



Sambhaav Media Limited

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E-mail: info@sambhaav.com | Website: www.sambhaavnews.com
CIN: L67120GJ1990PLC014094

SML/CS/2022/94

Date: September 07, 2022

To,
The Department of Corporate Services
BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code:511630

Scrip Symbol:SAMBHAAV

Dear Sir,

Sub: Submission of 32nd Annual Report of the Company for the Financial Year 2021-22

Pursuant to the Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are hereby submitting 32nd Annual Report of the Company for the financial year 2021-22.

The 32nd Annual General Meeting to be held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) shall be held on Thursday, September 29, 2022 and the intimation and Notice thereof has been submitted to the exchange separately.

32nd Annual Report and Notice of the Annual General Meeting along with Explanatory Statement, to be held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) are also available at the website of the Company in the ‘Investor’ segment at www.sambhaav.com.

Thanking you,
Yours faithfully,
For, **Sambhaav Media Limited**

Manisha

Manisha Mali
Company Secretary



Encl: a/a

Catalyzing change through Mediatech



SAMBHAAV MEDIA LIMITED

32nd
ANNUAL REPORT
2021-22

Index

02	Corporate Overview
03	Corporate DNA And Vision And Mission Statement
06	CMD's Message
08	Financial Highlights
09	Product Basket
15	Corporate Information
16	Notice
34	Directors' Report
42	Secretarial Auditors' Report
49	Management Discussion And Analysis
60	Report On Corporate Governance
81	Auditors' Report On Standalone Financial Statement
91	Standalone Statement of Assets And Liabilities
92	Standalone Statement of Profit And Loss
93	Standalone Cash Flow Statement
95	Standalone Statement of Changes in Equity
96	Notes To Standalone Financial Statements
127	Auditors' Report On Consolidated Financial Statement
133	Consolidated Statement of Assets And Liabilities
134	Consolidated Statement of Profit And Loss
135	Consolidated Cash Flow Statement
137	Consolidated Statement of Changes in Equity
138	Notes To Consolidated Financial Statements

Corporate DNA

Keeping central stakeholders' interest, social responsibility and ethics, the Company would grow in top as well as bottom line through teamwork using technological updates and innovative ideas and build its image in the market.



Vision

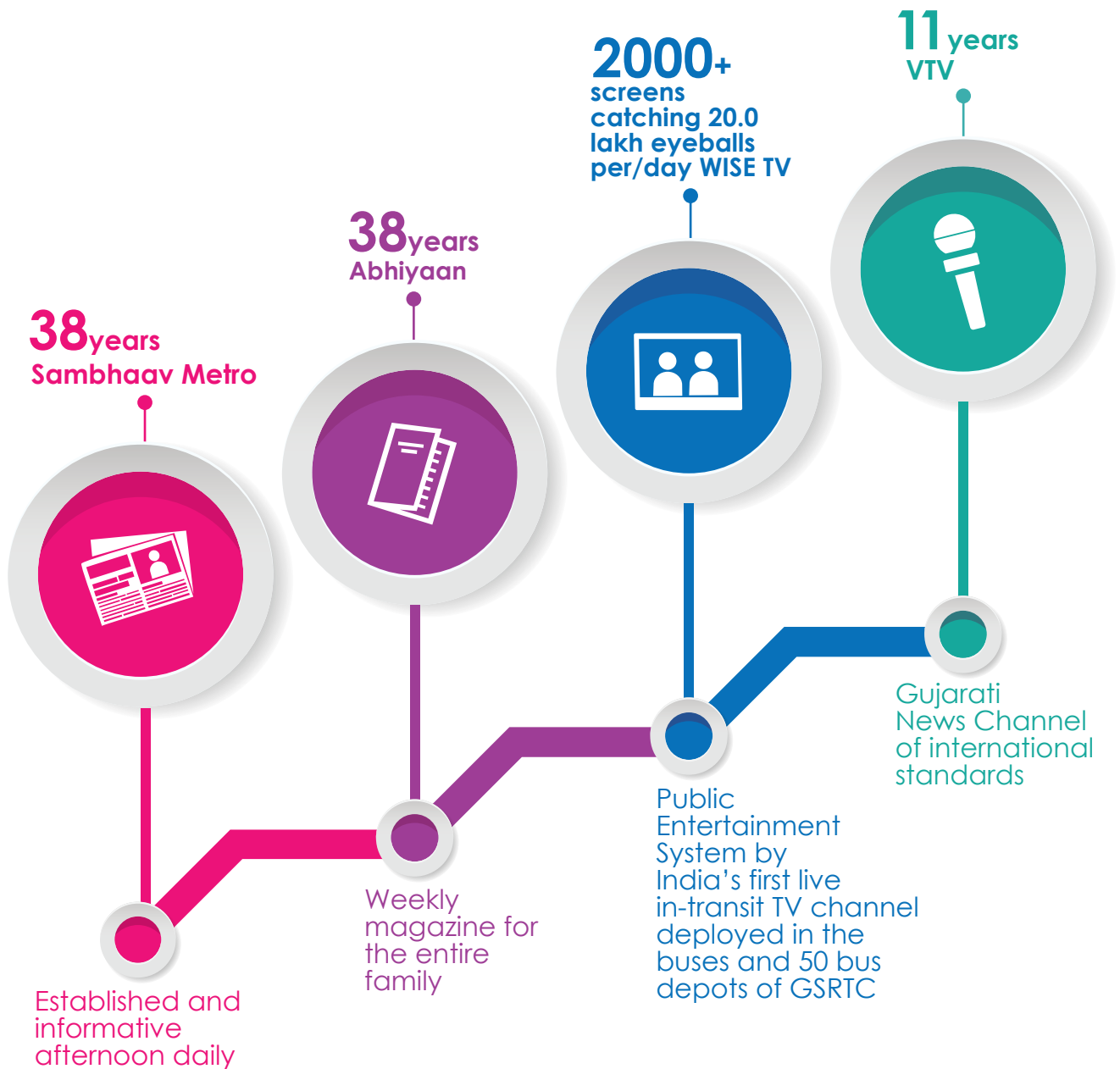
To be the transformer in the media with assorted desires of each life by enlightening, entertaining, enlightening and involving people.

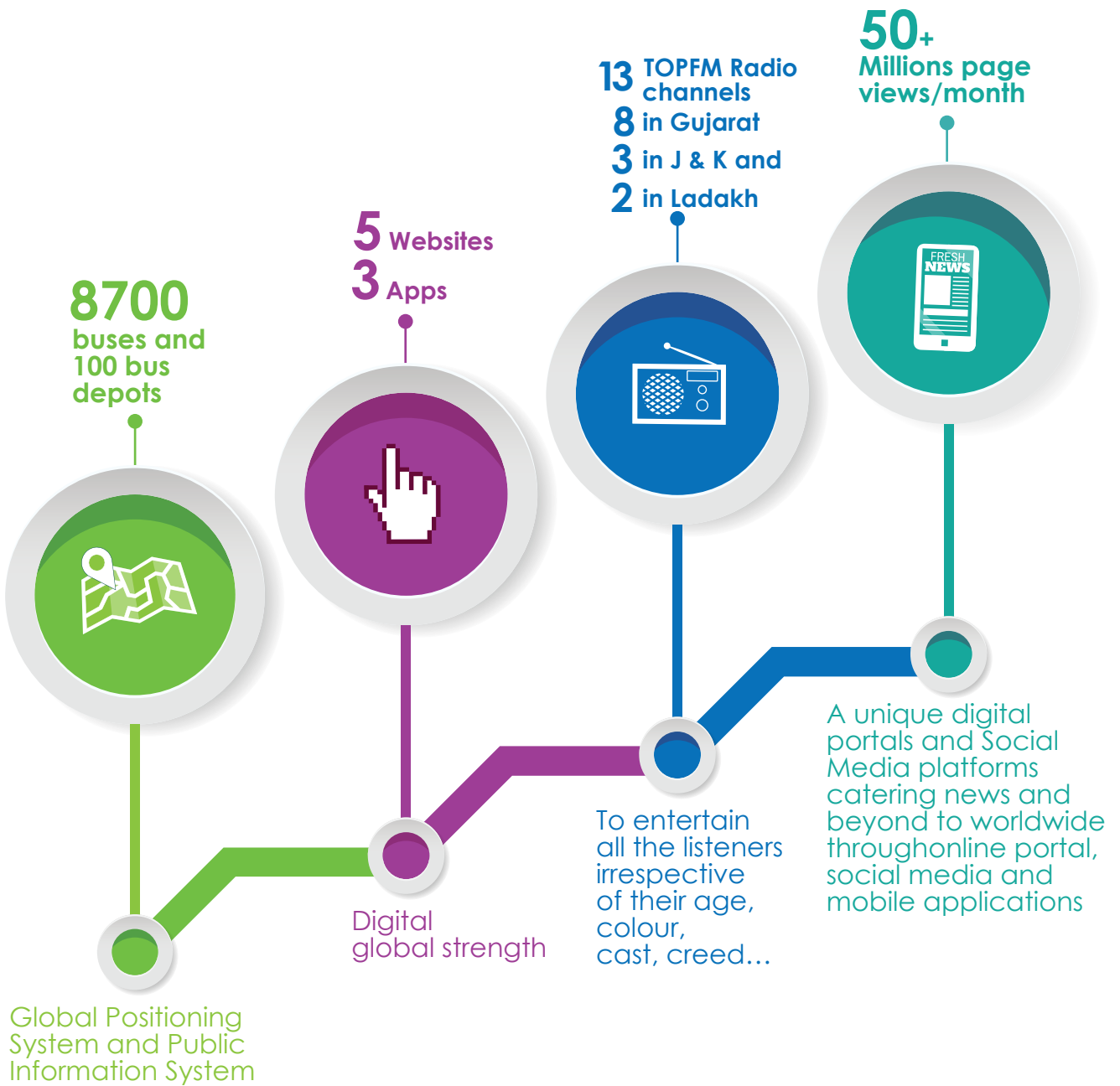
Mission

To endorse free vocalizations, equitable news and information, promote best trade practices and effective ascendancy to create value for the stockholders in long run.



Sambhaav - a bouquet of unique and established branded media products :





CMD's Message



Dear Shareholders,

"There is nothing permanent except change"

-Heraclitus

The world is changing rapidly and technology is driving the change. The media and entertainment sectors are big benefactors of the technology-driven revolution. Your company has always remained pro-technology and embraced it with open arms. Online media, television channels, FM radio, in-transit media, and print are the different forms of mass communication in Sambhaav Media fold creating a unique grid, unparalleled in the regional media universe. This collective bouquet of SBUs comprises VTVGujarati.com, VTV News, Top FM, Wise TV, Abhiyaan Magazine, and Sambhaav Metro.

The success of your company's initiative in the digital media sphere, VTVGujarati.com, provided the required thrust to explore the digital media space even deeper. The visible presence of the VTV News channel is recognized as the voice of people that carved out a position of a distinctive news channel. With Top FM, in the radio regime, your company injected fresh energy, offering wide and varied audio content to selected tier II and tier III cities of Gujarat and territories of J&K and Ladakh. Your company took a first mover step with the pioneering initiative of instituting the Top Music Awards and you will be happy to know that it received an outstanding response from music lovers. Sambhaav Metro and Abhiyaan Magazine, with their well-researched and diverse content, served discerning readers. I am happy to report that VED Technologies, a wholly owned

subsidiary of your company, entered the Electric Smart Power Fence Arena with the successful execution of a project of viral national importance. We are negotiating to receive further orders for projects in security areas of defense, airbases, airports, and other similar establishments.

I would like to sincerely thank the members of the Sambhaav Family who shouldered responsibilities during the challenging Covid-19 period. With their exemplary commitment and sincere efforts, your company could successfully weather the difficult time. Even during the tough time of COVID-19, and touched new milestones, be it adding new FM stations in Gujarat, J&K and Ladakh, instituting Top Music Awards, a few special initiatives by VTV News, or crossing the 5 million plus mark on ComScore for our digital news platform. Your company is committed to ensuring that current initiatives be aligned with the future roadmap to retain its leading position when fresh territories are explored for geographical expansion.

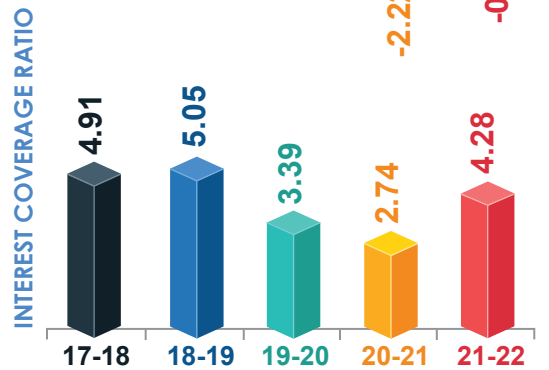
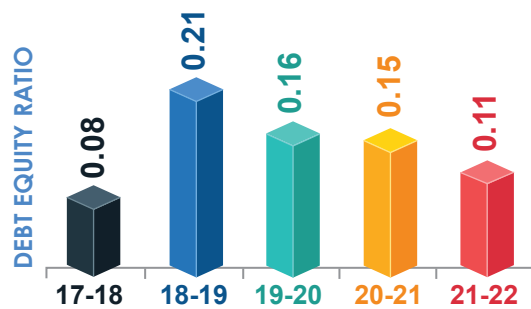
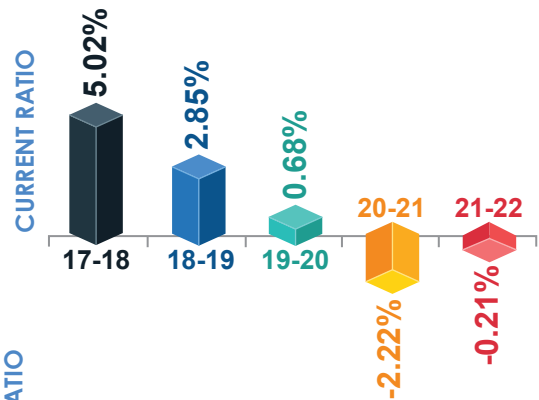
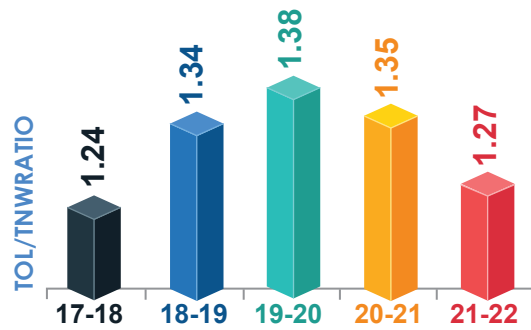
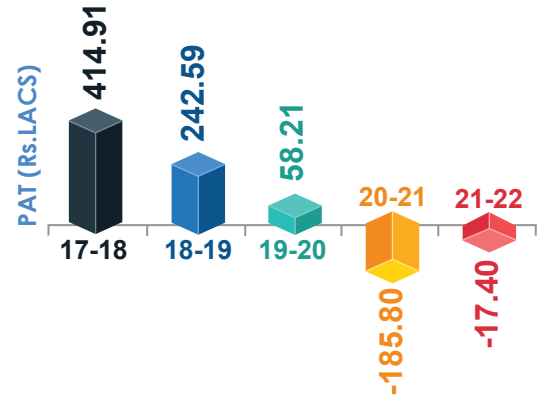
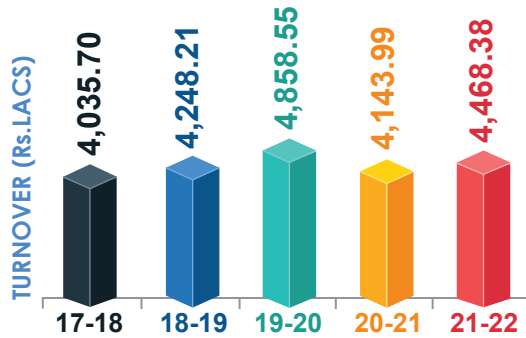
In the closing remarks, I extend my heartfelt gratitude to all my fellow board members, our management team, employees, customers, partners, suppliers, bankers, government agencies, regulatory authorities and our valued shareholders for their unflinching and continued support throughout the year.

Thank you all.

Wishing you all a healthy, happy, and safe year ahead!

Kiran B Vadodaria
Chairman & Managing Director

Financial Highlights



Product Basket

TOP FM



Gujarat - 8 Stations **Jammu & Kashmir - 3 Stations** **Ladakh - 2 Stations**

Tuning-in with the trends! The TOPFM radio is ready to spread the sweet melodies of bollywood and Regional music in Gujarat, Jammu, and Kashmir's virgin markets. Our stations capture our listeners' hearts and minds by capturing local feel and flavor and speaking in their language.

13 Stations 1 Network

Gujarat

Bharuch 105.2 ▪ Bhavnagar 93.1
Godhra 93.1 ▪ Jamnagar 91.9
Junagadh 91.9 ▪ Mehsana 92.7
Porbandar 93.5 ▪ Veraval 93.5

Jammu & Kashmir

Bhaderwah 94.3
Kathua 91.1 ▪ Poonch 94.3

Ladakh

Kargil 91.1 ▪ Leh 91.1



Product Basket

SAMBHAAV METRO



Sambhaav Metro is a Ahmedabad centric and specific leading afternoon-Daily that caters to the information needs of the globally aware Gujarati netizens. A product with a very elite look and approach, Sambhaav Metro strikes the right chord with its readers by providing a balanced mix of local news, business news, religion, glamour, scoops and light reading material. Sambhaav Metro has satiated the thirst for infotainment amongst Ahmedabad city-dwellers. A cost effective as well as knowledge enriching source for readers, Sambhaav Metro has initiated many game changing reader-friendly features, which have won the hearts of many readers.

Noble initiatives, events and open forums have been pivotal to Sambhaav Metro's indelible impact on its readers. Participative and also emotionally invigorating, these initiatives established a loyal reader base for the Daily. Spreading the word on social media platform and a digitization drive to mark a strong presence on the World Wide Web has widened the scope of readership and popularity of the Daily.

ABHIYAAN

The legacy of Abhiyaan, one of the largest Gujarati magazines with a strong market presence and commendable circulation in the upper echelons of Gujarati the world over, speaks volumes about the corporate philosophy of Sambhaav to think contemporary and embrace the societal and perceptual changes. Quintessentially catering to the readership palates of the suave and progressive Gujarati community, Abhiyaan has managed to garner an enviable recall and loyal readership not only in India, but also in the international markets with concentration in UK,USA and Australia.

Having established itself as a brand that takes the bold and the objective stance, Abhiyaan has won the confidence of readers as well as stakeholders and is widely respected for its content that is strong with its cutting-edge Socio-Political stories and out of the box features on fashion, youth, beauty, life, food, religion, health, for that matter every single aspect that touches upon life. A strategic move to mark Abhiyaan's presence digitally through its website

www.abhiyaanmagazine.com added another dimension to the magazine. Abhiyaan, to its credit, had already witnessed impressive reader participation during various events and open forums. Participation on the social media platform has furthered Abhiyaan's aims to gain a leadership position online.



Product Basket

ELECTRIC SMART POWER FENCE

Sambhaav Media Limited through its wholly owned subsidiary company Ved Technoserve India Pvt Ltd, has entered into new foray of ELECTRIC SMART POWER FENCE. M/s Bharat Electronics Ltd (BEL) has assigned as pilot project for "Pathankot Airbase" which has been successfully completed by the company. The Electric Smart Power Fence includes comprehensive onsite maintenance contract. BEL has 22 other IAF sites, which after successful acceptance can be allotted through tender. The company is looking forward to not only the IAF but there are more than 150 Airports also in India. There are other areas for similar opportunity which company is exploring. Simply entering this lucrative business area is a matter of pride for the company and going forward we hope to capitalize on this opportunity to yield better returns.



Product Basket

VTV NEWS

The Company has editorial as well as marketing rights of Gujarat News Broadcasters Private Limited for VTV News – a 24x7 Gujarati News Channel. VTV is a leading and the first HD channel in Gujarati now with upgraded studio and latest Technology, which creates a new ocean of market advantage in the regional electronic media segment in Gujarat. With a formidable presence in Asia, VTV has also made its impact felt by tapping the potential in continents like Africa, Europe and Australia. What makes VTV unique is the unbiased, neutral and objective stance it takes, thus re-establishing the credibility of electronic media and is known as the only channel in Gujarat, which processes more than 170 news items daily.

The VTV News has unlocked the boundries of digital and moved beyond the Television. Now VTV News available on leading OTT Platforms as Live News TV.



Product Basket

WISE TV



The Company has turned the in-transit Media innovation into a successful business model through its 10 Years of operations, and continuing to be the guiding light for the followers.

Today, WISE TV - India's first in-transit TV channel not only entertains thousands of viewers across Gujarat, but also enjoys the privilege of being the innovator in identifying the potential of such a channel category. Sambhaav has been awarded a contract from Gujarat State Road Transport Corporation (GSRTC) to install and run Public Entertainment System (PES) in the buses and bus depots of GSRTC. WISE TV possesses the sole marketing rights of LED display in GSRTC buses & bus depots.

VEHICLE TRACKING SYSTEM

The Company's Integrated Vehicle Tracking and Passenger Information System (IVT & PIS) based on GPS has completed five successful years of operations. This helps to GSRTC for MIS and provides real-time information to travellers.

The Company has already installed GPS in 8,700 buses and 100 bus depots. The Company is also endeavoring to enter into same/similar arrangements with certain relevant bodies, for PES and IVT & PIS installation in rolling stock/vehicles.



Product Basket

ONLINE PORTAL

The Company has launched a web portal the following portals for news, entertainment, gaming, and knowledge sharing, which is generating meaningful traffic:

- www.sambhaav.com
- www.VTVGujarati.com
- www.abhiyaanmagazine.com
- www.topfm.in
- www.vtvnews.co.in



www.VTVGujarati.com

Digital is the future, and the company envisioned to lead on the digital front as well. The company's latest initiative www.vtvgujarati.com has made its mark in digital news in the initial years of the operations. The platform caters to more than sixty lakh unique users every month. It's one of few Gujarati digital news platforms million followers on both Facebook and YouTube.

The Company has launched iOS and android-based mobile applications for news, entertainment and knowledge sharing which is getting numerous hits.

The company's latest initiative of digital news has recorded more than double growth in a year and became one of the leading Gujarati digital news platforms.



CORPORATE INFORMATION

BOARD OF DIRECTORS:

Mr. Kiran B Vadodaria
Chairman & Managing Director
DIN: 00092067

Mr. Manoj B Vadodaria
Non-Executive Director
DIN: 00092053

Mr. Amit Kumar Ray
Whole-Time Director
DIN: 06468634

Mr. N R Mehta
Non-Executive Independent Director
DIN: 00092386

Mr. Dilip D Patel
Non-Executive Independent Director
DIN: 01523277

Mr. O P Bhandari
Non-Executive Independent Director
DIN: 00056458

Mrs. Gouri P Popat
Non-Executive Independent Woman Director
DIN: 08356151

CHIEF FINANCIAL OFFICER:

Mr. Renil Shah
(Resigned w.e.f. 25.01.2022)

COMPANY SECRETARY AND COMPLIANCE OFFICER:

Ms. Palak Asawa
Membership No. A40377
(Resigned w.e.f. 13.07.2022)

Ms. Manisha Mali
Membership No. A63745
(Appointed w.e.f. 22.07.2022)

AUDIT COMMITTEE MEMBERS:

Mr. N R Mehta (Chairman)
Mr. O P Bhandari (Member)
Mr. Dilip D Patel (Member)

NOMINATION AND REMUNERATION

COMMITTEE MEMBERS:

Mr. N R Mehta (Chairman)
Mr. O P Bhandari (Member)
Mr. Dilip D Patel (Member)

STAKEHOLDERS' RELATIONSHIP

COMMITTEE:

Mr. N R Mehta (Chairman)
Mr. Kiran B Vadodaria (Member)
Mr. Manoj B Vadodaria (Member)

STATUTORY AUDITOR:

M/s. R K Doshi & Co LLP
Chartered Accountants
Doshi Corporate Park,
Nr. Utkarsh School,
Akshar Marg,
Rajkot - 360 001 [Gujarat]

SECRETARIAL AUDITOR:

M/s. Umesh Ved & Associates
Practicing Company Secretaries
304, Shoppers Plaza-V,
Opp. Municipal Market, C. G. Road,
Navrangpura,
Ahmedabad - 380 009 [Gujarat]

BANKERS:

Bank of Baroda
Relief Road Branch, Ahmedabad

CORPORATE IDENTIFICATION NUMBER:

CIN: L67120GJ1990PLC014094

LISTED ON STOCK EXCHANGES:

BSE Limited
National stock Exchange of India Limited

RESIGTRAR & SHARE TRANSFER AGENT:

M/s. MCS Share Transfer Agent Limited
201, Shatdal Complex, 2nd Floor,
Opp. Bata Show Room, Ashram Road
Ahmedabad - 380 009 [Gujarat]
Tel No. +91 79 2658 0461/62/63,
Fax No. +91 79 2658 1296
Website: www.mcsregistrars.com
Email: mcsstaahmd@gmail.com

REGISTERED OFFICE:

"Sambhaav House",
Opp. Judges' Bungalows,
Premchandnagar Road,
Satellite, Ahmedabad - 380 015 [Gujarat]
Tel No. +91 79 2687 3914/15/16/17
Fax No. +91 79 2687 3922
Website: www.sambhaav.com
Email: secretarial@sambhaav.com

MUMBAI OFFICE:

Sambhaav Media Limited
INS Tower, BKC Complex, G Block,
Bandra Kurla Complex Road,
Bandra (East), Mumbai,
Maharashtra-400 051

DELHI OFFICE:

3/ 9, 3rd Floor, INS Building,
Rafi Marg,
New Delhi - 110 001

JAMMU & KASHMIR OFFICE:

Plot No.:6, 3rd Floor, Jiwan Bhawan Narwal,
Jammu-180 010

OTHER OFFICES:

Rajkot





“Sambhaav House”, Opp. Judges’ Bungalows,
Premchandnagar Road, Satellite, Ahmedabad - 380 015 [Gujarat]
Tel No. +91 79 2687 3914/15/16/17 Fax No. +91 79 2687 3922
Website: www.sambhaav.com • Email: secretarial@sambhaav.com

NOTICE OF 32ND ANNUAL GENERAL MEETING (AGM) OF SAMBHAAV MEDIA LIMITED

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SAMBHAAV MEDIA LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022 AT 4:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis for the financial year ended on March 31, 2022 including the balance sheet as at March 31, 2022, the statement of profit & loss for the financial year ended on that date, cash flow statement of the Company for the financial year ended on that day and the reports of the Auditors and Directors thereon.
- To appoint a Director in place of Mr. Manoj B Vadodaria (DIN: 00092053), who retires by rotation at this Annual General Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval and Ratification of Material Related Party Transactions:

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; the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors 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 following related parties; during the financial year starting from 01 April 2022 and ending on 31 March 2023 (“the year”) 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.

SN	Name of Related Party	Nature of Relationship	Type of Transactions	Maximum value of transactions during the year (In Crore)
1	Gujarat News Broadcasters Private Limited	Enterprises significantly influenced by Key Managerial Personnel	<ul style="list-style-type: none">Marketing arrangements and rights, utilization of trademark and intellectual property rights and other business arrangements.Transactions of rent/ lease of office premises and buildings;To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;Any other transfer of resources, services or obligations	75
2	Ved Technoserve India Private Limited	Wholly Owned Subsidiary	<ul style="list-style-type: none">Transactions of rent/lease of office premises and buildingsMaintenance or works contract/execution of maintenance or and development of projects etc.To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon;Any other transfer of resources, services, operational expenses or obligations.	10

“RESOLVED FURTHER THAT the members of the Company do hereby further accord its approval to the Board of Directors 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.

