

NOTICE OF 32ND ANNUAL GENERAL MEETING (AGM) OF SAMBHAAV MEDIA LIMITED

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SAMBHAAV MEDIA LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022 AT 4:00 P.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, 2022 including the balance sheet as at March 31, 2022, the statement of profit & loss for the financial year ended on that date, cash flow statement of the Company for the financial year ended on that day 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 and Ratification of Material Related Party Transactions:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“SEBI Listing Regulations”) and subject to Section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 as may be amended from time to time; the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors for entering into and/ or carrying out and/or continue with existing contracts, arrangements, agreements, transaction(s) or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) with the following related parties; during the financial year starting from 01 April 2022 and ending on 31 March 2023 (“the year”) notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or through its subsidiary/joint venture(s)/associate(s), may exceed the prescribed thresholds as per the provisions of the SEBI Listing Regulations and the provisions of the Companies Act 2013 as applicable from time to time.

SN	Name of Related Party	Nature of Relationship	Type of Transactions	Maximum value of transactions during the year (In Crore)
1	Gujarat News Broadcasters Private Limited	Enterprises significantly influenced by Key Managerial Personnel	<ul style="list-style-type: none">• Marketing arrangements and rights, utilization of trademark and intellectual property rights and other business arrangements.• Transactions of rent/ lease of office premises and buildings;• To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;• Any other transfer of resources, services or obligations	75
2	Ved Technoserve India Private Limited	Wholly Owned Subsidiary	<ul style="list-style-type: none">• Transactions of rent/lease of office premises and buildings• Maintenance or works contract/execution of maintenance or and development of projects etc.• To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;• Any other transfer of resources, services, operational expenses or obligations.	10

“**RESOLVED FURTHER THAT** the members of the Company do hereby further accord its approval to the Board of Directors to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited, to execute any contract, agreement, deed, arrangement etc. and to delegate all or any of its powers herein conferred to any committee of Director(s) and/or Officer(s) of the Company to give effect to this resolution.

4. **To approve transaction(s) of personal guarantee, security, collaterals etc. by the promoter and promoter group for the loan and borrowings of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) and subject to Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act; the consent, permission and approval of the members of the Company be and is hereby accorded to the transaction(s) entered into and to be entered into for providing personal guarantees, security, collaterals etc. by the promoters and promoter group to the Banks, Non-Banking Finance Companies (NBFCs) and Financial Institutions for the loans and borrowings availed by the Company provided the amount of such guarantee, security, collaterals etc. during the financial year 2022-23 shall not exceed INR 50 Core and the outstanding amount of all such guarantee, security, collaterals etc. shall not exceed INR 100 Core.

“RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto.”

5. **To approve sell of equity shares of Ved Technoserve India Pvt. Ltd. (“VED”):**

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

“RESOLVED THAT pursuant to regulation 24 (5) read with regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) and subject to section 188 of the Companies Act, 2013 and such other rules and provisions as may be applicable; the consent, permission and approval of the members of the Company, be and is hereby accorded to sell / dispose off 2945000 equity shares of INR 10 each, to the persons as mentioned in the explanatory statement annexed to this notice, comprising of 58.90% shareholding of the wholly owned subsidiary of the Company M/s. Ved Technoserve India Pvt.Ltd.; notwithstanding the fact that the proposed sale results into reduction in shareholding of the Company into VED below 50% or the Company cease the exercise of control over VED.

“RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem fit, necessary, proper, desirable and to finalize such documents and writings related thereto.”

6. **To approve re-appointment of Mr. Kiran Vadodaria (DIN: 00092067) as 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 section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the board of directors, the consent of the member of the company, be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Kiran Vadodaria (DIN: 00092067) as a Chairman & Managing Director of the Company for a further period of 3 (Three) years with effect from August 09, 2022 at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.”

