personnel have adhered to the same in respect of the financial year ended on 31<sup>st</sup> March, 2017, signed by Mr. Kailasnath Adhikari, Managing Director is annexed to this Report.

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A copy of said Code of Conduct is available on the website of the Company at <http://www.governancenow.com/disclosure/Code%20of%20Conduct%20Done.pdf>

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a Code of Conduct for Prevention of Insider Trading. All the Directors, Designated employees who may have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

### 3. AUDIT COMMITTEE:

Pursuant to provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, the Audit Committee of the Company is duly constituted having majority of Independent Directors as members of the Committee including Chairman. The members possess sound knowledge on accounts, audit, finance, taxation, internal control, etc. The Committee undertakes and reviews matters as stipulated in Schedule II, Part C of the Listing Regulations and other matters as may be delegated by the Board from time to time.

During the financial year 2016-17, the Audit Committee met 7 (Seven) times on the following dates:

1	15 <sup>th</sup> April, 2016	5	14 <sup>th</sup> November, 2016
2	29 <sup>th</sup> July, 2016	6	9 <sup>th</sup> February, 2017
3	22 <sup>nd</sup> August, 2016	7	15 <sup>th</sup> March, 2017
4	8 <sup>th</sup> September, 2016		

As stipulated, the gap between any two meetings of the Audit Committee did not exceed one hundred and twenty days.

#### i. Composition and Attendance:

Name of the Director	Member/ Chairman	No. of meeting attended
Mrs. Sandhya Malhotra	Chairperson	7
Mr. Shailendra Mishra	Member	7
Mr. Kailasnath Adhikari	Member	7

Mrs. Payal Garg, Company Secretary & Compliance Officer of the Company acts as the Secretary of the Committee.

#### ii. Terms of reference of Audit Committee

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Regulations and the Companies Act, 2013. These broadly include:

- develop an annual plan for Committee.
- review of financial reporting processes.
- review of risk management, internal financial controls and governance processes.
- discussions on quarterly, half yearly and annual financial statements.
- interaction with statutory, internal and cost auditors.
- recommendation for appointment, remuneration and terms of appointment of auditors.
- risk management framework concerning the critical operations of the Company.

In addition to the above, the Audit Committee also reviews the following:

- Matter to be included in the Director's Responsibility Statement.
- Changes, if any, in the accounting policies.
- Major accounting estimates and significant adjustments in financial statement.
- Disclosures in financial statement including related party transactions.
- Periodical review of Internal Audit Reports.
- Letters of Statutory Auditors to management on internal control weakness, if any.
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of statutory auditors considering their independence and effectiveness, and recommend the audit fees.
- Review the functioning of the Vigil Mechanism / Whistle Blower Policy.

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the Nomination and Remuneration Committee of the Company is duly constituted having majority of Independent Directors as members of the Committee including Chairman of the Committee. The Committee identifies persons to be appointed in senior management in accordance to the criteria laid down, recommend to the Board their appointment and removal and carries out evaluation of every director's performance.

Mrs. Payal Garg, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committee.

During the financial year 2016-17, the Nomination and Remuneration Committee met once on 15<sup>th</sup> April, 2016.

##### i. Composition and Attendance:

Name of the Director	Member/ Chairman	No. of meeting attended
Mr. Shailendra Mishra	Chairman	1
Mrs. Sandhya Malhotra	Member	1
Mr. Markand Adhikari	Member	1

##### ii. Terms of reference of the Nomination and Remuneration Committee

The Committee is empowered to

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identify potential individuals with expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors/ Independent Directors on the Board and as Key Managerial Personnel.
- Formulate a policy relating to remuneration of Directors and Senior Management Employees of the Company.
- Determine terms and conditions for appointment of Independent Directors. The same is also available on the website of the Company at <http://www.governancenow.com/disclosure/terms-of-appointment-of-independent-director.pdf>

##### iii. Performance Evaluation criteria of Independent Directors

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Schedule IV to the Act and Regulation 18 of the Listing Regulations and Schedule II to the Listing Regulations, the Nomination and Remuneration Committee has formulated a policy on Board Evaluation and evaluation of individual directors.

The evaluation is based on various factors which are follows:

- Attendance at Board and Committee Meetings.
- Level of Participation.
- Contribution to the development of strategies and Risk Assessment and Management.
- Overall interaction with the other members of the Board.

#### 5. REMUNERATION POLICY:

The Company follows a comprehensive policy for selection, recommendation, appointment of Directors and other senior managerial employees and also on the remuneration and such other related provision as applicable.

##### i. Selection:

- Any person to be appointed as a Director on the Board of Director of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience

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and shall be able to provide policy directions to the Company, including directions on good corporate governance.

- c) While appointing any person as Chief Executive Officer, Managing Director or a Whole-time director of the Company, his / her educational qualification, work experience, industry experience, etc. shall be considered.

## ii. Remuneration of Executive Directors

- a) At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Managing Director within the overall limits prescribed under the Companies Act, 2013.
- b) The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- c) The fixed compensation shall comprise salary, allowances, perquisites, amenities and retiral benefits. The variable component shall comprise of performance bonus.
- d) In determining the remuneration (including the fixed increment and performance bonus) the Nomination and Remuneration Committee shall consider the following:
- The relationship of remuneration and performance benchmarks is clear;
  - Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
  - Responsibility of the Managing Directors and the industry benchmarks and the current trends;
  - The Company's performance vis-à-vis the annual budget achievement and individual performance.

## iii. Remuneration of Non-Executive Directors

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her not exceeding the sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

## iv. Remuneration of Senior Management Employees

In determining the remuneration of the Senior Management Employees i.e. Key Managerial Personnel, the Nomination and Remuneration Committee shall consider the following:

- a) The correlation of remuneration and performance yardstick is clear;
- b) The fixed pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;

The components of remuneration includes salaries, perquisites and retirement benefits and the remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

## v. Details of remuneration/sitting fees paid during the year 2016-17 are as follows:

(₹ in Lakhs)

Name of Director	Salary	Contribution to Provident fund	Other Perquisites	Sitting Fees	Total
Mr. Markand Adhikari	-	-	-	-	-
Mr. Kailasnath Adhikari	12.00	-	-	-	12.00
Mrs. Sandhya Malhotra	-	-	-	0.60	0.60
Mr. Shailendra Mishra	-	-	-	1.20	1.20

Note: The Company has not granted any Stock Options.

## 6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition of the Stakeholders Relationship Committee of the Company is in accordance with the provisions of Section 178 of the Companies Act, 2013 read with Rules made thereunder and Regulation 20 of Listing Regulations.

This Committee is empowered to oversee the redressal of investors' complaints pertaining to Share transfers, non-receipt of annual reports, declared dividends, issue of duplicate certificates, transfer/transmission/demat/remat of shares and other miscellaneous complaints. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

During the financial year 2016-17, the Stakeholders Relationship Committee met 4 (Four) times on 15<sup>th</sup> April, 2016, 29<sup>th</sup> July, 2016, 14<sup>th</sup> November, 2016 and 9<sup>th</sup> February, 2017.

### i. Composition and Attendance:

Name of the Director	Member/Chairman	No. of meetings attended
Mrs. Sandhya Malhotra	Chairperson	4
Mr. Shailendra Mishra	Member	4
Mr. Kailasnath Adhikari	Member	4

Mrs. Payal Garg, Company Secretary & Compliance Officer of the Company oversees the redressal of the investors' grievances.