4. To approve 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 Requirements) Regulations 2015 (“SEBI Listing Regulations”) and subject to Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Act; the consent, permission and approval of the members of the Company be and is hereby accorded to the transaction(s) entered into and 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 provided the amount of such guarantee, security, collaterals etc. during the financial year 2022-23 shall not exceed INR 50 Core and the outstanding amount of all such guarantee, security, collaterals etc. shall not exceed INR 100 Crore.

“RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors 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.”

5. To approve sell of equity shares of Ved Technoserve India Pvt. Ltd. (“VED”):

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to regulation 24 (5) read with regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) and subject to section 188 of the Companies Act, 2013 and such other rules and provisions as may be applicable; the consent, permission and approval of the members of the Company, be and is hereby accorded to sell / dispose off 2945000 equity shares of INR 10 each, to the persons as mentioned in the explanatory statement annexed to this notice, comprising of 58.90% shareholding of the wholly owned subsidiary of the Company M/s. Ved Technoserve India Pvt.Ltd.; notwithstanding the fact that the proposed sale results into reduction in shareholding of the Company into VED below 50% or the Company cease the exercise of control over VED.

“RESOLVED FURTHER THAT to give effect to this resolution the Board of Directors 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 fit, necessary, proper, desirable and to finalize such documents and writings related thereto.”

6. To approve re-appointment of Mr. Kiran Vadodaria (DIN: 00092067) as Chairman & Managing Director of the Company :

To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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 the board of directors, the consent of the member of the company, be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Kiran Vadodaria (DIN: 00092067) as a Chairman & Managing Director of the Company for a further period of 3 (Three) years with effect from August 09, 2022 at a remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month.”

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Kiran Vadodaria shall be the minimum remuneration payable to him in the terms of the provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Kiran Vadodaria shall be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses, telephone and mobile expenses, conveyances incurred by him in connection with the Company’s business and such other benefits/ amenities and other privileges, as any from time to time, be available to other Senior Executives of the Company.”

“RESOLVED FURTHER THAT Mr. Kiran Vadodaria shall be and, subject to the supervisions and control of the Board of Directors, carry out such duties as may be entrusted to him from time to time by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions of the said appointment in its discretion deem fit within the maximum amounts payable in accordance with Schedule V of the Act or any amendments made thereafter in this regard.”

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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 & Remuneration Committee and approved by the board of directors, the consent of the members of the Company, be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Amit Kumar Ray (DIN: 06468634) as a Whole-Time Director of the Company for a further period of 3 (Three) years with effect from December 30, 2021 at a remuneration of ₹ 75,000/- (Rupees Seventy-Five Thousand Only) per month.”

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mr. Amit Kumar Ray 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. Amit Kumar Ray 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. Amit Kumar Ray shall be and, subject to the supervisions and control of the Board of Directors, carry out such duties as may be entrusted to him from time to time by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions of the said appointment in its discretion deem fit within the maximum amounts payable in accordance with Schedule V of the Act or any amendments made thereafter in this regard.”

Date: August 09, 2022

Place: Ahmedabad

**By order of the Board of Directors
For, Sambhaav Media Limited**

**Manisha Mali
Company Secretary
Membership No.:A63745**

Sambhaav Media Limited

Registered Office: “Sambhaav House”, Opp. Judges’ Bungalows,
Premchandnagar Road, Satellite, Ahmedabad - 380 015

CIN: L67120GJ1990PLC014094

Tel: +91 79 2687 3914/15/16/17 **Fax:** +91 79 2687 3922

E-mail Id: secretarial@sambhaav.com

Website : www.sambhaav.com

IMPORTANT NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 05, 2022 ("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 issued by the Securities Exchange Board of India ("SEBI Circular") and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM being provided by the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e- voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system and e- voting during the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sambhaav.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. The AGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No 2/2022 Dated May 05, 2022.
8. The register of members and the share transfer books of the Company will remain closed from 23 September, 2022 to 29 September, 2022 [both days inclusive] for the purpose of the AGM for the year ended on 31 March 2022.
9. The e-voting period commences on Monday, 26 September 2022, (9:00 AM) and ends on Wednesday, 28 September 2022 (5:00 PM). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on 22 September, 2022 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on 22 September, 2022.
10. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
12. Shareholders seeking any information with regard to accounts and operations of the Company are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready. The shareholders may raise any question during the AGM being conducted through VC by sending query. A report of all such queries shall be generated by NSDL and the Company shall send detailed reply to the respective shareholder at their registered email address.
13. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

14. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 26 September 2022, (9:00 AM) and ends on Wednesday, 28 September 2022 (5:00 PM). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22 September, 2022 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22 September, 2022.

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 Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL .	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e- Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 held 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 options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e- Voting is in progress.
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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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.

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.

(ii) Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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.nsd.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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	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:
 - i. 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.
 - ii. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - iv. 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.
8. 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

 App Store  Google Play



15. 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 with a copy marked to evoting@nsdl.co.in.
- 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 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 or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

- 16. 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.
 - 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.
 - Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing 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.
- 17. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**
- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - iii. Members who have voted through Remote e-Voting will be eligible to participate in the AGM. However, they will not be eligible to vote at the AGM.
 - iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- 18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e- Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - ii. Members are encouraged to join the Meeting through Laptops for better experience.
 - iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at secretarial@sambhaav.com.
 - vi. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@sambhaav.com. The same will be replied by the company suitably. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - vii. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company. The Company request those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form and to the Company, in case shares are held in physical form.
 - viii. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave

their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

- ix. Details under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the annual general meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
 - x. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
 - xi. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 32nd AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
 - xii. Members may also note that the Notice of the 32nd AGM and the Annual Report for the financial year 2021-22 will also be available on the Company's website www.sambhaav.com, website of stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Ahmedabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: secretarial@sambhaav.com.
19. Further the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 20. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical mode. The shareholders who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
 21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
 22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22 September 2022.
 23. Any person, who acquires shares of the Company and becomes a member after sending of the notice and holding shares as on the cut-off date i.e. 22 September 2022, may obtain login ID and password by sending an email to evoting@nsdl.co.in. However, if a person is already registered with NDSL for remote e-voting then he/she can use his/her existing user ID and password can be used for casting the vote.
 24. Mr. Umesh Ved of Umesh Ved & Associates, Practicing Company Secretary (Membership No. 4411) (Address: 304, Shoppers Plaza - V, Opp: Municipal Market, C G Road, Navrangpura, Ahmedabad - 380009), has been appointed as the Scrutinizer to scrutinize the e-voting process during the annual general meeting in a fair and transparent manner.
 25. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's website at www.sambhaav.com.

All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09:30 am to 06:30 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) IN RESPECT OF DIRECTOR(S) SEEKING RE-APPOINTMENT / APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:

Particulars	Re-appointed upon Retiring by Rotation
Name of the Director	Mr. Manoj B Vadodaria
DIN	00092053
Date of Birth	April 29, 1958
Age	64 years
Nationality	Indian
Qualification	Commerce Graduate
Experience	More than 35 Years
Nature of expertise in specific functional area	Business Management, Corporate Strategies and Fund Raising
Terms and Conditions of Re-appointment	N. A.
Last drawn remuneration	N. A.
Remuneration proposed to be paid	N. A.
Date of first appointment on Board	July 18, 1995
Shareholding in the Company	20735376 Shares (10.85%)
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj B Vadodaria and Mr. Kiran B Vadodaria are brothers.
Number of Board Meetings during 2021-22	5 out of 5
Name of Directorships held in other Companies	Nila Infrastructures Limited - Chairman & Managing Director.
Membership/ Chairmanship of Committees of other public companies	He is Member in Corporate Social Responsibility Committee and Member of Stakeholders Relationship Committee in Nila Infrastructures Limited.

Particulars	Re-appointed as Chairman & Managing Director
Name of the Director	Mr. Kiran B Vadodaria
DIN	00092067
Date of Birth	August 18, 1960
Age	62 years
Nationality	Indian
Qualification	Mechanical Engineer
Experience	More than 32 Years
Nature of expertise in specific functional area	Business Management, Corporate Strategies and Fund Raising
Terms and Conditions of Re-appointment	Mr. Kiran B Vadodaria is re-appointed as Chairman & Managing Director of the Company for a period of 3 (three) years w.e.f. August 09, 2022
Last drawn remuneration	₹ 1,00,000 Per Month
Remuneration proposed to be paid	₹ 1,50,000 Per Month
Date of first appointment on Board	July 26, 1990
Shareholding in the Company	33826935 Shares aggregating 17.70% of total shareholding of the Company
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs except Mr. Manoj B Vadodaria and Mr. Kiran B Vadodaria are brothers.
Number of Board Meetings during 2021-22	4 out of 5
Name of Directorships held in other Companies	1. Nila Infrastructures Limited 2. The Indian News Paper Society 3. Gujarat News Broadcasters Private Limited.
Membership/ Chairmanship of Committees of other public companies	He is also Member in Audit Committee and CSR Committee Nila Infrastructures Limited and Chairman of Stakeholders Relationship Committee of Nila Infrastructures Limited

Particulars	Re-appointed as Whole-Time Director
Name of the Director	Mr. Amit kumar Ray
DIN	06468634
Date of Birth	November 30, 1959
Age	63 years
Nationality	Indian
Qualification	Commerce Graduate
Experience	More than 30 Years
Nature of expertise in specific functional area	Social work, Marketing, Advertising, communication and broadcasting
Terms and Conditions of Re-appointment	Mr. Amit kumar Ray is re-appointed as Whole-Time Director of the Company for a period of 3 (three) years w.e.f. December 30, 2021
Last drawn remuneration	₹ 50,000 Per Month
Remuneration proposed to be paid	₹ 75,000 Per Month
Date of first appointment on Board	February 09, 2013
Shareholding in the Company	Nil
Relationship with other Board Members and KMPs	There is no inter se relationship with other Board Members and KMPs
Number of Board Meetings during 2021-22	4 out of 5
Name of Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil

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

Item No 3:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as 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) INR 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee of the listed entity prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first general meeting held after April 1, 2022.

During the Financial Year 2022-23, the Company proposes to enter into certain related party transaction(s) as mentioned below, 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.

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

Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 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:

Particular	Details		
Name of the Related Party	Gujarat News Broadcasters Private Limited (GNPBL)	Ved Technoserve India Private Limited (VED)	
Name of the Director or key managerial personnel who is related, if any;	Kiran Vadodaria	NA	
Nature of Relationship	Enterprises significantly influenced by Key Managerial Personnel	Wholly Owned Subsidiary	
Nature/Type, Material Terms, Monetary Value and Duration and Particulars of the Arrangement:			
Nature/Type of Transactions	<ul style="list-style-type: none"> Marketing arrangements and rights, trademark and intellectual property rights and other business arrangements. Transactions of rent/ lease of office premises and buildings; To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; Any other transfer of resources, services or obligations 	<ul style="list-style-type: none"> Transactions of rent/ lease of office premises and buildings Maintenance or works contract/ execution of maintenance or and development of projects etc. To give/take/repayment of loan, security or guarantee for the loan and pay and/or receive interest thereon; Any other transfer of resources, services, operational expenses or obligations 	
Material Terms and particulars of the arrangement/ Transaction s	Material terms and conditions are based on the contracts which inter alia 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.		
Value of the proposed transaction(s) and % of company's audited consolidate turnover of ₹ 47.95 Cr. of FY 2021-22		GNBPL	Ved
	Value of Transactions ₹ (In Crore)	75	10
	Value of RPT as % of Company's audited consolidated annual turnover of ₹ 47.95 Cr. for the financial year 2021-2022.	156.41%	20.86%

Duration/ten ure of the proposed transaction	During the financial year 2022-23
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Refer Note 1
Justification as to why the RPT is in the interest of the Company.	As the members are aware that the Company is into the business of media industry, the Company has entered into business and marketing arrangement with GNBPL whereby marketing, editorial contents, 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 exchange resources to maximize profit by achieving scale of operations. The transactions are into the best interest of both the Companies. With regard to proposed transactions with VED, it may please be noted that the Company executes projects of Public Entertainment Systems and GPS of GSRTC through VED being a technology Company in the sector.
Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
Any other information relevant or important for the members to take a Decision on the proposed transaction.	NIL

Note 1: Particulars if the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

Particular		
Name of the Related Party	Gujarat News Broadcasters Private Limited	Ved Technoserve India Private Limited
Details of financial indebtedness Incurred	None	
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	The Company belongs to the business of media and falls under group of companies with common promoter and synergy of businesses. The Company extends financial assistance to various entities of the Group on need basis, in form of corporate guarantee / inter corporate deposits/ loans/ advances etc. In a similar manner, the Company may also seek financial assistance from other entities of the Group for business purposes. The financial assistance would be unsecured with repayment as may be determined in the loan agreement. The financial assistance will carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the borrowing entity(ies). All such transactions are in accordance with the appropriate loan / advances agreement as per prevailing market norms.	
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party 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.	

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 Mr. Kiran Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 3.

The Board of Directors therefore recommends passing of Item No. 3, as an Ordinary Resolution, of the accompanying notice for the approval of members. The audit committee and the Board of Directors have accorded their consent to the above referred transactions at their respective meetings.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transactions shall be abstain from voting on resolution.

Item No 4

The Company from time to time, for the purpose of its business, borrows money from Banks, NBFCs and Financial Institutions. As a part of normal banking documentation these Banks, NBFCs and Financial Institutions insist for personal guarantees, security, collaterals etc. from the promoters and promoter group. In order to facilitate easy and prompt borrowing and in the interest of the Company. As already explained under Item No.: 3 herein above that all such transaction(s) by the Company with the related party which are material as per the law, requires approval of the shareholders and therefore it has been decided to obtain permission of the shareholders for such transaction(s).

Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 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:

Particular	Details
Name of the Related Party	Promoter and Promoter Group of the Company
Name of the Director or key managerial personnel who is related, if any;	Mr. Manoj Vadodaria Mr. Kiran Vadodaria
Nature of Relationship	Promoters of the Company
Monetary Value and Value of RPT as a % of the Company's audited annual consolidated turnover of INR 47.95 Crore of FY 2021-22	The amount during FY 2022-23 shall not exceed INR 50 Crore and the outstanding amount at any time shall not exceed INR 100 Crores. The proposed transactions, if executed at full length, are 104.38% of the turnover of the FY2021-22.
Nature, Material Terms, and Duration and Particulars of the Arrangement:	
Nature	The transaction(s) pursuant to these arrangements shall be for providing service by way of personal guarantees, security, collaterals etc. by the Promoters and Promoter Group for the loan and borrowing of the Company.
Material Terms and particulars of the arrangement	The transaction(s) shall be entered into at arm's length basis on such terms as are determined with lenders from time to time as per prevailing industry practices.
Tenure / Duration	Financial Year 2022-23
If the transactions relate to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
Justification as to why RPT is in the interest of the Company.	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.
Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
Any other information relevant or important for the members to take a decision on the proposed transaction.	Not Applicable

The approval of the members of the Company for the above referred transactions is omnibus and is being sought with a view to avoid business exigencies and to facilitate smooth borrowing transactions in the interest of the Company. The value of the actual transactions may be substantially lesser than the approved transactions. No fees or commission shall be paid by the Company to the promoters for facilitating the transactions which may please be noted.

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 Mr. Kiran Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 4.

The Board of Directors therefore recommends passing of Item No. 4, as an Ordinary Resolution, of the accompanying notice for the approval of members. The audit committee and the Board of Directors have accorded their consent to the above referred transactions at their respective meetings.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transactions shall be abstain from voting on resolution.

Item No 5:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 (“Listing Regulations”) as amended from time to time mandates that a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than [or equal to] fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting.

VED was incorporated in the year 2011 with an object to cater technological services specifically into the sectors related to media and communications. The Board of Directors of your Company thought it prudent to focus on news, media, entertainment and communication for the Company and to keep part investment in VED to reap the benefits of future growth in technological services on account of new share partners who would bring specialization and expertise to augment the further growth of VED. As an strategic investor, the Company continue to share expertise and experience of the industry for the growth of VED.

The Company proposes to sell 29.45 lac equity shares of INR 10/- each to the persons as mentioned herein under at INR 14/- per share aggregating total sale value of INR 4.12 Crore.

Name of Buyers	No of Shares	% of post sell holding	Category
Mr. Jagdish Pavra	2000000	40.00 %	Non Promoter
Mr. Deep Vadodaria	315000	6.30 %	Promoter Group
Ms. Kajal Vadodaria	315000	6.30 %	Promoter Group
Ms. Neha Vadodaria	315000	6.30 %	Promoter Group

VED is a wholly owned subsidiary of the Company and is a “material subsidiary” as on 31 March 2022 in terms of the provisions of Listing regulations. The Board of Directors have at their meeting entered into a share sell purchase agreement for the sale of equity shares of VED resulting into reduction of shareholding of the Company in VED to 41.10%. Since some of the buyers of these shares are related party to the Company and the transaction may be material within the meaning of applicable provisions; the prescribed details and other information required under regulation 23 of the Listing Regulations read with SEBI Circular dated 22nd November 2021 and the particulars in terms of Rule 15 (3) of Companies (Meetings of Boards and Its Powers) Rules, 2014, for these transactions etc. are furnished herein under:

Particular	Details
Name of the Related Party	Mr. Deep S Vadodaria Ms. Kajal Vadodaria Ms. Neha Vadodaria
Name of the Director or key managerial personnel who is related, if any;	Mr. Manoj Vadodaria Mr. Kiran Vadodaria
Nature of Relationship	Persons belonging to the Promoter & Promoter Group of the Company.
Monetary Value and Value of RPT as a % of the Company’s audited annual consolidated turnover of INR 47.95 Crore of FY 2021-22	The total value of the transactions with the related parties amounting to INR 1,32,30,000/- (Rupees One Crore Twenty Three Lac Only) which amounts to 2.76% of the consolidated turnover of FY 2021-22.
Nature, Material Terms, and Duration and Particulars of the Arrangement:	
Nature	The transaction(s) pursuant to the arrangements shall be to sell equity shares of wholly owned subsidiary of the Company i.e. VED.
Material Terms and particulars of the arrangement	The transaction(s) shall be entered into at arm’s length basis on such terms as are decided through the share sell purchase agreement with the buyers at a value determined on the basis of the valuation report. The value and terms at which the shares are being sold to the related parties and non related parties are same.
Tenure / Duration	Within 6 Months from the date of passing of this special resolution.

If the transactions relate to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
Justification as to why RPT is in the interest of the Company.	As mentioned herein above, as a business strategy it has been thought proper to focus on the business of news, media, entertainment and communications. VED being a company into the technological services of media, communication and entertainment sector; the Board of Directors of your Company decided to introduce new set of shareholders, by selling a part of existing stake, as partners having requisite expertise and specialty to further augment the growth of VED. The Company would continue to reap the benefits of future growth in technological services on account of new share partners who would contribute to accelerate the growth.
Copy of the valuation or other external party report, if any such report has been relied upon	Share Valuation Report dated 09th August, 2022 of VED undertaken by M/s Dhirubhai Shah & Co LLP. The copy of the report is readily available at the website of the Company and may be downloaded from investor segment as provided under www.sambhaav.com
Any other information relevant or important for the members to take a decision on the proposed transaction.	Not Applicable

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution of Item No. 5 except Mr. Manoj Vadodaria and Mr. Kiran Vadodaria by virtue of their position as disclosed herein above in this explanatory statement of Item No 5.

The Board of Directors therefore recommends passing of Item No. 5, as a Special Resolution, of the accompanying notice for the approval of members. The audit committee and the Board of Directors have accorded their consent to the above referred transactions at their respective meetings.

In accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR) 2015, the Item No 5 being for approval of related party transactions, all related parties, including the above, shall not vote to the resolution.

Item No. 6

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors, at its meeting held on the 09th August 2022, has re-appointed Mr. Kiran Vadodaria as the Chairman & Managing Director (DIN: 00092067) of the Company unanimously for a period of 3 (three) years w.e.f. 09th August 2022, at a remuneration of INR 1,50,000/- (Rupees One Lac Fifty Thousand only) per month including perquisites and benefits as enumerated in the resolution of his appointment. None of the Directors and Key managerial personnel or their relative other than Mr. Kiran B Vadodaria, himself and Mr. Manoj B Vadodaria, relative of him, is interested, financially or otherwise, in the resolution of Item No.6.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Detailed information of the appointee Director as per Section – II of Schedule V of the Companies Act, 2013 is annexed to the Notice as Annexure

Item No. 7

On the recommendation of the Nomination & Remuneration Committee of the Company, the Board of Directors, at its meeting held on the 30th December 2021, has re-appointed Mr. Amitkumar Ray as the Whole Time Director (DIN:06468634) of the Company unanimously for a period of 3 (three) years w.e.f. 30th December 2021, at a remuneration of INR 75,000/- (Rupees Seventy Five Thousand only) per month including perquisites and benefits as enumerated in the resolution of his appointment. None of the Directors and Key managerial personnel or their relative, except Mr. Amit kumar Ray himself (whose appointment is proposed)is interested, financially or otherwise, in the resolution of Item No.7.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Detailed information of the appointee Director as per Section – II of Schedule V of the Companies Act, 2013 is annexed to the Notice as Annexure

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

Annexure to Item No. 6 & 7

Sr No.	Information Required	Kiran B Vadodaria (DIN: 00092067)	Amit Kumar Ray (DIN: 06468634)												
I	GENERAL INFORMATION														
a.	Nature of Industry	Media & Entertainment Industry	Media & Entertainment Industry												
b.	Date or expected date of commencement of commercial production	The Company was incorporated on 26 th Day of July, 1990 as private limited company and had already commenced its business operations.													
c.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable													
d.	Financial performance based on given indicators	Financial Year 2021-22 Total Standalone Revenue: INR 47.32 Crore Profit Before Tax: INR 0.07 Crore Profit After Tax: INR(0.17) Crore Earnings per Share: (0.01) Face Value of Share: INR 1/- per share													
e.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct foreign capital investment has been made in the Company.													
II	INFORMATION ABOUT APPOINTEE:														
a.	Background Details	Mr. Kiran B Vadodaria has been instrumental in formulation of long-term vision and strategy of the Company. Over the last 15 years, he has provided stewardship in diversifying the Company from a standalone print-media company to an entertainment & media conglomerate (FM Radio business, News Channel, In-transit TV, Online News Portal, etc.). With the fast-changing media consumption landscape, Mr. Kiran B Vadodaria's focus is on steering the Company into the digital space, and bringing in technology to play a larger role in all areas of Company's operations. He is firm believer in the best management practice, transparent governance, and long-term value investments.	Mr. Amit Kumar Ray possesses extensive experience of more than 30 (Thirty) years in the field of social work, marketing, advertising, communication, telecom, digital and broadcasting. He has worked for many reputed organizations like McCann Ericson, Lintas, Clarion, Jwt, DDB Mudra, MarCom, Reliance Infocomm, BAG Network and International Mission of Hope. He was Joint Chairman of Technical Committee at Media Research User's Council (MRUC) which is an Apex body for conducting the world's largest readership study IRS. He started consulting in 2011 and till date has successfully consulted many organizations in sectors like Publishing, Broadcasting, E-Business, Advertising and Media planning etc. He continues to take lectures at various MBA institutions.												
a.	Past remuneration per annum	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount in INR</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>12,00,000/-</td> </tr> <tr> <td>2021-22</td> <td>12,00,000/-</td> </tr> </tbody> </table>	Year	Amount in INR	2020-21	12,00,000/-	2021-22	12,00,000/-	<table border="1"> <thead> <tr> <th>Year</th> <th>Amount in INR</th> </tr> </thead> <tbody> <tr> <td>2020-21</td> <td>6,00,000/-</td> </tr> <tr> <td>2021-22</td> <td>6,75,000/-</td> </tr> </tbody> </table>	Year	Amount in INR	2020-21	6,00,000/-	2021-22	6,75,000/-
Year	Amount in INR														
2020-21	12,00,000/-														
2021-22	12,00,000/-														
Year	Amount in INR														
2020-21	6,00,000/-														
2021-22	6,75,000/-														
c.	Recognition and Awards	-	-												

d.	Job Profile and his Suitability	Mr. Kiran B Vadodaria is the Chairman & Managing Director of the Company and devotes whole time attention to the management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.	Mr. Amit Kumar Ray is the Whole-Time Director of the Company and devotes whole time attention to the marketing, business, management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
e.	Remuneration Proposed	As set out in Item No 6	As set out in Item No 7
f.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering the responsibilities shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.	Mr. Amit Kumar Ray is the Whole-Time Director of the Company and devotes whole time attention to the marketing, business, management and affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
g.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the remuneration Mr. Kiran B Vadodaria does not have any pecuniary relationship with the Company other than what has been mentioned under related party transactions in the annual report.	Besides the remuneration Mr. Amit Kumar Ray does not have any pecuniary relationship with the Company and with the managerial personnel of the Company.
III	OTHER INFORMATION		
a.	Reasons of loss or inadequate profits	<p>The reasons for inadequacy of profits in FY 2022 can be summarized as under:</p> <ol style="list-style-type: none"> 1) Slow-down in the Economy. 2) Substantial increase in the operational expenses due to new initiatives for FM Radio Stations. 3) Reduction in advertisement revenues in print and electronic media on account of lockdown situation due to COVID-19 pandemic in past couple of years. 	<p>The reasons for inadequacy of profits in FY 2022 can be summarized as under:</p> <ol style="list-style-type: none"> 1) Slow-down in the Economy. 2) Substantial increase in the operational expenses due to new initiatives for FM Radio Stations. 3) Reduction in advertisement revenues in print and electronic media on account of lockdown situation due to COVID-19 pandemic in past couple of years.

b.	Steps taken or proposed to be taken for improvement	<p>The Company believes that it is well positioned to capture opportunities for growth and profitability, basis its principal competitive strengths. Following factors/steps are contributing to further improvements in this regard:</p> <p>1) Expected increase in advertising revenue in coming years due to fully operationalization of FM Radio Stations.</p> <p>2) Digital Business losses to reduce.</p> <p>3) The Company will continue to monitor the fast-changing environment as it evolves and will keep all concerns updated on material developments.</p>	<p>The Company believes that it is well positioned to capture opportunities for growth and profitability, basis its principal competitive strengths. Following factors/steps are contributing to further improvements in this regard:</p> <p>1) Expected increase in advertising revenue in coming years due to fully operationalization of FM Radio Stations.</p> <p>2) Digital Business losses to reduce.</p> <p>3) The Company will continue to monitor the fast-changing environment as it evolves and will keep all concerns updated on material developments.</p>
c.	Expected increase in productivity and profits in measurable terms	<p>The Company has taken numerous initiatives to improve its financial position and will continue endeavour in this regard.</p>	<p>The Company has taken numerous initiatives to improve its financial position and will continue endeavour in this regard.</p>

Date: August 09, 2022
Place: Ahmedabad

By order of the Board of Directors
For, Sambhaav Media Limited

Manisha Mali
Company Secretary
Membership No.:A63745

Sambhaav Media Limited
Registered Office: "Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite, Ahmedabad - 380 015
CIN: L67120GJ1990PLC014094
Tel: +91 79 2687 3914/15/16/17 **Fax:** +91 79 2687 3922
E-mail Id: secretarial@sambhaav.com
Website : www.sambhaav.com

DIRECTORS' REPORT

To,
The Members,
Sambhaav Media Limited

Your Directors are pleased to present the **32nd (Thirty-Second)** Annual Report of your Company together with the Audited Financial Statements for the Financial Year ended on **March 31, 2022**.

