



SPEECH OF 35th ANNUAL GENERAL MEETING OF SAMBHAAV MEDIA LIMITED

13 AUGUST 2025

11:30:00 IND Hours

Hello Everyone! Please any one can confirm my audio and video.

Introductory Note / Welcome Address:

Manisha Mali:

Dear Shareholders a Very Good Morning. I am Manisha Mali – Company Secretary of your Company Sambhaav Media. I welcome you all at the 35th Annual General Meeting of your Company. We thank you for joining with us. We hope you and your families are safe and doing well.

This is 11:30 morning and it is now for the time to commence the meeting. We have the requisite quorum present for this AGM and on behalf of the Chairman Sir; I declare this meeting in order.

I welcome all the Board Members and my colleagues joining this AGM through Video Conferencing Facility being provided by NSDL.

This meeting is being conducted virtually so all participants have connected through Video Conferencing Facility from their respective locations. The AGM is being webcasted for viewing of all and the link thereof is available at website of the Company at www.sambhaav.com under investor segment.

So apart from me we have:

1. Mr. Manoj Vadodaria - Chairman of your Company and the Chairman for this meeting as well.
2. Mr. Jagdish Pavra – Whole Time Director of your Company.
3. Mr. Hemant Golani – Non Executive Non Independent Director of your Company.



4. Mr. Paresh Vaghela – an Independent Director and Chairman of various Committees of Board including Audit Committee, Nomination & Remuneration Committee and; Stakeholders Relationship Committee.
5. Then we have with us Mr. Balveermal Singhvi - Independent Director of your Company.
6. And Lastly, we have Ms. Gouri Popat - Independent Director in woman category. All the members of the Board of Directors are present at the meeting.

We are also having:

1. Mr. Ashok Jain – Chief Executive Officer and Mr. Sanjay Thaker – Chief Financial Officer of your Company.
2. Mr. Parth Dadawala Partner from M/s. Dhirubhai Shah & Co LLP, the statutory auditors
3. Mr. Umesh Ved – the Secretarial Auditor of your Company and also the Scrutinizer for the AGM;
4. Mr. Bhavik Shah – Partner from MBD & Co. LLP – Internal Auditors of your Company.

Apart that the employees of Company Secretarial Department, Accounts Department and our IT & System Team Members have also connected to assist the shareholders during the proceedings of this AGM. All are joining from their respective locations through the Video Conferencing Facility being provided by the NSDL.

Now dear shareholders before we shall commence the proceedings; with the permission of the Chairman sir; I would like to announce several instructions for you to effectively participate at the AGM.

1. All the members have been put on **Mute Mode** by the Host to avoid any disturbance coming from the background.



2. Speaker Shareholders desirous to participate in questions and answers sessions at the AGM may please note that at the commencement of Question and Answer Session, Host will unmute the audio of the Speaker once the name of speaker shareholder is declared.
3. Members are requested to keep their questions brief and limit their interaction to 2 minutes so that maximum number of speakers can be accommodated. Members seeking clarification specific to the annual report contents shall be responded through email separately.
4. Members who cannot be answered due to limited time factor shall be responded through email separately within 7 days of this meeting.
5. In accordance with the Circulars of the Ministry of Corporate Affairs and SEBI, the appointment of proxies has been dispensed with for the meeting held through Video Conferencing Mode. Hence, register of proxies for this AGM will not be available for inspection to the Members.
6. Statutory registers like Register of Contracts and Register of Directors & Key Managerial Personnel and their Shareholding are available for inspection upon request on the mail id: secretarial@sambhaav.com during the proceedings of this meeting.

Now, I request the CEO Sir to give a brief on the operations of the Company.

Over to you Ashok Sir,

Mr. Ashok Jain: Thank You Manisha.

It gives me great pleasure to welcome you all to the 35th AGM of our Company. On behalf of the Board of Directors and everyone at Sambhaav Media, I would like to thank you all for your participation here today. I hope you all are fine and doing well.

Dear Members, on financial front, in FY-2024-25, your company's turnover has slightly decreased from Rs. 3,941.66 lakhs to Rs. 3,745.25 lakhs on year-to-year basis, however, we have been able to channelize our critical available recourses into effective manner and as a result of strong internal control measurements, we have been fortunate to generate the increased profit compare to previous year. For the FY-2024-25, your company's PAT has been increased from Rs. 117.02 lakhs to Rs. 146.91 lakhs. Furthermore, your company has been able to control the



critical ratio/s like debt-equity ratio (i.e. 0.08) and interest coverage ratio (i.e. 3.86) within industry standards and tolerable limit. The return on average net-worth has also increased during the FY-2024-25 from 0.43 % to 1.31 % due increase in profitability of the Company due to reduction in high interest bearing debt and operational efficiencies.

Dear Members, it has been a long and very fruitful journey of Sambhaav that started with newspaper and thereafter expanding to Magazine, Out of Home Advertising, projects of public entertainment systems, electronic media, digital media and FM radio stations. The industry is very fast changing and ever evolving and your company through its research, continuously try to be at forefront to enter into unique project mix of media and communication technology.

