

31st Annual Report - 2016-17

Media Savvy (India) Limited

Media Savvy (India) Limited

BOARD OF DIRECTORS

Mr . Omprakash Wadhvani
Mr . Nitesh Wadhvani
Mr . Anil Babulal Vedmehta
Mrs. Meghna Wadhvani
Mr . Vaibhav Sharma
Mr . Subhash Joshi

Managing Director
Non- Executive Director
Non-Executive Director
Non-Executive Director
Non-Executive Independent Director
Non-Executive Independent Director

BANKERS OF THE COMPANY

Bank of India, Siyaganj, Indore

STATUTORY AUDITORS

M/s. Ramesh Batham & Co
Chartered Accountants
D-48/001, Sector 5, Shanti Nagar,
Mira Road (E) – 401 107

LISTING

AHEMDABAD

Ahemdabad Stock Exchange Limited
Kamdhenu Complex,
Nr. Panjarapole,
Ambawadi, Ahemdabad – 380 015

MADHYA PRADESH

Madhya Pradesh Stock Exchange Limited
201, 'Palika Plaza', Phase-II,
M.T.H. Compound,
Indore – (MP) 452001

PUNE

Pune Stock Exchange Limited
Shivleela Chambers, 4thFloor,
752 Sadashiv Peth, R.B.Kumathekar Marg,
Pune-411030

REGISTRAR & SHARE TRANSFER AGENTS:

LINK INTIME INDIA PVT. LTD

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai- 400083

REGISTERED OFFICE ADDRESS:

306, Maker Chambers V, Nariman Point,
Mumbai- 400021

Media Savvy (India) Limited

NOTICE

NOTICE is hereby given that the **THIRTYFIRST ANNUAL GENERAL MEETING** of the Members of **MEDIA SAVVY (INDIA) LIMITED** will be held on Saturday, 30th September, 2017 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, 2017 including the Audited Balance Sheet as at 31st March, 2017 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. Anil Babulal Mehta (Din No. 00283486) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Meghna Wadhvani (Din No. 00333202) who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Auditors and fix their remuneration

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Vjjay K Jain & Associates (ICAI Firm Registration No.6719C) be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s Ramesh Batham & Co., Chartered Accountants, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held in the year 2022 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Act), 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.

FURTHER RESOLVED THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

By Order of the Board

Registered Office:

306, Maker Chambers – V,
Nariman Point Mumbai,
Mumbai City MH 400021 IN

Nitesh Wadhvani
Director
(DIN: 00268219)

Media Savvy (India) Limited

CIN : L67120MH1987PLC042819

e-mail : mediasavvyindialimited@gmail.com

Tel. : +91 9826042424

Place: Mumbai

Date: 21.08.2017

Notes:

A. 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.

B. 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, 2017, 10.00 AM IST). A proxy form for the AGM is enclosed).

C. 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.

D. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are LINK INTIME INDIA PVT. LTD having their Registered Office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai-400083.

E. The Register of Members and Transfer Books of the Company will be closed from 25th September, 2017 to 30th September, 2017 (both days inclusive).

F. 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 **Link In Time India** Private Limited at the above mentioned address. Members holding share in electronic form may contact their respective Depository Participants for availing this facility.

G. 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 2016-17 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

Media Savvy (India) Limited

support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form).

H. Members are requested to:

- (a) Intimate to the Company's Registrar and Transfer Agents, **Link In Time India Private Limited**, 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.

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

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

K. CS Shiwali Jhanwar, Practicing Company Secretary (Membership No. A40572) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

L. 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 Tuesday September 26, 2017 (9:00 am) and ends on Friday, September 29, 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-

Media Savvy (India) Limited

off date of September 23, 2017, 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'. If you are already registered with NSDL for e-Voting then you can use your existing user ID and 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 instep (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 csshivalijhanwar@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)]:

Media Savvy (India) Limited

- (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 |
|-------------------------------------|---------|--------------|
|-------------------------------------|---------|--------------|

- (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.

NOTE: Shareholders who forgot the User Details/Password can use "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- 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, 2017.
- 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, 2017, 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. CS Shiwali Jhanwar, Practicing Company Secretary (Membership No. A40572) 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.

Media Savvy (India) Limited

- 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 forty eight hours 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..
- XVII. Mr. Anil Babulal Mehta Being longest in the office retires by rotation at the forthcoming Annual General Meeting. Mr. Anil Babulal Mehta being eligible has offered himself for re-appointment.