### ii. Status of Investors' Complaint as on end of the financial year

Opening at the beginning the year	Received during the year	Resolved during of the year	Pending at the end of the year
Nil	Nil	Nil	Nil

## 7. GENERAL BODY MEETINGS

### i. ANNUAL GENERAL MEETINGS:

Details with respect to the date, time and location of preceding three Annual General Meetings (AGMs) are given below:

Financial Year	Date of AGM	Time	Location
31 <sup>st</sup> March, 2016	28 <sup>th</sup> September, 2016	01:00 P.M.	Moirra Banquets, Trans Avenue, Level One, Next to Versova Telephone Exchange, SVP Nagar, MHADA Road, Andheri (West), Mumbai - 400061
31 <sup>st</sup> March, 2015	30 <sup>th</sup> September, 2015	03:00 P.M.	Unit No. 3/65, Sukh Shanti, Nutan Laxmi, Cooper Hospital Lane, Opp. PNB, Juhu,
31 <sup>st</sup> March, 2014	24 <sup>th</sup> September, 2014	05:30 P.M.	Mumbai – 400 049

Details of Special Resolutions passed in the preceding three AGMs:

Date of AGM	Purpose of Special Resolutions
28 <sup>th</sup> September, 2016	1. Increase in borrowing limits of the Company. 2. Authority to create charge on assets of the Company.
30 <sup>th</sup> September, 2015	No Special Resolutions were passed.
24 <sup>th</sup> September, 2014	No Special Resolutions were passed.

### ii. POSTAL BALLOT:

During the year under review, no resolutions were passed by means of Postal Ballot.

None of the businesses proposed to be transacted in the ensuing AGM require passing of Special Resolution through Postal Ballot.



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## 8. MEANS OF COMMUNICATION

- In accordance with the Listing Regulations, the Financial results are submitted to stock exchanges and published in English Newspaper i.e. Business Standard and Marathi Newspapers i.e. Aapla Mahanagar / Aapla Maharashtra / Mumbai Lakshwadeep.
- The financial results are also available on website of the Company i.e. <http://www.governancenow.com/financial> and newspaper publications of said results are available at <http://www.governancenow.com/announcement> and also websites of BSE Limited i.e. <http://www.bseindia.com> and National Stock Exchange of India Limited i.e. <https://www.nseindia.com>
- The Company has not made any presentations/press release to institutional Investors or to the Analysts during the year under review.

## 9. GENERAL INFORMATION FOR SHAREHOLDERS:

i.	<b>Date, Time, Venue of Annual General Meeting</b>	Date: Monday, 25 <sup>th</sup> September, 2017 Time: 01:30 P.M. Venue: Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053
ii.	<b>Financial Year</b>	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
iii.	<b>Financial Calendar (1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018)</b>	<b>Tentative Dates</b> i) First Quarter Results - On or before 14 <sup>th</sup> September, 2017 ii) Second Quarter Results – On or before 14 <sup>th</sup> December, 2017 iii) Third Quarter Results - On or before 14 <sup>th</sup> February, 2018 iv) Fourth Quarter / Yearly Results - On or before 30 <sup>th</sup> May 2018 (Audited Results)
iv.	<b>Date of Book Closure</b>	Tuesday, 19 <sup>th</sup> September, 2017 to Monday, 25 <sup>th</sup> September, 2017 (both days inclusive)
v.	<b>Cut-off date for E-voting</b>	The e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Monday, 18 <sup>th</sup> September, 2017
vi.	<b>Listing on Stock Exchanges</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 <b>Scrip Code: 540081</b>  <b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 <b>Symbol: SABEVENTS</b>  The Equity Shares of the Company were listed on the Stock Exchange for trading with effect from 15 <sup>th</sup> September, 2016. The Company has duly paid the Initial Listing fees.
vii.	<b>ISIN and CIN</b>	<b>ISIN:</b> INE860T01019 <b>CIN:</b> L22222MH2014PLC254848
viii.	<b>Dematerialization of shares and liquidity</b>	About 99.86% of the Equity Shares of the Company have been dematerialized as on 31 <sup>st</sup> March, 2017.
ix.	<b>Registrar and Share Transfer Agent</b>	<b>M/s. Sharex Dynamic (India) Private Limited</b> Unit No.1, Luthra Industrial Estate Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai -400072. Tel.: 91-22-2851 5644 / 2851 5606 Fax: 91-22-2851 2885 E-mail: <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> Website: <a href="http://www.sharexindia.com">www.sharexindia.com</a>

x.	<b>Outstanding ADRs, GDRs or any convertible instruments, conversion date and impact on Equity</b>	The Company has not issued any ADRs, GDRs or any convertible instruments
xi.	<b>Commodity price risk or foreign exchange risk and hedging activities</b>	Not Applicable

**xii. Share Transfer System**

All shares sent or transferred in physical form are registered by the Registrar & Share Transfer Agents within prescribed time, if documents are found in order. Shares under objection are returned within prescribed time limit. All requests for dematerialization of shares processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

**xiii. Market Price Data**

The monthly high and low quotations of closing prices of shares traded on BSE Limited and National Stock Exchange of India Limited during each month from 15<sup>th</sup> September, 2016 (Listing Date) as follows:

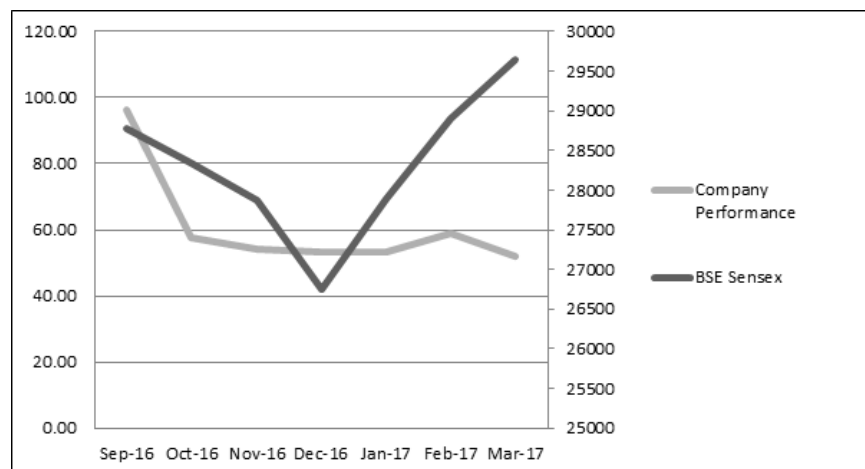
Month	BSE Limited*		National Stock Exchange of India Limited**	
	Price (₹)		Price (₹)	
	High	Low	High	Low
September 2016	96.45	49.45	95.80	49.05
October 2016	57.50	51.30	54.00	50.05
November 2016	54.00	48.80	53.40	47.15
December 2016	53.45	48.90	52.00	49.50
January 2017	53.10	50.20	52.95	49.40
February 2017	59.00	50.00	54.65	49.80
March 2017	52.00	47.15	51.35	45.90

\*Source: [www.bseindia.com](http://www.bseindia.com)

\*\*Source: [www.nseindia.com](http://www.nseindia.com)

**xiv. Performance in comparison to SENSEX**

The performance of the Company's Equity shares relative to the BSE Sensitive Index (BSE Sensex) is given in the chart below:



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## xv. Shareholding Pattern as on 31<sup>st</sup> March, 2017

Category	No. of shares	% of total Shareholdings
Promoter and Promoter Group	47,97,914	45.77
Mutual Funds/UTI	270	0.00
Financial Institutions/ Banks	92	0.00
Insurance Companies	60,703	0.58
Foreign Institutional Investors	330	0.00
Bodies Corporate	43,49,219	41.49
Individuals	12,56,375	11.98
Non Resident Indians	3,308	0.03
Clearing Members	15,500	0.15
<b>GRAND TOTAL</b>	<b>1,04,83,711</b>	<b>100.00</b>

## xvi. Distribution of shareholding

Nominal value of Shares	Number of shareholders	% of total number of shareholders	Nominal Value Shares ( in ₹ )	% of Total Nominal Value of shares
1 to 5000	7,003	97.86	27,63,610	2.64
5001 to 10000	67	0.94	4,77,100	0.46
10001 to 20000	30	0.42	3,93,070	0.37
20001 to 30000	12	0.17	3,05,700	0.29
30001 to 40000	6	0.08	2,26,890	0.22
40001 to 50000	3	0.04	1,28,430	0.12
50001 to 100000	7	0.10	4,69,030	0.45
100001 and above	28	0.39	10,00,73,280	95.46
<b>TOTAL</b>	<b>7,156</b>	<b>100.00</b>	<b>10,48,37,110</b>	<b>100.00</b>

