



## SAMBHA AV 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 No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and latest being Circular No. 03/2025, dated September 22, 2025 issued by the Ministry of Corporate Affairs ("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, SEBI/HO/CRD/PoD-2/P/ CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October, 2024 issued by the Securities Exchange Board of India ("SEBI Circular"), 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 / Ordinary 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 resolution 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 resolution through the e-voting process not later than 5:00 p.m. (IST) on **Monday, 2<sup>nd</sup> March, 2026**, failing which it will be considered that no reply has been received from the Member. Please be noted that e-voting shall be commenced from **Sunday, 01<sup>st</sup> February, 2026**.

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 two 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. **02<sup>nd</sup> March, 2026**.

**SPECIAL BUSINESS:**

**1. To approve re-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 / reappointment of Mr. Manoj Vadodaria (DIN: 00092053) as the Managing Director of the Company for a further period of 3 (three) years with effect from January 28, 2026.

**“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, if any, 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, including deciding about payment of any remuneration, of the said appointment / reappointment 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 Material Related Party Transactions for the Financial Year 2026-27:**

### **I) Approval to Transactions with M/s. Gujarat News Broadcasters Private Limited for the Financial Year 2026-27:**

*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 read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") dated 26th June, 2025 and other applicable circulars; the consent, permission and approval of the members of the Company be and is hereby accorded / given to the Board of Directors and / or any committee thereof, 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 M/s. Gujarat News Broadcasters Private Limited; during the financial year starting from 01 April, 2026 and ending on 31 March, 2027 ("the year") as per the details set out in the explanatory statement annexed to this notice 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.

**RESOLVED FURTHER THAT** the members of the Company do hereby further accord its approval to the Board of Directors and / or any committee thereof 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.

**II) Approval to Transactions with M/s. Ved Technoserve India Private Limited for the Financial Year 2026-27:**

*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 read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") dated 26th June, 2025 and other applicable circulars; the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors and / or any committee thereof 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 M/s. Ved Technoserve India Private Limited; during the financial year starting from 01 April, 2026 and ending on 31 March, 2027 ("the year") as per the details set out in the explanatory statement annexed to this notice 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.

**RESOLVED FURTHER THAT** the members of the Company do hereby further accord its approval to the Board of Directors and / or any committee thereof 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.

**III) Approval to Transactions with the M/s. Ahmedabad Radio And Mast Services Pvt. Ltd for the Financial Year 2026-27:**

*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 read with Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) dated 26th June, 2025 and other applicable circulars; the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors and / or any committee thereof 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 M/s. Ahmedabad Radio And Mast Services Pvt. Ltd; during the financial year starting from 01 April, 2026 and ending on 31 March, 2027 (“the year”) as per the details set out in the explanatory statement annexed to this notice 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.

**RESOLVED FURTHER THAT** the members of the Company do hereby further accord its approval to the Board of Directors and / or any committee thereof 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.

**IV) Approval to the 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 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 read with Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”) dated 26th June, 2025 and other applicable circulars; the consent, permission and approval of the members of the Company be and is hereby accorded / given to continue with the transaction(s) entered into and/or 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 as per the details set





out in the explanatory statement annexed to this notice 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.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors and / or any committee thereof 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.

**Date:** 27 January, 2026

**Place:** Ahmedabad

For, Sambhaav Media Limited

**By the Order of the Board of Directors  
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

**Manisha Mali**

**Company Secretary**

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## INSTRUCTIONS FOR REMOTE E-VOTING

1. Remote e-voting will commence at 9.00 a.m. on Sunday, 01<sup>st</sup> February 2026 and will end at 5.00 p.m. on Monday, 02<sup>nd</sup> March 2026 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, 23<sup>rd</sup> January 2026** (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, 23<sup>rd</sup> January 2026 (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).

### **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 shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2. 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>3. 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></p> <p>4. 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 “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 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</p>

of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5. 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**



Individual  
Shareholders  
holding securities in  
demat mode with  
CDSL

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 [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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 or joining virtual meeting & voting during the meeting. 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.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

1. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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 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.