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Kiran Vadodaria shall be the minimum remuneration payable to him in the terms of the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Kiran Vadodaria shall be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses, telephone and mobile expenses, conveyances incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT Mr. Kiran Vadodaria shall be and, subject to the supervisions and control of the Board of Directors, carry out such duties as may be entrusted to him from time to time by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions of the said appointment in its discretion deem fit within the maximum amounts payable in accordance with Schedule V of the Act or any amendments made thereafter in this regard.”

7. **Re-appointment of Mr. Amit Kumar Ray (DIN: 06468634) as a 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 section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Nomination & Remuneration Committee and approved by the board of directors, the consent of the members of the Company, be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Amit Kumar Ray (DIN: 06468634) as a Whole-Time Director of the Company for a further period of 3 (Three) years with effect from December 30, 2021 at a remuneration of ₹ 75,000/- (Rupees Seventy-Five Thousand Only) per month.”

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Amit Kumar Ray shall be the minimum remuneration payable to him in the terms of the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Amit Kumar Ray shall be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses, telephone and mobile expenses, conveyances incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT Mr. Amit Kumar Ray shall be and, subject to the supervisions and control of the Board of Directors, carry out such duties as may be entrusted to him from time to time by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions of the said appointment in its discretion deem fit within the maximum amounts payable in accordance with Schedule V of the Act or any amendments made thereafter in this regard.”

Date: August 09, 2022

Place: Ahmedabad

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

**Manisha Mali
Company Secretary
Membership No.:A63745**

Sambhaav Media Limited

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 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 05, 2022 ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 issued by the Securities Exchange Board of India ("SEBI Circular") and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and 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 Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorized 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 Ministry of Corporate Affairs 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 and e- voting during the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (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 AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No 2/2022 Dated May 05, 2022.
8. The register of members and the share transfer books of the Company will remain closed from 23 September, 2022 to 29 September, 2022 [both days inclusive] for the purpose of the AGM for the year ended on 31 March 2022.
9. The e-voting period commences on Monday, 26 September 2022, (9:00 AM) and ends on Wednesday, 28 September 2022 (5:00 PM). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 22 September, 2022 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 22 September, 2022.
10. 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.
11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
12. 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. The shareholders may raise any question during the AGM being conducted through VC by sending query. A report of all such queries shall be generated by NSDL and the Company shall send detailed reply to the respective shareholder at their registered email address.
13. 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.

14. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 26 September 2022, (9:00 AM) and ends on Wednesday, 28 September 2022 (5:00 PM). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22 September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22 September, 2022.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system:

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

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

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

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e- Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e- Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 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
6. 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 etc.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
8. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



15. General Guidelines for shareholders

- 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.
- 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.
- 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

- 16. 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:**
- 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.
 - 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.
 - Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
 - In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 17. 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.
- 18. 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 Devices or Tablets 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sambhaav.com.
 - vi. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@sambhaav.com. The same will be replied by the company suitably. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - vii. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company. The Company request those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form and to the Company, in case shares are held in physical form.
 - viii. 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.

- ix. Details under Regulation 36(3) of Securities Exchange Board of India (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.
 - x. 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.
 - xi. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 32nd 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).
 - xii. Members may also note that the Notice of the 32nd AGM and the Annual Report for the financial year 2021-22 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. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@sambhaav.com.
19. 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.
 20. 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.
 21. 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.
 22. 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 22 September 2022.
 23. 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. 22 September 2022, 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.
 24. 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 - 380009), has been appointed as the Scrutinizer to scrutinize the e-voting process during the annual general meeting in a fair and transparent manner.
 25. 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 am to 06:30 pm) 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 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IN RESPECT 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	64 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 during 2021-22	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.