FINANCIAL HIGHLIGHTS :

The performance of the Company for the Financial Year 2021-22 is as under:

(₹ in Lakhs, except per equity share data)

Particulars	Standalone		Consolidated	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
Revenue from Operations	4468.38	4143.99	4501.43	4207.69
Add: Other Income	263.40	242.16	293.41	267.39
Total Income	4731.78	4386.15	4794.84	4475.08
Less: Revenue Expenditure	3849.96	3592.39	3907.66	3677.53
Less: Depreciation and Amortization	668.57	719.12	657.67	704.71
Less: Finance Cost	205.88	289.62	209.72	291.08
Total Expenses	4724.41	4601.13	4775.05	4673.32
Profit Before Share of Profit/(Loss) of Joint Venture	7.37	(214.98)	19.79	(198.24)
Share of Profit/(Loss) of Joint Venture	-	-	5.85	4.25
Profit Before Tax	7.37	(214.98)	25.64	(193.99)
Less: Current Tax	-	-	0.45	0.99
Less: Adjustments of tax for earlier Years	8.30	28.16	8.30	28.39
Less: Deferred Tax	16.47	(57.34)	15.52	(57.63)
Net Profit after Tax	(17.40)	(185.80)	1.37	(165.74)
Other Comprehensive Income for the year	1.87	0.88	1.12	2.14
Total Comprehensive Income for the year	(15.53)	(184.92)	2.49	(163.60)
Add: Balance Brought forward from previous Financial Year	3468.33	3653.25	3609.43	3773.03
Profit available for Appropriation	3452.80	3468.33	3611.92	3609.43
Add: Security Premium	2995.47	2995.47	2995.46	2995.46
Add: Capital Reserve	2.28	2.28	2.28	2.28
Surplus carried to Balance Sheet	6450.55	6466.08	6609.66	6607.17
Share Capital	1911.11	1911.11	1911.11	1911.11
Net Worth	8361.66	8377.19	8520.77	8518.28
Earning Per Share [EPS]				
Basic	(0.01)	(0.10)	0.00	(0.09)
Diluted	(0.01)	(0.10)	0.00	(0.09)

Notes:

- (1) The above figures are extracted from the standalone and consolidated financial statements as per Indian Accounting Standards.
- (2) Equity Shares are at par value of ₹1 per share.

STATE OF AFFAIRS OF THE COMPANY/ REVIEW OF OPERATIONS:

As informed the Company has operationalised its all FM Radio Channels i.e. 13 (Thirteen) in the state of Gujarat and Union Territory of Jammu and Ladakh.

With regard to financial performance during the year, the revenue for financial year March 31, 2022 stood at ₹ 4468.38 Lakhs as against ₹ 4143.99 Lakhs in the previous year which shows increase in revenue of ₹ 324.39 Lakhs. After providing for depreciation and net taxation (including deferred tax) of ₹ 668.57 Lakhs & ₹ (10.03) Lakhs respectively, the net loss of the Company for the year under review was placed at ₹ (17.40) Lakhs as against loss of ₹ (185.80) Lakhs in the previous year.

CHANGE IN NATURE OF BUSINESS:

During the financial year under review, there has been no change in the nature of business the Company.

REPORT ON PERFORMANCE OF SUBSIDIARY COMPANIES PURSUANT TO RULE 8 (1) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

Your Company is undertaking various projects and work through subsidiaries and joint ventures. As per Section 129 (3) of the Companies Act, 2013, your Directors have pleasure in attaching the consolidated financial statements prepared in accordance with the applicable accounting standards with this report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements are available at the Company's website at www.sambhaav.com. The audited financial statements of the subsidiary and joint venture are available for inspection at the Company's registered office at Ahmedabad and also at registered offices of the respective companies. Copies of the annual accounts of the subsidiary and joint venture will also be made available to the investors of Sambhaav Media Limited upon request.

In terms of proviso to Section 129(3) and Rule 8(1) of the Companies (Accounts) Rules, 2014, statement containing the salient features; of the subsidiaries, associates and joint ventures in the prescribed Form: AOC- 1 is annexed to this report as "Annexure A". The Company has formed a policy for determining material subsidiaries which has been uploaded at the website of the Company at www.sambhaav.com.

COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, ASSOCIATES OR JOINT VENTURES DURING THE YEAR:

There is no change in subsidiaries, associates and joint venture Companies during the year.

TRANSFER TO RESERVES:

During the year under review, the Company has transferred all of its Net Profit/ (Loss) of the year 2021-22 to Reserves.

DIVIDEND:

The Board of Directors of your company after considering the requirement of financial resources and in order to create strong economic base and long-term value for the investors, have decided not to recommend any Dividend for the year under review.

PUBLIC DEPOSITS:

During the year under review your Company has not accepted any deposits from the public within the meaning of the provisions of Section 73 and 76 the Companies Act, 2013.

INSURANCE:

All the existing properties of the Company are adequately insured.

DIRECTORATE:

Pursuant to Section 152 of the Companies Act, 2013, Mr. Manoj B Vadodaria, (DIN: 00092053) Director of the Company who retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.

Further to that Mr. Amit Kumar Ray (DIN: 06468634) has been re-appointed, as a Whole-Time Director for a further period of 3 (Three) years w.e.f. 30.12.2021 subject to approval of members in general meeting and Mr. Renil Shah, Chief Financial Officer of the Company has resigned from the designation w.e.f. 25.01.2022.

Except as mentioned herein above, there is no other change in the Board of Directors and Key Managerial Personnel of the Company during the year.

All the Directors have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Statement regarding opinion of the Board with regard to appointment of Independent Director during the year:

In the opinion of the Board the Independent Directors appointed during the year possess highest level of integrity, rich experience

and requisite expertise in relevant area. With regard to proficiency, all Independent Directors of the Company i.e. Mr. N R Mehta (DIN: 00092386), Mr. Dilip D Patel (DIN: 01523277) and Mr. O P Bhandari (DIN: 00056458) and Mrs. Gouri P Popat (DIN: 08356151) are exempt from the requirement of online proficiency self-assessment test.

Declaration given by Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 read with 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that there has been no change in the circumstances which may affect their status as an Independent Director and the same has been noted by the Board. The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

All the Independent Directors on the Board of the Company are registered with Indian Institute of Corporate Affairs (IICA), Manesar, Gurgaon as notified by Central Government under Section 150(1) of the Companies Act, 2013.

Board Evaluation:

pursuant to the provisions of the Companies Act, 2013 and SEBI Circular date 10 May 2018; an annual performance evaluation of the members of the Board of its own individually and working of various committees of the Board was carried out. Further in a separate meeting of the Independent Directors held on February 14, 2022 without presence of other Directors and management, the Independent Directors had, based on various criteria, evaluated performance of the Chairman and also performance of the other members of the Board. The manner in which the performance evaluation was carried out has been explained in the Corporate Governance Report annexed with this report.

BOARD AND COMMITTEE MEETINGS:

During the year under review, 5 (Five) Board Meetings, 4 (Four) Audit Committee Meetings, 1 (One) Nomination and Remuneration Committee Meetings and 1 (One) Stakeholders Relationship Committee Meeting were held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The details of the meetings are disclosed in the Corporate Governance Report appended to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134 (3) (c) of the Companies Act, 2013, in relation to the Annual Financial Statements for the Financial Year 2021-22, your Directors confirm that:

- a) In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the Annual Accounts on a going concern basis;
- e) The Directors have laid down an adequate system of internal financial control to be followed by the Company and such internal financial controls are adequate and operating efficiently; and;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and were operating effectively.

REPORTING OF FRAUD:

During the year under review, there was no instance of any fraud which has been reported by any Auditor to the Audit Committee or the Board.

ALTERATION OF MEMORANDUM AND ARTICLE OF ASSOCIATION:

During the year under review no changes have been made in the clauses of Memorandum and Articles of Association of your Company.

SHARE CAPITAL:

During the year, there is no change in the share capital of the Company. Presently, the paid-up capital of your Company is ₹ 19, 11, 10,840/- comprising of 191110840 equity shares of ₹ 1/- each.

INDIAN ACCOUNTING STANDARDS:

Pursuant to the notification, issued by the Ministry of Corporate Affairs (MCA) dated February 16, 2015 relating to the Companies (Indian Accounting Standard) Rules, 2015, your Company, its subsidiary companies, associate companies and joint venture Companies have adopted "IND AS" with effect from April 01, 2017 and the financial statements have been prepared in accordance therewith.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has implemented all the procedure and adopted all the practices in conformity with the code of Corporate Governance as enumerated in Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The Management Discussion and Analysis and Corporate Governance Report are made part of this report. A Certificate from the Statutory Auditor regarding compliance of the conditions of Corporate Governance is given in annexure, which is attached hereto and forms part of the Directors' Report.

STATUTORY AUDITORS AND AUDITOR'S REPORT:

The Board of Directors of the Company at its meeting held on May 20, 2019 had appointed M/s. R K Doshi & Co, LLP Chartered Accountants, (ICAI Registration No. 102745W/ W100242), as the Statutory Auditor of the Company. Further, the Members of the Company at the 29th Annual General Meeting of the Company held on September 27, 2019 approved the appointment of M/s. R K Doshi & Co, LLP Chartered Accountants, for a period of 5 (Five) years commencing from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting. Also, it had confirmed that they have subjected themselves to the peer review process of Institute of Chartered Accountants of India ("ICAI") and hold valid (Certificate No. 010113) issued by the Peer Review Board of the ICAI and they are not disqualified to be appointed as Statutory Auditor in terms of the provisions to section 139(1), section 141(2) and section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been dispensed with by the Companies (Amendment) Act, 2017 w.e.f. May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditor at the ensuing Annual General Meeting.

The Auditors' Report to the Members for the year under review by M/s. R K Doshi & Co, LLP which is attached to this Annual Report does not contain any qualification which is attached to this Annual Report. The Notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarifications under Section 134(3) (f) of the Act.

SECRETARIAL AUDITOR'S REPORTS:

Sambhaav Media Limited-

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company has appointed Mr. Umesh Ved, Practicing Company Secretary (Membership No. 4411) of M/s. Umesh Ved & Associates, to undertake the Secretarial Audit of the Company for the year 2021-22. The report of the Secretarial Auditor is annexed herewith as "Annexure B". The report of the secretarial auditor is self-explanatory and confirming compliance by the Company of all the provisions of applicable corporate laws.

Pursuant to the SEBI circular dated February 08, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Umesh Ved & Associates, Practicing Company Secretaries, Ahmedabad which is available on the Company's website at www.sambhaav.com under 'Investor' segment.

Unlisted Material Subsidiary- (Ved Technoserve India Private Limited)

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, Company has appointed Mr. Umesh Ved, Practicing Company Secretary (Membership No. 4411) of M/s. Umesh Ved & Associates, to undertake the Secretarial Audit Ved Technoserve India Private Limited for the year 2021-22. The report of the Secretarial Auditor is annexed herewith as "Annexure D". The report of the secretarial auditor is self-explanatory and confirming compliance by the Company of all the provisions of applicable corporate laws.

AUDIT COMMITTEE:

The Company has constituted an Audit Committee in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee reviewed the financial results and financial statements, audit process, internal control system, scope of internal audit, independence of auditor, related party transactions and compliance of related regulations as prescribed. The Composition and terms of reference of the Audit Committee is more specifically given in the Corporate Governance Report as a part to this report.

VIGIL MECHANISM (WHISTLE BLOWER POLICY):

Pursuant to Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 177(9) of the Act and Regulation 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has adopted a Vigil Mechanism (Whistle Blower Policy) for the employees of the Company. The objective behind such policy is to establish a redressal forum, which addresses all concerns raised on questionable practices and through which the Directors and employees can raise instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct to the management. No Personnel have been denied access to the Audit Committee. The details of the Whistle Blower Mechanism are explained in the Corporate Governance Report and such policy is available on the Company's website at www.sambhaav.com under 'Investor' segment.

DISCLOSURE IN TERMS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has constituted the policy for Prevention of Sexual Harassment at Work place (POSH) and Internal Complaints Committee pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 in the Board Meeting held on May 20, 2019. This helps employees to register their complaints against sexual harassment and the right to work with dignity.

During the year under review, the Company has not received any complaints in this regard.

MONITORING AND PREVENTION OF INSIDER TRADING:

In terms of the Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; the Company has adopted revised Code of Conduct prohibiting, regulating and monitoring the dealings in the securities of the Company by Insiders and Designated Persons while in possession of Unpublished Price Sensitive Information (UPSI) in relation to the securities of the Company. The code of conduct is available at the Company's website at www.sambhaav.com under 'Investor' segment.

The Company has also in terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015; put in place institutional mechanism for prevention of insider trading. The audit committee on yearly basis review the compliances made under the regulation as well as the effectiveness of the internal control system to monitor and prevent insider trading.

STATUTORY DISCLOSURES REQUIRED UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014:

There is no foreign exchange earnings and outgo during the year under review. Conservation of energy has always been of immense importance to your Company and all the equipments consuming energy have been placed under continuous and strict monitoring. In view of the nature of the operations, no report on the other matters is required to be made under section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT MADE BY THE COMPANY DURING THE YEAR:

As regards investments by the Company, the details of the same are provided under Note No. 35 forming part of the notes to financial statements of the Company for the financial year 2021-22. Details of loans given to other persons covered under Section 186 of the Companies Act, 2013 are given in the Note No. 34 of the notes to the Standalone Financial Statements.

RELATED PARTY TRANSACTIONS:

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company has adopted policy on dealing with related party transactions. Such Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and the related parties. All related party transactions that were entered into by the Company during the financial year were in the ordinary course of business and at arm's length basis. There are no material significant related party transactions made by the Company with its Directors, Promoters, Key Managerial Personnel or their relative. All Related Party Transactions are placed before the Audit Committee/ Board, as applicable, for their approval. Omnibus approval is taken for the transactions which are repetitive in nature. Accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company.

The policy on related party transactions as approved by the Board is available on the website of the company www.sambhaav.com under investor segment.

Disclosures of transactions with related parties in terms of Schedule V read with Regulation 34(3) and 53(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is given in Note No. 34 of the Notes to the Financial Statements.

INTERNAL FINANCIAL CONTROL SYSTEM AND INTERNAL AUDITOR:

The Company has an internal control system in terms of the requirements under Section 134(5) (e) of the Companies Act, 2013 commensurate with the size, scale and complexity of its operations, which is cognizant of applicable laws and regulations and the accurate reporting of financial transactions in the financial statements. The Company is continuously trying to upgrade such systems in place and also it is supplemented by extensive internal audits, conducted by independent firms of Chartered Accountants, M/s MBD & CO LLP.

RISK MANAGEMENT:

Your company recognizes that risks are integral part of business activities and is committed to mitigating the risks in a proactive and efficient manner. Also, Risk Management process includes risk assessment, minimization procedures and periodical review to ensure that executive management controls risk by means of a properly designed framework. The Audit Committee is kept reviewed such risk management process, which are more specifically discussed in Management Discussion & Analysis (MDA) report as a part of the Annual report.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company does not exceed the threshold limits mentioned in Section 135(1) of the Companies Act, 2013. Therefore, the provisions pertaining to Corporate Social Responsibility (CSR) are not applicable to the Company.

NOMINATION AND REMUNERATION COMMITTEE AND POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION :

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has constituted Nomination and Remuneration Committee and adopted policy on appointment and remuneration of Directors and Key Managerial Personnel. The composition, terms of reference of the Committee are given in the Corporate Governance Report as a part to this Report. The said policy is also available at the website of the company at www.sambhaav.com under the investor segment.

MATERIAL CHANGES:

No material changes have taken place after March 31, 2022 and till the date of the report, which may substantially affect the financial performance or the statement of the Company.

EMPLOYEES:

During the year under review, no employee of the Company was in receipt of remuneration in excess of the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF EMPLOYEES:

The information as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of the provisions of Section 136(1) of the Companies Act, 2013, the annual report and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the registered office of the company during business hours on any working day of the Company up to the date of ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Company Secretary in this regard.

CREDIT RATING:

During the year under review, Brickwork Ratings India Private Limited has assigned credit rating for bank facilities of the company. The details of Credit Ratings are disclosed in the Corporate Governance Report appended to this Report.

DISCLOSURES IN TERMS OF RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

The information as required under Rule 5(1) and 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are given in "Annexure C" to this Report.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT OR TRIBUNALS:

During the year under review, there were no material and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the company's operations in future.

ANNUAL RETURN:

Pursuant to Section 134(3) (a) and Section 92(3) of the Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return is placed on the website of the Company and can be accessed at www.sambhaav.com

DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016:

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS:

During year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

APPRECIATIONS AND ACKNOWLEDGMENTS:

The Board of Directors would like to place on record their gratitude for the guidance and cooperation extended by Company's employees, customers, vendors, clients, and partners. The Directors also take this opportunity to thank all Investors, Banks, Financial Institutions, Stakeholders, Corporations, Government and Regulatory Authorities and their agencies and Stock Exchanges for their continued co-operation.

Date: May 13, 2022

Place: Ahmedabad

For and on behalf of the Board of Directors

Kiran B Vadodaria
Chairman & Managing Director
DIN: 00092067

ANNEXURE A

FORM AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENT OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES

Pursuant to section 129(3) of the Companies Act, 2013 and read with rule (5) of the Companies (Accounts) Rules, 2014

A) STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENT OF SUBSIDIARY COMPANY :

Part "A": Subsidiaries

(₹ in Lakhs)

CIN	U72900GJ2011PTC067843
Name of the subsidiary	VED Technoserve India Private Limited
The date since when subsidiary was acquired	November 16, 2011
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
Reporting currency and Exchange rate as on the last date of the relevant Financial year	Not Applicable
Share Capital	500.00
Reserves & Surplus	203.80
Total assets	725.38
Total Liabilities	21.58
Investments	-
Turnover	436.05
Profit before taxation	1.17
Provision for taxation	(0.50)
Profit after taxation	1.67
Proposed Dividend	Not Applicable
% of shareholding	100%

- Names of subsidiaries which are yet to commence operations - **Not Applicable**
- Names of subsidiaries which have been liquidated or sold during the year - **Not Applicable**

B) STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENT OF ASSOCIATE COMPANIES & JOINT VENTURES :

Part "B": Associates and Joint Ventures

(₹ in Lakhs)

Name of Associates/ Joint Ventures	Sambhaav Nascent LLP
Latest audited Balance Sheet Date	March 31, 2022
Shares of Associate/Joint Ventures held by the company on the year end	51%
Amount of Investment in Associates/ Joint Venture	93.52
Extend of Holding %	51%
Description of how there is significant influence	By Contractual Agreement
Reason why the associate/ joint venture is not consolidated	Not Applicable
Net worth attributable to Shareholding as per latest audited Balance Sheet	126.38
Profit/ Loss for the year*	4.45
i. Considered in Consolidation	2.27
ii. Not Considered in Consolidation	2.18

- Name of associates or joint venture which are yet to commence operations - **Not Applicable**
- Names of associates or joint ventures which have been liquidated or sold during the year - **Not Applicable**

*Profit/ (Loss) of the LLP is considered in accordance with the Profit Sharing Ratio of the Partners.

Note : There is no Associate of the Company.

FOR, M/S. R K DOSHI & CO LLP

Chartered Accountants
ICAI Registration No: 102745W/W100242

RAJIV K DOSHI

Partner
Membership No: 032542

Date: May 13, 2022

Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

KIRAN B VADODARIA

Chairman & Managing Director
DIN: 00092067

N R MEHTA

Chairman of Audit Committee
DIN: 00092386

Date: May 13, 2022

Place: Ahmedabad

MANOJ B VADODARIA

Director
DIN: 00092053

PALAK ASAWA

Company Secretary
Membership No: A40377



ANNEXURE B

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Sambhaav Media Limited
"Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite,
Ahmedabad - 380 015

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sambhaav Media Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives in electronic form using the Information Technology Tools due to lockdown on account of COVID- 19, during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit year covering the year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period) and**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**
- (vi) The Press and Registration of Books Act, 1867 and rules made there under;
- (vii) Working Journalists and Other Newspaper Employees (Condition of Service) and Miscellaneous Provisions Act, 1955;
- (viii) Income Tax Act, 1961 and rules made there under;
- (ix) The Central Goods and Services Tax Act, 2017 & Gujarat Goods and Services Tax Act, 2017 and rules made there under;
- (x) Payment of Gratuity Act, 1972 and rules made there under;
- (xi) Employee State Insurance Act, 1948 and rules made there under;
- (xii) Minimum Wages Act, 1948 and rules made there under;

- (xiii) Payment of Bonus Act, 1956 and rules made there under; and
- (xiv) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under.
- (xv) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further Report That:

Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period the Company has no specific events/actions having a major bearing on the Company's affairs in pursuant of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

Place : Ahmedabad
Date : May 13, 2022

For, M/s. Umesh Ved & Associates
Company Secretaries

Umesh Ved
FCS No: 4411
C. P. No: 2924
UDIN No.: F004411D000320012

To,
The Members,
Sambhaav Media Limited
"Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite,
Ahmedabad - 380 015

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : May 13, 2022

For, M/s. Umesh Ved & Associates
Company Secretaries

Umesh Ved
FCS No: 4411
C. P. No: 2924
UDIN No.: F004411D000320012

ANNEXURE C

REMUNERATION DETAILS

[Pursuant to section 197 (12) of the Companies Act, 2013 and Rule No. 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2021-22:

The median remuneration of the employees of the Company as on March 31, 2022 is ₹ 1,87,740/- per annum and the ratio of remuneration of each Director to this median remuneration is as under:

Name of the Director	Ratio of each Director to the median remuneration of the employee
Mr. Kiran B Vadodaria	6.39:1
Mr. Manoj B Vadodaria	NA
Mr. Amit Kumar Ray	3.60:1
Mr. N R Mehta	NA
Mr. Dilip D Patel	NA
Mr. O P Bhandari	NA
Mrs. Gouri P Popat	NA

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the Financial Year 2021-22:

Name of the Director, Chief Financial Officer, and Company Secretary	% Increase in the remuneration in the financial year
Mr. Kiran B Vadodaria	No % increase in remuneration
Mr. Manoj B Vadodaria	NA
Mr. Amit Kumar Ray	No % increase in remuneration
Mr. N R Mehta	NA
Mr. Dilip D Patel	NA
Mr. O P Bhandari	NA
Mrs. Gouri P Popat	NA
* Mr. Renil Shah	No % increase in remuneration
Ms. Palak Asawa	No % increase in remuneration

* Mr. Renil Shah has resigned from the Company w.e.f. 25.01.2022

3. The percentage increase in the median remuneration of employees in the Financial Year:

The median remuneration of employees was ₹ 1,87,740/- and ₹ 1,57,347/- as on March 31, 2022 and March 31, 2021 respectively. Hence, there is increase of 19.32 % in the median remuneration of employees during the year.

4. The number of permanent employees on the roll of Company: 7 (Seven) as on March 31, 2022

5. Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There has been no increase in the average salaries of the employees and in the managerial remuneration.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is confirmed that the remuneration paid to the Directors and Key Managerial Personnel (KMP) are as per the Nomination and Remuneration Policy of the Company.

- Note :**
- Independent Directors of the Company are paid only sitting fees as per the statutory provisions during the year under review. The ratio of remuneration and percentage increase for Independent Directors is therefore not considered for the aforesaid purpose. The details of sitting fees of Independent Directors are provided in the Corporate Governance Report.
 - Employees for the aforesaid purpose include all on roll employees of the Company.
 - Median Remuneration has been calculated base on number of the employees as on March 31, 2022 by considering their cost to the Company (CTC).

ANNEXURE D

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
VED TECHNOERVE INDIA PRIVATE LIMITED,
1st Floor, Sambhaav House,
Opp. Chief Justice's Bungalow,
Bodakdev, Ahmedabad – 380054

Sirs,

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not Applicable to the Company during the Audit Period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):- (Not Applicable)
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) Income Tax Act, 1961 and rules made there under;
- (vii) The Central Goods and Services Tax Act, 2017 & Gujarat Goods and Services Tax Act, 2017 and rules made there under
- (viii) Payment of Gratuity Act, 1972 and rules made there under; (Not Applicable to the Company during the Audit Period)
- (ix) Employee State Insurance Act, 1948 and rules made there under
- (x) Minimum Wages Act, 1948 and rules made there under;
- (xi) Payment of Bonus Act, 1956 and rules made there under;
- (xii) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under.
- (xiii) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Not Applicable)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

Board of Directors of the Company is duly constituted with proper balance of Executive Directors, and Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions in the Board is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit period the Company has no specific events/actions having a major bearing on the Companies Affairs in pursuant of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

Date : May 12, 2022

Place : Ahmedabad

**For, M/s. Umesh Ved & Associates
Company Secretaries**

**Umesh Ved
FCS No: 4411
C. P. No: 2924
UDIN No.: F004411D000311828**

To,
The Members,
VED TECHNOSERVE INDIA PRIVATE LIMITED,
1st Floor, Sambhaav House,
Opp. Chief Justice's Bungalow,
Bodakdev, Ahmedabad – 380054

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

Date : May 12, 2022
Place : Ahmedabad

For, M/s. Umesh Ved & Associates
Company Secretaries

Umesh Ved
FCS No: 4411
C. P. No: 2924
UDIN No.: F004411D000311828

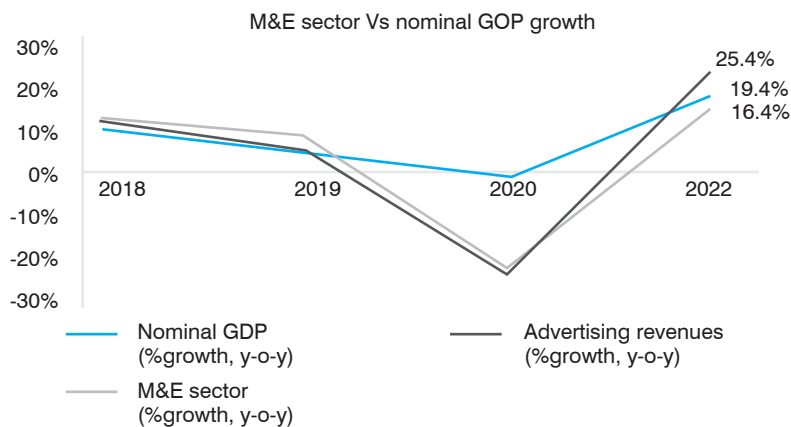
MANAGEMENT DISCUSSION AND ANALYSIS

Economic Scenario:

Global Economic Scenario:

Just over two years after COVID-19 caused the deepest global recession since World War II, the world economy is again in danger. This time it is facing high inflation and slow growth at the same time. Even if a global recession is averted, the pain of stagflation could persist for several years—unless major supply increases are set in motion. COVID-19 already dealt a major setback to income growth and poverty reduction in developing economies. The fallout from the war in Ukraine compounds the challenges for many of them. They are expected to grow 3.4 percent in 2022—barely half the rate in 2021 and well below the average from 2011 through 2019. Middle-income countries will see a sharp downgrade to growth in 2022, losing 1.3 percentage points relative to the January forecast. Because of the adverse shocks of the past two years, real income per capita in 2023 will remain below pre-COVID-19 levels in about 40 percent of developing economies. For many countries, recession will be hard to avoid.

Advertising growth again outperformed the Indian GDP



- In 2021, when India's GDP grew 19%, advertising recovered 25%
- The M&E sector recovered just 16% as consumers' subscription spend remained impacted by COVID-19 across film, events and television
- Advertising was just 0.32% of GDP in 2021

Indian M&E sector grew 16.4% in 2021 to reach INR1.61 trillion

	2019	2020	2021	2022E	2024E	CAGR 2021-2024
Television	787	685	720	759	826	5%
Digital media	221	235	303	385	537	21%
Print	296	190	227	241	251	3%
Online gaming	65	79	101	120	153	15%
Filmed entertainment	191	72	93	150	212	32%
Animation and vrx	95	53	83	120	180	29%
Live events	83	27	32	49	74	32%
Out of Home media	39	16	20	26	38	25%
Music	15	15	19	21	28	15%
Radio	31	14	16	18	21	9%
Total	1,822	1,386	1,614	1,889	2,320	13%

All Figures are gross of taxes (INR billion) for calendar years | EY estimates

Television – Television advertising grew 25% to end 2021 just 2% short of 2019 levels. Subscription revenue continued to fall for the second year in a row; experiencing a 6.2% de-growth due to a reduction of six million pay TV homes and a fall in consumer-end ARPUs. Connected TV sets, however, increased to 10 million.

