

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMBHAAV MEDIA LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 29, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis for the financial year ended on March 31, 2020 including the balance sheet as at March 31, 2020, the statement of profit & loss for the financial year ended on that date, and the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Manoj B Vadodaria (DIN 00092053), who retires by rotation at this Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Approval of payment of remuneration to Mr. Kiran B Vadodaria (DIN: 00092067), Chairman & Managing Director of the Company:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration as mentioned herein below, within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 to Mr. Kiran B Vadodaria (DIN: 00092067) Chairman & Managing Director of the Company for a period of 3 (three) years, during the currency of his existing tenure of appointment i.e. from April 01, 2020 to March 31, 2023, is to be paid on the terms and conditions as set out below notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/ inadequate profits:

- a) Basic salary payable monthly: ₹ 1,00,000/- (Rupees One Lakh Only) per month.
- b) In the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Kiran B Vadodaria (DIN: 00092067) shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.
- c) Mr. Kiran B Vadodaria (DIN: 00092067) shall also be entitled for the reimbursement of actual entertainment, travelling, boarding, and lodging expenses, telephone and mobile expenses, conveyance incurred by him in connection with the Company’s business and such other benefit, amenities and other privileges as may be, from time to time, available to the other Senior Executives of the Company.
- d) Tenure of Remuneration: April 01, 2020 to March 31, 2023

“**RESOLVED FURTHER THAT** the tenure of Mr. Kiran B Vadodaria (DIN: 00092067) as a Chairman & Managing Director of the Company for a period of 5 (five) years w.e.f. June 01, 2018, as appointed by the members at the Annual General Meeting held on September 29, 2018, shall remain unchanged.”

“**RESOLVED FURTHER THAT** so long as Mr. Kiran B Vadodaria (DIN: 00092067) as a Chairman & Managing Director of the Company and draws the remuneration mentioned in the foregoing resolution, he will not be entitled to any fee for attending meetings of the Board of Directors or any Committee thereof.”

“**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary of the Company or a Committee thereof be and are hereby authorised to do all acts, deeds, matters and things, as may be deemed necessary and/ or expedient in connection therewith or incidental thereto, to give effect to the aforesaid resolution.”

4. **Approval of payment of remuneration to Mr. Amit Kumar Ray (DIN: 06468634), Whole-Time Director of the Company:**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration as mentioned herein below, within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 to Mr. Amit Kumar Ray (DIN: 06468634), Whole-Time Director of the Company (who was re-appointed at the Annual General Meeting of the Company held

on September 27, 2019 for a period of 3 years w.e.f. February 12, 2019), from April 01, 2020 to the balance period of his tenure till February 11, 2022, is to be paid on the terms and conditions as set out below notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/ inadequate profits:

- a) Basic salary payable monthly: ₹ 50,000/- (Rupees Fifty Thousand Only) per month.
- b) In the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Amit Kumar Ray (DIN: 06468634) shall be the minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013.
- c) Mr. Amit Kumar Ray (DIN: 06468634) shall also be entitled for the reimbursement of actual entertainment, travelling, boarding, and lodging expenses, telephone and mobile expenses, conveyance incurred by him in connection with the Company's business and such other benefit, amenities and other privileges as may be, from time to time, available to the other Senior Executives of the Company.
- d) Tenure of Remuneration: April 01, 2020 to February 11, 2022

“RESOLVED FURTHER THAT the tenure of Mr. Amit Kumar Ray (DIN: 06468634) as a Whole-Time Director of the Company for a period of 3 (three) years w.e.f. February 12, 2019, as appointed by the members at the Annual General Meeting held on September 27, 2019, shall remain unchanged.”

“RESOLVED FURTHER THAT so long as Mr. Amit Kumar Ray (DIN: 06468634) as a Whole-Time Director of the Company and draws the remuneration mentioned in the foregoing resolution, he will not be entitled to any fee for attending meetings of the Board of Directors or any Committee thereof.”

“RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company or a Committee thereof be and are hereby authorised to do all acts, deeds, matters and things, as may be deem necessary and/ or expedient in connection therewith or incidental thereto, to give effect to the aforesaid resolution.”

