



**UMESH VED & ASSOCIATES**  
**Company Secretaries**

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
SAMBHAAV MEDIA LIMITED**

**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SAMBHAAV MEDIA LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Office at Sambhaav House Opp Judges Bungalows Premchandnagar Road Satellite, Ahmedabad, Gujarat, India, 380015 Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2025 in respect of compliance with the provisions of:
  - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable for the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable for the period under review**



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable for the period under review**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable for the period under review.**

Based on the above examination, we hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Com-pliance Requirement (Regulations/ circulars/ guide- lines including specific clause)                                                                                   | Regu-lation/ Circular No. | Deviations | Action Taken by | Type of Action                                                | Details of Vio-lation | Fine Amount    | Obser-vations /Re- marks of the PCS | Man- age- ment Re- sponse | Re- marks                               |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------|-----------------|---------------------------------------------------------------|-----------------------|----------------|-------------------------------------|---------------------------|-----------------------------------------|
|         |                                                                                                                                                                            |                           |            |                 | Advisory/ Clarification Fine/ Show Cause Notice/ Warning, etc |                       |                |                                     |                           |                                         |
| 1       | To pass special resolution for appointment of a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years | 17 (1A)                   |            | BSE             | Fine                                                          |                       | 155760 & 33040 |                                     | Penalty Paid              | Compa ny has paid Penalty under protest |
| 2       | To pass special resolution for appointment of a person or continue the directorship of any person as non-executive director who has attained the age of seventy-five years | 17 (1A)                   |            | NSE             | Fine                                                          |                       | 155760 & 33040 |                                     | Penalty Paid              | Compa ny has paid Penalty under protest |



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations/ Re- marksof the PCS in the previous reports | Observations made in the secretarial compliance report for the year ended 31 <sup>st</sup> March, 2024 | Compliance requirement (Regulations/ Circulars/ guildlines including specific clause) | Details of violations and actions taken/ penalty imposed, if any, on the listed entity | Remedial actions if any taken by the listed entity | Comments of the PCS on the actions taken by the listed entity |
|---------|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------|---------------------------------------------------------------|
| NIL     |                                                           |                                                                                                        |                                                                                       |                                                                                        |                                                    |                                                               |

(c) We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                | Compliance Status (Yes/No/NA) | Observations/ Remarks by PCS |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------------|
| 1.      | <b><u>Secretarial Standards:</u></b><br>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).                                                                                                                                                                                                                                                 | YES                           | -                            |
| 2.      | <b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>                                       | YES<br><br>YES                | -                            |
| 3.      | <b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul> | YES<br><br>YES<br><br>YES     | -                            |
| 4.      | <b><u>Disqualification of Director:</u></b><br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.                                                                                                                                                                                                                                                                     | YES                           | -                            |
| 5.      | <b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>                                                                                                                                                                            | YES                           | -                            |



|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |               |                                                                                                                                                                                          |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6.  | <b><u>Preservation of Documents:</u></b><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.                                                                                                                                                                                                                                                                                                                  | YES           | -                                                                                                                                                                                        |
| 7.  | <b><u>Performance Evaluation:</u></b><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.                                                                                                                                                                                                                                                                                                                                                                 | YES           | -                                                                                                                                                                                        |
| 8.  | <b><u>Related Party Transactions:</u></b><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br>(b) in case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee,                                                                                                                                                                                                             | YES<br><br>NA | All transactions were duly approved by audit committee.                                                                                                                                  |
| 9.  | <b><u>Disclosure of events or information:</u></b><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder                                                                                                                                                                                                                                                                                                                                                    | YES           |                                                                                                                                                                                          |
| 10. | <b><u>Prohibition of Insider Trading:</u></b><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.                                                                                                                                                                                                                                                                                                                                                                                                                       | YES           |                                                                                                                                                                                          |
| 11. | <b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b><br>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.<br>Or<br>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by stock exchanges are specified in the last column | NO            | BSE & NSE have levied Fine for Non-compliance under regulation 17(1A) pertaining to appointment or continuation of Non-Executive Director who has attained the age of Seventy-Five Years |
| 12. | <b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b><br>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities                                                                                                               | NA            |                                                                                                                                                                                          |



|     |                                                                                                                                         |     |  |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------|-----|--|
| 13. | <b>Additional non-compliances, if any:</b><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | YES |  |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------|-----|--|

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 6<sup>th</sup> May, 2025  
Place: Ahmedabad



*Umesh H. Ved*  
**UMESH VED**  
**UMESH VED & ASSOCIATES**  
**COMPANY SECRETARIES**  
**FCS NO.: 4411**  
**COP NO.: 2924**  
**PEER REVIEW NO.: 766/2020**  
**UDIN: F004411G000281336**