## xvii. Address for investor Correspondence

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, and please write to the RTA [address mentioned in (ix)] or below mentioned address:

**Company Secretary & Compliance Officer**  
**SAB Events & Governance Now Media Limited**  
 Unit No. 3/65, Sukh Shanti, Nutan Laxmi Society,  
 Cooper Hospital Lane, Opposite PNB,  
 Juhu, Mumbai - 400049  
 Tel - 91-22-26246701  
 Fax - 91-22-26235134  
 Email - [cs@governancenow.com](mailto:cs@governancenow.com)

## 10. OTHER DISCLOSURES

### i. Related Party Transactions

There were no materially significant transactions with related party(ies), pecuniary transactions or relationship between the Company and its Directors during the Financial Year ended 31<sup>st</sup> March, 2017 that may have potential conflict with the interest of the Company at large. The transactions with the related parties, as per the requirements of the Accounting Standard (AS) 18, are disclosed in the Notes on Accounts, forming part of the Annual Report. The Policy on dealing with Related Party Transaction is available on Company's website at [http://www.governancenow.com/disclosure/RPT\\_Policy.pdf](http://www.governancenow.com/disclosure/RPT_Policy.pdf)

**ii. Compliance relating to Capital Market**

There were no instances of non-compliance by the Company on any matter related to the capital markets, resulting in disciplinary action against the Company by Stock Exchanges or SEBI or any other statutory authorities, since the shares are listed.

**iii. Vigil Mechanism / Whistle Blower Policy**

With the rapid expansion of business, various risks associated with the business have also increased considerably. Some such risks identified are the risk of fraud, misconduct and unethical behavior. To ensure fraud-free work and ethical environment, the Company has laid down a Vigil Mechanism / Whistle Blower Policy in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, by which the Company provides a platform to all the employees, vendors and customers to report any suspected or confirmed incident of fraud, misconduct, unethical behavior, etc. through any of the following reporting protocols:

Chief Financial Officer	:	Mr. Suresh Satpute
E-mail	:	<a href="mailto:cs@governancenow.com">cs@governancenow.com</a>
Phone No.	:	+91-022-2624 6701
Fax Number	:	+91-022 2623 5134
Written Communication to	:	Unit No. 3/65, Sukh Shanti, Nutan Laxmi Society, Cooper Hospital Lane, Opp. PNB, Juhu, Mumbai – 400 049

The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and direct access to the Chairman of the Audit Committee is also available in exceptional cases. Vigil Mechanism/Whistle Blower Policy is also available on the website of the Company at [http://www.governancenow.com/disclosure/Whistle%20Blower%20Policy\\_MGCA%20Done.pdf](http://www.governancenow.com/disclosure/Whistle%20Blower%20Policy_MGCA%20Done.pdf)

We affirm that during the Financial Year 2016-17, no personnel were denied access to the Audit Committee.

**iv. Disclosure of Accounting Treatment**

In the preparation of the Financial Statements, the Company has followed the accounting Standards issued by Institute of Chartered Accountants of India (ICAI) to the extent applicable.

**v. Disclosure of Risk Management**

The Company has created a separate Risk Management Policy which includes procedure to inform Board members about the risk assessments and minimization procedure which is periodically review by the Audit Committee and the Board.

**vi. CEO/CFO Certification**

As required under Regulation 17(8) of the Listing Regulations, Mr. Kailasnath Adhikari, Managing Director and Mr. Suresh Satpute, Chief Financial Officer of the Company certifying that the financial statements represent true and fair view of the Company's affairs, was placed before the Board.

**vii. Details of Compliance with Mandatory and Non - Mandatory Requirements under Listing Regulations:**

The Company has complied with all mandatory requirements under Regulation 27 of the Listing Regulations. The status of compliance with non-mandatory recommendations under Regulation 27 of the Listing Regulations is provided below:

- Audit Qualification: The Auditors' Report on Financial Statements for the year ended 31<sup>st</sup> March, 2017 does not contain any qualification.
- There are separate posts of Chairman, Managing Director & Chief Executive Officer.

**viii. Disclosure of Compliance with Corporate Governance:**

The Company has complied with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub- regulation 2 of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this report.

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## DECLARATION REGARDING COMPLIANCE WITH CODE OF CONDUCT

I, Kailasnath Adhikari, Managing Director of the Company hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct of the Company during the Financial Year 2016-17.

**Kailasnath Adhikari**  
**Managing Director**  
**DIN: 07009389**

**Place: Mumbai**  
**Date: 22<sup>nd</sup> August, 2017**

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## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members,  
**SAB Events & Governance Now Media Limited**

1. We have examined the records concerning Compliance of the conditions of Corporate Governance by SAB Events & Governance Media Limited ("the Company"), for the year ended March 31, 2017, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").
2. The compliance of conditions of Corporate Governance is responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
4. On the basis of relevant records and documents maintained and furnished to us and the information and explanations given to us by the Company's Management, to the best of our knowledge and belief, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations for the year ended 31<sup>st</sup> March, 2017.
5. We further state that such compliance is neither an assurance as to the viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For A. R. SODHA & Co.**  
Chartered Accountants  
(FRN 110324W)

**A. R. Sodha**  
Partner  
M. No 31878

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

## INDEPENDENT AUDITORS' REPORT

To,  
**The Members,**  
**SAB Events & Governance Now Media Limited**

### **Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of SAB Events & Governance Now Media Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section

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(11) of the section 143 of the Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) In our opinion, there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the company.
- f) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") is enclosed as Annexure B to this report.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. According to the information and explanation given to us, the Company does not have any pending litigations at the year end.
  - ii. According to information and explanation given to us, the Company has not entered into any long-term contracts including derivative contracts.
  - iii. According to the information and explanation given to us, the Company is not required to transfer any amount to Investor Education and Protection Fund.

**For A. R. SODHA & Co.**  
Chartered Accountants  
(FRN 110324W)

**A. R. Sodha**  
Partner  
M. No 31878

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1. a. The Company has generally maintained proper records of fixed assets showing full particulars, including quantitative details and situation of fixed assets.
- b. According to information given to us, fixed assets have been physically verified by the management at reasonable intervals and no material discrepancy was noticed on such verification.
- c. According to the information and explanation given to us and on the basis of records furnished before to us, the company does not have any immovable property and accordingly, Clause 3(i)(c) of the Companies (Auditor's Report) Order, 2016 is not applicable.
2. The company is not having inventory of material amount during the year hence the matters specified in clause 3(ii) of Companies (Auditor's Report) Order, 2016 has not been reported.
3. According to the information and explanation given to us and on the basis of records furnished before us, company has not granted any loans to any party covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly Clauses 3(iii)(a), (b) and (c) of Companies (Auditor's Report) Order, 2016 are not applicable.
4. According to the information and explanation given to us and on the basis of records furnished before us, the company has not given any loan or made any investment or given any guarantee or security during the year for which compliance under section 185 and 186 is required. Accordingly Clause 3(iv) of Companies (Auditor's Report) Order is not applicable.
5. The company has not accepted deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Accordingly Clause 3(v) of Companies (Auditor's Report) Order, 2016 is not applicable.
6. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of Services dealt with by the Company.
7. a. The company is generally regular in depositing undisputed statutory dues including Sales Tax, Service Tax, Custom Duty, Duty of Excise, Value added Tax, Cess and any other statutory dues. No undisputed statutory dues as stated above is outstanding as at 31<sup>st</sup> March for more than six months from the date they become payable.
- b. According to information and explanation given to us, there are no disputed statutory dues including Sales Tax, Service Tax, Custom Duty, Duty of Excise, Value added Tax, Cess and any other statutory dues which have not been deposited on account of dispute.
8. According to the records of the company examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank as at the Balance Sheet date.
9. According to information and explanation given to us and records examined by us, the company has neither raised any money by way of public offers nor raised any term loan during the year. Accordingly, Clause 3(ix) of Companies (Auditor's Report) Order is not applicable.
10. During the course of our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company noticed or reported by its officers or employees during the year nor we have been informed of such instances by the management.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V of the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company.