Particulars	Re-appointed as Chairman & Managing Director
Name of the Director	Mr. Kiran B Vadodaria
DIN	00092067
Date of Birth	August 18, 1960
Age	62 years
Nationality	Indian
Qualification	Mechanical Engineer
Experience	More than 32 Years
Nature of expertise in specific functional area	Business Management, Corporate Strategies and Fund Raising
Terms and Conditions of Re-appointment	Mr. Kiran B Vadodaria is re-appointed as Chairman & Managing Director of the Company for a period of 3 (three) years w.e.f. August 09, 2022
Last drawn remuneration	₹ 1,00,000 Per Month
Remuneration proposed to be paid	₹ 1,50,000 Per Month
Date of first appointment on Board	July 26, 1990
Shareholding in the Company	33826935 Shares aggregating 17.70% of total shareholding of the Company
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 during 2021-22	4 out of 5
Name of Directorships held in other Companies	1. Nila Infrastructures Limited 2. The Indian News Paper Society 3. Gujarat News Broadcasters Private Limited.
Membership/ Chairmanship of Committees of other public companies	He is also Member in Audit Committee and CSR Committee Nila Infrastructures Limited and Chairman of Stakeholders Relationship Committee of Nila Infrastructures Limited

Particulars	Re-appointed as Whole-Time Director
Name of the Director	Mr. Amit kumar Ray
DIN	06468634
Date of Birth	November 30, 1959
Age	63 years
Nationality	Indian
Qualification	Commerce Graduate
Experience	More than 30 Years
Nature of expertise in specific functional area	Social work, Marketing, Advertising, communication and broadcasting
Terms and Conditions of Re-appointment	Mr. Amit kumar Ray is re-appointed as Whole-Time Director of the Company for a period of 3 (three) years w.e.f. December 30, 2021
Last drawn remuneration	₹ 50,000 Per Month
Remuneration proposed to be paid	₹ 75,000 Per Month
Date of first appointment on Board	February 09, 2013
Shareholding in the Company	Nil
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings during 2021-22	4 out of 5
Name of Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil

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

Item No 3:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) INR 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee of the listed entity prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first general meeting held after April 1, 2022.

During the Financial Year 2022-23, the Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, reviewed and approved the said transaction(s), subject to approval of the Members.

Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/transactions etc. are furnished herein under:

Particular	Details		
Name of the Related Party	Gujarat News Broadcasters Private Limited (GNPBL)	Ved Technoserve India Private Limited (VED)	
Name of the Director or key managerial personnel who is related, if any;	Kiran Vadodaria	NA	
Nature of Relationship	Enterprises significantly influenced by Key Managerial Personnel	Wholly Owned Subsidiary	
Nature/Type, Material Terms, Monetary Value and Duration and Particulars of the Arrangement:			
Nature/Type of Transactions	<ul style="list-style-type: none"> Marketing arrangements and rights, trademark and intellectual property rights and other business arrangements. Transactions of rent/ lease of office premises and buildings; To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; Any other transfer of resources, services or obligations 	<ul style="list-style-type: none"> Transactions of rent/ lease of office premises and buildings Maintenance or works contract/ execution of maintenance or and development of projects etc. To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; Any other transfer of resources, services, operational expenses or obligations 	
Material Terms and particulars of the arrangement/ Transaction s	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s). The commercial terms shall be based on prevailing industry practices and norms.		
Value of the proposed transaction(s) and % of company's audited consolidate turnover of ₹ 47.95 Cr. of FY 2021-22		GNBPL	Ved
	Value of Transactions ₹ (In Crore)	75	10
	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 47.95 Cr. for the financial year 2021-2022.	156.41%	20.86%

Duration/ten ure of the proposed transaction	During the financial year 2022-23
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Refer Note 1
Justification as to why the RPT is in the interest of the Company.	As the members are aware that the Company is into the business of media industry, the Company has entered into business and marketing arrangement with GNBPL whereby marketing, editorial contents, financial needs, and businesses are shared so as to enjoy synergy of operations, get benefits of experiences, trademarks, intellectual property rights of News TV channel. As both the Companies fall under same management group, it has been thought prudent to exchange resources to maximize profit by achieving scale of operations. The transactions are into the best interest of both the Companies. With regard to proposed transactions with VED, it may please be noted that the Company executes projects of Public Entertainment Systems and GPS of GSRTC through VED being a technology Company in the sector.
Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
Any other information relevant or important for the members to take a Decision on the proposed transaction.	NIL