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. 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 or joining virtual meeting & voting during the meeting.
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**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.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 4886 7000
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. 1800-21-09911

**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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:

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.com](mailto:evoting@nsdl.com) 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 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.

## 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](mailto:umesh@umeshvedcs.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.

- 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.

- 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.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**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](mailto: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](mailto:secretarial@sambhaav.com). If you are an 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- Alternatively member may send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.



**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:**

<b>Particular</b>	<b>Details</b>
Name	Mr. Manoj B. Vadodaria
Appointment / Reappointment	<i>Re-appointment as Managing Director</i>
DIN	00092053
Date of Birth	April 29, 1958
Age	67 years
Nationality	Indian
Original Date of appointment	July 18, 1995
Qualification	Commerce Graduate
Experience	More than 35 Years
Brief Resume	Refer explanatory statement Item no.1
Skills and capabilities required for the role and manner in which the appointee meets such requirements	Business Strategy and financial management
Expertise in functional area	Business and corporate Strategies, financial management and fund raising
Last drawn remuneration	Nil
Remuneration sought to be paid	Nil
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. 28 January, 2026, not liable to retire by rotation.
Relationship with other Board Members & KMP	There is no inter se relationship with other Board Members and KMPs.
Number of Board Meetings attended during 2024-25	4 out of 4
Shareholding in the Company	1,76,40,376 Shares representing 9.23 % of total capital of the Company
Name of Directorship held in other Listed Companies	Nila Infrastructures 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.
Listed entities from which the person has resigned in the past three years	NIL

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

### **Item No.: 1**

Mr. Manoj Vadodaria (DIN: 00092053) has been associated with the Company for long as Non-Executive Director and subsequent thereto as Managing Director of the Company. Upon recommendation received from the Nomination & Remuneration Committee, the Board of Directors have at their meeting held on 12<sup>th</sup> November, 2025 decided to re- appoint him as Managing Director for further period of 3 years.

**During the Currency of his tenure as Managing Director, Mr. Manoj Vadodaria will attain age of 70 Years, although considering his physical fitness, good health condition, alertness of mind and analytical ability permit him to contribute his services and the Board of Directors are of the opinion that the Company shall be benefited from his rich industry experience.**

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

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

The resolution is proposed in terms of the provisions of the Companies Act 2013 and 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.

### **Annexure A:**

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

<b>SN</b>	<b>Information required</b>	<b>Manoj Vadodaria (DIN: 00092053)</b>
I	General Information	
a.	Nature of 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	Not Applicable

	per project approved by financial institutions appearing in the prospectus.	
d.	Financial performance based on given indicators	<p>Financial Year 2024-25 (In Lakhs)  <b>(Standalone Financial Figures)</b>  Total Revenue: INR 3,745.25  Profit Before Tax: INR 212.42  Profit After Tax: INR 146.91  Earnings per Share: 0.08  Face Value of Share: INR 1/- per share</p>
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	Mr. Manoj Vadodaria is a 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 benefit to the group in meeting financial challenges and craving out ambitious expansion plans.
b.	Past Remuneration	NIL
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
e.	Remuneration Proposed	Remuneration, if any, shall be decided by the Board of Directors within the overall ceiling limit permissible under the Companies Act 2013.
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Not Applicable

g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Manoj Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related Party transactions, if any, in the annual reports of the Company.
III	Other Information	
a.	Reasons of loss or inadequate profits	The Company does not have inadequate profit nor have losses.
b.	Steps taken or proposed to be taken for improvement	Not Applicable
c.	Expected increase in productivity and profits in measurable terms	Not Applicable

## Item No.: 2

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, effective December 19, 2025, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all transaction with a related party 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) exceeds the thresholds specified in Schedule XII of the regulations.

The Company belongs to the media & entertainment industry and operates various business activities through its subsidiaries, JVs, associates and arrangements with other group companies broadly falls under the definition of 'Related Party'; with a view to increase operational efficiency, maximize profit and achieve optimum utilization of resources. During the **Financial Year 2026-27**, the Company proposes to continue with existing and/or to enter into certain related party transaction(s) as mentioned in the resolution and herein below in this explanatory statement; 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.