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Accordingly clause 3(xii) of Companies (Auditor's Report) Order 2016 is not applicable.

13. According to the information and explanation provided to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details of such transactions have been disclosed in financial statements as required by the applicable accounting standards.
14. According to the information and explanation provided to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly the clause 3(xiv) of the Companies (Auditor's Report) Order 2016 is not applicable.
15. According to the information and explanation provide to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transaction with directors or persons connected with him. Accordingly clause 3(xv) of the Companies (Auditor Report) Order 2016 is not applicable.
16. According to the books of accounts and records of the company examined by us, in our opinion the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For A. R. SODHA & Co.**  
Chartered Accountants  
(FRN 110324W)

**A. R. Sodha**  
Partner  
M. No 31878

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

## ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of SAB Events & Governance Now Media Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or

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improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For A. R. SODHA & Co.**  
Chartered Accountants  
(FRN 110324W)

**A. R. Sodha**  
Partner  
M. No 31878

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2017**

Particulars	Notes	As at 31 <sup>st</sup> March, 2017 (₹)	As at 31 <sup>st</sup> March, 2016 (₹)
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	104,937,110	104,937,110
Reserves & Surplus	3	1,955,486	505,995
		<b>106,892,596</b>	<b>105,443,105</b>
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	4	1,269,408	683,357
Long-Term Provisions	5	2,939,348	1,512,189
Deferred Tax Liabilities	27	-	-
<b>Current Liabilities</b>			
Short-Term Borrowings	6	-	50,000
Trade Payables	7	5,836,771	4,725,189
Other Current Liabilities	8	714,984	991,760
Short-Term Provisions	9	310,780	291,676
		<b>6,862,534</b>	<b>6,058,625</b>
		<b>117,963,886</b>	<b>113,697,275</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	10		
Property, Plant and Equipment		4,039,203	2,512,880
Intangible Assets		17,480	22,806
Goodwill on Demerger		69,344,597	77,231,521
		<b>73,401,280</b>	<b>79,767,207</b>
Long Term Loans and Advances	11	1,502,615	1,226,414
<b>Current Assets</b>			
Trade Receivables	12	20,201,222	15,305,184
Cash and Bank Balances	13	18,971,355	3,991,146
Short Term Loan & Advances	14	211,257	10,152,280
Other Current Assets	15	3,676,158	3,255,045
		<b>43,059,992</b>	<b>32,703,654</b>
		<b>117,963,886</b>	<b>113,697,275</b>

**Significant Accounting Policies**

1

**The accompanying notes form an integral part of the Financial Statements.**
**As per our report of even date**
**For A. R. Sodha & Co.**  
Chartered Accountants  
(FRN:110324W)

**A. R. Sodha**

Partner  
M.No.31878  
Place: Mumbai  
Date : 30<sup>th</sup> May, 2017

**For and on behalf of the Board of Directors**
**Markand Adhikari**  
Chairman

**Suresh Satpute**  
Chief Financial Officer

**Kailasnath Adhikari**  
Managing Director

**Payal Garg**  
Company Secretary &  
Compliance Officer

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## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017

Particulars	Notes	For the Year Ended 31 <sup>st</sup> March, 2017 (₹)	For the Year Ended 31 <sup>st</sup> March, 2016 (₹)
<b>INCOME</b>			
<b>Revenue form Operations</b>			
Sales	16	74,516,528	14,903,171
Other Income	17	7,230	-
Total		<u>74,523,758</u>	<u>14,903,171</u>
<b>EXPENSES</b>			
Direct Expenses	18	11,778,790	1,894,703
Employee Benefit Expenses	19	28,566,571	6,015,328
Other Expenses	20	23,709,230	4,936,100
Finance Cost	21	141,702	26,419
Depreciation and Amortisation	10	8,877,974	1,829,027
Total		<u>73,074,267</u>	<u>14,701,578</u>
<b>Profit Before Tax</b>		<b>1,449,491</b>	<b>201,593</b>
<b>Tax Expenses</b>			
Current Tax		276,201	38,414
MAT Credit Entitlement		(276,201)	(38,414)
Deferred Tax		-	(304,533)
		-	(304,533)
<b>Profit/(Loss) After Tax</b>		<u><b>1,449,491</b></u>	<u><b>506,126</b></u>

Earning Per Share (Basic & Diluted) (Refer Note 26) 0.14 0.23

Significant Accounting Policies 1

The accompanying notes form an integral part of the Financial Statements.

As per our report of even date

**For A. R. Sodha & Co.**  
Chartered Accountants  
(FRN:110324W)

**A. R. Sodha**  
Partner  
M.No.31878  
Place: Mumbai  
Date : 30<sup>th</sup> May, 2017

For and on behalf of the Board of Directors

**Markand Adhikari**  
Chairman

**Suresh Satpute**  
Chief Financial Officer

**Kailasnath Adhikari**  
Managing Director

**Payal Garg**  
Company Secretary &  
Compliance Officer

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017

Particulars	For the Year Ended 31 <sup>st</sup> March, 2017 (₹)	For the Year Ended 31 <sup>st</sup> March, 2016 (₹)
<b>A Cash Flow from Operating Activities:</b>		
Net Profit before Tax as per Statement of Profit and Loss	1,449,491	201,593
<b>Adjustment for:</b>		
Depreciation and Amortisation	8,877,974	1,829,027
Finance Cost	141,702	26,419
Operating Profit before Working Capital changes	<u>10,469,167</u>	<u>2,057,040</u>
<b>Adjustment for change in working capital:</b>		
(Increase) / Decrease in Trade Receivables	(4,896,038)	(15,305,184)
(Increase) / Decrease in Advances & Other Current Assets	9,519,909	(14,350,989)
Add : Working Capital of Publication Division received	-	24,482,070
Increase / (Decrease) in Current Liabilities	<u>2,168,576</u>	<u>7,292,895</u>
Cash generated from Operations	17,261,614	4,175,832
Direct Taxes (Paid)/Refund	(276,201)	(253,533)
<b>Net Cash generated from in Operating Activities</b>	<u><u>16,985,414</u></u>	<u><u>3,922,300</u></u>
<b>B Cash Flow from Investing Activities:</b>		
Addition to Fixed Assets	<u>(2,512,047)</u>	-
<b>Net Cash used in Investing Activities</b>	<u><u>(2,512,047)</u></u>	-
<b>C Cash flow from Financing Activities:</b>		
Issue of Preference Share Capital	-	400,000
Redemption of Preference Share Capital	-	(400,000)
Dividend paid	-	(108)
Increase/(Decrease) in Long Term Borrowing	-	(48,046)
Proceeds from Long -Term Borrowings	916,000	-
Repayment of Long-Term Borrowings	(267,456)	-
Increase/(Decrease) in Short Term Borrowing	-	40,000
Finance Cost paid	(141,702)	(26,419)
<b>Net Cash generated from Financing Activities</b>	<u><u>506,842</u></u>	<u><u>(34,573)</u></u>
<b>Net Increase in Cash and Cash Equivalents</b>	14,980,209	3,887,726
Opening Balance of Cash and Cash Equivalents	<u>3,991,146</u>	<u>103,419</u>
<b>Closing Balance of Cash and Cash Equivalents</b>	<u><u>18,971,355</u></u>	<u><u>3,991,146</u></u>

### As per our report of even date

**For A. R. Sodha & Co.**  
Chartered Accountants  
(FRN:110324W)

**A. R. Sodha**

Partner  
M.No.31878  
Place: Mumbai  
Date : 30<sup>th</sup> May, 2017

### For and on behalf of the Board of Directors

**Markand Adhikari**  
Chairman

**Suresh Satpute**  
Chief Financial Officer

**Kailasnath Adhikari**  
Managing Director

**Payal Garg**  
Company Secretary &  
Compliance Officer

## NOTES TO THE FINANCIAL STATEMENTS

### 1. Significant Accounting Policies

#### 1.1 General

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis and comply in all material aspects with the accounting standards notified under Companies(Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.