Date: August 08, 2020
Place: Ahmedabad

By order of the Board of Directors
For, Sambhaav Media Limited

Palak Asawa
Company Secretary
Membership No. A40377

Registered Office: “Sambhaav House”, Opp. Judges’ Bungalows,
Premchandnagar Road, Satellite, Ahmedabad - 380 015
CIN: L67120GJ1990PLC014094
Tel: +91 79 2687 3914/15/16/17 **Fax:** +91 79 2687 3922
E-mail Id: secretarial@sambhaav.com
Website : www.sambhaav.com

IMPORTANT NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/ AGM venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM being provided by the Company.
2. Pursuant to the provisions of section 105 of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy/ proxies to attend and vote on his/ her behalf and that a proxy/ proxies need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/ 2020 dated April 08, 2020 through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Institutional Investors/ the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the MCA dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sambhaav.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The register of members and the share transfer books of the Company will remain closed from September 23, 2020 to September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting for the year ended on March 31, 2020.
8. The e-voting period commences on Saturday, September 26, 2020, (9:00 AM) and ends on Monday, September 28, 2020 (5:00 PM). During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. as on September 22, 2020 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 22, 2020.
9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
10. Shareholders seeking any information with regard to accounts and operations of the Company are requested to

write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.

11. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

12. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

The remote e-voting period begins on Saturday, September 26, 2020 at 09:00 A.M. and ends on Monday, September 28, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How to do vote electronically by using NSDL e-Voting system?

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

a. How to Log-in to NSDL e-Voting Website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

b. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

c. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - i Click on “Forgot User Details/ Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button. After you click on the “Login” button, Home page of e-Voting will open.

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

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

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (ii) After click on Active Voting Cycles, you will be able to see all the Companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (iii) Select “EVEN” of company for which you wish to cast your vote.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

13. General Guidelines for Shareholders:

- (i) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to umesh@umeshvedcs.com with a copy marked to evoting@nsdl.co.in.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

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

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) by email to secretarial@sambhaav.com.
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@sambhaav.com.
- (iii) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

15. The instructions for Members for E-Voting on the day of the AGM are as under:

- (i) The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for remote E-Voting.
- (ii) Only those Members/ Shareholders, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- (iii) Members who have voted through Remote e-Voting will be eligible to participate in the AGM. However, they will not be eligible to vote at the AGM.
- (iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

16. Instructions for Members for attending the AGM through VC/ OAVM are as under:

- (i) Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL E-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Device or Tablet or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at secretarial@sambhaav.com from September 06, 2020 (9:00 a.m. IST) to September 22, 2020 (5:00 p.m. 1ST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- (vi) Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/ RTA in case the shares are held by them in physical form. Members attention is also invited to SEBI's circular no. SEBI/ HO/ MIRSD/ 0081/ CIR/ P/ 2018/ 73 dated April 20, 2018, pursuant to which the Company has written to shareholders requesting them to update their details regarding email address, telephone/ mobile numbers, Permanent Account Number (PAN) & other relevant information, if any, through electronic mode. Those shareholders who are yet to respond to the Company's request in this regard are once again requested to take action in the matter at the earliest.
- (vii) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- (viii) Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the annual general meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
- (ix) Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- (x) In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Annual Report 2019-20, the Notice of the 30th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company/ depository participant(s).

- (xi) Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the financial year 2019-20 will also be available on the Company's website www.sambhaav.com, website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, for their downloading. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@sambhaav.com.
17. Further the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 18. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
 19. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
 20. The voting rights of shareholders 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 22, 2020.
 21. Any person, who acquires shares of the Company and becomes a member after sending of the notice and holding shares as on the cut-off date i.e. September 22, 2020, may obtain login ID and password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NDSL for remote e-voting then he/ she can use his/ her existing user ID and password can be used for casting the vote.
 22. Mr. Umesh Ved of Umesh Ved & Associates, Practicing Company Secretary (Membership No. 4411) (Address: 304, Shoppers Plaza - V, Opp. Municipal Market, C G Road, Navrangpura, Ahmedabad - 380 009), has been appointed as the Scrutinizer to scrutinize the e-voting process during the Annual General Meeting in a fair and transparent manner.
 23. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's website at www.sambhaav.com.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:30 a.m. to 06:30 p.m.) on all working days, up to and including the date of the Annual General Meeting of the Company.