As your all are aware your Company is positioned as 360 degree media solution player with print media, electronic media and also having footprint in digital and technology embedded solutions at group level. FM Radio as we all know is a platform that has a mass reach and appeal. It has meaningfully evolved to contend with visual media such as TV channels and other OTT platforms. With continually pushing for quality; it remains a medium that perhaps has the farthest reach even in every part of the country. Although radio and commercial advertisers exhibited de-growth in recent years, we remain fortunate enough to insulate ourself because of the 360-degree media solutions available with us. To mitigate the issue, we provided integrated & comprehensive solutions to advertisers which we believe to be the growth driver in the future. Additionally, our most FM stations are at Tire III cities whereat we expect maximum demand to increase in years to come because of rural growth especially in agricultural & consumption. We are also continuously focusing to enrich our music content thereby ensuring more and more listener for our radio product this in turn would attract advertisers.

Dear Shareholders, radio has been a very creative platform that captures the attention of listeners through just audio and as a result the advertisements have to be very creative and unique. Our radio team have been successful to capture pulse of radio advertisers by tapping into their vivid imagination.

TOPFM for us is about companionship and emotional connection with the listener. Today, TOP FM has positioned itself as a brand name with 13 radio stations. At every juncture, TOP FM has repositioned and rebranded itself, continually evolving



to serve as the ultimate one-stop entertainment solution for its listeners. TOP FM has become synonymous with quality and impactful content that entertains our listeners.

Dear Shareholders *Sambhaav Metro* and *Abhiyaan* although have insignificant contribution in revenue; will continue to remain important news media platform looking at its niche readership and influence on society. Both these print projects have over a period captured exceptional position in the heart of readers. Your Company possesses marketing arrangement for VTV News, a TV Channel. The arrangement has enabled your Company reaped benefit of marketing of TV channel. During the year your company has made strategic investment in the form of convertible debentures into VTV channel. The move is a part of consolidating business activities to achieve efficiencies at group level.

Dear Shareholders, I am very optimistic for the future of our Company and also excited to experience the transformation of media sector in years to come. Your Company is well prepared and poised to capture these opportunities and let me emphasize that innovation and creativity will remain at core to our Company.

With this I must say thank you once again for your continued support and confidence in the Company. I wish everyone good health and prosperous life ahead. Thank You. Over to you Manisha to further the proceedings.

Manisha:

Thank You Sir. Now with the permission of the Chairman Sir, we shall move to the proceedings of the AGM.

1. The electronic copy of annual report for the financial year 2024-25 and the notice convening the 35th AGM was dispatched to all the members at their registered email. Therefore, I take the notice convening this meeting as read.
2. However, I would like to announce the business agenda proposed in the notice of the AGM.

Ordinary Business:



- The first agenda item is to receive, consider and adopt the consolidated and standalone financial statements for the year ended on 31 March 2025 and the reports of the directors and auditors thereon.
- The Second Ordinary Business is to appoint Mr. Hemant Golani who retires by rotation and offered himself for reappointment in terms of the provisions of Section 152 of the Companies Act, 2013.
- The Third Ordinary Agenda is to make appointment of to Appoint M/s. Umesh Ved & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of 5 years.

So this was all about agenda items proposed in the Notice of the 35th AGM.

3. Now dear shareholders, with respect to the **statutory auditor's reports** on the Company's consolidated and standalone financial statements and the secretarial auditor's report for the financial year 2024-25 are unqualified and do not contain any adverse remark on the Company's operations and therefore we consider the auditor's report taken as read.
4. The Company had provided **remote e-voting facility, on NSDL** platform, from 10th August 2025 to 12th August 2025 to the Members to allow them to cast their votes on the resolutions set-out in the notice convening this AGM.
5. **Electronic voting** facility is also activated and made available during this AGM on the NSDL platform, to enable the members who have not casted their votes through remote e-voting to exercise their voting rights during the meeting.
6. Mr. Umesh Ved - Practicing Company Secretary, has been appointed as Scrutinizer, to scrutinize the e-voting process.
7. The **voting results** of e-voting will be declared within two working days from the conclusion of this meeting. The voting results shall be intimated to the Stock Exchanges and shall also be uploaded on the Company's website.



8. Since all the resolutions set out in the AGM Notice have already been put to vote during the remote e-voting period, no motion will be moved with respect to proposed resolutions as set out in the notice convening this AGM.

Dear Members,

Now with this we shall move to **Question-and-Answer Session** and we shall be glad to answer your questions. Shareholders who have registered themselves as a valid speaker will be invited one after the other. After I speak out name of the speaker shareholder you will be unmuted. You are requested to turn on your audio & video before you begin to speak. I also request the speaker shareholder not to repeat the questions already asked and please confine your questions to matters relating to businesses to be transacted at this AGM and restrict their speech to a maximum 2 minutes.

So, the first request I have received from **Mr. Himanshu Trivedi**. I request the moderator to please unmute him and allow him to speak.

The second request is coming from Mr. Bharat Raj K. Moderator kindly allow Mr. Bharat to speak.

The Third Request is from Mr. Dnyaneshwar Bhagwat. Moderator kindly allow Mr. Bhagwat to speak.

The Fourth Request is from Mr. Rupesh Shah. Moderator kindly allow Mr. Rupesh to speak.

So. This was for the participation by speaker shareholders. I thank you for your interest and participation.

As informed the voting results shall be intimated to the Stock Exchanges and shall also be uploaded on the Company's website. The E-voting will remain open for 15 minutes from the end of this AGM. I encourage the members who have not yet voted may now cast their vote on the NSDL E-voting platform.

I would like to thank all the shareholders, Members of Board of Directors, auditors, and scrutinizer and the entire supporting team of your Company and NSDL who have joined us and stayed upto the end of this AGM.

On behalf of the Chairman Sir, I now declare the proceedings of this AGM as closed and wishing you again all the best of health and safety. Thank You.

Moderator please stop recording and close the meeting.