**Details pursuant to SEBI Master Circular No.: SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" dated June 26, 2025 is given herein below in this explanatory statement.**

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

The detailed disclosures as required under SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” dated June 26, 2025 were presented before the Audit Committee and hereinunder are reproduced for consideration of the Shareholders.

The Audit Committee and Board of Directors have approved the said Related Party Transactions and recommends the proposed transactions to the shareholders for approval.

**Information required under regulation 23 of the SEBI Listing Regulations read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” dated June 26, 2025 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:**

#### **I. Details of the Transactions with M/s. Gujarat News Broadcasters Private Limited**

<b>A(1): Basic details of the related party</b>	
Name of the Party	Gujarat News Broadcasters Private Limited (“GNBPL”)
Country of incorporation of the related party	India
Nature of business of the related party	Broadcasting and other media related activities
<b>A(2) : Relationship and ownership of the related party</b>	
Relationship between the listed entity/ <del>subsidiary</del> <sup>+</sup> (in case of transaction involving the <del>subsidiary</del> ) and the related party – including nature of its concern (financial or otherwise) and the following:	
Shareholding of the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ), whether direct or indirect, in the related party.	The Company directly holds 36.85% equity share capital of GNBPL.

GROUP

Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).	NA																						
Shareholding of the related party, whether direct or indirect, in the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).	NA																						
<b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ <del>Subsidiary</del> / related party has control <sup>2</sup> . While calculating indirect shareholding, shareholding held by relatives <sup>3</sup> shall also be considered.																							
<b>A(3): Details of Previous Transaction with Related Party (Financial Year 2024-2025)</b>																							
1.	Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party during the last financial year.  <b>Explanation:</b> Details need to be disclosed separately for listed entity and its <del>subsidiary</del> .																						
	<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (INR)</th></tr><tr><td>1.</td><td>Marketing Rights Revenue</td><td>17,91,28,854</td></tr><tr><td>2.</td><td>Broadcasting Expenses</td><td>15,00,00,000</td></tr><tr><td>3.</td><td>Rent Income</td><td>22,68,000</td></tr><tr><td>4.</td><td>Security Deposit Received Back</td><td>6,00,00,000</td></tr><tr><td>5.</td><td>Interest income on investment</td><td>11,305</td></tr><tr><td>6.</td><td>Investment in Compulsory convertible debentures</td><td>11,25,00,000</td></tr></table>		Sr. No.	Nature of Transactions	FY 2024-2025 (INR)	1.	Marketing Rights Revenue	17,91,28,854	2.	Broadcasting Expenses	15,00,00,000	3.	Rent Income	22,68,000	4.	Security Deposit Received Back	6,00,00,000	5.	Interest income on investment	11,305	6.	Investment in Compulsory convertible debentures	11,25,00,000
Sr. No.	Nature of Transactions	FY 2024-2025 (INR)																					
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4.	Security Deposit Received Back	6,00,00,000																					
5.	Interest income on investment	11,305																					
6.	Investment in Compulsory convertible debentures	11,25,00,000																					
2.	Total amount of all the transactions undertaken by the listed entity or <del>subsidiary</del> with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Total Amount of Transactions undertaken by the Company during the Q3  FY 25-26 (INR)  1. Marketing Rights Revenue 12,99,17,212 2. Broadcasting Expenses 11,00,00,000 3. Rent Income 17,01,000 4. Interest Income 10,362 5. Conversion of CCD and CCPS into equity 16,75,00,000																					



3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA
<b>A (4): Amount of Proposed Transaction during the Financial Year 2026-2027</b>		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Not Exceeding INR 40,00,00,000
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover of INR 41.87 Crore for the financial year 2024-2025	95.53%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	116.99%
6.	Financial performance of the related party for the immediately preceding financial year:	

Particulars	<i>FY 2024-2025 in Lac))</i>
Turnover	3419.25
Profit After Tax	44.84
Net worth	2124.02