#### 1.2 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

#### 1.3 Provisions, Contingent Liabilities and Contingents Assets

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate to settle the obligation at the balance sheet date. These provisions are reviewed at each balance sheet date and adjusted to affect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### 1.4 Fixed Assets

##### Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition as reduced by accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and attributable cost for bringing the asset to its working condition for its intended use.

##### Intangible Assets

Intangible Assets are carried at cost less accumulated amortisation and impairment losses, if any. The Cost of intangible assets comprises of cost of purchase, production cost and any attributable expenditure on making the asset ready for its intended use.

#### 1.5 Depreciation/Amortisation

##### Property, Plant and Equipment

Depreciation on Property, Plant and Equipment has been provided based on the useful life of the asset and in the manner as prescribed in Schedule II to the Companies Act, 2013.

##### Intangible Fixed Assets

Software is amortised over a period of 3 years on pro-rata basis

##### Goodwill on Demerger

Goodwill on Demerger is amortised over a period of 10 years on pro-rata basis from the date of creation.

#### 1.6 Revenue Recognition

The Company earns its revenue in the form of subscription, advertisement, distribution and sponsorship. Subscription Income is recognized on straight line basis over a period of subscription. Other revenues are recognised when the related event occurs.

## NOTES TO THE FINANCIAL STATEMENTS

### 1.7 Employee Benefits

#### Defined Benefit Plan

Long term Employee benefits for Defined benefit schemes, such as leave encashment and gratuity, are provided on the basis of actuarial valuation taken at the end of each year.

Other short –term employee benefits are charged to profit & loss account on accrual basis.

### 1.8 Borrowing Costs

Borrowing Costs are recognised as expense and charged to the profit and loss account.

### 1.9 Leases

Operating Lease expenses are charged to profit and loss account on accrual basis.

### 1.10 Taxes on Income

Tax expense comprises both current and deferred taxes. Current Tax provision as per Income Tax Act, 1961, is made based on the tax liability computed after considering tax allowances and exemptions at the balance sheet date.

Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax asset is recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date and written down or written up, to reflect the amount that is reasonably / virtually certain, as the case may be, to be realized.

### 1.11 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

### 1.12 Impairment of Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

### 1.13 Preliminary & Pre-Operative Expenses

Preliminary and Pre-operative expenses were written off in the year in which commercial activities began.



# 4<sup>TH</sup> ANNUAL REPORT 2016-2017

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31 <sup>st</sup> March, 2017 (₹)	As at 31 <sup>st</sup> March, 2016 (₹)
<b>2 Share Capital</b>		
<b>Authorised Capital</b>		
10,990,000 (P.Y. 10,990,000) Equity Shares of Rs. 10/- each.	<b>109,900,000</b>	109,900,000
40,000 (P.Y. 40,000) Preference Shares of Rs. 10/- each.	<b>400,000</b>	400,000
	<b><u>110,300,000</u></b>	<b><u>110,300,000</u></b>
<b>Issued, Subscribed &amp; Paid-up Capital</b>		
104,83,711 (P.Y. 104,83,711) Equity Shares of Rs. 10/- each fully paid-up.	<b>104,837,110</b>	104,837,110
10,000 (P.Y. 10,000) 0.01% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each fully paid-up	<b>100,000</b>	100,000
	<b><u>104,937,110</u></b>	<b><u>104,937,110</u></b>

### Terms and Rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

The reconciliation of the number of shares outstanding and the amount of share capital as at 31<sup>st</sup> March 2017 is set out below:

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Numbers	₹	Numbers	₹
At the beginning of the Year	<b>10,483,711</b>	<b>104,837,110</b>	10,000	100,000
Add:- Alloted pursuant to Scheme	-	-	10,483,711	104,837,110
Less: Cancelled pursuant to Scheme	-	-	(10,000)	(100,000)
Outstanding at the end of the Year	<b>10,483,711</b>	<b>104,837,110</b>	10,483,711	104,837,110

The details of shareholder holding more than 5% shares as at March 31, 2017 is set out below:

Name of the shareholder	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Numbers	%	Numbers	%
Markand Adhikari	<b>1,648,989</b>	<b>15.73%</b>	1,198,989	11.44%
Gautam Adhikari	<b>1,257,939</b>	<b>12.00%</b>	1,257,939	12.00%
Assent Trading Pvt. Ltd.	<b>1,013,384</b>	<b>9.67%</b>	1,013,384	9.67%
Inayata Constructions Pvt. Ltd.	<b>937,980</b>	<b>8.95%</b>	929,480	8.87%
Kalash Trading And Investment Pvt. Ltd.	<b>756,000</b>	<b>7.21%</b>	756,000	7.21%
Prime Global Media Pvt. Ltd.	<b>750,536</b>	<b>7.16%</b>	750,536	7.16%
Global Showbiz Pvt. Ltd.	<b>750,000</b>	<b>7.15%</b>	750,000	7.15%
Aranav Trading And Investment Pvt. Ltd.	<b>695,464</b>	<b>6.63%</b>	695,464	6.63%
Keynote Enterprises Pvt. Ltd.	<b>642,669</b>	<b>6.13%</b>	642,669	6.13%

## NOTES TO THE FINANCIAL STATEMENTS

### Terms and Rights attached to Preference Shares:

The Company has only one class of preference shares at the end of the year having a par value of Rs. 10/- per share. These shares do not carry any voting rights.

These shares are non-cumulative, non-convertible, non-participating and are carrying 0.01% per annum rate of dividend. These shares are redeemable at par and the redemption would be at the discretion of Board of Directors of the Company at any time after the 7<sup>th</sup> Anniversary but not later than the 10<sup>th</sup> Anniversary.

Particulars	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Numbers	₹	Numbers	₹
At the beginning of the Year	10,000	100,000	-	-
Add:- Issued During the Year	-	-	40,000	400,000
Add:- Alloted pursuant to Scheme	-	-	10,000	100,000
Less: Redeemed during the Year	-	-	(40,000)	(400,000)
Outstanding at the end of the Year	10,000	100,000	10,000	100,000

The details of shareholder holding more than 5% shares as at March 31, 2017 is set out below:

Name of the shareholder	As at 31 <sup>st</sup> March, 2017		As at 31 <sup>st</sup> March, 2016	
	Numbers	%	Numbers	%
Markand Adhikari	9,810	98.10%	9,810	98.10%

Particulars	As at 31 <sup>st</sup> March, 2017 (₹)	As at 31 <sup>st</sup> March, 2016 (₹)
-------------	--	--

### 3 Reserve & Surplus

#### Surplus/(Deficit) as per the Statement of Profit and Loss

Opening Balance	505,995	-
Add :Profit/(Loss) for the year	1,449,491	506,126
Less: Dividend Paid	-	108
Less: Provision for Dividend Distribution Tax	-	23
Net Surplus/(Deficit) in the statement of Profit and Loss	1,955,486	505,995

### 4 Long-Term Borrowing

#### Secured

Vehicle Loan	1,537,161	888,617
Less : Current Maturity (Included in Other Current Liabilities)	267,753	205,260
	1,269,408	683,357

Note: The Vehicle Loan is secured by way of hypothecation of the vehicle for which the loan is availed. This loan is repayable in monthly installment basis spreading upto financial year 2019-20 at a rate of interest of 10.51% p.a.

