



# Sambhaav Media Limited

CIN: L67120GJ1990PLC014094

Registered Office: "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road,  
Satellite, Ahmedabad 380 015 Phone: +91 79 2687 3914 / 15 / 16 / 17

Email: secretarial@sambhaav.com | Website: www.sambhaav.com

## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]*

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Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 20/2020 dated 5 May 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 8 December 2021 and 3/2022 dated 5 May 2022, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Special Resolutions by the Members of Sambhaav Media Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder; setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice. The Board of Directors of the Company has appointed Mr. Umesh Ved of Umesh Ved & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on **Wednesday, 22 March 2023**, failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "NSDL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. MCS Registrar & Share



Transfer Agent, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the website of the Company at [www.sambhaav.com](http://www.sambhaav.com) under investor segment and will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on website of BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **22 March 2023**.

#### **SPECIAL BUSINESS:**

#### **1. To approve appointment of Mr. Manoj Vadodaria (DIN: 00092053) as Managing Director of the Company:**

*To consider and, if thought fit, to pass the following resolution as **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 Board of Directors, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Manoj Vadodaria (DIN: 00092053) as the Managing Director of the Company for a period of 3 (three) years with effect from January 29, 2023.”

**“RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Manoj 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. Manoj 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. Manoj 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.”



**2. To approve change in designation of Mr. Kiran Vadodaria (DIN: 00092067) as Non-Executive Chairman (Non-Independent Director Category)**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** as recommended by the Nomination and Remuneration Committee, and approved by Board of Director, the consent of the members of the Company be and is hereby accorded to change the role and designation of Mr. Kiran Vadodaria (DIN: 00092067) as Non-Executive Chairman (Non-Independent Director Category) of the Company with effect from January 29, 2023.

**RESOLVED FURTHER THAT** Mr. Kiran Vadodaria be paid remuneration of INR 1,50,000/- (One Lakh Fifty Thousand Only) per month from January 29, 2023 to January 28, 2026 AND THAT in the event of there being loss or inadequacy of profit for any financial year, the 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.”

**Date:** 28 January, 2023

**Place:** Ahmedabad

**Sambhaav Media Limited**

**CIN:** L67120GJ1990PLC014094

**Registered Office:** Sambhaav House

Opp. Judges’ Bungalows

Premchandnagar Road, Satellite,

Ahmedabad - 380 015

**Phone:** +91 79 2687 3914/15/16/17

**Email:** secretarial@sambhaav.com

**Website:** www.sambhaav.com

For, Sambhaav Media Limited

**By the Order of the Board of Directors**

**Manisha Mali**

**Company Secretary**



## INSTRUCTIONS FOR REMOTE E-VOTING

1. Remote e-voting will commence at 9.00 a.m. on **Tuesday, 21 February, 2023** and will end at 5.00 p.m. on **Wednesday, 22 March, 2023**, when remote e-voting will be blocked by NSDL.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Friday, 10 February 2023** (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. **MCS Share Transfer Agent Limited** (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)- 2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Friday, 10 February 2023 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
6. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [secretarial@sambhaav.com](mailto:secretarial@sambhaav.com).

## **Step 1: Access to NSDL e-Voting system**

### **A) Login method for e-Voting 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on



	<p>NSDL Mobile App is available on</p>    
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**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.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.nsdl.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.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.*
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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 on NSDL e-Voting system.**

**How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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.

**General Guidelines for shareholders**

1. 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](mailto:umesh@umeshvedcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Pallavi Mahtre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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:**

1. 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](mailto:secretarial@sambhaav.com)
2. 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](mailto:secretarial@sambhaav.com). If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IN RESPECT OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT:**

Particular	Mr. Manoj Vadodaria	Mr. Kiran Vadodaria
		<i>Appointment as Managing Director</i>
DIN	00092053	00092067
Date of Birth	April 29, 1958	August 18, 1960
Age	65 years	63 years
Nationality	Indian	Indian
Original Date of appointment	July 18, 1995	July 26, 1990
Qualification	Commerce Graduate	Mechanical Engineer
Experience	More than 35 Years	More than 32 Years
Brief Resume	Refer explanatory statement Item no.1	Refer explanatory statement Item no.2
Skills and capabilities required for the role and manner in which the appointee meets such requirements	Business Strategy and financial management	Communication, media and business management
Expertise in functional area	Business and corporate Strategies, financial management and fund raising	Communication, media and business management