**Explanations:**  
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.

#### **A(5) Basic details of the proposed transaction**

<b>1.</b>	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"> <li>• Business arrangement involving sharing of marketing rights and broadcasting expenses; and other services</li> </ul>
<b>2.</b>	Details of each type of the proposed transaction	<ul style="list-style-type: none"> <li>• Marketing Rights Revenue maximum upto INR 20 Crore</li> <li>• Broadcasting Expense maximum upto INR 16.50 Crore</li> <li>• Rent Income maximum upto INR 0.50 Crore</li> <li>• Continue with and / or further extension of financial assistance and loan etc. and interest thereon of maximum up to 3.00 Crore</li> </ul>
<b>3.</b>	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
<b>4.</b>	Whether omnibus approval is being sought?	<p>Yes</p> <p><i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise / omnibus approval of the Audit Committee under Regulation 23(3) of the SEBI Listing Regulations.</i></p>
<b>5.</b>	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
<b>6.</b>	Justification as to why the RPTs	As the members are aware that the Company is

	proposed to be entered into are in the interest of the listed entity	into the business of media industry, the Company has entered into business and marketing arrangement with GNBPL whereby marketing, 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 share resources to maximize profit by achieving scale of operations. The transactions are into the best interest of both the Companies. The transactions are being entered into at arms-length basis.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p>	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 his relatives, and Mr. Hemant Golani and his relatives by virtue of their position and Director and Senior Management Personnel respectively.
	a. Name of the director / KMP	<p>1. Mr. Manoj Vadodaria</p> <p>2. Mr. Hemant Golani</p>
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manoj Vadodaria, through his relatives, holds 63.15% shareholding in GNBPL and remaining 36.85% shareholding is held by the Company wherein Mr. Manoj Vadodaria is Director and Shareholder. Mr. Hemant Golani does not hold any share of GNBPL.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	<p>Other information relevant for decision making.</p> <p><b>Material Terms and particulars of the arrangement/Transaction</b></p>	Material terms and conditions are based on the contracts which <i>inter alia</i> 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.

**B(1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

SN	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process applied.
2.	Basis of determination of price.	Arms Lenth Price
3.	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

**B(2): Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:**

SN	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Business Operation of the Company
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	No such financial indebtedness is incurred by the Company
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

<b>3.</b>	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> <i>(1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> <i>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	The rate of interest is linked to the BRLLR and the BRLLR is further linked to the RBI Repo Rate and therefore keeps changing as per change in Base Rates.
<b>4.</b>	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall not be lower than prevailing market rate at the time of giving of loan and shall be decided by the Board as per each contractual arrangement.
<b>5.</b>	Maturity / due date	1 Year
<b>6.</b>	Repayment schedule & terms	As per each contract of loan etc.
<b>7.</b>	Whether secured or unsecured?	Unsecured
<b>8.</b>	If secured, the nature of security & security coverage ratio	NA
<b>9.</b>	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the 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 only.

**C(1): Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary:**

<b>SN</b>	<b>Particulars of the Information</b>	<b>Information provided by the management</b>
<b>1.</b>	Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	Not Applicable

2.	<p>Default on borrowings, <b><i>if any</i></b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>Not Applicable. No such default made by the related party.</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	

**Note: Disclosures under B(3) to B(7) and C(2) to C(6) SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the above transactions.**

**Transaction with respect to the rent income is towards short term Leave and License arrangement and not a lease arrangement hence disclosure under B (6) and C(5) is not applicable.**



## II. Details of the Transaction with M/s. Ved Technoserve India Private Limited

<b>A(1): Basic details of the related party</b>	
Name of the Party	Ved Technoserve India Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	IT services like maintenance, installation, Technology Solution etc.
<b>A(2): Relationship and ownership of the related party</b>	
Relationship between the listed entity/ <del>subsidiary</del> <sup>1</sup> (in case of transaction involving the <del>subsidiary</del> ) and the related party – including nature of its concern (financial or otherwise) and the following:	
Shareholding of the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ), whether direct or indirect, in the related party.	The Company directly owns 60% equity share capital of the Subsidiary.
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).	NA
Shareholding of the related party, whether direct or indirect, in the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).  <i><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/<del>Subsidiary</del>/ related party has control<sup>2</sup>. While calculating indirect shareholding, shareholding held by relatives <sup>3</sup>shall also be considered.</i>	NA
<b>A(3): Details of Previous Transaction with Related Party (Financial Year 2024-2025)</b>	
1.	Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party during the last financial year.

