

NOTICE

NOTICE is hereby given that the **THIRTIETH ANNUAL GENERAL MEETING** of the Members of **MEDIA SAVVY (INDIA) LIMITED** will be held on Friday, 30th September, 2016 at 10.00 a.m. at the registered office of the Company at 306, Maker Chambers V, Nariman Point, Mumbai- 400021 (Route map appended separately), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kishore Wadhvani (Din No. 00268022) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Nitesh Wadhvani (Din No. 00268219) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration

“RESOLVED that pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and pursuant to the approval of the Members at the 28th Annual General Meeting (“AGM”), the Company hereby ratifies the appointment of M/s. Ramesh Batham & Co., Chartered Accountants (ICAI Firm Registration Number 123638W) as Auditors of the Company to hold office until the conclusion of the AGM of the Company to be held in the year 2017, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
“**RESOLVED THAT** pursuant to Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the rules framed there under and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, approval of the Members is hereby accorded to appointment of Mr. Omprakash Wadhvani as the Managing Director of the Company for a period of 5 (Five) years with effect from August 9, 2016 on Nil remuneration with full liberty to the Board of Directors to fix remuneration from time to time within the limits prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of the proviso to section 203(3) of the Act, approval of the Board be accorded to Mr. Omprakash Wadhvani to accept/continue non-executive directorships in other companies from time to time subject to the restrictions as to the number of his Directorships as contained in the relevant provisions of the Act and such conditions as may be imposed by other applicable law.

By Order of Board of Directors

Sd/-

Omprakash Wadhvani
Managing Director
Din No. : 00268139

Date: 26.08.2016
Place: Mumbai

Notes:

A. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto. Further, additional information with respect to Item No. 5 is also annexed hereto.

B. A Member entitled to attend and Vote at the meeting is entitled to appoint a Proxy to attend and Vote instead of himself and a Proxy need not be a Member.

C. The instrument appointing a proxy, duly completed in all respect, must be deposited with the Company at its Registered Office not less than 48 hours before commencement of the meeting (on or before 28th September, 2016, 10.00 AM IST). A proxy form for the AGM is enclosed).

D. A person can act as a 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. 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 a proxy for any other Member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.

E. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are System Support Services having their Registered Office at 209, Shivai Ind. Estate, 89, Andheri Kurla Road, Saki Naka, Andheri (E), Mumbai-400 072.

F. The Register of Members and Transfer Books of the Company will be closed from 26th September, 2016 to 30th September, 2016 (both days inclusive).

G. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to **System Support Services** at the above mentioned address. Members holding share in electronic form may contact their respective Depository Participants for availing this facility.

H. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2015-16 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the Members have requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form).

I. Members are requested to:

(a) intimate to the Company's Registrar and Transfer Agents, **System Support Services**, changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;

- (b) Intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;
- (c) Quote their folio numbers/Client ID/DP ID in all correspondence; and
- (d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

J. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.

K. Members/Proxies/Representatives are requested to bring the Attendance Slip enclosed in the Annual Report for attending the Meeting.

L. Mr. Ramesh Chandra Bagdi, Practicing Company Secretary (Membership No. ACS 2871) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

M. PROCEDURE FOR REMOTE E-VOTING

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM) but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday September 26, 2016 (9:00 am) and ends on Thursday, September 29, 2016 (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 September 23, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose e-mails IDs are registered with the Company/ Depository Participant(s)]:

- (i) Open e-mail and open the PDF file 'Media Savvye-voting.pdf' attached to the e-mail, using your Client ID/Folio No. as password. The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please note the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting opens. Click one-Voting – Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of Media Savvy (India) Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter, etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at mca21000@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a member receives physical copy of the Notice of AGM [for members whose e-mails IDs are not registered with the Company/ Depository Participant(s)]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 of September 23, 2016

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Ramesh Chandra Bagdi, Practicing Company Secretary (Membership No. ACS 2871) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mediasavvyindialimited.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to all the Stock Exchanges i.e., Ahmedabad

Stock Exchange Limited, Madhya Pradesh Stock Exchange Limited and Pune Stock Exchange Limited.

- XVII. Mr. Kishore Wadhvani and Mr. Nitesh Wadhvani Being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mr. Kishore Wadhvani and Mr. Nitesh Wadhvani being eligible has offered themselves for re-appointment.

Brief details of Mr. Kishore Wadhvani and Mr. Nitesh Wadhvani Directors seeking re-appointment is given below:

Detail	Kishore Wadhvani	Nitesh Wadhvani
Din No	00268022	00268219
Date of Birth	06/05/1961	10/03/1978
Date of Appointment	22/06/2006	30/09/2015
Directorship held in other companies	T.K. Buildcon Private Limited, L.T. Buildcon Private Limited, Maa Sunder Shakti Marketing And Advertising Private Limited, Dabang Dunia Publications Private Limited, Apm Packaging Private Limited, Good Earth Housing Private Limited, Spades And Trowel Infrastructures Private Limited, Arcast Industries Pvt Ltd	T.K. Buildcon Private Limited, M.S.S.Food Processors Private Limited, Dabang Dunia Publications Private limited, Scs Builders & Developers Private limited, Good Earth Housing Private Limited, Arcast Industries Pvt Ltd
Memberships/Chairmanships of Committees across Public Companies	Membership – 2 Chairmanship - 0	Membership – 0 Chairmanship - 0
Brief Profile covering experience, achievements etc	Business	Rich Experience in the field of finance and general business management.

Qualifications	BA	MBA
Shares held in the Company	683500	767000

XVIII. The route map of the venue of the Meeting is given in the Notice. The prominent landmark for the venue: Nariman Point.

Registered Office:

306, Maker Chambers V,

Nariman Point, Mumbai- 400021

CIN : L67120MH1987PLC042819

e-mail : mediasavvyindialimited@gmail.com

Tel. : +91 **9826042424**

Place: Mumbai

Date: August 26, 2016

By Order of the Board

Omprakash Wadhvani
Managing Director
DIN NO: 00268139

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5

Mr. Omprakash Wadhvani was appointed as the Managing Director of the Company at the meeting of the Board of Directors held on August 9, 2016 for a period of 5 years w.e.f. August 9, 2016, pursuant to the provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Mr. Wadhvani aged about 59 years and having rich experience in the fields of finance and general business management. His induction on the Board would be beneficial to the company.

Accordingly, approval of the Members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Except Mr. Kishore Wadhvani, Mr. Nitesh Wadhvani, Mrs. Meghna Wadhvani being relative of Mr. Omprakash Wadhvani and Mr. Omprakash Wadhvani himself are interested in the resolution.

Registered Office:

306, Maker Chambers V,
Nariman Point, Mumbai- 400021
CIN : L67120MH1987PLC042819
e-mail : mediasavvyindialimited@gmail.com

By Order of the Board

Sd/-

Omprakash Wadhvani
Managing Director
DIN NO: 00268139

Tel. : +91 **9826042424**

Place: Mumbai

Date: August 26, 2016