# 4<sup>TH</sup> ANNUAL REPORT 2016-2017

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31 <sup>st</sup> March, 2017 (₹)	As at 31 <sup>st</sup> March, 2016 (₹)
<b>5 Long-Term Provisions</b>		
Provision for Employee Benefits		
- Provision for compensated absences	1,222,974	769,957
- Provision for Gratuity (Net)	1,716,374	742,232
	<u>2,939,348</u>	<u>1,512,189</u>
<b>6 Short-Term Borrowing</b>		
From Directors	-	50,000
	<u>-</u>	<u>50,000</u>
<b>7 Trade Payables</b>		
Other than Acceptances	5,836,771	4,725,189
	<u>5,836,771</u>	<u>4,725,189</u>
<b>8 Other Current Liabilities</b>		
Current Maturities of Long-Term Borrowings	267,753	205,260
Other Payables	447,231	786,500
	<u>714,984</u>	<u>991,760</u>
<b>9 Short-Term Provisions</b>		
Provision for Expenses	310,780	291,653
Provision for Dividend Distribution Tax	-	23
	<u>310,780</u>	<u>291,676</u>

**NOTES TO THE FINANCIAL STATEMENTS**
**10 FIXED ASSETS**

Particulars	GROSS BLOCK				DEPRECIATION/AMORTISATION			NET BLOCK	
	As at 01.04.2016	Additions	Deductions	As at 31.03.2017	As at 01.04.2016	For the Year	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
<b>Property, Plant and Equipment</b>									
Computer	3,356,563	363,570	-	3,720,133	2,464,519	619,739	3,084,258	635,875	892,044
Furniture & fixtures	135,403	-	-	135,403	31,406	13,175	44,581	90,822	103,997
Plant and Machinery	485,620	1,115,938	-	1,601,558	125,519	93,375	218,894	1,382,664	360,101
Vehicles	1,373,039	1,006,319	-	2,379,358	216,301	233,215	449,516	1,929,842	1,156,738
<b>Sub-total</b>	<b>5,350,625</b>	<b>2,485,827</b>	-	<b>7,836,452</b>	<b>2,837,745</b>	<b>959,504</b>	<b>3,797,249</b>	<b>4,039,203</b>	<b>2,512,880</b>
Previous Year	-	5,350,625	-	5,350,625	-	2,837,745	2,837,745	2,512,880	-
<b>Intangible Assets</b>									
Computer Software	390,682	26,220	-	416,902	367,876	31,546	399,422	17,480	22,806
<b>Sub-total</b>	<b>390,682</b>	<b>26,220</b>	-	<b>416,902</b>	<b>367,876</b>	<b>31,546</b>	<b>399,422</b>	<b>17,480</b>	<b>22,806</b>
Previous Year	-	390,682	-	390,682	-	367,876	367,876	22,806	-
<b>Goodwill on Demerger</b>	<b>78,869,243</b>	-	-	<b>78,869,243</b>	<b>1,637,722</b>	<b>7,886,924</b>	<b>9,524,646</b>	<b>69,344,597</b>	<b>77,231,521</b>
<b>Sub-total</b>	<b>78,869,243</b>	-	-	<b>78,869,243</b>	<b>1,637,722</b>	<b>7,886,924</b>	<b>9,524,646</b>	<b>69,344,597</b>	<b>77,231,521</b>
Previous Year	-	78,869,243	-	78,869,243	-	1,637,722	1,637,722	77,231,521	-

# 4<sup>TH</sup> ANNUAL REPORT 2016-2017

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31 <sup>st</sup> March, 2017 (₹)	As at 31 <sup>st</sup> March, 2016 (₹)
<b>11 Long-Term Loans and Advances</b> (Unsecured, Considered Good)		
MAT Credit Entitlement	314,615	38,414
Advances & Deposits given	1,188,000	1,188,000
	<u>1,502,615</u>	<u>1,226,414</u>
<b>12 Trade Receivables (Unsecured) Over Six Months</b>		
Considered Good	624,672	2,154,503
<b>Others</b>		
Considered Good	19,576,550	13,150,681
	<u>20,201,222</u>	<u>15,305,184</u>
<b>13 Cash and Bank Balances Cash and Cash Equivalents</b>		
Cash-in-Hand	1,646,364	205,508
Balances with Banks - In Current Accounts	17,324,991	3,785,638
	<u>18,971,355</u>	<u>3,991,146</u>
<b>14 Short-Term Loans and Advances</b> (Unsecured, Consider Good)		
Advances recoverable in Cash or Kind	211,257	10,152,280
	<u>211,257</u>	<u>10,152,280</u>
<b>15 Other Current Assets</b>		
Other receivables	3,676,158	3,255,045
	<u>3,676,158</u>	<u>3,255,045</u>

## NOTES TO THE FINANCIAL STATEMENTS

Particulars	For the Year ended 31 <sup>st</sup> March, 2017 (₹)	For the Year ended 31 <sup>st</sup> March, 2016 (₹)
<b>16 Revenue from Operation</b>		
Sales	74,516,528	14,903,171
	<u>74,516,528</u>	<u>14,903,171</u>
<b>17 Other Income</b>		
Miscellaneous Income	7,230	-
	<u>7,230</u>	<u>-</u>
<b>18 Direct Expenses</b>		
Magazine Printing & Designing Charges	5,075,207	983,088
News Subscription and Story Contribution Charges	1,379,966	362,376
Others Direct Expenses	5,323,617	549,239
	<u>11,778,790</u>	<u>1,894,703</u>
<b>19 Employee Benefit Expenses</b>		
Salary and Allowances	26,637,274	5,008,132
Leave Encashment Expenses	731,866	210,664
Gratuity Expenses	1,001,450	742,232
Staff Welfare Expenses	195,981	54,300
	<u>28,566,571</u>	<u>6,015,328</u>
<b>20 Others Expenses</b>		
Communication Expenses	938,370	141,786
Rent, Rates & Taxes	2,627,644	726,079
Repairs & Maintenance	3,034,483	273,751
Legal & Professional Charges	4,253,363	874,223
Printing & Stationery	490,210	45,021
Insurance Charges	159,573	-
General Expenses	3,368,679	253,982
Stamp Duty & Authorised Capital Increase Expenses	844,214	1,160,820
Travelling & Conveyance	4,076,872	708,780
Electricity Expenses	788,283	58,873
Audit Fees(Refer Note 28)	60,000	35,000
Business Promotion Expenses	422,170	74,200
Distribution Expenses	1,343,804	363,586
Advertisement & Marketing Expenses	1,301,565	220,000
	<u>23,709,230</u>	<u>4,936,100</u>
<b>21 Finance Cost</b>		
Bank Charges & Interest on Car Loan	141,702	26,419
	<u>141,702</u>	<u>26,419</u>

## NOTES TO THE FINANCIAL STATEMENTS

### 22 Segment Reporting

The Company is operating in single primary business segment i.e. Publication & MICE. Accordingly no segment reporting as per Accounting Standard-17 has been reported.

### 23 Related Party Disclosures

#### a) List of Related Parties & Relationship:-

##### i Key Management Personnel (KMP):

Markand Adhikari	Chairman
Kailasnath Adhikari	Managing Director
Payal Garg	Company Secretary and Compliance Officer
Suresh Satpute	Chief Financial Officer

##### ii Others

Prime Global Media Pvt.Ltd	Directors having substantial interest
Global Showbiz Pvt.Ltd	Directors having substantial interest

#### b) Transaction with Related Parties:

Nature of Transaction		KMP	Others	Total
Payment towards service/ remuneration		1,440,000	-	1,440,000
	(P.Y)	(300,000)	(-)	(300,000)
Capital Contribution		-	-	-
	(P.Y)	(400,000)	(-)	(400,000)
Equity and Preference Shares Issued (Pursuant to Scheme of Arrangement)		-	-	-
	(P.Y)	(24,667,380)	(15,005,360)	(39,672,740)
Preference Shares redeemed		-	-	-
	(P.Y)	(400,000)	(-)	(400,000)
Advance/Loan Taken (net)		-	-	-
	(P.Y)	(40,000)	(-)	(40,000)
Outstanding balance included in Current Liability		145,000	-	145,000
	(P.Y)	(50,000)	(-)	(50,000 )

### 24 Disclosure on Specified Bank Notes

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March, 31 2017.