Note 1: Particulars if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Particular		
Name of the Related Party	Gujarat News Broadcasters Private Limited	Ved Technoserve India Private Limited
Details of financial indebtedness Incurred	None	
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Company belongs to the business of media and falls under group of companies with common promoter and synergy of businesses. The Company extends financial assistance to various entities of the Group on need basis, in form of corporate guarantee / inter corporate deposits/ loans/ advances etc. In a similar manner, the Company may also seek financial assistance from other entities of the Group for business purposes. The financial assistance would be unsecured with repayment as may be determined in the loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies). All such transactions are in accordance with the appropriate loan / advances agreement as per prevailing market norms.	
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	The financial assistance would be utilized by the borrowing entity(ies) for its business purposes including expansion, working capital requirements and other business purposes.	

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution except Mr. Manoj Vadodaria and Mr. Kiran Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 3.

The Board of Directors therefore recommends passing of Item No. 3, as an Ordinary Resolution, of the accompanying notice for the approval of members. The audit committee and the Board of Directors have accorded their consent to the above referred transactions at their respective meetings.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transactions shall be abstain from voting on resolution.

Item No 4

The Company from time to time, for the purpose of its business, borrows money from Banks, NBFCs and Financial Institutions. As a part of normal banking documentation these Banks, NBFCs and Financial Institutions insist for personal guarantees, security, collaterals etc. from the promoters and promoter group. In order to facilitate easy and prompt borrowing and in the interest of the Company. As already explained under Item No.: 3 herein above that all such transaction(s) by the Company with the related party which are material as per the law, requires approval of the shareholders and therefore it has been decided to obtain permission of the shareholders for such transaction(s).

Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these arrangements/ contracts/transactions etc. are furnished herein under:

Particular	Details
Name of the Related Party	Promoter and Promoter Group of the Company
Name of the Director or key managerial personnel who is related, if any;	Mr. Manoj Vadodaria Mr. Kiran Vadodaria
Nature of Relationship	Promoters of the Company
Monetary Value and Value of RPT as a % of the Company's audited annual consolidated turnover of INR 47.95 Crore of FY 2021-22	The amount during FY 2022-23 shall not exceed INR 50 Crore and the outstanding amount at any time shall not exceed INR 100 Crores. The proposed transactions, if executed at full length, are 104.38% of the turnover of the FY2021-22.
Nature, Material Terms, and Duration and Particulars of the Arrangement:	
Nature	The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals etc. by the Promoters and Promoter Group for the loan and borrowing of the Company.
Material Terms and particulars of the arrangement	The transaction(s) shall be entered into at arm's length basis on such terms as are determined with lenders from time to time as per prevailing industry practices.
Tenure / Duration	Financial Year 2022-23
If the transactions relate to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
Justification as to why RPT is in the interest of the Company.	The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals etc. by the Promoters for the loan and borrowing of the Company. The transactions shall be pursuant to the terms of the lender banks and financial institutions to facilitate easy borrowing for the business of the Company.
Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
Any other information relevant or important for the members to take a decision on the proposed transaction.	Not Applicable

The approval of the members of the Company for the above referred transactions is omnibus and is being sought with a view to avoid business exigencies and to facilitate smooth borrowing transactions in the interest of the Company. The value of the actual transactions may be substantially lesser than the approved transactions. No fees or commission shall be paid by the Company to the promoters for facilitating the transactions which may please be noted.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution except Mr. Manoj Vadodaria and Mr. Kiran Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 4.

The Board of Directors therefore recommends passing of Item No. 4, as an Ordinary Resolution, of the accompanying notice for the approval of members. The audit committee and the Board of Directors have accorded their consent to the above referred transactions at their respective meetings.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transactions shall be abstain from voting on resolution.

Item No 5:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 (“Listing Regulations”) as amended from time to time mandates that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than [or equal to] fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting.