Brief details of Mr. Anil Babulal Mehta Director seeking re-appointment is given bellow:

| Detail | Anil Babulal Mehta |
|---|--|
| Din No | 00283486 |
| Date of Birth | 13/01/1967 |
| Date of Appointment | 16/11/2005 |
| Directorship held in other companies | MOBILE TELECOMMUNICATIONS LIMITED, , VEDMEHTA NUTRIENTS FOODS PRIVATE LIMITED, NEO ACTIVE VENTURES INDIA PRIVATE LIMITED, GIRDHAR MERCANTILE PRIVATE LIMITED, SHAISHAV MERCANTILE PRIVATE LIMITED, PAZERO MERCANTILE PRIVATE LIMITED, PEAK HOSPITALITIES PRIVATE LIMITED, , PAYBLOX SYSTEMS PRIVATE LIMITED, |
| Memberships/Chairmanships of Committees across Public Companies | Membership – 3 Chairmanship – 2 |
| Brief Profile covering experience, achievements etc | Commerce Graduate and completed Chartered Accountancy up to Intermediary Level. He has business experience of about 27 years in finance, telecommunications, software and animation industry |
| Qualifications | Commerce Graduate and completed Chartered Accountancy up to Intermediary Level |
| Shares held in the Company | 701200 |

Media Savvy (India) Limited

- XIX. Meghna Wadhvani Being longest in the office retires by rotation at the forthcoming Annual General Meeting. Meghna Wadhvani being eligible has offered herself for re-appointment.

Brief details of Meghna Wadhvani Director seeking re-appointment is given bellow:

| | |
|---|---|
| Detail | Meghna Wadhvani |
| Din No | 00333202 |
| Date of Birth | 21/12/1975 |
| Date of Appointment | 26/03/2015 |
| Directorship held in other companies | ASHOKA HI-TECH BUILDERS PRIVATE LIMITED |
| Memberships/Chairmanships of Committees across Public Companies | Membership – 0 Chairmanship – 0 |
| Brief Profile covering experience, achievements etc | Rich knowledge in General Business Management |
| Qualifications | BA |
| Shares held in the Company | 0 |

- XX. 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: 21.08.2017

By Order of the Board

Nitesh Wadhvani
Director
(DIN: 00268219)

MEDIA SAVVY INDIA LIMITED

Regd. Office: 306, Maker Chambers V, Nariman Point Mumbai, Maharashtra-400021

CIN: L67120MH1987PLC042819, Contact No.: 9826042424;

Email: mediasavvyindialimited@gmail.com

PROXY FORM

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

FORM MGT-11

| | |
|------------------------|---|
| CIN: | L67120MH1987PLC042819 |
| Name of the Company: | Media Savvy (India) Limited |
| Registered office: | 306, Maker Chambers V, Nariman Point, Mumbai, Maharashtra- 400021 |
| Name of the Member(s): | |
| Registered Address: | |
| E-mail id: | |
| Folio No./Client Id: | |
| DP ID | |

I/We, being the member (s) of Media savvy (India) limited holding Shares of the Company, hereby appoint:

| | | | |
|---|---------------------------|-----------|--|
| 1 | Name | | |
| | Address | | |
| | E-mail id | Signature | |
| | Or falling him/her | | |
| 2 | Name | | |
| | Address | | |
| | E-mail id | Signature | |
| | Or falling him/her | | |
| 3 | Name | | |
| | Address | | |
| | E-mail id | Signature | |
| | Or falling him/her | | |

as my /our proxy to attend and vote (on a poll) for me /us and on my /our behalf at the THIRTYFIRST ANNUAL GENERAL MEETING of the Company being to be held at Maker Chambers V, Nariman Point, Mumbai, Maharashtra - 400021 on Saturday, the 30th September, 2017 at 10.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Vote (optional see Note 2) (Please mention no. of shares) | | |
|--------------------------|--|--|---------|---------|
| | | For | Against | Abstain |
| ORDINARY BUSINESS | | | | |
| 1 | To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2017. | | | |
| 2 | To appoint a Director in place of Mr. Anil Babulal Mehta who retires by rotation and being eligible, offers himself for re-appointment. | | | |
| 3 | To appoint a Director in place of Mrs. Meghna Wadhvani who retires by rotation and being eligible, offers himself for re-appointment | | | |
| 4 | To ratify the appointment of M/s. Ramesh Batham & Co., Chartered Accountants (ICAI Firm Registration Number 123638W) and fix their remuneration. | | | |
| SPECIAL BUSINESS | | | | |

Signed thisday of2017.

Signature of the Member:

Signature of Proxy holder(s):

| |
|---|
| Affix Revenue Stamp of not less than Re 1 |
|---|

Notes:

1. **This form of proxy in order to be effective should be duly stamped, completed, signed 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 of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**

MEDIA SAVVY INDIA LIMITED

Regd. Office: 306, Maker Chambers V, Nariman Point Mumbai, Maharashtra-400021

CIN: L67120MH1987PLC042819, Contact No.: 9826042424;

Email: mediasavvyindialimited@gmail.com

ATTENDANCE SLIP

| | |
|------------|--|
| D.P. Id* | |
| Client Id* | |

| | |
|----------------------------|--|
| Regd. Folio No. | |
| No. of Share(s) held | |

NAME AND ADDRESS OF THE SHAREHOLDER:

I/ We hereby record my/ our presence at the THIRTY-FIRST ANNUAL GENERAL MEETING of the Company held on Saturday, the 30th of September, 2017 at 10.00 A.M. at 306, Maker Chambers V, Nariman Point, Mumbai- 400021, Maharashtra.

Name of the member/Representative/Proxy: _____

Signature of the member/Representative/Proxy: _____

*Applicable for investors holding shares in electronic form.

Note: Please fill Attendance Slip and hand it over at the entrance of the meeting hall.
Only the Member/Proxy holder can attend the meeting.

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