The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows:

Particulars	SBNs*	Other Denomination Notes	Total
Closing Cash - in - hand as on 8 <sup>th</sup> November, 2016	550,000	231,177	781,177
(+) Permitted Receipts	-	717,670	717,670
(-) Permitted Payments	-	(136,641)	(136,641)
(-) Amount deposited in Banks	(550,000)	(13,818)	(563,818)
<b>Closing Cash - in - hand as on 30<sup>th</sup> December, 2016</b>	<b>-</b>	<b>798,388</b>	<b>798,388</b>

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O.3407(E) dated November 8, 2016.

## NOTES TO THE FINANCIAL STATEMENTS

### 25 Employee Benefits Plan

#### Defined Benefit Plan

Employees gratuity and leave encashment scheme is Defined Benefit Plan. The present value of obligation is determined based on actuarial valuation using Projected Unit Credit Method which recognised each period of service as giving rise to additional need of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars		Gratuity - UnFunded	Gratuity - UnFunded	Leave Encashment - UnFunded	Leave Encashment - UnFunded
		31/03/2017	31/03/2016	31/03/2017	31/03/2016
<b>A)</b>	<b>Reconciliation of Opening and closing balance of defined benefit obligation</b>				
	Defined Benefit obligation at the beginning of the year	742,232	-	1,026,610	983,439
	Current Service Cost	465,453	336,457	481,337	373,806
	Interest Cost	59,379	-	69,578	78,675
	Actuarial (Gain)/Loss	476,618	405,775	180,951	44,470
	Benefits Paid	-	-	313,760	453,780
	Defined Benefit Obligation at year end	1,743,682	742,232	1,444,716	1,026,610
<b>B)</b>	<b>Reconciliation of Opening and Closing Balance of Fair Value of Assets</b>				
	Fair Value of Plan assets at the beginning of the year				
	Expected return on plan assets				
	Actuarial Gain/(Loss)		NA		
	Employer Contribution				
	Benefits Paid				
	Fair Value of Plan assets at year end				
	Actual Return on Plan assets				
<b>C)</b>	<b>Reconciliation of Fair Value of assets and Obligation</b>				
	Fair Value of Plan Assets as at 31st March	-	-	-	-
	Present Value of obligation as at 31st March	1,743,682	742,232	-	-
	Amount Recognised in Balance Sheet	1,743,682	742,232	-	-
<b>D)</b>	<b>Expenses recognised during the year</b>				
	Current Service Cost	465,453	336,457	481,337	373,806
	Interest Cost	59,379	-	69,578	78,675
	Expected return on plan assets	-	-	-	-
	Actuarial (Gain)/Loss	476,618	405,775	180,951	44,470
	Net Cost	1,001,450	742,232	731,866	496,951
<b>E)</b>	<b>Investment Details</b>				
	LIC Group Gratuity Cash Accumulation Policy	NA	NA	NA	NA
<b>F)</b>	<b>Actuarial Assumption</b>				
	Mortality Table (LIC)	Indian Assured Lives Mortality (2006-08) Ultimate		Indian Assured Lives Mortality (2006-08) Ultimate	
	Discount Rate (Per Annum)	7.50%	8%	7.50%	8%
	Expected Rate of Return on Plan Assets (Per Annum)	-	-	-	-
	Rate of Escalation in Salary (Per Annum)	6%	5%	5%	5%



## NOTES TO THE FINANCIAL STATEMENTS

### 26 Earning Per Share

Particulars	31.03.2017	31.03.2016
Profit/(Loss) for the Year attributable to Equity Shares	1,449,491	506,257
Weighted Average Number of Equity Shares (Face Value Rs. 10 per Share)	10,483,711	2,213,486
Basic and Diluted Earnings Per Share (Rupees)	0.14	0.23

### 27 Deferred Tax Liability

Particulars	31.03.2017	31.03.2016
<b>Tax effect of items constituting Deferred Tax Liability</b>		
On difference between book balance and tax balance of Fixed Assets	5,640,566	2,824,219
	5,640,566	2,824,219
<b>Tax effect of items constituting Deferred Tax Assets:</b>		
Leave Encashment	129,194	28,918
Gratuity	538,798	229,350
Others	214,814	286,418
On Unabsorbed Depreciation (Recognised to the extent of net liability)	4,757,760	2,279,533
	5,640,566	2,824,219
<b>Net Deferred Tax Liability</b>	-	-

### 28 Payment to Auditors (excluding Service Tax)

Particulars	31.03.2017	31.03.2016
Statutory Audit Fees	35,000	25,000
Tax Audit Fees	25,000	10,000
<b>Total</b>	60,000	35,000

### 29 Capital and Other Commitment

As at Balance sheet date there is no outstanding Capital and Other Commitment.

### 30 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Company has not received any confirmation from its vendors that whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006, hence the amounts unpaid at the year end together with interest paid / payable under this Act cannot be identified.

### 31 Previous Year Figures

The previous year figures have been regrouped/reclassified wherever considered necessary to correspond with current year classification/disclosure.

#### As per our report of even date

**For A. R. Sodha & Co.**  
Chartered Accountants  
(FRN:110324W)

**A. R. Sodha**  
Partner  
M.No.31878  
Place: Mumbai  
Date : 30<sup>th</sup> May, 2017

#### For and on behalf of the Board of Directors

**Markand Adhikari**  
Chairman

**Suresh Satpute**  
Chief Financial Officer

**Kailasnath Adhikari**  
Managing Director

**Payal Garg**  
Company Secretary &  
Compliance Officer



**CIN: L22222MH2014PLC254848**

**Registered Office:** Unit no.3/65, Sukh Shanti, Nutan Laxmi, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049

**Email:** [cs@governancenow.com](mailto:cs@governancenow.com) **Website:** [www.governancenow.com](http://www.governancenow.com)

**Phone:** 91-22-26246701, **Fax:** 91-22- 26235134

**FOR KIND ATTENTION OF SHAREHOLDERS**

**Dear Shareholders,**

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

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

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

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
**Signature of the Member**

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

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

Thanking you,

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

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

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**CIN: L22222MH2014PLC254848**

**Registered Office:** Unit no.3/65, Sukh Shanti, Nutan Laxmi, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049

**Email:** [cs@governancenow.com](mailto:cs@governancenow.com) **Website:** [www.governancenow.com](http://www.governancenow.com)

**Phone:** 91-22-26246701, **Fax:** 91-22- 26235134

## PROXY FORM

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

**4<sup>TH</sup> ANNUAL GENERAL MEETING ON MONDAY, 25<sup>TH</sup> SEPTEMBER, 2017**

Name of the member(s):	
Name(s) of the Joint holder, if any:	
Registered address:	
E-mail Id:	
Folio No./DPID*/ClientID (*Applicable to investors holding shares in Dematerialized Form)	

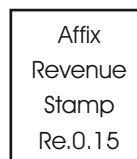
I/We being a member(s) of ..... Shares of the above named Company hereby appoint:

- (1) Name .....
- Address .....
- Email Id: ..... Signature ..... or failing him/her;
- (2) Name .....
- Address .....
- Email Id: ..... Signature ..... or failing him/her;
- (3) Name .....
- Address .....
- Email Id: ..... Signature .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 25<sup>th</sup> September, 2017 at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053 at 1:30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of share(s))		
		For	Against	Abstain
	<b>Ordinary Business:</b>			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017 along with the Board's Reports and Auditors' Report thereon.			
2	Ordinary Resolution for appointment of a director in place of Mr. Kailasnath Adhikari, (DIN: 07009389), Managing Director of the Company who retires by rotation and being eligible, offers herself for re-appointment.			
3	Ordinary Resolution for ratification of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (having FRN: 110324W) as Statutory Auditors of the Company to hold office from the conclusion of 4 <sup>th</sup> Annual General Meeting up to the conclusion of 5 <sup>th</sup> Annual General Meeting and to fix their remuneration for the financial year ending on 31 <sup>st</sup> March, 2018.			
	<b>Special Business:</b>			
4	Ordinary Resolution for Appointment of Mr. Rakesh Jain (DIN: 05125278) as an Independent Director of the Company.			
5.	Ordinary Resolution for Appointment of Mr. Manav Dhandra (DIN: 06627413) as a Non-Executive Director of the Company.			
6.	Special Resolution for approval of the Employee Stock Option Scheme 2017 and Grant of the Employee Stock Options under the plan.			