**Explanation:** Details need to be disclosed separately for listed entity and its subsidiary.

S. N	Nature of Transactions	FY 2024-2025 (INR)
1.	Maintenance Expenses	1,80,00,000
2.	Rent Income	3,00,000
3.	Interest Income	33,00,000

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Total Amount of Transactions undertaken by the Company during the Q3  FY 25-26 (INR)  1. Maintenance Expenses 1,35,00,000 2. Rent Income 2,25,000 3. Interest Income 23,61,096 4. Loan Repayment 60,00,000
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3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA
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**A (4): Amount of Proposed Transaction during the Financial Year 2026-2027**

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Not Exceeding INR 10,00,00,000
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover of INR 41.87 Crore for the financial	23.88%

	year 2024-2025									
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable since the listed entity itself is a party to the transaction.								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	161.03%								
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 2024-2025 (INR) (Lakh)</th></tr><tr><td>Turnover</td><td>621.88</td></tr><tr><td>Profit After Tax</td><td>(117.13)</td></tr><tr><td>Net worth</td><td>523.03</td></tr></table> <p><b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>		Particulars	FY 2024-2025 (INR) (Lakh)	Turnover	621.88	Profit After Tax	(117.13)	Net worth	523.03
Particulars	FY 2024-2025 (INR) (Lakh)									
Turnover	621.88									
Profit After Tax	(117.13)									
Net worth	523.03									
A(5): Basic details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"><li>• Purchase of services</li><li>• Sale of services</li><li>• Giving loan</li></ul>								
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"><li>• Maintenance Expense maximum up to INR 3 Crore</li><li>• Rent Income maximum up to INR 0.05 Crore</li><li>• Continue with and further extension of financial facility or loan and interest thereof maximum upto INR 5</li></ul>								

		<p>Crore</p> <ul style="list-style-type: none"> <li>Any Other services maximum upto INR 1.95 Crore</li> </ul>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
4.	Whether omnibus approval is being sought?	<p>Yes</p> <p><i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</i></p>
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The related party is a subsidiary of the the listed company and it is necessary to exchange resources to maximize profit by achieving scale of operations. It is also necessary by the holding company to extend financial assistance to the subsidiary for its normal course of business operations from time to time. The transactions are into the best interest of both the Companies and are entered into on arms-length basis.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i></p>	<p>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. Jagdish Pawra and his relative, by virtue of their position as Director in both Companies. The related party is the subsidiary of the listed entity itself.</p>

	a. Name of the director / KMP	Mr. Jagdish Pawra
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	40%
<b>8.</b>	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
<b>9.</b>	Other information relevant for decision making.  Material Terms and particulars of the arrangement / Transaction	Material terms and conditions are based on the contracts which <i>inter alia</i> 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.

**B(1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

SN	Particulars of the information	Information provided by the management
<b>1.</b>	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process applied.
<b>2.</b>	Basis of determination of price.	Arms Lenth Price
<b>3.</b>	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

**B (2) Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:**

SN	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Business Operation of the Company
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	No such financial indebtedness is incurred by the Company
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.  <i>Note:</i> <i>(3) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> <i>(4) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	The rate of interest is linked to the BRLLR and the BRLLR is further linked to the RBI Repo Rate and therefore keeps changing as per change in Base Rates.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall not be lower than prevailing market rate at the time of giving of loan and shall be decided by the Board as per each contractual arrangement.
5.	Maturity / due date	1 Year
6.	Repayment schedule & terms	As per each contractual term
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA



<b>9.</b>	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the 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.
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**B (5) Disclosure of transactions relating to borrowings by the \* subsidiary:**

