



UMESH VED & ASSOCIATES
Company Secretaries

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FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Sambhaav Media Limited
"Sambhaav House",
Opp. Judges' Bungalows,
Premchandnagar Road,
Satellite, Ahmedabad - 380015

Re: 32nd Annual General Meeting (AGM) of Sambhaav Media Limited held on Thursday, the 29th September, 2022 at 04:00 p.m. through video conferencing (VC)/other audio visual means (OAVM).

Dear Sir,

I, Umesh Ved, Proprietor of M/s. Umesh Ved & Associates, Company Secretaries, Ahmedabad, was appointed as Scrutinizer for the purpose of scrutinizing the Remote E-Voting process and voting at the Annual General Meeting ("AGM") pursuant to Section 108 & 109 of the Companies Act, 2013 read with rule 20 of Companies (Management and Administration) Rules, 2014, as amended on the resolutions contained in the Notice to the 32nd AGM of the Members of "Sambhaav Media Limited" (the Company) held on Thursday, the 29th September, 2022 at 04:00 p.m. held through video conferencing (VC)/other audio visual means (OAVM).

My responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution(s) based on the reports generated from the Remote e-voting system and e-voting provided by National Securities Depository Limited (the Agency/ service provider).



I submit my report as under:

- i. The notice dated 09th August, 2022 as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated January 15, 2021 and May 13, 2022 (collectively referred to as "SEBI Circulars").
- ii. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting and voting at the AGM by the shareholders of the Company.
- iii. The shareholders of the Company holding shares as on the "cut-off" date Thursday 22nd September, 2022 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 7 in the Notice of the 32nd AGM of Sambhaav Media Limited.
- iv. The facility provided for Remote E-Voting commenced from 9.00 A.M. on Monday, the 26th September, 2022 and ended on 5.00 P.M. on Wednesday, the 28th September, 2022. The Remote E -voting facility was blocked thereafter.
- v. The votes cast were unblocked on Thursday, 29th September, 2022 after the conclusion of Annual General Meeting and was witnessed by two witnesses, Ms. Harshita Lalwani and Mr. Mayur Modi, who are not in the employment of the Company. They have signed below in confirmation of the same.



Harshita Lalwani



Mayur Modi

- vi. The Company had also provided e-voting facility to the shareholders present at the AGM through VC/ OAVM and who had not cast their vote earlier
- vii. The voting done through Remote e-voting and E- voting at the meeting was reconciled with the records maintained by the RTA and the authorizations lodged with the Company.
- viii. The result of the Remote e-voting as well as of E- voting at the AGM is as under:

(1) ORDINARY RESOLUTION for 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.



Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	59	92749988	99.9925
E-voting (AGM)	1	2	100.00
Total	60	92749990	99.9925

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	6	695	0.0075
E-voting (AGM)	0	0	0
Total	6	695	0.0075

(2) ORDINARY RESOLUTION for 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.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	52	3954302	99.4799
E-voting (AGM)	1	2	100
Total	53	3954304	99.4799

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	6	20675	0.5201



E-voting (AGM)	0	0	0
Total	6	20675	0.5201

(3) ORDINARY RESOLUTION for approval and Ratification of Material Related Party Transactions.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	52	3954302	99.4799
E-voting (AGM)	1	2	100
Total	53	3954304	99.4799

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	6	20675	0.5201
E-voting (AGM)	0	0	0
Total	6	20675	0.5201

(4) ORDINARY RESOLUTION for approval transaction(s) of personal guarantee, security, collaterals etc. by the promoter and promoter group for the loan and borrowings of the Company.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	51	3953882	99.4693
E-voting (AGM)	1	2	100
Total	52	3953884	99.4693



Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	7	21095	0.5307
E-voting (AGM)	0	0	0
Total	7	21095	0.5307

(5) SPECIAL RESOLUTION for approval of sell of equity shares of Ved Technoserve India Pvt. Ltd. ("VED"):

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	51	3953400	99.4572
E-voting (AGM)	1	2	100
Total	52	3953402	99.4572

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	7	21577	0.5428
E-voting (AGM)	0	0	0
Total	7	21577	0.5428

(6) SPECIAL RESOLUTION for approval of re-appointment of Mr. Kiran Vadodaria (DIN: 00092067) as Chairman & Managing Director of the Company.

Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	52	3954327	99.4805



E-voting (AGM)	1	2	100
Total	53	3954329	99.4805

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	6	20650	0.5195
E-voting (AGM)	0	0	0
Total	6	20650	0.5195

(7) SPECIAL RESOLUTION for Re-appointment of Mr. Amit Kumar Ray (DIN: 06468634) as a Whole-Time Director of the Company.

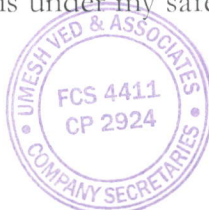
Voted in Favour of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	51	3954227	99.4780
E-voting (AGM)	1	2	100
Total	52	3954229	99.4780

Voted against of the Resolution

Type of Voting	Number of members present and voting (in person)	Number of Votes Cast by them	% of total number of Valid votes cast
Remote e-voting	7	20750	0.5220
E-voting (AGM)	0	0	0
Total	7	20750	0.5220

- ix. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with requisite majority.
- x. The Electronic data and all other relevant records relating to Remote e-voting and electronic voting conducted at the AGM is under my safe custody and all will be handed



over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

Thanking You,

Yours faithfully,

Umesh H. Ved

Umesh Ved

Umesh Ved & Associates

Company Secretaries

FCS No: 4411

CP No: 2924

UDIN: F004411D001101672



Kiran B Vadodaria

Kiran B Vadodaria

Chairman & Managing Director

(DIN: 00092067)

Date: *30th September, 2022*

Place: Ahmedabad