Digital advertising – Digital advertising grew 29% to reach INR246 billion. In addition, advertising by SME and long-tail advertisers reached INR117 billion. Included in these revenues is advertising earned by e-commerce platforms of INR55 billion, which is now 16% of total digital advertising.

Digital subscription – Digital subscription also grew 29% to reach INR56 billion. 80 million paid video subscriptions across almost 40 million Indian households generated INR54 billion, an amount which is around 50% of broadcasters' share of TV subscription revenues. Due to a plethora of free audio options, just three million consumers bought music subscriptions, generating INR1.6 billion.

Print – Advertising revenues grew 24% in 2021, though ad rates remained subdued. Subscription revenues saw a growth of 12% on the back of recovery in direct to home and newsstand sales as well as rising cover prices. Corporate sales, metro circulation and English dailies remained under stress, though the situation seems to be improving. 29% over 2020 but are still 6% behind 2019 volumes. Ad rates fell 13% on average and recovery will only be seen once daily travel resumes fully and the retail sector recovers. Many radio companies are looking at alternate revenue streams to make good the differential.

TELEVISION

Television advertising grew 25% to end 2021 just 2% short of 2019 levels. Subscription revenue continued to fall for the second year in a row; experiencing a 6.2% de-growth due to a reduction of six million pay TV homes and a fall in consumer-end ARPUs. Connected TV sets, however, increased to 10 million.

Subscription revenue continued to fall for the second year in a row; it experienced a de-growth of 6.2% mainly due to a reduction of six million pay TV homes and a fall in consumer-end ARPUs.

While television households will continue to grow at 1% till 2025, we expect growth to be driven by connected TVs which could cross 40 million by 2025 and free television which could cross 50 million, thereby stressing the core pay television market

We expect the LCO business model to be hybrid: a linear TV wire + a broadband connection for providing efficient content services, broadband connectivity, smart home services and locality/ community services.

Reach Number of television channels reduced marginally to 906

	September 2020	September 2021
FTA	584	558
Pay	327	348
Total	911	906

- Pay channels increased by 21, while free-to-air (FTA) channels reduced by 26, which reflects a move by broadcasters to build stronger subscription revenue products through bouquets
- 62% of channels were free-to-air as compared to 64% in 2020-21
- News channels comprised 43% of total channels.

There were 164 channels on DD FreeDish in 2021

	Date Channel count
December 2018	80
December 2019	104
December 2020	161
December 2021	164

Prasar Bharti

As of February 2022, DD FreeDish hosted 164 channels including 91 Doordarshan channels (comprising of 51 educational channels launched during the pandemic) and 73 private channels.

The Free Dish service also delivers All India Radio's audio programming content of around 48 satellite radio channels

CATEGORY CONTRIBUTION & CATEGORY GROWTH ACROSS TV + PRINT + RADIO IN 2021

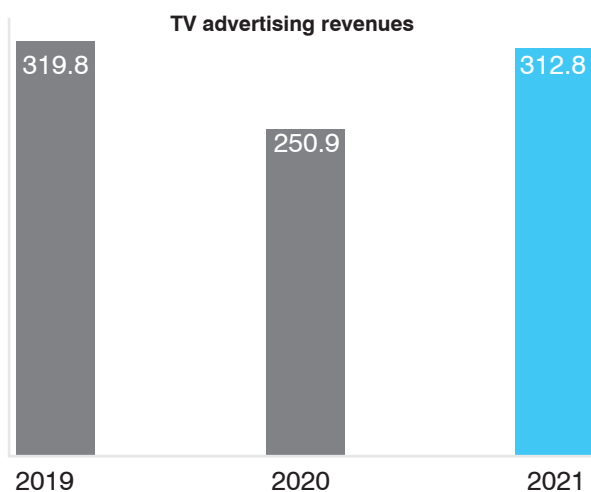
TV Product Category	Category Contribution & Category Growth across TV in 2021						
	Yr 2020	Yr 2021	Growth % 21 / 20	Growth % 21 / 19	Absolute Growth in 2021	Category Contribution	
						2020	2021
FMCG	11372	12834	13%	3%	1462	51%	46%
E - Commerce	2572	4974	93%	277%	2402	11%	18%
Education	845	1628	93%	463%	783	4%	6%
Auto	1268	1523	20%	-15%	256	6%	5%
Telecom	1712	1165	-32%	-62%	-547	8%	4%
HH Durables	901	1076	19%	-14%	175	4%	4%
Real Estate & Home Improvement	630	975	55%	29%	345	3%	3%
BFSI	537	913	70%	71%	376	2%	3%
Clothing Fashion Jewellery	404	448	11%	-31%	44	2%	2%
Corporate	302	340	12%	-10%	38	1%	1%
Retail	127	292	130%	22%	165	1%	1%
Alcoholic Beverages	186	125	-33%	-60%	-61	1%	0%
Travel & Tourism	50	68	34%	-81%	17	0%	0%
Others	1602	1791	12%	-5%	188	7%	6%
TOTAL	22508	28151	25.1%	11.3%	5642	100%	100%

(Source Pitch Madison Report 2022)

For Television, 46% of ad spends on TV were contributed by FMCG, which remained the largest category to advertise on television. E-commerce was the largest contributor to revenue growth, contributing 43% of the absolute growth. E-commerce was the largest contributor to revenue growth, contributing 43% of the absolute growth

Looking at it quarter wise, Whilst Ad insertions were significantly higher YoY in the first three quarters of 2021, before dipping marginally below the 2020 number in Q4. Tokyo Olympics 2020, Euro 2020, ICC Men's T20 World Cup which were all originally scheduled for 2020 were held in 2021. The sustained growth in ad volumes consequently led to an average rate growth of 3% for the year.

Trends Television Advertising



INR billion (gross of taxes) | EY analysis

Source: TAM Media research

- TV ad revenue in 2021 recovered to just 2% below 2019 levels
- The recovery was mainly volume driven, though certain pockets like regional entertainment, news and sports did witness rate growth as well towards the end of 2021
- TV ad revenue in 2021 recovered to just 2% below 2019 levels
- The recovery was mainly volume driven, though certain pockets like regional entertainment, news and sports did witness rate growth as well towards the end of 2021

PRINT

Advertising grew 24%, while circulation grew 12% in 2021

	2019	2020	2021	2022E	2023E
Advertising	205.8	121.7	150.8	161.2	169.4
Circulation	89.9	68.2	76.3	79.5	81.2
Total	295.7	189.9	227.2	240.7	250.5

INR billion (gross of taxes) / EY analysis

Newspapers grew 19% and magazines grew over 30%

	2019	2020	2021	2022E	2023E
Newspapers	285.7	184.9	220.5	233.8	243.4
Magazines	10.0	5.0	6.7	6.9	7.1
Total	295.7	189.9	227.2	240.7	250.5

INR billion (gross of taxes) / EY analysis

Advertising revenues recovered 24% in 2021

Overall advertising revenues were still 27% below pre COVID-19 levels. Advertising in English publications recovered to 63% of pre COVID-19 levels, while advertising in Hindi and regional language publications recovered to around 78%. FMCG, education, auto and real estate continued to be the largest spenders on print. Ad volumes recovered 32%.

Circulation revenues recovered 12% in 2021

Corporate/institutional circulation remains impacted by 60% across languages. News stand and home delivery circulation seems to have recovered over 85% for most regional and Hindi print companies we interviewed. Magazine publishers are planning a larger and more assured distribution network using technology and India Post

Even though Hindi continued as the largest contributor to ad volumes, given it has the largest reach of any language in India, its share reduced marginally by 1%. English language publications grew in 2021 and have gained 2% volume share since 2020 as home deliveries in metros started to recover from steep falls.

Digital Media

Revenue:

- With an estimated 467 million unique online news consumers in 2021 as per Comscore, the lockdown induced surge in online news consumption showed no sign of slowing down.
- Most print companies had a defined digital business, with a focus on products such as websites, apps, and e-papers.
- While publishers tried to position digital news as a premium, branded product, monetization remained a challenge with most print companies generating much less than 5% of total ad revenues from digital products.
- We estimate that total digital revenues generated by print companies were INR0.9 billion in 2021 (this report includes such digital revenues under the digital segment and not in the print segment sizing).
- Digital events were conducted by several print companies to generate sponsorship revenues, a trend we believe will continue into 2024 across certain ad categories.
- Publishers also experimented with subscription plans around all access digital subscriptions, digital + physical bundles, metered content accesses etc.
- Many companies had also launched stand-alone products like classifieds, crosswords, etc. to augment their digital incomes by capitalizing on their digital audience.

Annual subscription (in INR)		
Publication	Digital only subscription	Print+ Digital subscription
Dainik Bhaskar	199	-
Mint	2,949	1,699
Deccan Herald	1,992	1,399
HT Premium	999	-
Times of India +	599	-
Malayala Manorama	999	-
Jag ran	249	-
ABP	Free	-
Hindu	899	-

Sourced from publication websites and apps, February 2022

DIGITAL MEDIA

Digital media grew 29% in 2021					
	2019	2020	2021	2022E	2024E
Advertising	192	192	246	314	430
Subscription	29	43	56	71	107
Total	221	235	303	385	537

The digital media segment grew 29% to reach INR303 billion in 2021. This does not include INR117 billion of ad spends by SME and long-tail advertisers¹ - if included, the segment would be valued at INR420 billion. We expect the segment to grow at a CAGR of 20% over the next three years.

Digital infrastructure continued to grow

- Internet penetration increased 5% to reach 834 million subscriptions, of which 795 million had broadband access as of September 2021
- Only 24 million Indian households had a wired broadband connection
- Smartphone users reached 503 million and connected TVs crossed the 10 million mark.

Digital advertising grew 29% in 2021 to reach INR246 billion

- In addition, advertising by SME and long-tail advertisers reached INR117 billion
- Ad rates of premium properties increased, but average rates continued to reduce as inventory volumes increased by over 30%
- E-commerce platforms earned over INR55 billion in advertising, which is 16% of total digital advertising (up from 12% in 2020)

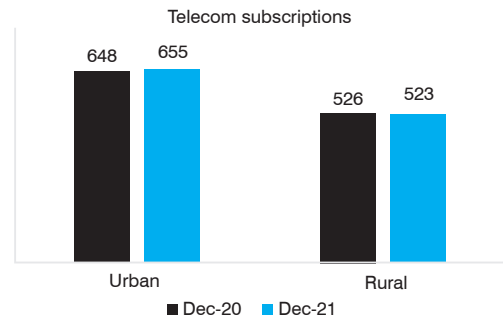
Social media took most of India's phone time

- Social media penetration reached 33% of India's population or around 467 million
- Indians spent more time on their phones on social media than on any other category

Digital infrastructure

A billion+ telecom subscriptions

Telecom subscriptions remained stable at 1.18 billion in 2021



TRAI | Subscription in million

- Total telecom subscriptions were 1,178 million in December 2021 as compared to 1,174 million in December 2020, an increase of 4 million
- Urban subscriptions increased marginally to 56% while rural subscriptions declined minutely
- The tele-density number in India is now 86%, but is heavily skewed to 137% in urban areas and just 59% in rural areas

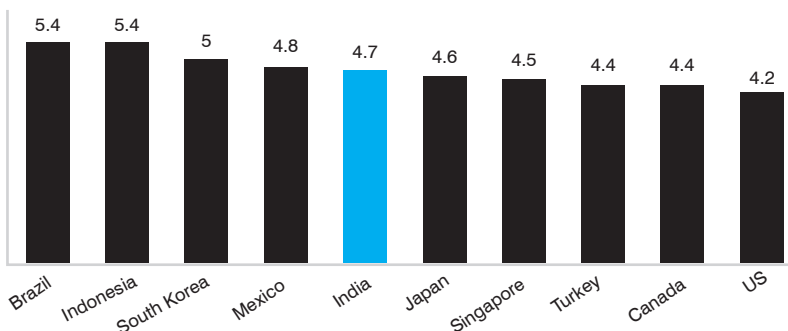
Average mobile data consumption increased 15% in 2021

- In India, average monthly mobile data usage per smartphone continues to show robust growth, boosted by the rapid adoption of 4G and people working from home during COVID-19, at an average of 18.4GB per month which is set to continue to increase at a CAGR of 18% to 50GB by 2027
- Globally, 69% of data consumed was driven by video, expected to reach 79% by 2027
- Media and entertainment, including news, books, music, video and gaming, contributes to over 75% of data consumption in India

Content consumption

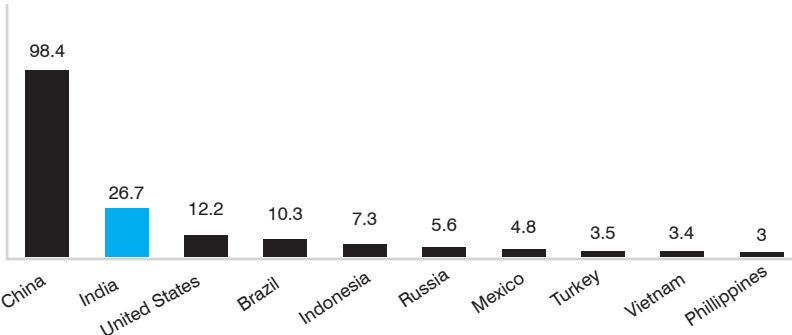
Overall consumption trends

Indians spent 4.7 hours a day on their phones



- At 4.7 hours per day, Indians came fifth in the world, for the most amount of time spent on phone apps in 2021, a 27% growth since 2019
- Consumers spent 699 billion hours on mobile in 2021, up 7% from 655 billion hours in 2020

Indians spent 4.7 hours a day on their phones



State of Mobile 2022.Data.ai

In billion	China	India	US	Brazil	UK	Russia
Downloads	98.4	26.7	12.2	10.3	2.2	5.6
Hours spent	1,118	700	195	193	NA	109
Consumer spend(US\$)	56.8	0.4	43.0	1.1	4.2	1.6

State of Mobile 2022.Data.ai

were the three news media sites in Comscore's Top 10 publishers in December 2021 apart from Google and Facebook sites.

Indians downloaded 26.7 billion apps in 2021, but lag on monetization

- India remained the second largest market by app downloads in 2021, behind China
- Indians downloaded almost 26.7 billion apps in 2021, a growth of over 10% over 2020
- In terms of revenue, India lagged many smaller markets

Online news

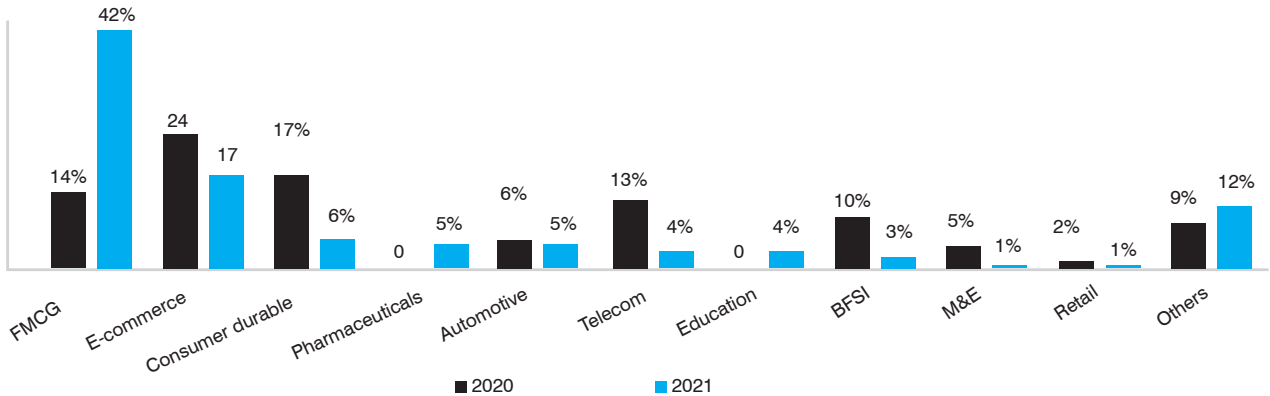
Online news audience grew to over 460 million in 2021

- Online news reach grew between 2020 and 2021 to reach 467 million across mobile and desktop users of news sites, portals and aggregators.
- This is approximately 56% of internet users.
- Times Internet, Zee Digital and Network18

Six ad sectors spent over 30% of their total ad spends on digital

- Share of digital advertising spends of FMCG companies doubled due to the COVID-19 driven change in customer procurement preferences and launch of several D2C brands.
- Except for FMCG, several sectors decreased their share of spends on digital advertising in 2021 as their spends on TV, print, radio and OOH – which had significantly reduced in 2020 due to lockdowns and supply chain constraints – started to recover.

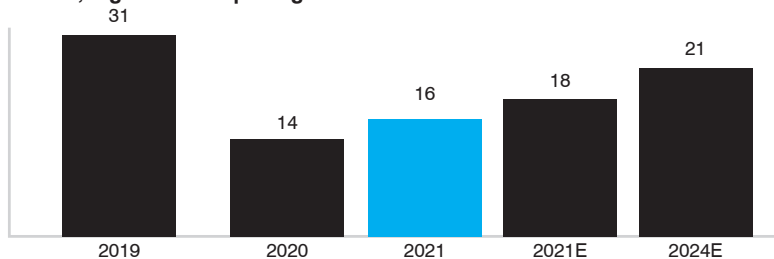
FMCG and E-commerce contributed 60% of total digital ad spends



Dentsu Digital Advertising in India report 2022 and 2021

Digital subscription

In 2021, digital subscription grew 29%



INR billions (gross of taxes) | EY estimates

Video subscription revenues grew 27% in 2021 to INR54 billion, an amount which is around 50% of broadcasters' share of

	2020	2021	2022E	2024E
video	42.4	53.9	67.5	102.0
Audio	1.1	1.6	2.1	2.8
News	0.3	0.9	1.2	2.1
Total	43.8	56.4	69.6	106.9

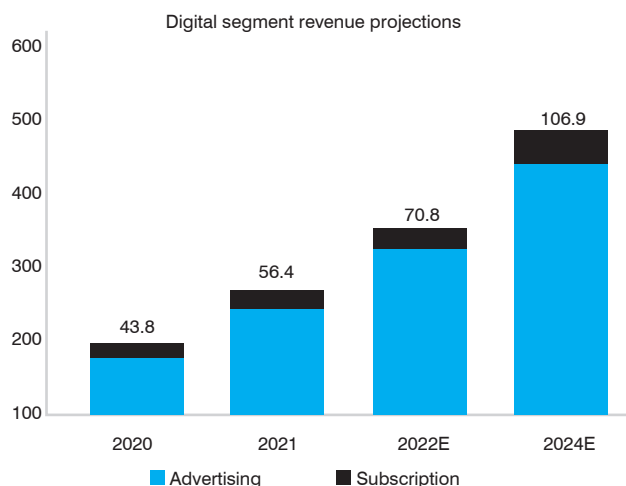
INR billions (gross of taxes) | EY estimates

TV subscription revenues

- Paid video subscriptions had crossed 50 million for the first time in 2020 and further scaled up to 80 million in 2021, across almost 40 million households in India
- Audio subscription grew 49% in 2021 (albeit on a much smaller base) as paying consumers reached around three million
- News subscription reached around INR0.9 billion due to increased marketing focus by BCCL, HT Media, The Hindu, The Ken and moneycontrol.com amongst others
- The percentage of paying subscribers to total OTT consumers remained less than 10% and 2% for video and audio respectively
- We expect digital subscriptions to grow at a CAGR of 24% till 2024

Digital segment is expected to grow to INR537 billion by 2024

- We estimate that the digital segment will grow to INR537 billion by 2024, at a 21% CAGR
- This amount excludes SME and long-tail advertising estimates
- The segment became the second largest segment in 2020, overtaking print, and we expect it to continue to reduce the gap with television as digital infrastructure (screens, broadband connections, e-commerce, digital payments etc.) continue to grow



FM RADIO

Radio segment revenues grew 12% in 2021

- Radio segment revenues grew 12% in 2021 to INR16 billion (51% of 2019 revenues).
- India had 1,203 operational radio stations, including over 300 community radio stations.
- Ad volumes recovered 29% over 2020 but are still 6% behind 2019 volumes.
- Ad rates fell 13% on an average.
- Non-FCT revenues comprised around 15% of total revenues as radio companies broad-based their services.
- There is a need to address issues relating to measurement, online presence, perception, etc., for the sector to achieve its true potential.
- We expect revenues to recover to INR21 billion by 2024, which will be around 70% of the revenues of 2019.
- We have estimated an 8% CAGR on ad revenues, as rates are under pressure
- Non-FCT revenues would grow at a CAGR of 17% conservatively, but could be much faster for larger radio brands.

FM Radio Revenues

- Radio ad volumes increased 29% compared to 2020

Quarter	2019	2020	2021
Q1 (January to March)	25%	32%	26%
Q2 (April to June)	24%	7%	11%
Q3 (July to September)	23%	23%	27%
Q4 (October to December)	28%	38%	36%

Percentage share of ad volumes | TAM AdEX

- 2021 ad volumes remained around 6% below 2019 (preCOVID-19) levels
- SME ad volumes remained subdued and industry discussions indicate that this could take two years to revive
- Consequently, pressure on ad rates remained high and average yield reduced around 13% as bonus spots were widely offered

The digital radio opportunity in India

Current state	Imperatives for a successful transition
<p>» Globally, digital radio has surpassed 1.4 billion listeners.</p> <ul style="list-style-type: none"> • The UK, the US, China, Australia, Russia, and many European countries transitioned to digital radio almost a decade ago. • There are three key technologies with proven successful transition worldwide. • Consumers experience better quality audio and industry enjoys profitable growth. <p>» In India, digital radio launched over 10 years ago but is languishing</p> <ul style="list-style-type: none"> • Limited service in AM — approximately 3 hours per day by AIR which broadcasts across 35 medium wave and 5 short wave transmitters. • Has not been rolled-out on FM and has no private participation. <p>Digital FM radio has benefits for the entire ecosystem</p> <p>» Listeners:</p> <ul style="list-style-type: none"> • 3x more channels are possible within the same frequency to provide more options to listeners • The technology is broadcast-centric and hence there are no data charges for consumers • It provides a better listening experience — audio quality and interface <p>» Broadcasters:</p> <ul style="list-style-type: none"> • More ad inventory to sell with the ability to charge higher rates based on segmented audiences • The system can provide listenership data, which helps build trust and grow radio segment revenues • Transmitters use significantly less power as compared to analog radio transmitters <p>» Advertisers:</p> <ul style="list-style-type: none"> • Ability to buy segmented audiences at scale, with regional language bifurcation • Ability to use programmatic ad delivery across national networks • Comfort on listenership to drive media planning 	<p>Globally, digital radio has surpassed 1.4 billion listeners.</p> <p>» Regulatory:</p> <ul style="list-style-type: none"> » Approve digital radio rollout by all FM operators in a simulcast mode to protect ad revenues » Bundle digital radio with other proposed technologies (eg. digital video broadcast) to optimize costs and reduce capex burden » Permit sharing infrastructure cost between AIR and private FM companies to reduce the capex burden with a progressive license fee regime during transition <ul style="list-style-type: none"> • A formal policy mandating automobiles/ mobile phone manufactures to include the required hardware in devices. » Technology <ul style="list-style-type: none"> • Bring the incremental cost of chipsets and antennas to a reasonable level so that mobile phone ecosystem comes into being at scale. • Enable possibility of software upgrade to enable digital radio on handsets. » Implementation <ul style="list-style-type: none"> • Parallel roll-out along with linear FM for a few years till scale is achieved • Enable existing linear companies to transmit on digital frequencies without additional license fees in the short term to build consumer base • Permit new players to bid for additional frequencies to support this transition

Strengthening the core

Radio companies will continue to strengthen their core of music curation (including use of AI and ML technologies to determine playlists), creating music event IPs across different languages and building their brands using stationarity and creative audio content. We expect that radio brands will differentiate

more from digital audio services through building out strong entertainment, news and information-related products. The core will continue to be key for the radio segment even in 2023, garnering an estimated 60 percent of total revenues.

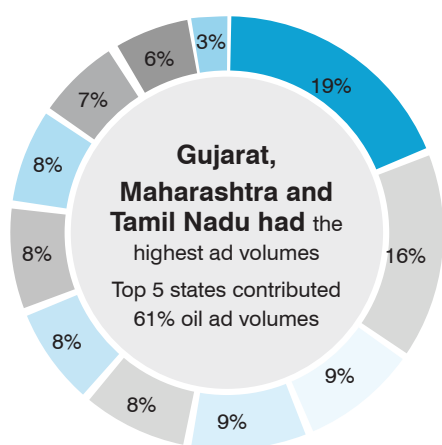
Media solutions

Using their creative genes and relationships with the retail and regional SME advertiser base, radio companies can develop concepts and solutions for brands and provide media related services for brands to implement and measure return on investment. Solutions would be city-level creative concepts amplified through local media vehicles, digital integration, events, activations and gamification. In addition, radio can build communities for clients wishing for cost-effective D2C relationships

New media

Online radio will find its feet with a workable model for licensing and one which is based on native and non-intrusive ad formats. Radio companies will build-out new audio experiences using technology such as AR, VR, audio gaming, live audio collaboration, crowdsourced compositions, tune generators, etc.

Share of ad volumes shifted away from the larger metros



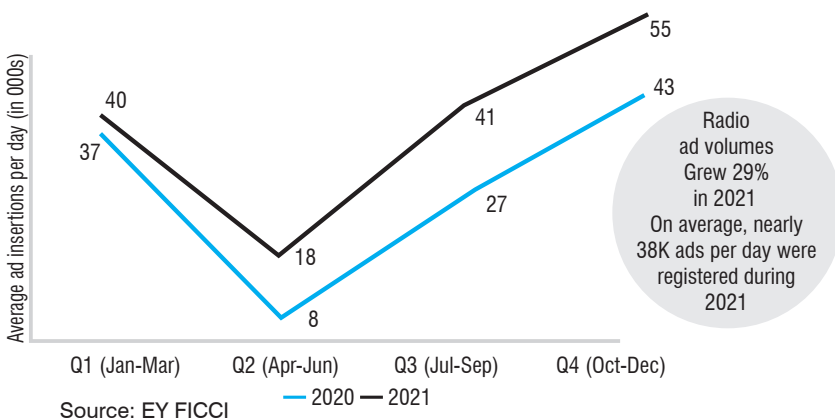
States	2020	2021
Gujarat	1	1
Maharashtra	2	2
Tamil Nadu	3	3
Delhi	7	4
Uttar Pradesh	4	5
Andhra Pradesh	8	6
Madhya Pradesh	5	7
Rajasthan	6	8
Karnataka	9	9
West Bengal	10	10
Kerala	11	11

■ Gujarat ■ Maharashtra ■ Tamil Nadu ■ Delhi ■ Uttar Pradesh ■ Andhra Pradesh
■ Madhya Pradesh ■ Rajasthan ■ Karnataka ■ West Bengal ■ Kerala

Source: EY FICCI

Radio ad volumes grew 29% in 2021

(Volumes had largely recovered by year-end)



Source: EY FICCI

The Company:

Your Company operates in M&E industry with newspaper, magazine in print media; In-transit TV channel, News Channel in electronic media; and VTS, Web portals, Web application in digital media. Your Company is a complete Media house having presence in Print to Electronic and to Digital Media. The product portfolio of your Company (as mentioned in detail in the initial part of this report) comprises innovative, technology based and established products that have top-of-mind recall and are leaders in their respective

categories. Your Company has successfully started operations of 13 (Eleven) FM Radio stations/ channels at Gujarat i.e. Bhavnagar, Jamnagar, Junagadh, Porbandar, Veraval, Mehsana, Bharuch, Godhra, Baderwah, Kathua, Poonch Leh & Kargil. This strategically puts your Company to advantage in saturating the Gujarat market, while diversifying the geographical presence.