<b>SN</b>	<b>Particulars of the <u>information</u></b>	<b>Information provided by the management</b>
<b>1.</b>	Material covenants of the proposed transaction	<ul style="list-style-type: none"> <li>• Utilization of money for business purpose only</li> <li>• Unsecured</li> </ul>
<b>2.</b>	Interest rate ( <i>in terms of numerical value or base rate and applicable spread</i> )	10%
<b>3.</b>	Cost of borrowing  <i>Note: This shall include all costs associated with the borrowing</i>	Nil
<b>4.</b>	Maturity / due date	As per Mutual Understanding
<b>5.</b>	Repayment schedule & terms	As per Mutual Understanding
<b>6.</b>	Whether secured or unsecured	Unsecured
<b>7.</b>	If secured, the nature of security & security coverage ratio	NA
<b>8.</b>	The purpose for which the funds will be utilized by the listed entity / subsidiary	Business Operation

*\* Ved Technoserve India Private Limited (Subsidiary) has taken loan from Sambhaav Media Limited (Listed Entity) for the Business purpose.*

**C (1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary:**

<b>SN</b>	<b>Particulars of the information</b>	<b>Information provided by the management</b>
<b>1.</b>	Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	Not Applicable

2.	<p>Default on borrowings, <b><i>if any</i></b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>e) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>f) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>g) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>h) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> <p>FY 20xx-20xx</p> <p>FY 20xx-20xx</p> <p>FY 20xx-20xx</p>	<p>Not Applicable</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
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**C(4): Disclosure of transactions relating to borrowings by the subsidiary\***

SN	Particulars of the information	Information provided by the management
1.	<p>Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements</p> <p><i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i></p>	

	a. Before transaction	0.64
	b. After transaction	1.59
<b>2.</b>	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	<i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	0.19
	b. After transaction	0.11

\* Ved Technoserve India Private Limited (Subsidiary) has taken Loan from Sambhaav Media Limited (Listed Entity) for the Business purpose.

**Note: Disclosures under B(3), B(4), B(6), B(7) and C(2), C(3), C(5), C(6) of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the above transactions.**

**Transaction with respect to the Rent Income is for the short-term Leave & License arrangement and hence disclosure under B (6) and C (5) is not applicable.**

### III. Details of the Transaction with M/s. Ahmedabad Radio And Mast Services Private Limited

<b>A(1): Basic details of the related party</b>	
Name of the Party	Ahmedabad Radio And Mast Services Private Limited
Country of incorporation of the related party	India
Nature of business of the related party	IT services like maintenance, installation, Technology Solution etc.
<b>A(2) : Relationship and ownership of the related party</b>	
Relationship between the listed entity/ <del>subsidiary</del> <sup>1</sup> (in case of transaction involving the <del>subsidiary</del> ) and the related party – including nature of its concern (financial or otherwise) and the following:	
Shareholding of the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ), whether direct or indirect, in the related party.	Nil

Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).		NA										
Shareholding of the related party, whether direct or indirect, in the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).		NA										
<b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ <del>Subsidiary</del> / related party has control <sup>2</sup> . While calculating indirect shareholding, shareholding held by relatives shall also be considered.												
<b>A(3): Details of Previous Transaction with Related Party (Financial Year 2024-2025)</b>												
1.	Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party during the last financial year.  <b>Explanation:</b> Details need to be disclosed separately for listed entity and its <del>subsidiary</del> .											
	<table><tr><th>SN</th><th>Nature of Transactions</th><th>FY 2024-2025 (INR)</th></tr><tr><td>1.</td><td>Maintenance and Service Expenses</td><td>1,03,95,000</td></tr><tr><td>2.</td><td>Interest Income</td><td>33,59,000</td></tr></table>	SN	Nature of Transactions	FY 2024-2025 (INR)	1.	Maintenance and Service Expenses	1,03,95,000	2.	Interest Income	33,59,000		
SN	Nature of Transactions	FY 2024-2025 (INR)										
1.	Maintenance and Service Expenses	1,03,95,000										
2.	Interest Income	33,59,000										
2.	Total amount of all the transactions undertaken by the listed entity or <del>subsidiary</del> with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Total Amount of Transactions undertaken by the Company during the Q3  FY 25-26 <table><tr><th>SN</th><th>Nature of Transactions</th><th>Amount INR</th></tr><tr><td>1</td><td>Maintenance &amp; Services Expenses</td><td>76,03,783</td></tr><tr><td>2</td><td>Interest Income</td><td>25,30,864</td></tr></table>		SN	Nature of Transactions	Amount INR	1	Maintenance & Services Expenses	76,03,783	2	Interest Income	25,30,864
SN	Nature of Transactions	Amount INR										
1	Maintenance & Services Expenses	76,03,783										
2	Interest Income	25,30,864										
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its <del>subsidiary</del> during the last financial year.	NA										