Last drawn remuneration (January, 2023)	Nil	INR 1,50,000 Per Month
Terms and Conditions of appointment or re-appointment	Mr. Manoj Vadodaria is appointed as Managing Director for a period of 3 (three) year w.e.f. 29 January, 2023, not liable to retire by rotation.	Mr. Kiran Vadodaria is appointed as Non-Executive Chairman, liable to retire by rotation.
Relationship with other Board Members & KMP	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj Vadodaria and Mr. Kiran Vadodaria are brothers.	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj Vadodaria and Mr. Kiran Vadodaria are brothers.
Number of Board Meetings attended during 2021-22	5 out of 5	4 out of 5
Shareholding in the Company	20735376 Shares representing 10.85% of total capital of the Company	33826935 Shares representing 17.70% of total capital of the Company
Name of Directorship held in other Companies	Nila Infrastructures Limited	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 Member in CSR Committee and Member of Stakeholders Relationship Committee of Nila Infrastructures Limited.	He is Member in Audit Committee; CSR Committee and Chairman of Stakeholders Relationship Committee of Nila Infrastructures Limited

**STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING ITEMS OF SPECIAL BUSINESS:**

*In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to item nos. 1 and 2 of this postal ballot notice:*

**ITEM NO 1:**

Mr. Manoj Vadodaria (DIN: 00092053) has been associated with the Company for long as Non-Executive Director of the Company. Upon recommendation received from the Nomination & Remuneration Committee, the Board of Directors have at their meeting held on 28 January, 2023 decided to appoint him as Managing Director.

*Additional information as required under Section – II of Schedule V of the Companies Act, 2013 is given in the Annexure to the Notice:*



None of the Directors and Key managerial personnel or their relative other than Mr. Manoj Vadodaria, himself and Mr. Kiran Vadodaria, relative of him, is interested, financially or otherwise, in the resolution of Item No.:1 of the Notice.

The resolution is proposed in terms of the requirement of clause 17(1c) of SEBI LODR Regulations as amended from time to time.

The Board accordingly recommends Special Resolution as set out in Item No.:1 of the notice for approval by the Shareholders.

#### **ITEM NO 2:**

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors, at its meeting held on the 28 January, 2023, has approved change in designation of Mr. Kiran Vadodaria as Non-Executive Chairman (Non Independent Director Category) of the Company and unanimously approved change in designation and 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 w.e.f. 29 January, 2023.

*Additional information as required under Section – II of Schedule V of the Companies Act, 2013 is given in the Annexure to the Notice*

None of the Directors and Key managerial personnel or their relative other than Mr. Kiran Vadodaria, himself and Mr. Manoj Vadodaria, relative of him, is interested, financially or otherwise, in the resolution of Item No.:2.

The Board accordingly recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

**Annexure:**

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

<b>Sr No</b>	<b>Information required</b>	<b>Manoj Vadodaria (DIN: 00092053)</b>	<b>Kiran Vadodaria (DIN: 00092067)</b>
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 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 <b>(Standalone Financial Figures)</b> Total 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 the appointee		
a.	Background Details & Brief Profile	<p>Mr. Manoj Vadodaria is a Commerce Graduate and self-made businessman. His induction into the business world was at a very early age. He combated harsh realities and adversities of business life successfully. This experience culminated into maturity and fervor of a rare kind. The practical school of business has made him a financial wizard backed by his sharp business instincts. This unique blend has been a tremendous source of</p>	<p>Mr. Kiran Vadodaria has been instrumental in formulation of long term vision and strategy of the Company. Over the last 15 years, he has provided stewardship indiversifying the Company from a standalone print-media company to an entertainment &amp; media conglomerate (FM Radio business, News Channel, In-transit TV, Online News Portal, etc.). With the fast changing media consumptionlandscape, Mr. Kiran Vadodaria's</p>

		benefit to the group in meeting financial challenges and craving out ambitious expansion plans.	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	
b.	Past Remuneration	NIL	Year	Amount in INR
			2020-21	12,00,000/-
			2021-22	12,00,000/-
c.	Recognition and Awards	NA		
d.	Job profile and his suitability	Mr. Manoj Vadodaria shall function as a Managing Director discharge duties and tasks as may be entrusted by the Board of Directors from time to time	Mr. Kiran Vadodaria shall act as Non-Executive Chairman	
e.	Remuneration Proposed	As set out in Item No 1.	As set out in Item No 2.	
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Not Applicable	Considering the responsibilities shouldered by Mr. Kiran Vadodaria of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board and Chairman 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. Manoj Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related Party transactions in the	Besides the remuneration Mr. Kiran Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related Party transactions in the	

		annual reports of the Company.	annual reports 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"> <li>1) Slow-down in the Economy</li> <li>2) Substantial increase in the operational expenses due to new initiatives for FM Radio Stations.</li> <li>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.</li> </ol>	
b.	Steps taken or proposed to be taken for improvement	<p>The Company believes that in years to come the growth shall pick up and the factors like increase in operational efficiencies, growth in revenue from radio business, revenue from high margin media events, and cost reduction shall contribute to the improvement in profitability.</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>	

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