The Company has developed a unique business model of print to digital media. Your Company has successfully leveraged the newspaper expertise to grow into other associated businesses like TV channels and such innovative products/solutions for readers, advertisers, viewers, and now listeners of FM and web portals applications. An integrated well-balanced print-to-digital presence provides hedging. This diversified model of business has shown great strength and resilience in the past years of challenging business environment. While Vehicle Tracking System contract of GSRTC assure timely and confirmed recovery of dues, whereas the advertisements ensure better profitability margins.

FINANCIAL PERFORMANCE:

We have provided a comparison between Audited figures for FY 2021 and for FY 2022.

Total Income:

Total Income has increased by 7% from ₹ 4386.15 Lakh for FY 2021 to ₹ 4731.78 Lakh for FY 2022.

Revenue from Operations:

Operating revenue increased by 7% from ₹ 4143.99 Lakh for FY 2021 to ₹ 4468.38 Lakh for FY 2022 due to market growing after pandemic.

Expenditure other than Finance and Depreciation & Amortization:

Total Operational expenditure other than Finance and Depreciation & Amortization increased by 7% from ₹ 3592.39 Lakh for FY 2021 to ₹ 3849.96 Lakh for FY 2022 mainly company has recover from covid in operating income, its impact to increase operating expense.

Profitability:

The profitability at PAT level has increased. At EBIDTA level, it has also increased by 10% from ₹ 793.76 Lakh for FY 2021 to ₹ 881.82 Lakh for FY 2022 mainly due to the increase in the additional cost of the FM Radio Stations where in initial phase, the operations the cost is higher compared to revenue.

Net Worth:

The total net worth of the Company at March 31, 2021 was ₹ 8377.19 Lakh which has decreased to ₹ 8361.66 Lakh at March 31, 2022 because of ₹ 15.53 Lakhs loss incurred by the company at the end of financial year.

FINANCIAL POSITION:

Financial Position at March 31, 2022 as compared to March 31, 2021 is furnished further.

SOURCES OF FUNDS:

Share Capital, Reserves & Surplus:

The Paid-up Equity Share Capital of the Company at March 31, 2022 stands at ₹ 1911.11 Lakh and there is no change in the paid share capital of the Company during the year. While, Reserves & Surplus at March 31, 2022 stands at ₹ 6450.55 Lakh as compared to ₹ 6466.08 Lakh at March 31, 2021.

Debt:

Total debt of company decreases by 309.18 to ₹ 929.45 Lakh at March 31, 2022 as compared to ₹ 1238.63 Lakh at March 31, 2021, stood towards the term loans and unsecured loan availed. The company is appreciating the bank to sanction COVID-19 Relief loan announced by the Government.

Current Liabilities and Provisions:

Current Liabilities and Provisions mainly representing Trade Payables, Secured Loans, Statutory Dues, Advances received from Customers, short term provisions for Employee Benefits and other payables, Tax Liability etc. The same has decreased by ₹ 24.07 Lakh to ₹ 504.77 Lakh at March 31, 2022 as compared to ₹ 528.84 Lakh at March 31, 2021.

APPLICATION OF FUNDS:

Non-Current Assets

Fixed Assets:

At March 31, 2022, your Company's Fixed Assets decreased by ₹ 522.98 Lakh from ₹ 5712.59 Lakh for FY 2021 to ₹ 5189.61 Lakh for FY 2022 mainly due to Depreciation and Amortisation expenses and 13 out of 13 FM Stations Project cost has been capitalised from Work in progress to Fixed Assets. As per the IND AS 116, your company has shown equipment on lease as the Right to Use Assets of the company.

Non-current Investments:

Non-current Investments have increased by ₹ 2.96 Lakh from ₹ 743.28 Lakh at March 31, 2021 as your company has made investment in LLP Joint Venture for its digital media business.

Long term loans and advances:

The marginal decrease in the long-term loans and advances, from ₹ 1362.49Lakh at March 31, 2021 to ₹ 1225.63 Lakh as on March 31, 2022 is mainly on account of business operations.

Current Assets:

Current Assets mainly represent current investment, Inventories, Trade Receivables, Cash & Bank Balances, Short term loans and advances and Other Current Assets. The increase in current assets by ₹ 52.44 Lakh from ₹ 3435.06 Lakh to ₹ 3487.50 Lakh is mainly attributable to increase in loans and advances and Business Operation Advances.

Inventories:

Raw Material and Components valued at Cost used by the Company decreased by ₹ 21.23 Lakh from ₹ 35.66 Lakh at March 31, 2021 to ₹ 14.43 Lakh at March 31, 2022.

Trade Receivables:

Trade receivables stood at ₹ 1883.63 Lakh at March 31, 2022 as against ₹ 2188.82 Lakh at March 31, 2021. Major reason in decrease of trade receivable is due to adversely affected Media sector due to pandemic situation and lockdown. As Company's major outstanding from State and Central Government department or PSU, there is no chances of doubtful in trade receivables.

Cash and Bank Balances:

The cash and bank balances lying with the Company, at March 31, 2022 are ₹ 26.14 Lakh as against ₹ 114.79 Lakh at March 31, 2021.

Short Term Loans and Advances:

There was increase of ₹ 457.78 Lakh in current portion of Inter corporate loan, other advances and Advance tax from ₹ 1090.08 Lakh at March 31, 2021 to ₹ 1547.86 Lakh at March 31, 2022.

Key Financial Ratios:

Ratio	FY 2022	FY 2021
Days Sales Outstanding (in Days)	153.86	192.76
Interest Coverage Ratio (in Times)	4.28	2.74
Current Ratio (in Times)	2.43	1.94
Debt Equity Ratio (in Times)	0.11	0.15
Operating Profit Margin (%)	19.73	19.15
Net Profit Margin (%)	(0.37)	(4.24)
Return on Net Worth (%)	(0.21)	(2.22)

Explanations for changes in Ratios:

1. Days Sales Outstanding 154 days in FY 2022 compared to 193 days FY 2021.
2. Interest Coverage Ratio has increased mainly due to loss incurred during the year and decrease in finance cost compared to previous year as company has availed moratorium benefit during the lockdown period.
3. Current Ratio has improved in FY 2022 compared to FY 2021 due to increase in Advances given for business operations.
4. Net profit and Return on Net worth margin decreased in FY 2022 due to the company was fully operationalized during the year.

Details of change in return on Net worth:

Return on Net Worth for FY 2022 has decreased on account of higher operating cost compared to FY 2021.

Forward Looking Statement

This Annual Report contains forward-looking statements, which may be identified by their use of words like 'plans', 'expects', 'will', 'anticipates', 'intends', 'projects', 'estimates', or other words of similar import. All statements that address expectations or projections about the future, including but not limited to statements about the Company's strategy for growth, product development, market position, expenditure, and financial results, forward-looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward- looking statements, on the basis of any subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE:

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. Corporate Governance is an integral part of management, execution of business plans, policies and processes as the Company believes that it is a tool to attain and enhance the competitive strengths in business and ensure sustained performance for continuously enhancing the value for every stakeholder. Accordingly, your Company endeavors to adhere to the highest levels of transparency, accountability and ethics in all its operations.

The Company's focus on Corporate Governance is reflected in composition, size and functioning of and disclosures to the Board of Directors and various Committees, Board's commitment to discharge duties and responsibilities entrusted upon it by the statutes and to live up to the expectations of stakeholders of the Company and public at large, strong value systems and ethical business conduct, sound internal control and internal audit system, putting in place the Code of Conduct for all the members of Board and team of Senior Management Personnel, putting in place the Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives and Code of Practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information, Vigil Mechanism/ Whistle Blower Policy, Policy on Related Party Transactions, efforts for prompt redressal of investors' grievances, appropriate delegation of authority, responsibility, monitoring of performance and collective decision making involving senior management team in all key decisions, automated seamless integrated workflow to ensure consistency and timely flow of information.

The Company is in compliance with the requirements as stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance. The Company ensures that its governance framework incorporates the amendments introduced in the Listing Regulations and the same are complied with on or before the effective date.

2. BOARD OF DIRECTORS:

2.1 Composition and category of the Board:

The Board of Directors of the Company consists of 7 (Seven) Directors comprising of 1 (One) Executive Chairman, 1 (One) Executive Director, 1 (One) Non-Executive Director and 4 (Four) Non-Executive Independent Directors including 1 (One) Independent Woman Director. The Board comprises Directors of repute, who are experienced business persons and professionals. The Company has a policy to maintain at least 50% of Board as Non-Executive Independent Directors.

The appointment of 4 (Four) Non-Executive Independent Directors is in conformity with the provisions of Section 149(6) of the Companies Act, 2013 read with Rules & Schedule made thereunder and also Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are 2 (Two) Promoter Directors out of which 1 (One) is Executive Director and the other 1 (One) is Non-Executive Director. There is no nominee Director on the Board of the company. All the Directors of the Company for the financial year 2021-22 are resident Directors. In line with the Nomination & Remuneration policy of the Company, the Directors are identified based on their qualifications, positive attributes, area of expertise, etc.

2.2 Brief Profile of the Board of Directors:

1. Mr. Kiran B Vadodaria (DIN: 00092067) Chairman & Managing Director

Mr. Kiran B Vadodaria is Chairman & Managing Director of the Company (SML), a BSE/ NSE listed corporate entity. SML has a track record of value based, objective, balanced journalism acting as a reference post in Gujarati print and electronic media. He has steered through SML journey of more than 30 years. He was elected as President of Indian Newspaper Society (INS), the reputed, prominent and influential media association for 2014-15. Currently, he is INS Executive Committee Member. He has also held post of President of Gujarat Daily Newspaper Association (GDNA).

He was a Member of National Integration Council of Government of India and has served on the Board of the United Bank of India as an Independent Director during 2011-2014. He has demonstrated his experience and insight-based judgment at several issues and matters of national and societal interest. He possesses powerful entrepreneurial abilities reflected in his decisions of expansion, acquisition, diversification of media activities.

Mr. Kiran Vadodaria is well respected in societal circles and recognized as a balanced personality in media, political and social spheres. He earned his BE (Mech) from the reputed LD College of Engineering, Ahmedabad and has served as President of the College Alumni Association. He has widely travelled in India and overseas.

2. Mr. Manoj B Vadodaria (DIN: 00092053) Non-Executive Director

Mr. Manoj B Vadodaria is son of the well-known journalist, editor and founder of Sambhaav Group, Shri Bhupatbhai Vadodaria. He is a Commerce Graduate and self-made businessman with an immense entrepreneurial passion. In his entrepreneurial journey of about four decades, he has always found a way amidst the paucity of resources and market challenges. He has pinnacle

knowledge, in-depth insight and thorough understanding of the dynamics of the industry. He is a visionary of future trends, and a creator of opportunities. He is currently Chairman & Managing Director of Nila Infrastructures Limited. He has efficiently transformed Nila from a city-based realtor to a meaningful civic urban infrastructure player. He is a firm believer in the best management practice, transparent governance, and long-term value investments.

3. Mr. Amit Kumar Ray (DIN: 06468634) Whole-Time Director

Mr. Amit Kumar Ray has graduated in Commerce from Calcutta University. He possesses extensive experience of more than 30 (Thirty) years in the field of social work, marketing, advertising, communication, telecom, digital and broadcasting. He has worked for many reputed organizations like McCann Ericson, Lintas, Clarion, JwT, DDB Mudra, MarCom, Reliance Infocomm, BAG Network and International Mission of Hope. He was Joint Chairman of Technical Committee at Media Research User's Council (MRUC) which is an Apex body for conducting the world's largest readership study IRS. He started consulting in 2011 and till date has successfully consulted many organizations in sectors like Publishing, Broadcasting, E-Business, Advertising and Media planning etc. He continues to take lectures at various MBA institutions.

4. Mr. Dilip D Patel (DIN: 01523277) Non-Executive Independent Director

Prof. Dilip Patel holds a wealth of management teaching and consulting experience, spread over more than 30 years. He was on the small team of founding faculty group, and later Joint Director, at the prestigious SP Jain Institute of Management & Research, Mumbai, considered to be one of the 10 leading management institutes in India. Institution Building has remained his core interest. With a rich experience of Consulting and Learning & Development activity at known corporates, Prof. Patel has also offered mentoring facilitation at leadership level in companies in India and overseas. Specifically, Prof. Patel has engaged with mid-sized family managed businesses. He is widely travelled in India and overseas for work as well as pleasure.

5. Mr. O P Bhandari (DIN:00056458) Non-Executive Independent Director

Mr. O P Bhandari is having more than 30 (Thirty) years of varied experience in the field of auditing, taxation, merchant banking and financial matters. He is having an outstanding exposure as Practicing Chartered Accountant with various prominent Industrial groups of Ahmedabad as well as other parts of the State of Gujarat and Rajasthan.

6. Mr. N R Mehta (DIN: 00092386) Non-Executive Independent Director

Mr. N R Mehta possesses more than 50 (Fifty) years of experience in the field of accounting, auditing, finance, fund raising and general business & operational management. He has worked at senior management level for 31 years with the Indian Express Group and gained extensive experience of Media and Print Industry.

7. Mrs. Gouri P Popat (DIN: 08356151) Non-Executive Independent Woman Director

Mrs. Gouri P Popat is an Advocate having extensive experience of more than 28 (Twenty-Eight) years of Direct Tax and Commercial Laws. She was a member of Regional Direct Taxes Advisory Committee, Ahmedabad. Presently she is Member of National Executive Committee of All India Federation of Tax Consultants. She was appointed as First Lady President of Income-Tax Bar Association, Ahmedabad during 2007-08. In past, she has had an opportunity to be associated with various organizations like, Gujarat Chamber of Commerce – Business Women's Wing, Ahmedabad; Tax Advocate Association, Gujarat; Income-Tax Bar Association Ladies Wing, Ahmedabad; and Gujarat Sindhi Advocates Association. Apart, she has keen academic interest by delivering lectures and writing journals.

2.3 Information in the form of table setting out the skills/ expertise/ competence of the Board of Directors:

The Company operates in the business of media and entertainment. The Board of Directors consists of eminent individuals with considerable professional expertise and experience in Finance, Media, Communication & legal expertise, Strategy and Planning, Business Administration and other related fields, who not only bring a wide range of experience and expertise, but also impart the desired level of independence to the Board of Directors. Following is the table of Directors & their expertise in various functional areas:

Sr. No.	Name of Director	Expertise in specific functional area identified by the Board and available
1.	Kiran B Vadodaria	Communication & Media and Business Management
2.	Manoj B Vadodaria	Business Strategy and Financial Management
3.	Amit Kumar Ray	Media expertise, Marketing, Corporate Planning and Affairs
4.	N R Mehta	Financial Management, Corporate Governance, Banking, M&A, Capital Market, Fund Raising and Wealth Management
5.	Dilip D Patel	Marketing and Group Administrative expertise
6.	O P Bhandari	Financial Management and General Business expertise
7.	Gouri P Popat	Communication & Legal expertise

2.4 Directorships, Membership on Committees and Meetings Attended:

The composition of the Company's Board, which is in conformity with Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable requirements, and other requisite details are given in the table below:

SN	Name of Director(s)	Category	Attendance Particulars		# No. of Directorship(s) in other Companies	##Committee Membership(s)/ Chairmanship(s) of other Companies		List of Directorship held in the other Listed Companies & category of Directorship
			Board Meetings	Last AGM		Member	Chairman	
1	*Kiran B Vadodaria	Promoter/ Chairman & Managing Director	4	Yes	3	3	1	Nila Infrastructures Limited (Non-Executive – Non Independent Director)
2	*Manoj B Vadodaria	Promoter/ Non-Executive Director	5	Yes	1	1	0	Nila Infrastructures Limited (Executive Chairman & Managing Director)
3	**Amit Kumar Ray	Executive Director	4	Yes	0	0	0	Nil
4	**Dilip D Patel	Non-Executive Independent Director	2	Yes	1	1	0	Nila Infrastructures Limited (Non-Executive – Non Independent Director)
5	**N R Mehta	Non-Executive Independent Director	5	Yes	0	0	0	Nil
6	** O P Bhandari	Non-Executive Independent Director	4	No	0	0	0	Nil
7	**Gouri P Popat	Non-Executive Independent Woman Director	3	Yes	0	0	0	Nil

* Promoter Director;

** Non-Promoter Director

Excludes directorship in Sambhaav Media Limited

Committees considered are Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Stakeholders' Relationship Committee excluding that of Sambhaav Media Limited. Committee Membership(s) & Chairmanships are counted separately.

None of the Directors of Board is a member of more than ten Committees or Chairman of more than five committees across all the Public Companies in which they are Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

2.5 Independent Directors confirmation by the Board:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.6 Number of Independent Directorships:

As per Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors of the Company do not serve as Independent Director in more than 7 (Seven) listed companies. Further, the Managing Director of the Company does not serve as an Independent Director in any listed entity.

2.7 Details of Number of Meetings of Board of Directors held and dates on which held:

During the year total 5 (Five) Meetings of the Board of Directors were held. The dates of the meetings are as under.

Date of Board Meeting	Board Strength	No. of Directors Present
June 04, 2021	7	7
August 12, 2021	7	6
November 11, 2021	7	4
December 30, 2021	7	4
February 14, 2022	7	6

2.8 Disclosures of relationship between directors inter-se:

None of the Directors of the Company are related with each other except Mr. Kiran B Vadodaria, Chairman and Managing Director and Mr. Manoj B Vadodaria, Non-Executive Director, being brothers and also belonging to the Promoter and Promoter Group.

2.9 Number of shares and convertible instruments held by Non-Executive Directors:

None of the Non-Executive Director holds any shares or any convertible instrument of the Company except Mr. Manoj B Vadodaria hold 20735376 equity shares.

2.10 Performance Evaluation & Familiarization Programs imparted to Independent Directors:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, after considering various criteria, the performance evaluation of the Board Members was carried out. Various aspects like attendance and participation at meetings, suggestions, inputs at discussions, adherence to various codes and policies, role in overall growth etc were taken into consideration while evaluating the Board. The detailed performance evaluation framework is displayed at the website of the Company at www.sambhaav.com. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors and Non-Executive Director. The Board of Directors expressed their satisfaction with the evaluation process

The Company believes that a Board, which is well informed/ familiarised with the Company, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors have been familiarized on a continuing basis on changes/ developments corporate and industry scenario including those pertaining to statutes/ legislations and economic environment, by way of presentations, board review notes, regular updates of projects and business operations, review meetings etc. to enable them to take well informed and timely decisions.

The details of familiarization programs conducted every year, is available at the website of the Company at www.sambhaav.com under 'Investor' segment.

2.11 Board Diversity and Policy on Director's Appointment and Remuneration:

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilising different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Board has adopted a policies on 'Nomination, Remuneration and Board Diversity', which sets out the criteria for determining qualifications, positive attributes and independence of a Director.

The detailed policy is available on the Company's website www.sambhaav.com under investor segment.

2.12 Code of Conduct for the Board of Directors and Senior Management Personnel:

In Compliance with Part-D under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Board has adopted the code of conduct for the Board of Directors and senior management personnel of the Company. This code of conduct is comprehensive code which is applicable to all Directors and senior management personnel. A copy of the same has been put on the Company's website www.sambhaav.com under the link "Code of Conduct". The same code has been circulated to all the members of the Board and all senior management personnel. The compliance of the said code has been affirmed by them annually. A declaration signed by the Managing Director of the Company forms part of this Report.

Declaration by the Managing Director:

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and the Senior Management Personnel and the same is available on the Company's website. I confirm that the Company has in respect of the financial year ended on March 31, 2022 received from the Senior Management Personnel of the Company and the members of the Board a declaration of compliance with Code of Conduct applicable to them.

Date : May 13, 2022

Place : Ahmedabad

Kiran B Vadodaria
Chairman & Managing Director
DIN: 00092067

2.13 Board Procedure:

The Board of Directors is the apex body constituted by the shareholders for overseeing the overall functioning of the Company, management policies and their effectiveness and ensuring that the long-term interest of the shareholders is served. The internal guidelines of the Board and Board Committee Meetings facilitate the decision-making process at the meetings in an informed and efficient manner.

Pursuant to the SEBI Laws, Stock Exchanges are being informed about the convening of the Board Meetings at least 5 (Five) clear days in advance. The agenda is prepared by the Secretarial Department in consultation with the Chief Financial Officer and Chairman of the Board. The minimum information as required under Regulation 17(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is placed before the Board. The agenda for the meeting of the Board and its Committees together with the appropriate supporting documents and papers are circulated well in advance of the meeting to enable the Board to take informed decisions. The Stock Exchanges are informed about the outcome of the Board Meeting as soon as the Meeting concludes.

The Minutes of the Board Meetings are circulated amongst the Board Members for their perusal. Comments, if any, received from the Directors are incorporated in the minutes, in consultation with the Chairman. Thereafter, the Minutes of the Board Meeting are signed by the Chairman of the Board at the next meeting. The meetings of the Board and its various Committees are generally held at the Registered Office of the Company situated at Ahmedabad.

2.14 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on February 14, 2022 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

2.15 Detailed reason for resignation of Independent Director who resigns before expiry of his tenure:

None of Independent Director has resigned before expiry of his/ her tenure during the year.

3. AUDIT COMMITTEE:

The Audit Committee's role is to assist the Board fulfill its corporate governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions. The Audit Committee is responsible for overseeing the processes related to financial reporting and information dissemination. The primary objective of the Audit Committee of the Company is to monitor and effectively supervise the financial reporting process of the Company with a view to ensure accurate, timely and proper disclosures and transparency and integrity of financial reporting. The constitution, composition, frequency of meetings, terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the applicable provisions of the Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the Listing Regulations including the amendments made pursuant to the Amendment Regulations are covered in its terms of reference.

3.1. Composition of the Audit Committee:

The Audit Committee of the Company is comprised of 3 (Three) Directors of which all are Non-Executive Independent Directors. The constitution of the Audit Committee is in line with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. N R Mehta is the Chairman of the Committee. He possesses adequate financial accounting knowledge. Mr. O P Bhandari and Mr. Dilip D Patel are the other two members of the Audit Committee. The primary objective of the Audit Committee is to monitor and effectively supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and the integrity and quality of the financial reporting.

3.2 Brief Description of terms of reference of the Audit Committee:

The terms of reference and role of the audit committee is in accordance with provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as under:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- b. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- c. Approval of payment of Audit Fees to Statutory Auditors or any other services rendered by the Statutory Auditors;
- d. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - ii. Changes, if any, in accounting policies and practices and reasons for the same.

- iii. Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv. Significant adjustments made in the financial statements arising out of audit findings.
 - v. Compliance with listing and other legal requirements relating to financial statements.
 - vi. Disclosure of any related party transactions.
 - vii. Qualifications in the draft audit report.
- e. Reviewing, with the management, the quarterly financial results and yearly financial statements before submission to the board for approval;
 - f. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - g. Review and monitor the Auditor's independence and performance, and effectiveness of audit process;
 - h. Approval or any subsequent modification of transactions of the Company with Related Parties;
 - i. Scrutiny of Inter-Corporate Loans and Investments;
 - j. Valuation of undertakings or assets of the Company, wherever it is necessary;
 - k. Evaluation of Internal Financial Controls and Risk Management Systems;
 - l. Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems;
 - m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - n. Discussion with Internal Auditors of any significant findings and follow up there on;
 - o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - p. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - r. To review the functioning of the Whistle Blower Mechanism (Vigil Mechanism);
 - s. Approval of appointment of CFO (i.e. the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 - t. To review compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and verify the Internal Controls are adequate and operative effective.
 - u. To review mechanism, code of conduct and policy framework under SEBI (Prohibition of Insider Trading) Regulations, 2015 and recommend changes.
 - v. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 - w. A statement of all transactions with related parties, including their basis shall be placed before the Audit Committee for formal approval/ ratification with explanations where there are interested transactions.
 - x. Details of material individual transactions with Related Parties which are not in the normal course of business shall be placed before the audit committee.
 - y. The Audit Committee shall mandatorily review the following information:
 - i. Management Discussion and Analysis of financial condition and results of operations;
 - ii. Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by the management;
 - iii. Management letters/ letters of internal control weaknesses issued by the Statutory Auditors;
 - iv. Internal Audit Reports relating to internal control weaknesses; and
 - v. the appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
 - vi. Statement of Deviations:
 - Quarterly Statement of Deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges in terms of Regulation 32(1).
 - Annual Statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7).

The Board of Directors has appointed. M/s. MBD & Co LLP, Chartered Accountant, as Internal Auditors for the FY 2021-22 to conduct the internal audit of the various areas of operations and records of the Company. The periodic reports of the said internal auditors are regularly placed before the Audit Committee.

3.3 Meeting of Audit Committee and Attendance:

4 (Four) Audit Committee meetings were held during the year on June 04, 2021, August 12, 2021, November 12, 2021 and February 14, 2022. The time gap between two Audit Committee meetings was not more than 120 days.

The details of the attendance of the Members at the Meetings of Audit Committee are as under:

Name of Committee Members	Category	Designation	No. of Meetings during the year	
			Held	Attended
N R Mehta	Non Executive-Independent Director	Chairperson	4	4
O P Bhandari	Non Executive-Independent Director	Member	4	3
Dilip D Patel	Non Executive-Independent Director	Member	4	2

The Statutory Auditor and Internal Auditor of the Company are invited in the meeting of the Audit Committee. The Chief Financial Officer of the Company is a regular invitee at the Meeting.

The Company Secretary & Compliance Officer acts as the Secretary to the Audit Committee.

Recommendations of Audit Committee have been accepted by the Board of wherever/ whenever given.

As prescribed under the Companies Act, 2013 and SEBI Regulations, the Chairman of the Audit Committee was present at the 31st Annual General Meeting of the Company held on September 25, 2021.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Board has been constituted to primarily assist the Board in fulfilling its responsibilities by, inter-alia, recommending the criteria for Board membership and senior management, recommend the appointment (including re-appointment), remunerations and removal of Board members and senior management, and specify the manner for effective evaluation of individual Directors, Committees and the Board as a whole.

The scope and the terms of reference of the Nomination and Remuneration Committee have been adopted by the Board of Directors. It's constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 178 of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment or amendments thereof).

4.1 Composition of the Committee:

The Nomination and Remuneration Committee of the Company comprises of 3 (Three) Members and all are Non-Executive Independent Directors. Mr. N R Mehta is the Chairperson and Mr. O P Bhandari and Mr. Dilip D Patel are the other two members of the Committee. The Committee has been constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4.2 Brief Description of terms of reference or role of the Committee:

The broad terms of reference of the Nomination and Remuneration Committee, as approved by the Board, are in accordance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are as follows:

- To recommend the Board in determining the appropriate size, diversity and composition of the Board;
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal, and shall carry out evaluation of every director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulate criteria for performance evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;

4.3 Meetings of Nomination and Remuneration Committee and Attendance:

01 (One) Meeting of Nomination and Remuneration Committee were held during the year on December 30, 2021.

The table below provides the attendance of the Nomination & Remuneration Committee members:

Name of Committee Members	Category	Designation	No. of Meetings during the year	
			Held	Attended
N R Mehta	Non Executive-Independent Director	Chairperson	1	1
O P Bhandari	Non Executive-Independent Director	Member	1	1
Dilip D Patel	Non Executive-Independent Director	Member	1	0

The Chief Financial Officer of the Company is a regular invitee at the Meeting.

The Company Secretary & Compliance Officer acts as the Secretary to the Nomination and Remuneration Committee.

Recommendations of Nomination and Remuneration Committee have been accepted by the Board of wherever/ whenever given.

As prescribed under the Companies Act, 2013 and SEBI Regulations, the Chairman of the Nomination and Remuneration Committee was present at the 31st Annual General Meeting of the Company held on September 25, 2021.