**A (4): Amount of Proposed Transaction during the Financial Year 2026-2027**

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Not Exceeding INR 10,00,00,000								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover of INR 41.87 Crore for the financial year 2024-2025	23.88%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	202.84%								
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><th>Particulars</th><th>FY 2024-2025 (INR) (Lakh)</th></tr><tr><td>Turnover</td><td>492.84</td></tr><tr><td>Profit After Tax</td><td>8.23</td></tr><tr><td>Net worth</td><td>135.81</td></tr></table>		Particulars	FY 2024-2025 (INR) (Lakh)	Turnover	492.84	Profit After Tax	8.23	Net worth	135.81
Particulars	FY 2024-2025 (INR) (Lakh)									
Turnover	492.84									
Profit After Tax	8.23									
Net worth	135.81									

GROUP

	<b>Explanations:</b> The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	
<b>A(5): Basic details of the proposed transaction</b>		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ul style="list-style-type: none"><li>• Purchase of services</li><li>• Giving loan</li></ul>
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"><li>• Maintenance and Service Expense not exceeding INR 2 Crore</li><li>• Continue with and further extension of financial facility or loan and interest thereon not exceeding INR 8 Crore.</li></ul>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
4.	Whether omnibus approval is being sought?	Yes  <i>Note: The omnibus approval referred to herein is limited to Members approval under Regulation 23(4) of the SEBI Listing Regulations and the company shall seek transaction wise Audit Committee approval under Regulation 23(3) of the SEBI Listing Regulations.</i>
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transaction with ARMS is in the interest of the Company, as ARMS possesses the requisite credentials, expertise and experience in providing specialized technology-driven manpower services relevant to the operations of the Company's FM Radio stations.  The Company requires skilled and

		<p>technically qualified manpower for the efficient operation, maintenance, and support of its FM Radio broadcasting activities. ARMS is engaged in the business of providing technology solutions and trained manpower services and has demonstrated the capability to deploy personnel with the necessary technical know-how and operational understanding of broadcasting systems. Engaging ARMS enables the Company to ensure continuity of services, operational efficiency, and timely availability of trained manpower and requisite technological support thereby reducing operational risks and administrative overheads associated with frequent recruitment and training. The transaction also allows the Company to leverage ARMS' domain expertise and established systems, resulting in cost efficiencies and improved service quality.</p>
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>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. Jagdish Pawra and his relatives, by virtue of their position</p>
	a. Name of the director / KMP	Mr. Jagdish Pawra
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	50%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA



<b>9.</b>	Other information relevant for decision making.  Material Terms and particulars of the arrangement / Transaction	Material terms and conditions are based on the contracts which <i>inter alia</i> 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.
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**B(1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

SN	Particulars of the information	Information provided by the management
<b>1.</b>	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process is applied.
<b>2.</b>	Basis of determination of price.	Arms Lenth Price
<b>3.</b>	In case of Trade advance ( <i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i> ) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

**B (2) Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:**

SN	Particulars of the information	Information provided by the management
<b>1.</b>	Source of funds in connection with the proposed transaction.  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Business Operation of the Company
<b>2.</b>	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	No such financial indebtedness is incurred by the Company.