VED was incorporated in the year 2011 with an object to cater technological services specifically into the sectors related to media and communications. The Board of Directors of your Company thought it prudent to focus on news, media, entertainment and communication for the Company and to keep part investment in VED to reap the benefits of future growth in technological services on account of new share partners who would bring specialization and expertise to augment the further growth of VED. As an strategic investor, the Company continue to share expertise and experience of the industry for the growth of VED.

The Company proposes to sell 29.45 lac equity shares of INR 10/- each to the persons as mentioned herein under at INR 14/- per share aggregating total sale value of INR 4.12 Crore.

Name of Buyers	No of Shares	% of post sell holding	Category
Mr. Jagdish Pavra	2000000	40.00 %	Non Promoter
Mr. Deep Vadodaria	315000	6.30 %	Promoter Group
Ms. Kajal Vadodaria	315000	6.30 %	Promoter Group
Ms. Neha Vadodaria	315000	6.30 %	Promoter Group

VED is a wholly owned subsidiary of the Company and is a “material subsidiary” as on 31 March 2022 in terms of the provisions of Listing regulations. The Board of Directors have at their meeting entered into a share sell purchase agreement for the sale of equity shares of VED resulting into reduction of shareholding of the Company in VED to 41.10%. Since some of the buyers of these shares are related party to the Company and the transaction may be material within the meaning of applicable provisions; the prescribed details and other information required under regulation 23 of the Listing Regulations read with SEBI Circular dated 22nd November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these transactions etc. are furnished herein under:

Particular	Details
Name of the Related Party	Mr. Deep S Vadodaria Ms. Kajal Vadodaria Ms. Neha Vadodaria
Name of the Director or key managerial personnel who is related, if any;	Mr. Manoj Vadodaria Mr. Kiran Vadodaria
Nature of Relationship	Persons belonging to the Promoter & Promoter Group of the Company.
Monetary Value and Value of RPT as a % of the Company’s audited annual consolidated turnover of INR 47.95 Crore of FY 2021-22	The total value of the transactions with the related parties amounting to INR 1,32,30,000/- (Rupees One Crore Twenty Three Lac Only) which amounts to 2.76% of the consolidated turnover of FY 2021-22.
Nature, Material Terms, and Duration and Particulars of the Arrangement:	
Nature	The transaction(s) pursuant to the arrangements shall be to sell equity shares of wholly owned subsidiary of the Company i.e. VED.
Material Terms and particulars of the arrangement	The transaction(s) shall be entered into at arm’s length basis on such terms as are decided through the share sell purchase agreement with the buyers at a value determined on the basis of the valuation report. The value and terms at which the shares are being sold to the related parties and non related parties are same.
Tenure / Duration	Within 6 Months from the date of passing of this special resolution.

If the transactions relate to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
Justification as to why RPT is in the interest of the Company.	As mentioned herein above, as a business strategy it has been thought proper to focus on the business of news, media, entertainment and communications. VED being a company into the technological services of media, communication and entertainment sector; the Board of Directors of your Company decided to introduce new set of shareholders, by selling a part of existing stake, as partners having requisite expertise and specialty to further augment the growth of VED. The Company would continue to reap the benefits of future growth in technological services on account of new share partners who would contribute to accelerate the growth.
Copy of the valuation or other external party report, if any such report has been relied upon	Share Valuation Report dated 09th August, 2022 of VED undertaken by M/s Dhirubhai Shah & Co LLP. The copy of the report is readily available at the website of the Company and may be downloaded from investor segment as provided under www.sambhaav.com
Any other information relevant or important for the members to take a decision on the proposed transaction.	Not Applicable

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution of Item No. 5 except Mr. Manoj Vadodaria and Mr. Kiran Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 5.

The Board of Directors therefore recommends passing of Item No. 5, as a Special Resolution, of the accompanying notice for the approval of members. The audit committee and the Board of Directors have accorded their consent to the above referred transactions at their respective meetings.