4.4 Performance evaluation criteria for Independent Directors:

The Independent Directors are being evaluated by the members of the Board of Directors other than Independent Directors on the basis of pre-defined evaluation criteria as under:

- Attendance and contribution at the Board and Committee meetings;
- Educational qualification, experience of relevant field, expertise of subjects;
- Leadership qualities, skills, behavior, understanding of business, knowledge of subjects and processes;
- Ability to participate at debates, discussions and quality of suggestions, guidance, advise; and
- Traits like integrity, honesty, secrecy maintenance, etc.

5. REMUNERATION OF DIRECTORS:

5.1 Criteria for making payment to Non-Executive Directors:

Various criteria of making payments to Non-Executive Directors are displayed on the website of the Company at www.sambhaav.com under investor segment.

5.2 Details of Remuneration paid during the year:

Disclosures with respect to remuneration and sitting fees paid to the Directors during the year is provided in Note No. 34 of the Notes to the Financial Statement.

5.3 Pecuniary Relationship or transactions with Non-Executive Directors:

There is no pecuniary relationship or transactions entered into with Non-Executive Directors, except payment of sitting fees. The details thereof are given in Note No. 34 of the Notes to the Financial Statement.

5.4 Remuneration Policy:

5.4.1 *The Salient Features of the Nomination and Remuneration Policy of the Company constituted in terms of the provisions of the Companies Act, 2013 and as per the requirements of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 as amended from time to time is as under:*

The full Nomination & Remuneration Policy is available at the website of the Company i.e. www.sambhaav.com. The Nomination and Remuneration Policy of the Company Policy is divided in three parts:

Part – A covers the matters to be dealt with and recommended by the Committee to the Board;

Part – B covers the appointment and nomination; and

Part – C covers remuneration and perquisites etc.

PART- A: Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.

- (b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial Personnel and Senior Management positions in accordance with the criteria laid down in this policy.
- (c) Recommend to the Board, appointment and removal of Director, KMP and Senior Management.

PART – B: Policy for appointment and removal of Director, KMP and Senior Management

(a) Appointment criteria and Qualifications:

NRC identifies and recommends to the Board, suitable candidates for the position of a Director on the Board of Directors, based on the skills, competences, attributes and criteria laid by the Board. Besides same, NRC also considers attendance, participation, contribution and involvement in Company's strategic matters by a Director during the Board / Committee Meetings while recommending re-appointment of the Directors.

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP, Committee or at Senior Management level and recommend to the Board his/ her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/ satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director or Manager who has attained the age of 70 (seventy) years.

Provided that where any person has attended the age of seventy years and where his appointment or reappointment is approved by passing a special resolution in the General Meeting based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond 70 (seventy) years. In any other case the same shall be approved by Central Government.

(b) Term or Tenure:

1. Managing Director/ Whole-Time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-Time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- i. An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.
- ii. No Independent Director shall hold office for more than 2 (Two) consecutive terms, but such Independent Director shall be eligible for appointment after expiry of 3 (Three) years from cessation of Independent Director. Provided that an Independent Director shall not, during the said period of 3 (Three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 01, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he/she shall be eligible for appointment for one more term of 5 (Five) years only.
- iii. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to 7 (Seven) listed companies as an Independent Director and in case he is serving as a Whole-time Director of a listed company then he shall serve as Independent Director in 3 (Three) listed Companies.

(c) Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

(d) Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(e) Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART - C: Policy relating to the remuneration for the Whole-Time Director, KMP and Senior Management:

(a) General

1. The committee will determine and recommend to Board the remuneration / compensation/ commission etc. to the Managing Director, Whole-Time Director, KMP and Senior Management Personnel for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the limits or conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules made there under as amended from time to time.
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managing Director or Whole-time Director. Increments will be effective from the date mentioned in the respective resolutions in case of a Managing Director and Whole-time Director and 1st April in respect of other employees of the Company or such other date as may be determined from time to time.
4. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(b) Remuneration to Whole-Time Director, Managing Director/ Manager, KMP and Senior Management:

1. Fixed pay :

The Managing Director/ Manager, Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to provident fund, superannuation or annuity fund, gratuity, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director and Whole-time Director in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

3. Provisions for excess remuneration:

If any Managing Director and Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/ she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

4. Stock Options:

In case, Managing Director, Whole-time Director, Company Secretary and Chief Financial Officer, are not being Promoter Director or Independent Director, they shall be entitled to any stock option of the Company as qualified by the normal employees of the Company, provided the same shall be subject to the Companies Act, 2013 and rules made there under read with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2015 and any amendment or modification thereof.

Senior Management Personnel shall be eligible for stock options as normal employees of the Company.

(c) Remuneration to Non-Executive/ Independent Director:

1. Remuneration/ Commission:

The remuneration/ commission shall be fixed as per the limits and conditions mentioned in the Articles of Association of the Company and the Companies Act, 2013 and the rules made there under.

2. Sitting Fees:

The Non-Executive/ Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. The sitting fees shall be decided by the Board of Directors of the Company at its meeting where quorum consists of disinterested directors. In case all the directors are interested, the same shall be decided by the Resolution passed by the Members of the Company.

Provided that the amount of such fees shall not exceed ₹ 1,00,000 (Rupees One lakh) per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Stakeholders' Relationship Committee for speedy disposal of grievances/ complaints relating to stakeholders/ investors. The Stakeholders' Relationship Committee has 3 (Three) Members comprising of 1 (one) Non-Executive Independent Director as Chairman and other as Non-Executive Director and Executive Director.

6.1 Terms of Reference:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual reports, issue of new/ duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for ensuring timely receipt of annual reports/ statutory notices by the shareholders of the Company;
5. Look into the various aspects of interest of the security holders of the Company.

6.2 Number of Stakeholders' Relationship Committee meetings held and Attendance record:

During the year, 1 (One) Stakeholders' Relationship Committee meeting were held on February 14, 2022. The details of the attendance of the Members at the Meetings of Stakeholders Relationship Committee are as under:

Name of Committee Members	Category	Designation	No. of Meetings during the year	
			Held	Attended
N R Mehta	Non Executive-Independent Director	Chairperson	1	1
Kiran B Vadodaria	Executive Director	Member	1	1
Manoj B Vadodaria	Non-Executive Director	Member	1	1

6.3 Name of the Non-Executive Director heading the Committee: Mr. N R Mehta

6.4 Name and Designation of Compliance Officer: Ms. Palak Asawa, Company Secretary

6.5 Complaints received and redressed by the Company during the financial year 2021-22:

Sr. No.	Particulars	Remarks
1.	At the beginning of the year	Nil
2.	Received during the year	Nil
3.	Resolved during the year	Nil
4.	At the end of the year	Nil

7. DETAILS OF WHISTLE BLOWER POLICY (VIGIL MECHANISM):

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) Mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy or any misconduct. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Whistle Blower Policy is available at the website of the Company at www.sambhaav.com under 'Investor' segment.

8. GENERAL BODY MEETINGS:

8.1 Location and time, where last 3 (Three) Annual General Meetings held:

Year	Venue	Date	Time
2018-19	"Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad- 380 015	27.09.2019	10:30 A.M.
2019-20	"Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")"	29.09.2020	11:00 A.M.
2020-21	"Through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")"	25.09.2021	11:00 A.M.

8.2 Special Resolution passed at last 3 (Three) Annual General Meetings:

Financial Year	Special Resolution passed
2017-18	To re-appoint Mr. Kiran B Vadodaria as a Chairman & Managing Director
2018-19	1) To re-appoint Mr. N R Mehta as an Independent Director of the Company for further period of 5 (Five) years. 2) To re-appoint Mr. O P Bhandari as an Independent director of the Company for further period of 5 (Five) years. 3) To re-appoint Mr. Dilip D Patel as an Independent Director of the Company for further period of 5 (Five) years. 4) To re-appoint Mr. Amit Kumar Ray as a Whole-Time Director of the Company for further period of 3 (Three) years.
2019-20	1) To approve payment of remuneration to Mr. Kiran B Vadodaria (DIN: 00092067), Chairman & Managing Director of the Company. 2) To approve payment of remuneration to Mr. Amit Kumar Ray (DIN: 06468634), Whole-Time Director of the Company
2020-21	Nil

8.3 Details of special resolutions passed through postal ballot, the persons who conducted the postal ballot exercise, details of the voting pattern and procedure of postal ballot:

No special resolutions were required to be passed through postal ballot during the year.

8.4 Details of special resolution proposed to be conducted through Postal Ballot

None of the Businesses proposed to be transacted at the ensuing 32nd Annual General Meeting requires passing of a special resolution through postal ballot

9. MEANS OF COMMUNICATIONS:

9.1 Quarterly Results: Company submits financial results on quarterly basis to the Stock Exchanges as required under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The copies of quarterly results submitted to the Stock Exchanges are also available on the website of the Company at www.sambhaav.com under 'Investor' segment.

9.2 Newspapers wherein results normally published: Normally quarterly results of the Company are published in Business Standard (English) and Loksatta Jansatta (Gujarati), Ahmedabad edition.

9.3 Website of the Company: The Company's website www.sambhaav.com contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company <https://www.sambhaav.com/investors.html> in a downloadable form.

9.4 Whether it also displays official news release and presentation made to institutional investors or to the analyst: Not Applicable.

9.5 Any presentation(s) made to the institutional investors or to the analysts: Not Applicable.

10. GENERAL SHAREHOLDER INFORMATION:

10.1 Day, Date, Time and Venue of the 32nd Annual General Meeting:

Day and Date: Thursday September 29, 2022

Time: 4:00 PM.

Venue: Virtually Through Video Conferencing

10.2 Financial Year: April 01 to March 31 every year

10.3 Financial Calendar: Tentative and subject to change for the financial year 2022-2023

Quarter Ending	Release of Results
June 30, 2022	Mid of August, 2022
September 30, 2022	Mid of November, 2022
December 31, 2022	Mid of February, 2023
March 31, 2023	End of May, 2023

10.4 Date of Book Closure: From September 23, 2022 to September 29, 2022 [both days inclusive]

10.5 Dividend Payment History: Nil

10.6 Listing at Stock Exchanges:

Name and Address of the Stock Exchanges	Stock Code/ Scrip Code	ISIN Number for NSDL / CDSL (Dematerialized shares)
BSE Limited 25 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	511630	INE699B01027
National Stock Exchange of India Limited Plot no. C/1, G Block, Exchange Plaza, Bandra- Kurla Complex, Bandra (East), Mumbai - 400 051	SAMBHAAV	

10.7 Confirmation of payment of Listing Fees:

The annual listing fees for the year 2022-23, to the stock exchanges where the securities of the Company are listed, has been paid in prescribed time limit.

10.8 Market Price Data:

The monthly high/ low and the volume of the Company's shares trades on BSE Limited and the monthly high/ low of the said exchange are as under:

Month	Sambhaav Media Limited			BSE Limited	
	High (₹)	Low (₹)	Volume	High	Low
April 2021	2.33	1.94	79,321	50,375.77	47,204.50
May 2021	3.04	1.99	3,13,532	52,013.22	48,028.07
June 2021	4.68	2.48	9,09,238	53,126.73	51,450.58
July 2021	4.42	3.32	3,01,887	53,290.81	51,802.73
August 2021	3.65	2.75	2,89,483	57,625.26	52,804.08
September 2021	3.08	2.58	3,71,317	60,412.32	57,263.90
October 2021	3.39	2.61	3,13,293	62,245.43	58,551.14
November 2021	4.63	2.65	14,87,320	61,036.56	56,382.93
December 2021	6.79	4.25	9,59,614	59,203.37	55,132.68
January 2022	7.77	5.12	11,53,019	61,475.15	56,409.63
February 2022	5.67	3.65	3,67,706	59,618.51	54,383.20
March 2022	5.05	3.84	2,91,800	58,890.92	52,260.82

The monthly high/ low and the volume of the Company's shares trades on National Stock Exchange of India Limited and the monthly high/ low of the said exchange are as under:

Month	Sambhaav Media Limited			National Stock Exchange of India Limited	
	High (₹)	Low (₹)	Volume	High	Low
April 2021	2.35	1.90	6,97,640	15,044.35	14,151.40
May 2021	2.95	2.00	12,69,710	15,606.35	14,416.25
June 2021	4.65	2.50	14,19,041	15,915.65	15,450.90
July 2021	4.50	3.40	9,48,627	15,962.25	15,513.45
August 2021	3.60	2.75	6,57,985	17,153.50	15,834.65
September 2021	3.05	2.60	5,99,297	17,947.65	17,055.05
October 2021	3.30	2.65	9,53,239	18,604.45	17,452.90
November 2021	4.25	2.70	15,91,701	18,210.15	16,782.40
December 2021	6.65	4.20	28,69,312	17,639.50	16,410.20
January 2022	7.75	5.10	25,25,809	18,350.95	16,836.80
February 2022	5.60	3.65	11,04,592	17,794.60	16,203.25
March 2022	5.05	3.80	7,93,054	17,559.80	15,671.45

10.9 In case the securities are suspended from trading; the Directors' report shall explain the reason thereof: Not Applicable

10.10 Registrar to an issue and Share Transfer Agent:

M/s. MCS Share Transfer Agent Limited

201, Second Floor, Shatdal Complex, Opp. Bata Show Room; Ashram Road, Ahmedabad - 380 009

Email: mcsahmd@gmail.com | Website: www.mcsregistrars.com;

Tel No. +91 79 2658 0461/62/63, Fax No. +91 79 2658 1296

10.11 Share Transfer System:

The powers of transfer and transmission of shares of the company have been delegated to the RTA of the Company M/s. MCS Share Transfer Agent Limited, Ahmedabad. The RTA within time limit prescribed under the law approves and registers the transfer lodged by the investors.

10.12. Distribution of shareholding as on March 31, 2022:

Shareholding of Nominal Value of (In ₹)	Number of Holders		Number of Shares	
	Nos.	% of total	Nos.	% of total
1 - 500	7619	56.14	1059389	0.55
501 - 1000	3017	22.23	2844504	1.49
1001 - 2000	1152	8.49	2006593	1.05
2001 - 3000	422	3.11	1153739	0.60
3001 - 4000	213	1.57	797448	0.42
4001 - 5000	311	2.29	1522183	0.80
5001 - 10000	420	3.10	3301956	1.73
10001 - 50000	291	2.14	6373118	3.33
50001 - 100000	65	0.48	4732711	2.48
100001 and Above	61	0.45	167319199	87.55
Total	13571	100.00	191110840	100.00

10.13 Shareholding Pattern as on March 31, 2022:

Category	No. of shares held	% of total share capital
Promoters Holding (A)	120265982	62.93
Public holding		
Institutions	478440	0.25
Individuals	43893343	22.97
Bodies Corporate	18800995	9.84
HUF	6194398	3.24
Non-Resident Indians	1477682	0.77
Public Holding (B)	70844858	37.07
Total (A+B)	191110840	100.00

10.14 Lock in Shares:

There is no Share under Lock in as on March 31, 2022.

10.15 Share Capital Evolution:

Date of Allotment	No. of shares allotted	Issue Price per share (₹)	Distinctive Numbers	Description	Cumulative capital (No. of shares)
18.07.1990	300	10/-	1 to 300	Subscription to Memorandum	300
30.03.1991	1800	10/-	301 to 2100	Further Allotment	2100
08.08.1994	567000	10/-	2101 to 5691000	Further Allotment	569100
09.12.1994	2400000	10/-	5691001 to 29691000	Further Allotment-Public Issue	2969100
11.01.1995	3797700	10/-	29691001 to 67668000	Further Allotment-Public Issue	6766800
06.10.1995	28760000	-	67668001 to 96428000	Further Allotment Pursuant to Scheme of Amalgamation	9642800
13.06.2003	3640004	-	96428001 to 132828040	Further Allotment Pursuant to Scheme of Amalgamation	13282804*
27.03.2008	13282800	10/-	132828040 to 146110840	Further Allotment on Private Placement Basis	146110840
02.03.2017	8800000	5/-	146110840 to 154910840	Further Allotment upon Conversion of Warrant	154910840
14.03.2017	8010000	5/-	154910841 to 162920840	Further Allotment upon Conversion of Warrant	162920840
05.03.2018	14690000	5/-	162920841 to 177610840	Further Allotment upon Conversion of Warrant	177610840
16.03.2018	13500000	5/-	177610841 to 191110840	Further Allotment upon Conversion of Warrant	191110840

* Note: The above 13282804 Equity Shares of ₹ 10/- each have been sub divided into 132828040 Equity Shares of ₹ 1/- each pursuant to special resolution passed at AGM dated August 30, 2005.

10.16 Dematerialization of Shares and liquidity:

Trading in the Company's shares is permitted only in dematerialization form for all investors. The Company has established connectivity with CDSL and NSDL through the Registrar, M/s MCS Share Transfer Agent Limited, Ahmedabad, whereby the investors have the option to dematerialize their shares with either of the depositories. As on **March 31, 2022**, **97.71%** of the paid-up equity share capital has been dematerialized (ISIN: INE699B01027).

10.17 Outstanding GDR/ ADR/ Warrants or any convertible instrument, conversion date and likely impact on equity:

At the end of the year there is no such instrument pending for conversion.

10.18 Commodity price risk or foreign exchange risk and hedging activities:

There is no exposure of the Company involving any commodity price risk or foreign exchange risk and therefore there is no hedging activities undertaken.

10.19 Location of Top FM Radio Stations:

SN	City of FM Radio Station	Frequency	Date of Operationalization	Address of FM Radio Broadcast
1	Bharuch, Gujarat	105.2	August 04, 2018	A-202 & 203, R. K. Casta, Behind Super Market, Station Road, Bharuch - 392 001
2	Porbandar, Gujarat	93.5	August 04, 2018	102, Bansi Apartment, KamlaBaug, Porbandar - 360 575
3	Veraval, Gujarat	93.5	August 04, 2018	Office No. 47 & 48, 3rd Floor, Vinayak Plaza-1, Rajendra Bhuvan Road, Veraval - 362 265
4	Junagadh, Gujarat	91.9	August 15, 2018	All India Radio, CTI Building, Kathua, Gujarat – 362 001
5	Godhra, Gujarat	93.1	October 11, 2018	All India Radio, CTI Building, Kathua, Gujarat – 389 001
6	Jamnagar, Gujarat	91.9	November 05, 2018	16, Neo Atlantic, 4th Floor, Opp. Ambar Cinema, P. N. Marg, Jamnagar - 361 008
7	Mehsana, Gujarat	92.7	November 03, 2018	Office No. 11, Prarthna Platina, Radhanpur Road, Mehsana - 384 002
8	Bhavnagar, Gujarat	93.1	April 02, 2019	Shop no. 211, Himalayan Square, Beside Himalayan Mall, 120 ft RTO Road, Opp. Victoria Park, Bhavnagar, Gujarat - 364 001
9	Bhaderwah, J & K	94.3	December 12, 2019	All India Radio, CTI Building, Bhaderwah, Jammu & Kashmir - 182 222
10	Kathua, J & K	91.1	February 17, 2020	All India Radio, CTI Building, Kathua, Jammu & Kashmir - 184 101
11	Poonch, J & K	94.3	June 01, 2020	All India Radio, CTI Building, Poonch, Jammu & Kashmir - 185 101
12	Kargil, Ladakh	91.1	September 13, 2021	All India Radio, CTI Building, Baroo, Kargil, Ladakh - 194 103
13	Leh, Ladakh	91.1	December 16, 2021	HPT Doordarshan, Near Stok Palace, Stok, Leh, Ladakh - 194 104

10.20 Address for Correspondence:

All shareholder's related enquires; clarifications and correspondence should be addressed at the following address :

The Compliance Officer
Sambhaav Media Limited
"Sambhaav House",
Opp. Judges' Bungalows,
Premchandnagar Road,
Satellite, Ahmedabad-380 015
Email: secretarial@sambhaav.com
Fax: +91 79 2687 3922;
Phone: +91 79 2687 3914/15/16/17

10.21 Credit Ratings:

Brickwork Ratings India Private Limited has reaffirmed Credit rating of bank loan facilities amounting to ₹ 27.58 Crore.

During the year under review, the credit rating of Fund based long term facility amounting to ₹ 17.50 Crore has been remained constant as BWR BBB- (Pronounced as BWR Triple B Minus) Stable and the Non-fund based short term facility amounting to ₹ 10.08 Crore has been remained constant as BWR A3 (Pronounced as BWR A Three).

11. OTHER DISCLOSURES:

11.1 Materially Significant Related Party Transactions:

The transaction(s) entered into between the Company and its related parties are disclosed in the Notes forming part of accounts and are in compliance with the Accounting Standards relating to "Related Party Disclosures". There is no materially significant Related Party Transaction wherein, Directors and Key Managerial Personnel are interested and that may have potential conflict with the interest of the Company. All material transactions with subsidiaries, associates and joint ventures are in compliance with applicable law.

11.2 Statutory Compliances, penalties and Strictures:

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last 3 (three) years.

11.3 Details of non-compliance with mandatory requirements and adoption of the non-mandatory requirements:

There is no non-compliance with the compliance with mandatory requirements and adoption of the non-mandatory requirements by the Company.

11.4 Web link where policy for determining 'Material Subsidiaries' is disclosed:

The Company has a material subsidiary M/s. VED Technoserve India Private Limited within the meaning of SEBI laws for the year 2021-22. The Company's policy on determining material subsidiary is placed on the Company's website at www.sambhaav.com under 'Investor' segment.

11.5 Web link where policy on dealing with related party transactions:

The Company's policy on dealing with related party transactions is placed on the Company's website at www.sambhaav.com under 'Investor' segment.

11.6 Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable**11.7 Certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified:**

A Certificate from a Company Secretary in practice has been received that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed herewith under "Annexure A" of this Corporate Governance Report.

11.8 Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant Financial Year: Not Applicable**11.9 Total Fees for all services paid by the listed entity and its subsidiaries etc. whose accounts have been consolidated; on a consolidated basis to the statutory auditors for the financial year 2021-22:**

S N	Particulars	Consolidated Amount (₹ in Lakhs)
1.	Audit and other Certification Fees	3.85

11.10 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

As per the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, the Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. The following is the disclosure made under the Act:

- No. of complaints filed during the financial year: Nil
- No. of complaints disposed off during the financial year: Nil
- No. of complaints pending as on end of the financial year: Nil

11.11 Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carried out a Share Capital Audit to reconcile the total admitted equity share capital with National Securities Depository Limited [NSDL], Central Depository Services (India) Limited [CDSL] and equity shares held in physical form and the total issued and listed equity share capital. The Audit Report confirms that the total issued/ paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. The equity shares of the Company are listed on BSE and NSE.

12. DETAILS OF NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED:- Not Applicable**13. DISCLOSE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 HAVE BEEN ADOPTED:-** Not Applicable**14. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF LISTING REGULATIONS:-**

Particulars	Regulation Number	Compliance status (Yes/ No/ N.A.)
Board Composition	17(1), (1a) & (1b)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes

Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee Meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholders Relationship Committee	20(1), (2) & (2A)	Yes
Meeting of Stakeholders Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3) & (4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1), (1A), (5), (6), (7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
Approval for material Related Party Transactions	23(4)	Yes
Disclosure of Related Party Transactions on Consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & (5)	Yes
Details of business	46(2)(a)	Yes
Terms and conditions of appointment of Independent Directors	46(2)(b)	Yes
Composition of various Committees of Board of Directors	46(2)(c)	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	46(2)(d)	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	46(2)(e)	Yes
Criteria of making payments to Non-Executive Directors	46(2)(f)	Yes
Policy on dealing with related party transactions	46(2)(g)	Yes
Policy for determining 'material' subsidiaries	46(2)(h)	Yes
Details of familiarization programmes imparted to Independent Directors	46(2)(i)	Yes
Email address for grievance redressal and other relevant details	46 (2) (j)	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	46 (2) (k)	Yes
Financial Results	46 (2) (l)	Yes
Shareholding Pattern	46 (2) (m)	Yes
Details of agreements entered into with the media companies and/or their associates	46 (2) (n)	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analyst or institutional investors simultaneously with submission to stock exchange	46 (2) (o)	Yes
New name and the old name of the listed entity	46 (2) (p)	Yes

15. SECRETARIAL AUDIT REPORT FOR COMPLIANCES:

Secretarial Audit has been carried out by an Independent Practicing Company Secretary at the end of the financial year to ensure timely compliances of all applicable acts, laws, guidelines, rules and regulations.

ANNEXURE A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
**The Members,
Sambhaav Media Limited**
"Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite,
Ahmedabad - 380 015

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sambhaav Media Limited having CIN: L67120GJ1990PLC014094 and having registered office at "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad – 380 015 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Directors	DIN	Date of Appointment in Company
1	Kiranbhai Bhupatbhai Vadodaria	00092067	26/07/1990
2	Manojbhai Bhupatbhai Vadodaria	00092053	18/07/1995
3	Dilip Dahyabhai Patel	01523277	01/06/2000
4	Navinchandra Revashankar Mehta	00092386	01/04/2003
5	Omprakash Ugamraj Bhandari	00056458	01/08/2003
6	Amit Kumar Ray	06468634	09/02/2013
7	Gouri Pramod Popat	08356151	12/02/2019

Ensuring the eligibility of for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : May 13, 2022

For, M/s. Umesh Ved & associates
Company Secretaries

Umesh Ved
FCS No: 4411
C. P. No: 2924
UDIN No.: F004411D000319990

Auditors' Certificate on Compliance of Conditions of Corporate Governance

To,

**The Members,
Sambhaav Media Limited**

1. This report contains details of compliance of conditions of Corporate Governance by Sambhaav Media Limited ("the Company") for the year ended on March, 31, 2022, as stipulated in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["Listing Regulations"] pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility

2. The Compliance with the terms and conditions of Corporate Governance is the responsibility of the management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and paragraph C, D and E of schedule V of the Listing Regulations during the year ended on March 31, 2022.

Other Matters and Restriction on Use

9. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Date: May 13, 2022

Place: Ahmedabad

**For, R K Doshi & Co LLP
Chartered Accountants
Firm Registration No. 102745W/W100242**

**Rajiv K Doshi
Partner
Membership No: 03254
UDIN No.:22032542AIXAUU9734**



CEO/ CFO CERTIFICATION

To,
The Board of Directors,
Sambhaav Media Limited
"Sambhaav House", Opp. Judges' Bungalows,
Premchandnagar Road, Satellite,
Ahmedabad - 380 015

We, Kiran B Vadodaria, Managing Director and Amit Kumar Ray*, Whole-Time Director responsible for the Finance function of the Company certify that:

- (a) We have reviewed the financial statements and cash flow statement for the year ended March 31, 2022 and to the best of my knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - (ii) These statements together present a true and a fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws & regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2022 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and to the audit committee:
- (i) significant change in the internal control over financial reporting during the year;
 - (ii) significant change in the accounting policies during the year and that the same has disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Date: May 13, 2022
Place: Ahmedabad

Kiran B Vadodaria
Chairman & Managing Director
DIN: 00092067

Amit Kumar Ray
Whole-Time Director
DIN: 06468634

** Mr. Amit Kumar Ray is duly authorized by the Board vide Board Resolution dated 13.05.2022 to certify the aforesaid CEO/CFO Certificate in absence of Chief Financial Officer of the Company.*

INDEPENDENT AUDITOR'S REPORT

Standalone Financial Statements

To,

The Members

Sambhaav Media Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Sambhaav Media Limited ("the Company"), which comprises of the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss and total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA" s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis Matter

We draw attention to the Note 30 of the standalone statement that describes the search operation carried out by the Income Tax department at the Company's business premises and residential premises of the promoter and certain key management personnel of the company. As the company has not received any communication on the findings of the Investigation by the Income Tax department till date, the impact of this matter on the financial statement, is not ascertainable.