INFORMATION AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DETAILS OF DIRECTOR (S) SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:

Particulars	Re-appointed upon Retiring by Rotation
Name of the Director	Mr. Manoj B Vadodaria
DIN	00092053
Date of Birth	April 29, 1958
Age	62 years
Nationality	Indian
Qualification	Commerce Graduate
Experience	More than 35 Years
Nature of expertise in specific functional area	Business Management, Corporate Strategies and Fund Raising
Terms and Conditions of Re-appointment	N. A.
Last drawn remuneration	N. A.
Remuneration proposed to be paid	N. A.
Date of first appointment on Board	July 18, 1995
Shareholding in the Company	20735376 Shares (10.85%)
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj B Vadodaria and Mr. Kiran B Vadodaria are brothers.
Number of Board Meetings attended during 2019-20	5 out of 5
Name of Directorships held in other Companies	Nila Infrastructures Limited - Chairman & Managing Director.
Membership/ Chairmanship of Committees of other public companies	He is Member in Corporate Social Responsibility Committee and Member of Stakeholders Relationship Committee in Nila Infrastructures Limited.

Explanatory Statement pursuant to the Section 102(1) of the Companies Act, 2013

Item No. 3

Mr. Kiran B Vadodaria (DIN: 00092067) was re-appointed as Chairman & Managing Director of the Company at the 28th Annual General Meeting (AGM) held on September 29, 2018 for a term of 5 (five) years w.e.f. June 01, 2018.

The Managing Director has provided with meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration in respect of Mr. Kiran B Vadodaria (DIN: 00092067), Chairman & Managing Director of the Company is to be continued for a balance period of 3 (three) years of his term, therefore the approval of the members of the Company is sought for payment of remuneration in the maximum limit of remuneration as provided in the Schedule V and as minimum remuneration payable to him in terms of the provisions of Schedule V of the Companies Act, 2013, for a period of 3 (three) years from April 01, 2020 to March 31, 2023, in case of inadequacy or absence of profits.

The detailed disclosures in this connection are separately given in the annexure herein after in this notice.

None of the Directors and Key managerial personnel or their relative other than Mr. Kiran B Vadodaria, himself and Mr. Manoj B Vadodaria, relative of him, is interested, financially or otherwise, in the resolution of Item No.3.

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item No. 4

Mr. Amit Kumar Ray (DIN: 06468634) was re-appointed as the Whole-Time Director of the Company at the 29th Annual General Meeting (AGM) held on September 27, 2019, w.e.f. February 12, 2019 for a period of 3 (three) years.

The Whole-Time Director has contributed significantly impact to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration in respect of Mr. Amit Kumar Ray (DIN: 06468634), Whole-Time Director of the Company is to be continued for a balance period of 2 (two) years of his term, therefore the approval of the members of the Company is sought for payment of remuneration in the maximum limit of remuneration as provided in the Schedule V and as minimum remuneration to him in terms of the provisions of Schedule V of the Companies Act, 2013, from April 01, 2020 to the balance period of his tenure till February 11, 2022, in case of inadequacy or absence of profits.

The detailed disclosures in this connection are separately given in the annexure herein after in this notice.

None of the Directors and Key managerial personnel or their relative is interested in the resolution of Item No.4.

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

The following additional detailed information as per Section – II of Schedule V of the Companies Act, 2013 is as follows:

Annexure Item No. 3 & 4

Sr. No.	Information required	Kiran B Vadodaria (DIN: 00092067)	Amit Kumar Ray (DIN: 06468634)												
I	General Information:														
a.	Nature of Industry	Media & Entertainment Industry													
b.	Date or expected date of commencement of commercial production	The Company was incorporated on July 26, 1990 as Private Limited Company and had already commenced its business operations.													
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable													
d.	Financial performance based on given indicators	Financial Year: 2018-19 Total Standalone Revenue: ₹ 4,035.07 Lakh Profit Before Tax: ₹ 566.26 Lakh Profit After Tax: ₹414.91 Lakh Earnings per Share: 0.24 Face Value of Share: ₹ 1/- per share													
e.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct foreign capital investment has been made in the Company.													
II	Information about the appointee:														
a.	Background Details	Mr. Kiran B Vadodaria has been associated with the Company since incorporation i.e. 26.07.1990 and is instrumental in formulation of long-term vision and strategy of the Company. Over the last 15 years, he has provided stewardship in diversifying the Company from a standalone print-media company to an entertainment & media conglomerate (FM Radio business, News Channel, In-transit TV, Online News Portal, etc.). With the fast-changing media consumption landscape, Mr. Kiran B Vadodaria's focus is on steering the Company into the digital space, and bringing in technology to play a larger role in all areas of Company's operations. He is firm believer in the best management practice, transparent governance, and long-term value investments.	Mr. Amit Kumar Ray has been associated with the Company since 2013 and possesses extensive experience of more than 30 (Thirty) years in the field of social work, marketing, advertising, communication, telecom, digital and broadcasting. He has worked for many reputed organizations like McCann Ericson, Lintas, Clarion, JwT, DDB Mudra, MarCom, Reliance Infocomm, BAG Network and International Mission of Hope. He was Joint Chairman of Technical Committee at Media Research User's Council (MRUC) which is an Apex body for conducting the world's largest readership study IRS. He started consulting in 2011 and till date has successfully consulted many organizations in sectors like Publishing, Broadcasting, E-Business, Advertising and Media planning etc. He continues to take lectures at various MBA institutions.												
b.	Past Remuneration	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount in Rupees</th> </tr> </thead> <tbody> <tr> <td>2018-19</td> <td>1200000</td> </tr> <tr> <td>2017-18</td> <td>1200000</td> </tr> </tbody> </table>	Year	Amount in Rupees	2018-19	1200000	2017-18	1200000	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount in Rupees</th> </tr> </thead> <tbody> <tr> <td>2018-19</td> <td>600000</td> </tr> <tr> <td>2017-18</td> <td>600000</td> </tr> </tbody> </table>	Year	Amount in Rupees	2018-19	600000	2017-18	600000
Year	Amount in Rupees														
2018-19	1200000														
2017-18	1200000														
Year	Amount in Rupees														
2018-19	600000														
2017-18	600000														
c.	Recognition and Awards	-	-												
d.	Job profile and his suitability	Mr. Kiran B Vadodaria is the Chairman & Managing Director of the Company and devotes whole time attention to the management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.	Mr. Amit Kumar Ray is the Whole-Time Director of the Company and devotes whole time attention to the marketing, business, management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.												

e.	Remuneration Proposed	There is no change in the terms of appointment and remuneration of the above-mentioned Managerial Personnel as was approved by the Members at the 28 th AGM.	There is no change in the terms of appointment and remuneration of the above-mentioned Managerial Personnel as was approved by the Members at the 29 th AGM.
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the responsibilities shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibilities shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration Mr. Kiran B Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in the annual report.	There is no pecuniary relationship of Mr. Amit Kumar Ray directly or indirectly with the Company, or relationship with the managerial personnel.
III Other Information:			
a.	Reasons of loss or inadequate profits	The reasons for in adequacy of profits in FY 19 can be summarized as under: 1) Slow-down in the Economy. 2) Substantial increase in the operational expenses due to new initiatives for FM Radio Stations. 3) Reduction in advertisement revenues in print and electronic media on account of lockdown situation due to COVID-19 pandemic.	
b.	Steps taken or proposed to be taken for improvement	The Company believes that it is well positioned to capture opportunities for growth and profitability, basis its principal competitive strengths. Following factors/ steps are contributing to further improvements in this regard: 1) Expected increase in advertising revenue towards the end of Q2 FY 2020-21. 2) Radio business continues to grow and shall witness increase in the profits. 3) Digital Business losses to reduce. 4) The Company will continue to monitor the fast-changing environment as it evolves and will keep all concerns updated on material developments.	
c.	Expected increase in productivity and profits in measurable terms	The Company has taken numerous initiatives to improve its financial position and will continue endeavour in this regard.	

Date: August 08, 2020
Place: Ahmedabad

By order of the Board of Directors
For, Sambhaav Media Limited

Palak Asawa
Company Secretary
Membership No. A40377

Registered Office: "Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite, Ahmedabad - 380 015

CIN: L67120GJ1990PLC014094

Tel: +91 79 2687 3914/15/16/17 **Fax:** +91 79 2687 3922

E-mail Id: secretarial@sambhaav.com

Website : www.sambhaav.com