In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 5 being for approval of related party transactions, all related parties, including the above, shall not vote to the resolution.

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

Item No. 6

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors, at its meeting held on the 09th August 2022, has re-appointed Mr. Kiran Vadodaria as the Chairman & Managing Director (DIN: 00092067) of the Company unanimously for a period of 3 (three) years w.e.f. 09th August 2022, at a remuneration of INR 1,50,000/- (Rupees One Lac Fifty Thousand only) per month including perquisites and benefits as enumerated in the resolution of his appointment.

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.6.

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

Detailed information of the appointee Director as per Section – II of Schedule V of the Companies Act, 2013 is annexed to the Notice as Annexure

Item No. 7

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors, at its meeting held on the 30th December 2021, has re-appointed Mr. Amitkumar Ray as the Whole Time Director (DIN:06468634) of the Company unanimously for a period of 3 (three) years w.e.f. 30th December 2021, at a remuneration of INR 75,000/- (Rupees Seventy Five Thousand only) per month including perquisites and benefits as enumerated in the resolution of his appointment.

None of the Directors and Key managerial personnel or their relative, except Mr. Amit kumar Ray himself (whose appointment is proposed)is interested, financially or otherwise, in the resolution of Item No.7.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Detailed information of the appointee Director as per Section – II of Schedule V of the Companies Act, 2013 is annexed to the Notice as Annexure

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

Annexure to Item No. 6 & 7

Sr No.	Information Required	Kiran B Vadodaria (DIN: 00092067)	Amit Kumar Ray (DIN: 06468634)		
I	GENERAL INFORMATION				
a.	Nature of Industry	Media & Entertainment Industry	Media & Entertainment Industry		
b.	Date or expected date of commencement of commercial production	The Company was incorporated on 26 th Day of July, 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 2021-22 Total Standalone Revenue: INR 47.32 Crore Profit Before Tax: INR 0.07 Crore Profit After Tax: INR(0.17) Crore Earnings per Share: (0.01) Face Value of Share: INR 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 APPOINTEE:				
a.	Background Details	Mr. Kiran B Vadodaria has been 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 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.		
a.	Past remuneration per annum	Year	Amount in INR	Year	Amount in INR
		2020-21	12,00,000/-	2020-21	6,00,000/-
		2021-22	12,00,000/-	2021-22	6,75,000/-
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	As set out in Item No 6	As set out in Item No 7
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.	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.
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.	Besides the remuneration Mr. Amit Kumar Ray does not have any pecuniary relationship with the Company and with the managerial personnel of the Company.
III	OTHER INFORMATION		
a.	Reasons of loss or inadequate profits	<p>The reasons for inadequacy of profits in FY 2022 can be summarized as under:</p> <ol style="list-style-type: none"> 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 in past couple of years. 	<p>The reasons for inadequacy of profits in FY 2022 can be summarized as under:</p> <ol style="list-style-type: none"> 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 in past couple of years.

b.	Steps taken or proposed to be taken for improvement	<p>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:</p> <p>1) Expected increase in advertising revenue in coming years due to fully operationalization of FM Radio Stations.</p> <p>2) Digital Business losses to reduce.</p> <p>3) The Company will continue to monitor the fast-changing environment as it evolves and will keep all concerns updated on material developments.</p>	<p>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:</p> <p>1) Expected increase in advertising revenue in coming years due to fully operationalization of FM Radio Stations.</p> <p>2) Digital Business losses to reduce.</p> <p>3) The Company will continue to monitor the fast-changing environment as it evolves and will keep all concerns updated on material developments.</p>
c.	Expected increase in productivity and profits in measurable terms	<p>The Company has taken numerous initiatives to improve its financial position and will continue endeavour in this regard.</p>	<p>The Company has taken numerous initiatives to improve its financial position and will continue endeavour in this regard.</p>

Date: August 09, 2022
Place: Ahmedabad

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

Manisha Mali
Company Secretary
Membership No.:A63745

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