Our conclusion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and entity, there are no key audit matters to be communicated in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business

Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs(financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account.
- d. In our opinion, read with matter stated in the Emphasis of Matter paragraph above, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure A”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the

remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V to the Act.

h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact, wherever necessary, of pending litigations on its standalone financial position in its financial statements – Refer Note 30 to the standalone financial statements;
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid dividend during the year covered by our audit.

2. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure B, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

Date: May 13, 2022

Place: Ahmedabad

For R. K. Doshi & Co. LLP

Chartered Accountants

FRN: 102745W/W100242

Rajiv K. Doshi

Partner

M. No.:032542

UDIN: 22032542AIXBQR1994

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Sambhaav Media Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: May 13, 2022
Place: Ahmedabad

For R. K. Doshi & Co. LLP
Chartered Accountants
FRN: 102745W/W100242

Rajiv K. Doshi
Partner
M. No.:032542
UDIN: 22032542AIXBQR1994

Annexure - B to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2022, we report that:

- (i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

b) Property, Plant and Equipment were physically verified during the year by the Management in accordance with a programme of verification, which in our opinion provides for physical verification of all the Property, Plant and Equipment at reasonable intervals having regard to the size of the Company and the nature of its activities. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties (other than immovable properties where the Company is lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment and Investment Properties are held in the name of the Company as at the balance sheet date.

d) The Company has not revalued any of its Property, Plant and Equipment (including Right of use assets) and intangible assets during the year.

e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

- (ii) a) The inventories were physically verified by the management during the year at reasonable intervals. In our opinion and based on information and explanations given to us, the coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with the books of account.

b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the monthly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.

- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans to one company during the year, details of the loan are stated in sub-clause (a) below. The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.

a) A. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiary.

B. Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has granted loans to a party other than subsidiary as below:

Particulars	Amount (in Lakhs)
Aggregate amount during the year – Others	19.25
Balance outstanding as at balance sheet date - Others	475.17

b) In our opinion, and according to the information and explanations given to us, the company has not made any investments or provided any guarantees during the year. Further, loans granted during the year and earlier years are, prima facie, not prejudicial to the interest of the Company.

c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of unsecured loans given, in our opinion the repayment of principal and payment of interest has not been stipulated which is repayable on demand. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the borrower. Further, the Company has not given any advance in the nature of loan to any party during the year.

d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given.

e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdue of existing loans given to the same party.

f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has given loans, details as below, either repayable on demand or without specifying any terms or period of repayment.

(Amount in Lakhs)

	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans	475.17	-	-
– Repayable on demand (A)	-	-	-
– Agreement does not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	475.17	-	-
Percentage of loans/ advances in nature of loans to the total loans	99.00%	-	-

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits (including deemed deposits) from the public within the meaning of provisions of sections 73 to 76 of the Act and the rules framed there under and hence reporting under clause (v) of paragraph 3 of the Order is not applicable. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.
- (vi) As informed to us, the Company is not required to maintain cost records as per the Companies (Cost Records and Audit) Rules, 2014 prescribed by Central Government under subsection (1) of section 148 of the Companies Act; hence reporting under clause (vi) of paragraph 3 of the Order is not applicable to the company.
- (vii) a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us and basis our audit procedures to check the outstanding statutory dues, in our opinion no undisputed amounts payable in respect of statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales tax, Value Added Tax, Service Tax, Custom Duty, Excise Duty, Cess, Goods and Service Tax and other statutory dues applicable to it were in arrears as at the balance sheet date for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us and records of the company examined by us, the following statutory dues as at March 31, 2022 which have not been deposited by the Company on account of any disputes.

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	Amount paid under protest (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	11.45	-	AY 2005-06	Gujarat High Court
Income Tax Act, 1961	Income Tax	8.30	-	AY 2011-12	CIT (Appeals)

- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) a) According to the information and explanations given to us and on the basis of our examination, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- b) According to the information and explanations given to us, the company has not been declared as willful defaulter by any bank or financial institution or other lender.
- c) According to the information and explanations given to us and on an overall examination of the financial statements of the company, term loans obtained by the Company during the year were applied for the purposes for which the loans were obtained.
- d) According to the information and explanation given to us and on an overall examination of the financial statements of the Company, we report that no funds have been raised on short-term basis by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, associates or joint ventures.
- (x) a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x) (a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partially or optionally) and hence reporting under clause (x) (b) of the Order is not applicable to the Company.
- (xi) a) According to the information and explanations given to us, no fraud by the company or on the company has been noticed or reported during the year.
- b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) a) In our opinion the Company has an adequate Internal Audit system commensurate with the size and the nature of its business.
- b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 clause (xv) of the Order is not applicable.

- (xvi) a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to obtain CoR for such activities from the RBI.
- c) In our opinion, the Company is not core investment company (as defined in the regulations made by the RBI) and accordingly reporting under Paragraph 3 clause (xvi)(d) of the Order is not applicable.
- d) The Company is not part of any group as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016, as amended. Accordingly, the requirements of Paragraph 3 clause (xvi) (d) are not applicable
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, paragraph 3 clause (xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to further viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The Company was not having net profit of ₹ 5.00 crore or more during the immediately preceding financial year and hence, provisions of section 135 of the Companies Act, 2013 are not applicable to the Company during the year. Accordingly, reporting under paragraph 3 clause (xx) of the Order is not applicable for the year.

Date: May 13, 2022
Place: Ahmedabad

For R. K. Doshi & Co. LLP
Chartered Accountants
FRN: 102745W/W100242

Rajiv K. Doshi
Partner
M. No.:032542
UDIN: 22032542AIXBQR1994

STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
Assets			
Non Current Assets			
(a) Property, Plant and Equipment	3	3,648.01	3,878.82
(b) Capital Work in Progress	3	-	228.13
(c) Intangible Assets	3	1,541.60	1,605.64
(d) Financial Assets			
(i) Investments	4	746.24	743.28
(ii) Others	5	900.00	805.07
(e) Other Non Current Assets	6	325.63	557.42
Total Non Current Assets		7,161.48	7,818.36
Current Assets			
(a) Inventories	7	14.43	35.66
(b) Financial Assets			
(i) Trade Receivables	8	1,883.63	2,188.82
(ii) Investment	4	15.44	5.71
(iii) Cash and Cash Equivalents	9	4.14	53.99
(iv) Bank balances other than (iii) above	10	22.00	60.80
(v) Loans	11	479.97	536.89
(vi) Others	5	0.47	1.40
(c) Other Current Assets	6	985.10	536.56
(d) Current Tax Assets (Net)	12	82.32	15.23
Total Current Assets		3,487.50	3,435.06
Total Assets		10,648.98	11,253.42
Equity And Liabilities			
Equity			
(a) Equity Share Capital	13	1,911.11	1,911.11
(b) Other Equity	14	6,450.55	6,466.08
Total Equity		8,361.66	8,377.19
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	268.98	256.60
(ii) Lease Liabilities	16	301.42	575.92
(iii) Others	17	142.18	140.89
(b) Provisions	18	6.04	5.46
(c) Deferred Tax Liabilities (Net)	19	128.58	113.26
(d) Other Non Current Liabilities	20	5.90	16.63
Total Non Current Liabilities		853.10	1,108.76
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	654.95	992.61
(ii) Lease Liabilities	16	274.50	246.02
(iii) Trade Payables			
Due to Micro,small and medium enterprises	21	29.98	13.55
Due to other than Micro,small and medium enterprises	21	390.90	446.71
(b) Provisions	18	7.51	7.23
(c) Other Current Liabilities	20	76.38	61.35
Total Current Liabilities		1,434.22	1,767.47
Total Liabilities		2,287.32	2,876.23
Total Equity & Liabilities		10,648.98	11,253.42
Basis of Preparation & Significant Accounting Policies	2		

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

MANOJ B VADODARIA

Director

DIN: 00092053

RAJIV K DOSHI

Partner

Membership Number: 032542

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

PALAK ASAWA

Company Secretary

Membership No: A40377

Date: May 13, 2022

Place: Ahmedabad

Date: May 13, 2022

Place: Ahmedabad



STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No	March 31, 2022	March 31, 2021
Income			
Revenue from operations	22	4,468.38	4,143.99
Other income	23	263.40	242.16
Total Income		4,731.78	4,386.15
Expenses			
Cost of Materials Consumed	24	1,514.91	1,475.64
Changes in inventories of finished goods	25	(0.01)	(1.17)
Employee Benefits expenses	26	376.99	348.01
Finance Costs	27	205.88	289.62
Depreciation and amortization expenses	3	668.57	719.12
Other expenses	28	1,958.07	1,769.91
Total Expenses		4,724.41	4,601.13
Profit/(Loss) before tax		7.37	(214.98)
Tax Expense			
Current Tax	39	-	-
Earlier years tax provisions	39	8.30	28.16
Deferred tax (Asset) / Liability	19	16.47	(57.34)
Total Tax Expense		24.77	(29.18)
Profit/(Loss) After Tax		(17.40)	(185.80)
Other Comprehensive Income			
Items that will not be reclassified to Profit and Loss			
Re-measurements gains/(losses) on post employment benefit plans		1.01	(0.41)
Fair Valuation gains/(losses) of Equity Instruments measures at FVOCI		0.86	1.29
Other Comprehensive Income/(Loss) for the year		1.87	0.88
Total Comprehensive Income/(Loss) for the year		(15.53)	(184.92)
Earnings Per Equity Share	29		
(i) Basic (in ₹)		(0.01)	(0.10)
(ii) Diluted (in ₹)		(0.01)	(0.10)
Basis of Preparation & Significant Accounting Policies	2		

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

MANOJ B VADODARIA

Director

DIN: 00092053

RAJIV K DOSHI

Partner

Membership Number: 032542

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

PALAK ASAWA

Company Secretary

Membership No: A40377

Date: May 13, 2022

Place: Ahmedabad

Date: May 13, 2022

Place: Ahmedabad

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	March 31, 2022	March 31, 2021
(A) Cash Flow From Operating Activities		
Profit/ (loss) Before Tax	7.37	(214.98)
Adjustments for:		
Depreciation and amortization	668.57	719.12
Interest and finance charges	205.88	289.62
Interest income	(60.82)	(62.35)
(Gain)/Loss on fixed assets sold/ discarded (Net)	-	(2.30)
Unrealised Gain on Mutual Fund	(0.44)	-
Operating Profit before Working Capital Changes	820.56	729.11
Adjustments for changes in working capital :		
(Increase)/decrease in Current Assets	48.33	31.05
(Increase)/decrease in Inventories	21.23	(17.98)
Increase/(decrease) in Current Liabilities	(65.33)	(213.73)
Cash Generated from Operations	824.79	528.45
Income taxes paid / (Refund Received)	40.93	(20.23)
Net Cash flow from Operating Activities	783.86	548.68
(B) Cash Flow From Investing Activities		
Purchase of fixed assets	(145.59)	(182.01)
Sale of Fixed Assets	-	5.91
Sale /(Investments) in Joint Venture	-	(39.35)
Investment in Fixed Deposits(with original maturity over 3 months)	38.80	(25.18)
Investment in Shares	(11.39)	-
Interest received	61.65	61.11
Net Cash flow from Investing Activities	(56.53)	(179.52)
(C) Cash Flow From Financing Activities		
Increase / Deaccrease in Borrowings	(571.30)	(68.41)
Interest and finance charges	(205.88)	(289.61)
Net Cash flow from Financing Activities	(777.18)	(358.02)
Net Increase/(Decrease) in Cash and Cash Equivalents	(49.85)	11.14
Cash and bank balances at the beginning of the year	53.99	42.85
Cash and bank balances at the end of the year	4.14	53.99

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Cash and cash equivalents at the end of the year consist of cash on hand and balance with banks as follows:

Detail of cash and cash equivalents	As at March 31, 2022	As at March 31, 2021
Balances with banks		
In current accounts	0.03	51.06
Cash on hand	4.11	2.93
Total	4.14	53.99

Note:

- 1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
- 2) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.
- 3) Figures in bracket represents cash outflow.

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

MANOJ B VADODARIA

Director

DIN: 00092053

RAJIV K DOSHI

Partner

Membership Number: 032542

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

PALAK ASAWA

Company Secretary

Membership No: A40377

Date: May 13, 2022

Place: Ahmedabad

Date: May 13, 2022

Place: Ahmedabad

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

(a) Equity Share Capital

For the year ended March 31, 2022

Balance as at April 01, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes during the year	Balance as at March 31, 2022
1,911.11	-	1,911.11	-	1,911.11
Balance as at April 01, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes during the year	Balance as at March 31, 2021
1,911.11	-	1,911.11	-	1,911.11

(b) Other Equity

For the year ended March 31, 2022

Particulars	Reserves and surplus			Equity Instruments through Other Comprehensive Income	Total Equity
	Capital Reserve	Security Premium Account	General Reserve		
Balance as at April, 2021	2.28	2,995.47	3,467.60	0.73	6,466.08
Add/(Less): Movement during the year	-	-	-	0.86	0.86
Add: Profit/(Loss) for the year	-	-	-	(17.40)	(17.40)
Total Comprehensive Income	-	-	-	1.01	1.01
Add/(Less): Profit for the year transferred from/(to) retained earnings	-	-	(16.39)	16.39	-
Balance as at March 31, 2022	2.28	2,995.47	3,451.21	1.59	6,450.55
For the year ended March 31, 2021					
Balance as at April 01, 2020	2.28	2,995.47	3,653.81	(0.56)	6,651.00
Add/(Less): Movement during the year	-	-	-	1.29	1.29
Add: Profit/(Loss) for the year	-	-	-	(185.80)	(185.80)
Total Comprehensive Income	-	-	-	(0.41)	(0.41)
Add/(Less): Profit for the year transferred from/(to) retained earnings	-	-	(186.21)	186.21	-
Balance as at March 31, 2021	2.28	2,995.47	3,467.60	0.73	6,466.08

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date

For R. K. DOSHI & CO LLP

Chartered Accountants

Firm Registration Number: 102745W / W100242

RAJIV K DOSHI

Partner

Membership Number: 032542

Date: May 13, 2022

Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

Date: May 13, 2022

Place: Ahmedabad

MANOJ B VADODARIA

Director

DIN: 00092053

PALAK ASAWA

Company Secretary

Membership No: A40377

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

1. Company Information

Sambhaav Media Limited ('SML') having CIN: L67120GJ1990PLC014094 is a public company domiciled in India and is incorporated in the year 1990 under the provision of Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The Registered office of the company is located at "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satelite, Ahmedabad – 380 015, India.

The Company is engaged in the business of publishing newspaper and magazine, audio video media in the form of public entertainment system and digital media by way of online portal, social media and varied advertising and communication means as its core activities. Moreover, the Company has secured 13 FM Radio channels that were put for open bidding by MIB under E-Auction of Second Batch of Private FM Radio Phase-III Channels during the financial year 2016-17, During the year company has commenced 2 stations operation i.e. Kargil and Leh in union territory of Ladakh. So, the company has operationalized its all 13 FM Radio channels secured in auction, i.e. 8 FM Radio channels in Gujarat, 3 FM Radio channels in union territory of Jammu and 2 FM Radio channels in union territory of Ladakh. The financial statements for the year ended March 31, 2022 has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 13, 2022.

2. Basis of Preparation and Significant accounting policies

2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standard ("Ind AS") notified under the companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of Companies Act 2013.

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities, defined benefits plans, contingent consideration and assets held for sale, which have been measured at fair value. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

2.2. Use of estimates

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

2.3 Significant accounting policies

I. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- a. Expected to be realized or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realized within twelve months after the reporting period, or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period, or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities (net) are classified as non-current.

II. Property, plant and equipment

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use, along with effects of foreign exchange contracts. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment

Tangible Fixed Assets

Depreciation is charged as per straight line method on the basis of the expected useful life as specified in Schedule II to the Companies Act, 2013. A residual value of 5% (as prescribed in Schedule II to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods, if any.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

An item of intangible asset initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the income statement when the asset is derecognized. Intangible fixed assets are amortized on straight line basis over their estimated useful economic life.

Capital Work- in- progress

Capital work- in- progress represents directly attributable costs of construction/ acquisition to be capitalized. All other expenses including interest incurred during construction / acquisition period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the construction as per Ind AS-23 "Borrowing Costs". Interest income earned on temporary investment of funds brought in for the project during construction period are set off from the interest expense accounted for as expenditure during the construction period. All these expenses are capitalised on commencement of respective projects.

III. Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted cash flows of next five years' projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive Income (the 'OCI'). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.

IV. Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. In case of items which are covered by forward exchange contract, the difference between year end rate and rate on the date of the contract is recognised as exchange difference and premium paid on forward contracts and option contract is recognised over the life of the contract. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are

reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined-

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise.

The gain or loss arising on translation of non-monetary items is recognized in line with the gain or loss of the item that give rise to the translation difference (i.e. translation difference on items whose gain or loss is recognized in other comprehensive income or the statement of profit and loss is also recognized in other comprehensive income or the statement of profit and loss respectively).

V. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Goods & Service Tax (GST), Value Added Tax/Service Tax is not received by the Company on its own account. Rather, it is tax collected on value added to the services by the Company on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognized.

(i) Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed on to the buyer, usually on delivery of goods and is disclosed net of sales return, trade discounts and taxes.

(ii) Rendering of Services

Revenue from advertisement is recognized as and when advertisement is published in newspaper / aired on radio and TV/ displayed on website, in accordance with terms of contract with customers, and is disclosed net of discount and taxes.

(iii) Interest Income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income [OCI], interest income is recorded using the effective interest rate [EIR]. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument [for example, prepayment, extension, call and similar options].

(iv) Dividend income

Dividend income from investments is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.

(v) Other income is recognised when no significant uncertainty as to its determination or realisation exists.

VI. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

a. Initial recognition and measurement

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the initial cost of such asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company settle commits to purchase or sell the asset.

b. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

1. Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows

- Contractual terms of the asset give rise on specified dates to cash flows that are “solely payments of principal and interest” [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

2. Debt instruments at fair value through other comprehensive income [FVTOCI]

A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets
- The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income [OCI]. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

3. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit & Loss statement.

4. Equity instruments measured at fair value through other comprehensive income [FVTOCI]

All equity in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is transferred within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset is primarily derecognised when:

1. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
2. The Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

c. Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b. Trade receivables or any contractual right to receive cash
- c. Financial assets that are debt instruments and are measured as at FVTOCI
- d. Lease receivables under Ind AS 116
- e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows ‘simplified approach’ for recognition of impairment loss allowance on Point c and d provided above. The application of simplified approach requires the company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used to provide impairment. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance [or reversal] recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

1. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
2. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

B. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

i. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

ii. Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

iii. Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

C. Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first DW+ 1ay of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses [including impairment gains or losses] or interest.

D. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

VII. Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted [unadjusted] market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

VIII. Inventories

1. Raw Materials & Stores and spares are valued at cost on FIFO basis. Newsprint & Printing Materials are valued at cost on FIFO basis.
2. Stores and spares issued to consuming departments during the year are treated as consumed.
3. Newsprint in the process of utilization and/or remaining with department at the year-end is included in the inventory at the close of accounting year
4. Finished Goods are valued at Net Realizable Value.

IX. Employee benefits

1. Short Term employee benefits are recognized as expense at undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.
2. Post employment and other long-term benefits are recognised as an expense in the statement of profit and loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques at the end of Financial Year. Actuarial gains and losses in respect of post employment and other long-term benefits are debited / credited to retained earnings through OCI in the period in which they occur.
3. Payments to defined contribution retirement benefit scheme, if any, are charged as expense as they fall due.

X. Taxes on Income

1. Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and tax laws prevailing in the respective tax jurisdictions where the Company operates. Current tax items are recognized in correlation to the underlying transaction either in P&L, OCI or directly in equity.

2. Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
3. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized on the basis of reasonable certainty that the company will be having sufficient future taxable profits and based on the same the DTA has been recognized in the books.
4. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
5. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is "realized or the liability is settled, based on tax rates [and tax laws] that have been enacted or substantively enacted at the" reporting date.
6. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.
7. Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes it down to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period and utilize the MAT Credit Entitlement.

XI. Borrowing costs

1. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.
2. Borrowing cost consists of interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
3. Borrowing costs which are not specifically attributable to the acquisition, construction or production of a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a weighted average capitalization rate. The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the company during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized cannot exceed the amount of borrowing costs incurred during that period. Other interest and borrowing costs are charged to revenue.

XII. Earnings per equity share

Basic earnings per share is calculated by dividing the net profit or loss from continuing operation and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS is calculated by dividing the profit attributable to Equity Shareholders by weighted average number of equity shares outstanding during the year, plus the weighted average number of equity shares that would be issued in conversion of all the potential equity shares into equity shares.

XIII. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, and the risks specific to the liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

XIV. Cash and Cash Equivalents

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

XV. Leases

As per Ind AS 116 "Leases", the determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a lessee

The Company recognize right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of estimated lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Amortization on Right to use assets

Amortization is provided on straight line method over the useful life of asset as assessed by the management. Amortization is charged on pro-rata basis for asset purchased/sold during the year

The exception permitted in Ind AS 116 for low value assets and short-term leases has been adopted by Company

XVI. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

XVII. Segment Reporting

As per IND AS 108 An operating segment is component of the company that engages in the business activity from which the company earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The company's chief operating decision maker is the Managing Director. The company has identified Three business segment as a reportable segment. The Business Segment comprise 1. Media and Allied Business 2. Technology and Allied Business Segment and 3. Others.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

3. Property, Plant and Equipments, Intangible Assets and Capital Work in Progress as at March 31, 2022

Particulars	Gross Block			Accumulated depreciation			Net Block		
	As at April 01, 2021	Additions	Disposal/ Transfer	As at March 31, 2022	As at April 01, 2021	Depreciation charged during the year	Depreciation on Disposal/ Transfer	As at March 31, 2022	As at March 31, 2021
Property, plant and equipments									
Land	1,102.72	-	-	1,102.72	-	-	-	1,102.72	1,102.72
Buildings	707.93	-	-	707.93	180.28	13.17	-	514.48	527.65
Plant & Machinery	316.46	-	-	316.46	251.14	12.15	-	53.17	65.32
Plant and Machinery - Wise TV	89.45	-	-	89.45	83.80	0.84	-	4.81	5.65
Furniture & Fixtures	345.22	-	-	345.22	338.62	-	-	6.60	6.60
Office Equipment	202.03	2.55	-	204.58	178.89	5.41	-	20.28	23.14
Vehicles	159.98	14.60	-	174.58	93.70	17.30	-	63.58	66.28
PES Project (Owned) - (Wise TV)	1,279.91	-	-	1,279.91	1,005.68	130.91	-	143.32	274.23
GPS Equipment	791.80	-	-	791.80	586.99	94.87	-	109.94	204.81
GPS -Plant and Machinery	198.29	-	-	198.29	185.24	3.14	-	9.91	13.05
FM Equipment	925.85	339.65	-	1,265.50	85.97	59.22	-	1,120.31	839.88
Tangible Asset A	6,119.64	356.80	-	6,476.44	2,990.31	337.01	-	3,327.32	3,149.12
Right of Use Assets									
FM Equipments	1,212.10	-	-	1,212.10	462.61	250.60*	-	498.89	749.49
Tangible Asset B	1,212.10	-	-	1,212.10	462.61	250.60	-	498.89	749.49
Total Tangible Asset C (A+B)	7,331.74	356.80	-	7,688.54	3,452.92	587.61	-	3,648.01	3,878.62
Capital Work in Progress									
FM WIP	228.13	148.60	376.73	-	-	-	-	-	228.13
Total Capital Work in Progress	228.13	148.60	376.73	-	-	-	-	-	228.13
Intangible Assets									
Computer Software	61.46	0.47	-	61.93	51.85	5.65	-	4.43	9.61
FM Licenses	1,785.85	37.08	-	1,822.93	189.82	95.94	-	1,537.17	1,596.03
Total Intangible Asset	1,847.31	37.55	-	1,884.86	241.67	101.59	-	1,541.60	1,605.64
Grand Total	9,407.18	542.95	376.73	9,573.40	3,694.59	689.20	-	4,383.79	5,712.59

*During the year Total Amortization on Right of use Assets is ₹ 250.60 Lakh out of which ₹ 229.96 Lakh Recognised in statement of Profit and Loss and Remaining Amount of ₹ 20.64 Lakh transferred to FM WIP.

Note: 1. The company has mortgaged 10th Floor, of Sambhaav House situated at Bodakdev against the operating lease executed with Tata Capital Financial Services Ltd.

2. The company has mortgaged 2nd& 3rd Floor of Adarsh House situated at Navrangpura against the borrowing of Bank of Baroda.

3. The company has mortgaged NA Land of situated at Dhank & Meravadar at Rajkot Dist. against the borrowing of Bank of Baroda.

4. The company has mortgaged Ground and First Floor of Sambhaav House situated at Bodakdev against the borrowing of Bank of Baroda.

3. Property, Plant and Equipments, Intangible Assets and Capital Work in Progress as at March 31, 2021

Particulars	Gross Block			Accumulated depreciation			Net Block		
	As at April 01, 2020	Additions	Disposal/ Transfer	As at March 31, 2021	As at April 01, 2020	Depreciation charged during the year	Depreciation on Disposal/ Transfer	As at March 31, 2021	As at March 31, 2020
Property, plant and equipments									
Land	1,102.72	-	-	1,102.72	-	-	-	1,102.72	1,102.72
Buildings	705.08	2.85	-	707.93	167.15	13.13	-	527.65	537.93
Plant & Machinery	335.52	-	19.06	316.46	255.72	12.32	16.90	251.14	79.80
Plant and Machinery - Wise TV	89.45	-	-	89.45	82.96	0.84	-	83.80	6.49
Furniture & Fixtures	344.91	0.31	-	345.22	325.17	13.45	-	338.62	19.74
Office Equipment	206.83	2.83	7.63	202.03	179.74	6.53	7.38	178.89	27.09
Vehicles	190.86	-	30.88	159.98	106.25	17.13	29.68	93.70	84.61
PES Project (Owned) - (Wise TV)	1,279.91	-	-	1,279.91	865.49	140.19	-	1,005.68	414.42
GPS Equipment	791.80	-	-	791.80	436.24	150.75	-	586.99	355.56
GPS Plant and Machinery	198.29	-	-	198.29	147.47	37.77	-	185.24	50.82
FM Equipment	790.69	135.16	-	925.85	48.64	37.33	-	85.97	742.05
Tangible Asset A	6,036.06	141.15	57.57	6,119.64	2,614.83	429.44	53.96	2,990.31	3,421.23
Right of Use Assets									
FM Equipments	1,212.10	-	-	1,212.10	211.99	250.62*	-	462.61	1,000.11
Tangible Asset B	1,212.10	-	-	1,212.10	211.99	250.62	-	462.61	1,000.11
Total Tangible Asset C (A+B)	7,248.16	141.15	57.57	7,331.74	2,826.82	680.06	53.96	3,452.92	4,421.34
Capital Work in Progress									
FM WIP	201.35	175.11	148.33	228.13	-	-	-	-	201.35
Total Capital Work in Progress	201.35	175.11	148.33	228.13	-	-	-	-	201.35
Intangible Assets									
Computer Software	60.56	0.90	-	61.46	44.49	7.36	-	51.85	16.07
FM Licenses	1,772.67	13.18	-	1,785.85	118.66	71.16	-	189.82	1,654.01
Total Intangible Asset	1,833.23	14.08	-	1,847.31	163.15	78.52	-	241.67	1,670.08
Grand Total	9,282.74	330.34	205.90	9,407.18	2,989.97	758.58	53.96	3,694.59	6,292.77

*During the year Total Amortization on Right of use Assets is ₹ 250.62 Lakh out of which ₹ 211.18 Lakh Recognised in statement of Profit and Loss and Remaining Amount of ₹ 39.44 Lakh transferred to FM WIP.