	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> <i>(5) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> <i>(6) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	The rate of interest is linked to the BRLLR and the BRLLR is further linked to the RBI Repo Rate and therefore keeps changing as per change in Base Rates.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall not be lower than prevailing market rate at the time of giving of loan and shall be decided by the Board as per each contractual arrangement.
5.	Maturity / due date	1 Year
6.	Repayment schedule & terms	As per each contractual terms
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the 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.

**C(1): Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary:**

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party  <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	Not Applicable



		GROUP
2.	<p>Default on borrowings, <b><i>if any</i></b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>i) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>j) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>k) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>l) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>Not Applicable</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>
	FY 20xx-20xx	
	FY 20xx-20xx	
	FY 20xx-20xx	

**Note: Disclosures under B(3) to B(7) and C(2) to C(6) of SEBI/HO/CFD/CFD PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the above transactions.**

#### IV. Details of Transaction of Personal Guarantee, security etc. with the promoter and promoter group

<b>A(1): Basic details of the related party:</b>	
Name of the Party	Promoter and Promoter Group of the Company
Country of incorporation of the related party	The promoters are resident of India
Nature of business of the related party	NA
<b>A(2): Relationship and ownership of the related party</b>	
Relationship between the listed entity/ <del>subsidiary</del> <sup>4</sup> (in case of transaction involving the <del>subsidiary</del> ) and the related party – including nature of its concern (financial or otherwise) and the following:	
Shareholding of the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ), whether direct or indirect, in the related party.	NA
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).	NA
Shareholding of the related party, whether direct or indirect, in the listed entity/ <del>subsidiary</del> (in case of transaction involving the <del>subsidiary</del> ).	The promoters cumulatively hold 62.93% of the listed entity.
<b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ <del>Subsidiary</del> / related party has control <sup>2</sup> . While calculating indirect shareholding, shareholding held by relatives <sup>3</sup> shall also be considered.	
<b>A(3): Details of Previous Transaction with Related Party (Financial Year 2024-2025)</b>	
1.	<p>Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party during the last financial year:</p> <p>The amount of guarantee given by the promoter shareholders is changing and to the extent amount of outstanding loan to the bank by the Company.</p>

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	The amount of guarantee given by the promoter shareholder is changing and to the extent amount of outstanding loan to the bank by the Company.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	NA

#### **A (4): Amount of Proposed Transaction during the Financial Year 2026-2027**

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Not Exceeding INR 50,00,00,000
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover of INR 41.87 Crore for the financial year 2024-2025	119.42%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA
6.	Financial performance of the related party for the immediately preceding financial year: <b>Not Applicable</b>	

#### **A(5): Basic details of the proposed transaction**

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of	Personal guarantee, security, collaterals etc. by the promoter and promoter group for
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	goods/services, giving loan, borrowing etc.)	the loan and borrowings of the Company from banks, financial institutions.
2.	Details of each type of the proposed transaction	Personal guarantee, security, collaterals etc. by the promoter and promoter group for the loan and borrowings of the Company from banks.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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. The transactions are in the interest of the Company and no fees etc. are being charged by the promoters for such services.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	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. Mr. Manoj Vadodaria and his relative, by virtue of their position
	a. Name of the director / KMP	Mr. Manoj Vadodaria
	b. Shareholding of the director / KMP,	Not Applicable

	whether direct or indirect, in the related party	
<b>8.</b>	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
<b>9.</b>	Other information relevant for decision making.  Material Terms and particulars of the arrangement / Transactions	Material terms and conditions are based on the contracts which <i>inter alia</i> 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.

**Note: Disclosures under B(1) to B(7) and C(1) to C(6) of SEBI/HO/CFD/CFD-PoD 2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the above transaction.**

**Promoter of the Company has given the Guarantee to the banks, financial institutions towards the loan / borrowings and credit facility availed by the Company and not Vice-a - Versa and hence Disclosure under B(4) and C(3) is not applicable.**

None of the Directors and Key managerial personnel or their relative other than the persons as mentioned herein above in the details of this explanatory statement, are interested, financially or otherwise, in the resolution of Item No.:2 of the Notice.

The Board accordingly recommends Ordinary Resolutions as set out in Item No.:2 of the notice for approval by the Shareholders.

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