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



Signature of shareholder .....

Signature of Proxy holder(s) .....

**Note:**

1. This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Proxy need not to be the shareholder of the Company.

**CIN: L22222MH2014PLC254848**

**Registered Office:** Unit no.3/65, Sukh Shanti, Nutan Laxmi Society, Cooper Hospital Lane, Opp PNB, Juhu, Mumbai - 400049

**Email:** [cs@governancenow.com](mailto:cs@governancenow.com) **Website:** [www.governancenow.com](http://www.governancenow.com)

**Phone:** 91-22-26246701, **Fax:** 91-22- 26235134

## ATTENDANCE SLIP

### 4<sup>TH</sup> ANNUAL GENERAL MEETING ON MONDAY, 25<sup>TH</sup> SEPTEMBER, 2017

<b>Registered Folio/ DP ID &amp; Client ID</b>	
<b>Name and address of the shareholder(s)</b>	
<b>Joint Holder 1 Joint Holder 2</b>	
<b>No. of shares held</b>	

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

.....  
Member's/Proxy's name (in Block Letters)

.....  
Member's/Proxy's Signature

#### Note:

1. Please fill in the Folio/DP ID/Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE HALL OF THE MEETING.
2. Please read the instructions for Remote E-Voting given along with this Notice. The remote E- Voting period commences from Friday, 22<sup>nd</sup> September, 2017 (10:00 am) and ends on Sunday, 24<sup>th</sup> September, 2017 (5:00 pm). The E-Voting module shall be disabled by NSDL for voting thereafter.

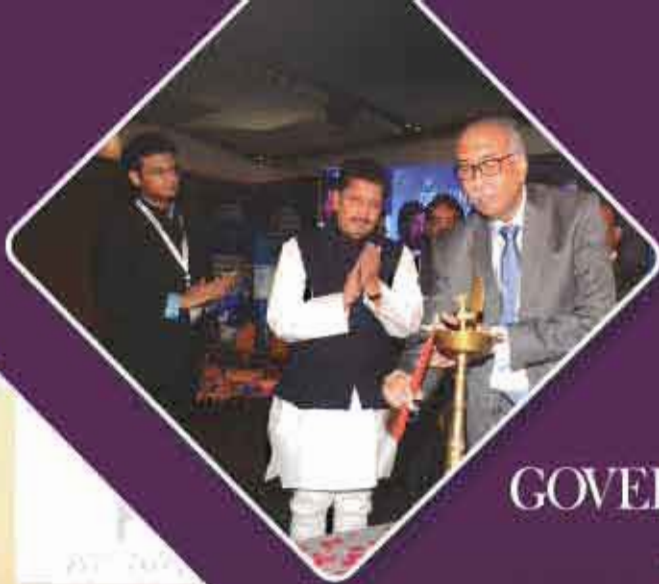
### ELECTRONIC VOTING PARTICULARS

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

## ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING







**GOVERNANCE now**  
LET'S MAKE IT WORK  
**MAGAZINE**

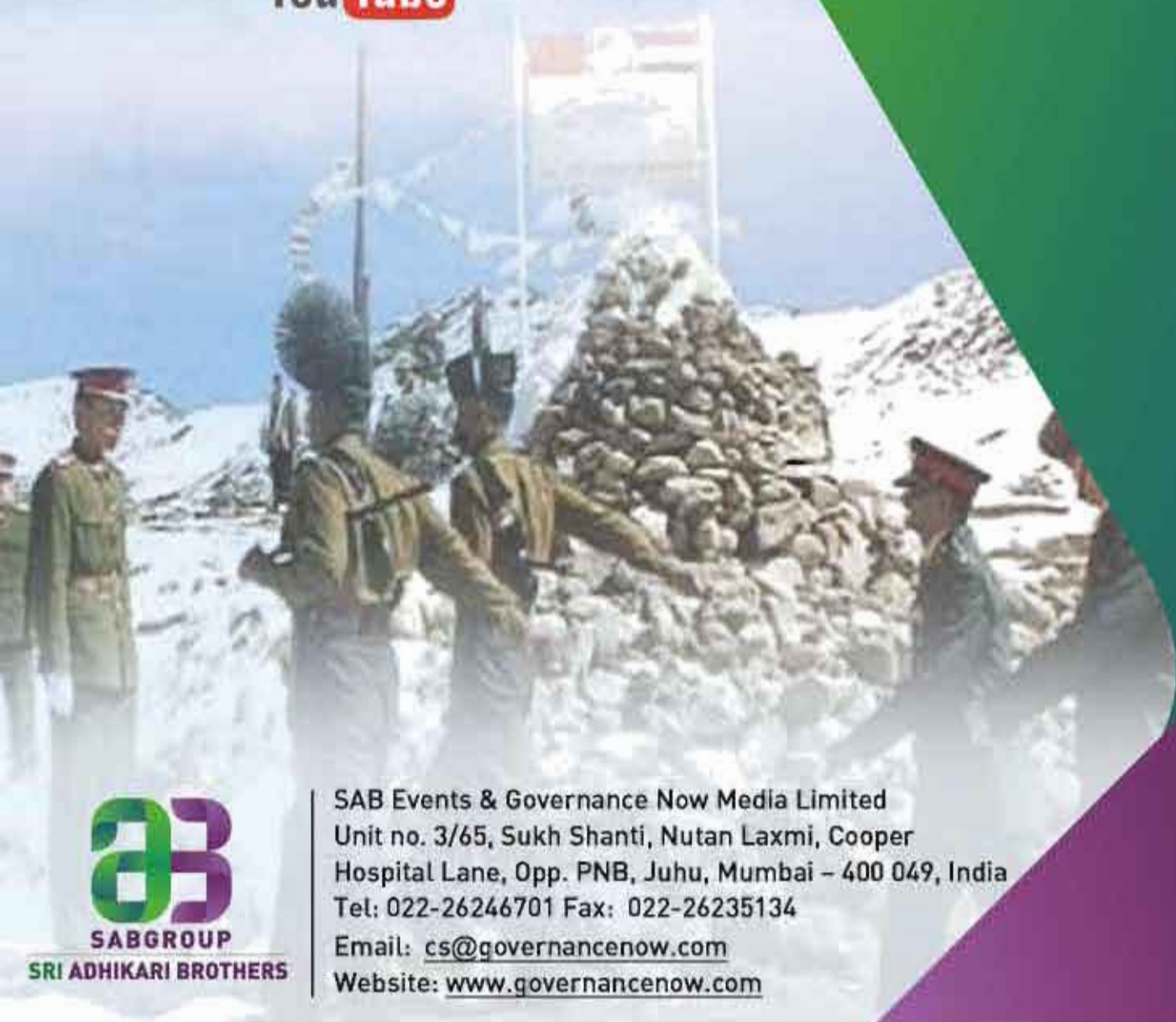


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Email: [cs@governancenow.com](mailto:cs@governancenow.com)  
Website: [www.governancenow.com](http://www.governancenow.com)