Note: 1. The company has mortgaged 10th Floor, of Sambhaav House situated at Bodakdev against the operating lease executed with Tata Capital Financial Services Ltd.

2. The company has mortgaged 2nd & 3rd Floor of Adarsh House situated at Navrangpura against the borrowing of Bank of Baroda.

3. The company has mortgaged NA Land of situated at Dhank & Meravadar at Rajkot Dist. against the borrowing of Bank of Baroda.

4. The company has mortgaged Ground and First Floor of Sambhaav House situated at Bodakdev against the borrowing of Bank of Baroda.

3.1 CWIP Ageing Project in Progress

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2022	-	-	-	-	-
As on March 31, 2021	26.78	12.15	6.77	182.43	228.13

3.2 Details of Benami Property Held:

There are no proceedings which have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition Act, 1988 and rules made thereunder.)

3.3 Revaluation of Property, Plant and Equipment and Intangible Assets:

The Company has not revalued its Property, Plant and Equipment and Intangible assets during the year as well as in previous year.

3.4 Title deeds of Immovable Property not held in the name of the company:

All title deeds of immovable properties are held in the name of the company.

4. Financial Assets - Investments

Particulars	March 31, 2022	March 31, 2021
Non-Current		
Unquoted Investments		
(A) Investments at Cost		
(a) Investments in Equity Shares		
- in Subsidiary	500.00	500.00
(b) Investments in Preference Shares		
- in Others	150.00	150.00
(c) Other Investments		
- In Membership shares in LLP	93.52	92.14
	743.52	742.14
Quoted Investments:		
(A) Investments at Fair Value through Other Comprehensive Income		
(a) Investments in Equity Shares		
- in Others	2.72	1.14
Total	746.24	743.28
Current		
Quoted Investments		
(A) Investments at Fair Value through Other Comprehensive Income		
(a) Investments in Equity Shares		
- Baroda Equity Saving Fund	5.94	5.71
- Baroda Business Cycle Fund	9.50	-
Total	15.44	5.71
Aggregate value of Quoted Investments (Fair Value)	18.16	6.85
Aggregate value of Quoted Investments (Cost)	19.56	9.56
Aggregate value of Unquoted Investments (Fair Value)	743.52	742.14
Aggregate value of Unquoted Investments (Cost)	743.52	742.14
Details of Investments		
Particulars	March 31, 2022	March 31, 2021
Unquoted Investments:		
Investment in equity instruments		
Investment in wholly owned subsidiary company (At cost)		
Ved Technoserve India Private Limited	500.00	500.00
50,00,000 (March 31, 2021: 50,00,000)		
Equity shares of ₹ 10/- each, fully paid		
Investment in Membership Shares in LLP		
Sambhaav Nascent LLP		
- Fixed Capital	0.51	0.51
- Current Capital	93.01	91.63
(a) Name of the firm : Sambhaav Nascent LLP		
(b) Name of Partners : (1) Sambhaav Media Limited, (2) Nascent Info Technologies Pvt Ltd		
(c) Profit sharing ratio of the partners : 51:49		
Investment in preference shares		
Gujarat News Broadcasters Private Limited	150.00	150.00
15,00,000 (March 31, 2021:15,00,000)		
Preference shares of ₹ 10/- each, fully paid		
Quoted Investments:		
Investment in equity instruments		
Investments measured at Fair Value through OCI		
Gujarat State Financial Corporation Ltd.	2.61	1.04
28,800 (March 31, 2021: 28,800)		
Equity shares of ₹ 10 each, fully paid		
Shree Rama Newsprint Ltd.	0.11	0.10
625 (March 31, 2021: 625)		
Equity shares of ₹ 10 each, fully paid		
Investment in Mutual Fund		
Investments measured at Fair Value through OCI		
Baroda Equity Saving Fund	5.94	5.71
48866.08 (March 31, 2021: 48866.08)		
Baroda Business Cycle Fund	9.50	-
99,985.01 (March 31, 2021: Nil)		

5. Financial Assets - Others

Particulars	March 31, 2022	March 31, 2021
Non-Current		
Security Deposits (Unsecured, considered good)	900.00	805.07
Total	900.00	805.07
Current		
Advances recoverable in cash (Unsecured, considered good)	0.44	0.13
Accrued Interest	0.03	1.27
Total	0.47	1.40

6. Assets - Others

Particulars	March 31, 2022	March 31, 2021
Non-Current		
Capital Advances (Unsecured, considered good)	59.18	209.28
Advances other than capital advances		
Prepaid expenses	172.99	252.48
Balances with government/statutory Authorities (Net)	93.46	95.66
Total	325.63	557.42
Current		
Advances other than capital advances		
Advances recoverable in kind (Unsecured, considered good)		
considered good	585.98	268.88
considered doubtful	3.06	-
	589.04	268.88
Less: Impairment allowance	(3.06)	-
	585.98	268.88
Prepaid Expenses	161.20	156.15
Balances with Government/Statutory Authorities (Net)	237.34	111.18
Advance to employees	0.58	0.35
Total	985.10	536.56

7. Inventories

Particulars	March 31, 2022	March 31, 2021
Raw Material and Components	13.25	34.49
Finished Goods	1.18	1.17
Total	14.43	35.66

Note : As per inventory taken and valued by the Management

8. Trade Receivables

Particulars	March 31, 2022	March 31, 2021
Current		
Unsecured		
Considered good	1,883.63	2,188.82
Considered doubtful	26.40	-
	1,910.03	2,188.82
Less: Impairment allowance	26.40	-
Total	1,883.63	2,188.82

8.1 No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies in which director is a partner, a director or a member.

8.2 Refer to Note No. 34 for related party transactions and outstanding balances.

8.3 Allowance for Doubtful Debts

The Company has analyzed any allowance for doubtful debts based on 12 months Expected Credit Losses model. - **Refer Note -38**

8.4 Trade Receivable Ageing Debtors Ageing as on March 31, 2022

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	1,290.49	308.63	125.21	82.65	76.65	1,883.63
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	26.40	26.40
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	1,290.49	308.63	125.21	82.65	103.05	1,910.03
Less : Allowance for credit loss						26.40
Total Trade Receivables	1,290.49	308.63	125.21	82.65	103.05	1,883.63

Debtors Ageing as on March 31, 2021

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	1,504.06	342.80	182.29	86.20	73.47	2,188.82
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	1,504.06	342.80	182.29	86.20	73.47	2,188.82
Less : Allowance for credit loss						-
Total Trade Receivables	1,504.06	342.80	182.29	86.20	73.47	2,188.82

9. Cash and cash equivalents

Particulars	March 31, 2022	March 31, 2021
Balances with Banks		
In current accounts	0.03	51.06
Cash in hand	4.11	2.93
Total	4.14	53.99

10. Bank balances other than above

Particulars	March 31, 2022	March 31, 2021
Fixed Deposits*	22.00	60.80
Total	22.00	60.80

*These Fixed Deposits represent balances held as margin money

11. Loans

Particulars	March 31, 2022	March 31, 2021
Current		
Inter Corporate Deposits (Unsecured, considered good)	475.17	534.01
Loans to Employees (Unsecured, considered good)	4.80	2.88
Total	479.97	536.89

Company has analysed any allowance for doubtful debts based on 12 months Expected Credit Losses model. - Refer Note -38

12. Current Tax Assets (Net)

Particulars	March 31, 2022	March 31, 2021
Current Tax Assets (Net of advance tax)	82.32	15.23
Total	82.32	15.23

13. Equity Share Capital

Particulars	March 31, 2022	March 31, 2021
Authorised:		
20,00,00,000 (March 31, 2021: 20,00,00,000) Equity Shares of ₹ 1 each	2,000.00	2,000.00
	2,000.00	2,000.00
Issued, Subscribed and fully paid-up:		
19,11,10,840 (March 31, 2021: 19,11,10,840) Equity Shares of ₹ 1 each	1911.11	1911.11
Total	1,911.11	1,911.11

A. Reconciliation of shares outstanding at the beginning and at the end of the Reporting year

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
At the beginning of the year	191,110,840	1,911.11	191,110,840	1,911.11
Add/(Less): Movement during the year	-	-	-	-
Outstanding at the end of the year	191,110,840	1,911.11	191,110,840	1,911.11

B. Terms/Rights attached to the equity shares

- The company has only one class of equity shares having a par value of ₹ 1/- per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of shareholders, except in case of interim dividend.
- In the event of liquidation of the company, the holders of shares shall be entitled to receive the remaining assets of the company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

C. Number of Shares held by each shareholder holding more than 5% Shares in the company

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kiran B Vadodaria	33,826,935	17.70%	33,826,935	17.70%
Manoj B Vadodaria	20,735,376	10.85%	20,735,376	10.85%
Nila M Vadodaria	16,369,020	8.57%	16,369,020	8.57%
Deep S Vadodaria	15,889,051	8.31%	15,889,051	8.31%
Alpa K Vadodaria	15,135,700	7.92%	15,135,700	7.92%
Nextwave Televentures Private Limited	13,282,800	6.95%	13,282,800	6.95%
	115,238,882	60.30%	115,238,882	60.30%

D. Disclosure of Shareholding of Promoters as at March 31, 2022 is as follows

Name of Promoters	As at March 31, 2022			As at March 31, 2021		
	No. of Shares	% of Holding	% change during the year	No. of Shares	% of Holding	% change during the year
Nila M Vadodaria	16,369,020	8.57%	-	16,369,020	8.57%	-
Manoj B Vadodaria	20,735,376	10.85%	-	20,735,376	10.85%	-
Rajeshbhai B Vadodaria	3,257,250	1.70%	-	3,257,250	1.70%	-
Kiran B Vadodaria	33,826,935	17.70%	-	33,826,935	17.70%	-
Shailesh B Vadodaria	8,489,650	4.44%	-	8,489,650	4.44%	-
Kajal Kiran Vadodaria	700,000	0.37%	-	700,000	0.37%	-
Deep S Vadodaria	15,889,051	8.31%	-	15,889,051	8.31%	-
Megha S Vadodaria	8,000	0.00%	-	8,000	0.00%	-
Alpa K Vadodaria	15,135,700	7.92%	-	15,135,700	7.92%	-
Chhayaben R Vadodaria	2,810,000	1.47%	-	2,810,000	1.47%	-
Mina S Vadodaria	3,045,000	1.59%	-	3,045,000	1.59%	-
	120,265,982	62.92%	-	120,265,982	62.92%	-

E. During the 5 years immediately preceding March 31, 2022, there are no shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. Also, there are no shares allotted as fully paid up by way of bonus shares.

14. Other Equity

Particulars	March 31, 2022	March 31, 2021
A. Reserves and Surplus		
(i) Capital Reserve	2.28	2.28
(ii) Securities Premium	2,995.47	2,995.47
(iii) General Reserve		
Opening Balance	3,467.60	3,653.81
Add: Transfer of Profit for the year	(16.39)	(186.21)
Closing Balance	3,451.21	3,467.60
(iv) Retained Earnings		
Opening Balance	-	-
Add: Profit during the year	(17.40)	(185.80)
Add: Other Comprehensive Income for the year	1.01	(0.41)
Less: Transfer to General Reserves	(16.39)	(186.21)
Closing Balance	-	-
B. Equity Instruments through Other Comprehensive Income		
Opening Balance	0.73	(0.56)
Add/(Less): Movement during the year	0.86	1.29
Closing Balance	1.59	0.73
Total	6,450.55	6,466.08

Nature and Purpose of various items in other equity**(a) Securities Premium**

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(b) Capital Reserve

The company recognises profit or loss on purchase / sale of the equity instruments in case of merger to capital reserve.

(c) General Reserve

The company has transferred a its net profit before declaring dividend or a portion of net profit kept separately for future purpose is disclosed as general reserve.

(d) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfer to General Reserve, dividends or other distributions paid to the shareholders.

(e) Equity Instruments through Other Comprehensive Income

The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in equity instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are transfer to the retained earning

15. Financial Liabilities - Borrowings

Particulars	March 31, 2022	March 31, 2021
Non Current		
Secured Term Loans		
From Banks		
Vehicle Loans**	9.76	7.51
Other Term Loans From Bank of Baroda*	259.22	249.09
Total	268.98	256.60
Current		
Secured		
Current maturities of long term borrowings	128.81	154.10
Working Capital facilities from Bank of Baroda***	526.14	838.51
Total	654.95	992.61

A. Nature of Security

* Against hypothecation of Plant & Machinery of GPS, Other Fixed Assets, other collateral securities & personal guarantees given by Directors & Others.

** Against Hypothecation of Vehicle.

*** Against hypothecation of Stock and Book Debts, hypothecation of Plant & Machinery , Other Fixed Assets, other collateral securities & personal guarantees given by Directors & Others.

B. Rate of Interest and Terms of Repayment

(i) The Company has availed working capital facilities from bank at a interest rate of 9.50% p.a.

(ii) The Company has availed secured loan facilities from Bank at following rate of Interest and Repayment schedule

Name of Institution	Repayment Schedule		
	No. of Installments (Monthly)	Rate of Interest	First Installment due
Term Loan			
Bank of Baroda	36	7.50%	18-04-24
Bank of Baroda	36	7.50%	25-08-21
Bank of Baroda	18	6.85%	25-02-21
Vehicle Loan			
ICICI Bank Ltd	60	8.29%	10-03-18
ICICI Bank Ltd	60	8.71%	10-09-18
ICICI Bank Ltd	60	7.60%	01-06-21

C. Borrowings Obtained on The Basis of Security of Current Assets

As per sanctioned letter issued by Banks, the Company is required to submit Inventory Statement and Book Debts statement to Banks on monthly basis. The Inventory Statements are in agreement with books of accounts. The Books Debts are in agreement with books of accounts.

D. Registration of charges or satisfaction with registration of companies

The Company have registered charges or satisfaction with ROC, within statutory period, except in loans listed below:

Description of charge	Location of Registrar	Period by which charge has to be registered	Reason for delay in registration
ICICI Vehicle Loan	Ahmedabad	March, 2018 (30 days from sanction date)	Due to technical reasons, the
ICICI Vehicle Loan	Ahmedabad	September, 2018 (30 days from sanction date)	company was unable to file charge registration form.

E. Utilisation of Borrowed Funds and Share Premium

As on March 31, 2022, there is no unutilised borrowed funds and securities premium. The securities premium, long-term and short term borrowed funds from banks and financial institutions have been utilised for the specific purpose for which the funds were raised.

F. Wilful Defaulter

The company is not declared as wilful defaulter by bank, financial institutions or other lender.

16. Lease Liabilities

Particulars	March 31, 2022	March 31, 2021
Non Current		
Lease Liabilities	301.42	575.92
Total	301.42	575.92
Current		
Lease Liabilities	274.50	246.02
Total	274.50	246.02

17. Financial Liabilities - Others

Particulars	March 31, 2022	March 31, 2021
Non Current		
Security Deposits	142.18	140.89
Total	142.18	140.89

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as on March 31, 2022 (March 31, 2021: Nil)

18. Provisions

Particulars	March 31, 2022	March 31, 2021
Non Current		
Provision for employee benefit		
Gratuity	3.98	3.46
Leave Encashment	2.06	2.00
Total	6.04	5.46
Current		
Provision for employee benefit		
Gratuity	6.73	6.47
Leave Encashment	0.08	0.08
Others	0.70	0.68
Total	7.51	7.23

19. Deferred Tax Liability (Net)

Particulars	March 31, 2022	March 31, 2021
Deferred Tax Liabilities on account of:		
(i) Depreciation	449.07	336.65
Deferred Tax Assets on account of:		
(i) Bonus	0.19	0.19
(ii) Employee Benefit Expenses	3.57	3.34
(iii) Mat Receivable	316.73	219.86
Deferred Tax Liabilities (Net)	128.58	113.26

19.1 Movement in Deferred Tax Liabilities/(Assets)

Particulars	Property Plant & Equipment	Bonus	Defined benefit obligations	Unabsorbed Depreciation / Business Loss	Deferred Tax Liabilities / (Assets) before MAT Credit	MAT Credit Entitle	Total
Balance as at April 01, 2020	320.24	(0.19)	(3.49)	(115.28)	201.28	(30.68)	170.60
Recognised in statement of profit and loss	16.41	-	0.15	(73.90)	(57.34)	-	(57.34)
Recognised in OCI	-	-	-	-	-	-	-
Balance as at March 31, 2021	336.65	(0.19)	(3.34)	(189.18)	143.94	(30.68)	113.26
Balance as at April 01, 2021	336.65	(0.19)	(3.34)	(189.18)	143.94	(30.68)	113.26
Recognised in statement of profit and loss	112.42	-	(0.23)	(95.72)	16.47	(1.15)	15.32
Recognised in OCI	-	-	-	-	-	-	-
Balance as at March 31, 2022	449.07	(0.19)	(3.57)	(284.90)	160.41	(31.83)	128.58

20. Other Liabilities

Particulars	March 31, 2022	March 31, 2021
Non Current		
Others	5.90	16.63
Total	5.90	16.63
Current		
Payable for Capital Goods	34.21	34.34
Advance from customers	11.12	7.88
Statutory dues	16.79	7.50
Others	14.26	11.63
Total	76.38	61.35

21. Trade Payables

Particulars	March 31, 2022	March 31, 2021
Current		
Due to other than micro, small and medium enterprises	345.76	381.89
Due to micro, small and medium enterprises*	29.98	13.55
Due to related parties**	45.14	64.82
Total	420.88	460.26

(*) Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as under

Particulars	March 31, 2022	March 31, 2021
Based on the information available with the company regarding the status of its vendors under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 ("MSMED Act"), the disclosure pursuant to the MSMED Act,2006 is as follows:		
(a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year;	29.98	13.55
(b) Interest paid during the year	-	-
(c) Amount of payment made to the supplier beyond the appointed day during accounting year;	-	-
(d) Interest due and payable for the period of delay in making payment;	-	-
(e) Interest accrued and unpaid at the end of the accounting year; and	-	-
(f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise; have not been given.	-	-

** Disclosure of Due to related party is as under:

Particulars	March 31, 2022	March 31, 2021
Ved Technoserve India Private Limited	45.14	64.82

21.1 Trade Payables Ageing

Creditors Ageing as on 31-03-2022

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	29.98	-	-	-	29.98
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	348.15	42.75	-	-	390.90
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	378.13	42.75	-	-	420.88

Creditors Ageing as on 31-03-2021

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	13.55	-	-	-	13.55
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	442.95	3.76	-	-	446.71
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	456.50	3.76	-	-	460.26

22. Revenue From Operations

Particulars	March 31, 2022	March 31, 2021
Sale of Products	352.39	331.46
Sale of Services	4,115.99	3,812.53
Total	4,468.38	4,143.99

22.1 Reconciliation of Revenue as per Contract price and as recognised in Statement of Profit & Loss

Particulars	March 31, 2022	March 31, 2021
Revenue as per contract price	353.69	332.45
Less : Trade Discount	(1.30)	(0.99)
Revenue as per statement of Profit and Loss	352.39	331.46

23. Other Income

Particulars	March 31, 2022	March 31, 2021
Interest Income		
From banks and Others	60.82	62.35
Interest on Financial Instruments measured at amortised cost	98.95	90.63
Rent income	80.51	84.54
Maintenance Income	0.40	0.40
Profit on sale of Fixed Assets	-	2.30
Miscellaneous income	22.28	1.94
Unrealised Gain on Mutual Fund	0.44	-
Total	263.40	242.16

24. Cost of Materials Consumed

Particulars	March 31, 2022	March 31, 2021
Opening Stock	34.49	17.68
Add : Purchases including broadcasting expenses	1,493.67	1,492.45
	1,528.16	1,510.13
Less : Closing Stock	13.25	34.49
Cost of materials consumed	1,514.91	1,475.64

25. Changes In Inventories Of Finished Goods

Particulars	March 31, 2022	March 31, 2021
Inventories as at commencement	1.17	-
Inventories as at close	1.18	1.17
Net (increase)/decrease in Inventories	(0.01)	(1.17)

26. Employee Benefit Expenses

Particulars	March 31, 2022	March 31, 2021
Salary, wages, allowances and bonus	364.73	337.32
Contribution to provident and other funds	3.18	3.49
Staff Welfare Expense	9.08	7.20
Total	376.99	348.01

27. Finance Costs

Particulars	March 31, 2022	March 31, 2021
Interest expense		
On Borrowing Cost	134.41	186.70
On Lease Liabilities	70.49	86.04
Others	-	10.65
Other borrowing costs (including bank charges)	0.98	6.23
Total	205.88	289.62

28. Other expenses

Particulars	March 31, 2022	March 31, 2021
Electricity, Power & Fuel	70.25	62.38
Repairs & Maintenance		
Repairs to Buildings	5.05	4.68
Repairs to Machinery & Equipments	66.99	62.01
Repairs to Others	5.72	5.02
Repairs and Maintenance - PES/PIS	400.30	392.37
Contractual Expenses for IVT & PIS	222.76	230.18
Selling & Distribution Expenses	101.44	102.35
Brokerage & Commission	150.18	198.16
Rent Expenses	69.35	50.76
Travelling Expenses	37.87	26.04
News Story Expenses	61.48	58.23
Rates and taxes	4.87	7.51
Insurance	5.39	4.94
Advertisement, Sales Promotion & Seminar Exp	79.23	58.60
Legal and Professional Fees	70.14	80.42
Fair Valuation of Financial Instruments	84.56	84.99
Content Cost	167.94	75.22
Payments to Auditors*	2.87	2.87
License Fees	235.16	193.15
Provision for doubtful advances	29.46	-
Miscellaneous Expense	87.06	70.03
Total	1,958.07	1,769.91
* Payment to Auditors		
- Statutory Audit Fees	2.50	2.50
- Others	0.37	0.37

29. Earnings per equity share

Particulars	March 31, 2022	March 31, 2021
Profit/(loss) available for equity shareholders (₹ in lakhs)	(17.40)	(185.80)
Weighted average numbers of equity shares used as denominated for calculating basic EPS	191,110,840	191,110,840
Nominal value per equity share (in Rupees)	1.00	1.00
Basic Earnings /(loss) Per Equity Share (in Rupees)	(0.01)	(0.10)
Weighted average numbers of equity shares used as denominated for calculating diluted EPS	191,110,840	191,110,840
Diluted Earnings /(loss) Per Equity Share (in Rupees)	(0.01)	(0.10)

30. Contingent liabilities and commitments

Particulars	March 31, 2022	March 31, 2021
Contingent liabilities		
Claims against the Company not acknowledged as debts		
- Income Tax Demands for AY 2005-06 matter under appeal	11.45	11.45
- Income Tax Penalty Demand for AY 2011-12 matter under appeal	8.30	-
- Bank Guarantee issued by Bank of Baroda	140.89	545.29
- Additional Bonus Liability for F.Y. 2014-15	0.38	0.38

Particulars	March 31, 2022	March 31, 2021
Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances):	NIL	NIL

Notes:

- Additional bonus liability for the F.Y. 2014-15 owing to amendment made in "The Payment of Bonus Act, 1965" w.e.f. April 01, 2014, has not been provided for as the matter is subjudice before various High Courts in the Country.
- The Hon'ble Supreme Court of India ("SC") by their order dated 28 February 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The Company has provided the impact of the said supreme court judgement with effect from 1 January 2020. In view of the management,

any additional liability for the period from date of the SC order (28 February 2019) to 31 December 2019 is not material and hence have not been provided in the books of account. In addition, management is of the view that there is a considerable uncertainty around the timing and extent in which the judgement will be interpreted and applied by the regulatory authorities and accordingly, the impact for periods prior to the date SC order (28 February 2019), if any, is not ascertainable and consequently no financial effect has been provided for in the standalone financial statements. Accordingly, this has been disclosed as a contingent liability in the standalone financial statements.

- (iii) It is not practicable to estimate the timing of cash outflows, if any, in respect of matters stated above, pending resolution of the proceedings.
- (iv) The Income-Tax Department had carried out a search operation at the Company's various business premises and residential premises of promoters and certain key employees of the company, under Section 132 of the Income-tax Act, 1961 on September 08, 2021. The Company had extended full co-operation to the income-tax officials during the search and provided all the information sought by them. The Company had made the necessary disclosures to the stock exchanges in this regard on September 12, 2021, in accordance with Regulation 30 of the SEBI (LODR) Regulations, 2015 (as amended). As on the date of issuance of these financial results, the Company has not received any formal communication for any demand from the Income-tax department regarding the findings of their investigation I examination. Given the nature and complexity of the matter, the final outcome of which is not ascertainable, the impact (if any) on the results in relation to the matter cannot be determined at present by the management. The statutory auditors have given Emphasis of Matter in their statutory audit report on standalone financial results for the year ended March 31, 2022.

31. Segment reporting

In terms of Indian Accounting Standard (Ind AS) 108 on 'Operating Segment' notified in the Act, Segment information has been prescribed in the consolidated Financial statement Note No. 31 prepared pursuant to Indian Accounting Standard (Ind AS) 110 on 'Consolidated Financial Statement' and Indian Accounting Standard (Ind AS) 28 on 'Investments in Associates and Joint Ventures' notified in the Act, included in the Annual Report of the year.

32. Disclosures as required by Ind AS 19 employee benefits

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year ₹ 1.47 Lakhs (Previous Year ₹ 1.61 Lakhs)

(b) Defined benefit plans

Gratuity

Compensated absences - Earned leave

In accordance with Indian Accounting Standard 19, actuarial valuation have been carried out in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 6.33% p.a. (Previous Year 6.44% p.a.) compound has been used for gratuity obligation.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

Particulars	Gratuity (Funded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Discount rate(per annum)	6.33%	6.44%	6.33%	6.44%
Future salary increase	5.00%	5.00%	5.00%	5.00%
Expected rate of return on plan assets	7.35%	7.15%	-	-
Mortality Rate	100.00%	100.00%	100.00%	100.00%
Retirement age	58	58	58	58
Withdrawal rates	1.00%	1.00%	1.00%	1.00%

Particulars	Gratuity (Funded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Change in present value of the defined benefit obligation during the year				
Present value of obligation as at the beginning of the year	15.99	16.34	2.08	1.84
Interest Cost	1.03	0.99	0.13	0.11
Current Service Cost	0.76	0.92	0.32	0.65
Benefits Paid	-	(2.92)	-	(0.30)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.05	0.07	0.01	0.02
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.61)	0.59	(0.40)	(0.24)
Present value of obligation as at the end of the year	17.22	15.99	2.14	2.08
Change in fair value of plan assets during the year				
Fair Value of plan assets at the beginning of the year	6.07	5.67	-	-
Interest Income	0.38	0.36	-	-
Contributions by the employer	-	2.92	-	0.30
Benefits paid	-	(2.92)	-	(0.30)
Return on plan assets	0.06	0.04	-	-
Fair Value of plan assets at the end of the year	6.51	6.07	-	-
Net (Asset)/ Liability recorded in the Balance Sheet				
Present value of obligation as at the end of the year	10.71	9.92	2.14	2.08
Net (Asset)/ Liability-Current	6.73	6.47	0.08	0.08
Net Asset/ (Liability)-Non-Current	3.98	3.45	2.06	2.00
Expenses recorded in the Statement of Profit & Loss during the year				
Interest Cost	1.03	0.99	0.13	0.11
Current Service Cost	0.76	0.92	0.32	0.65
Interest Income	(0.38)	(0.36)	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.05	0.07	0.01	0.02
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.61)	0.59	(0.40)	(0.24)
Total expenses included in employee benefit expenses and OCI	0.85	2.21	0.06	0.54
Recognized in Other Comprehensive Income during the year				
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.05	0.07	0.01	0.02
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.61)	0.59	(0.40)	(0.24)
Return on plan assets	(0.06)	(0.04)	-	-
Recognized in Other Comprehensive Income	(0.62)	0.62	(0.39)	(0.22)
Maturity profile of defined benefit obligation				
Within 12 months of the reporting period	6.73	6.47	0.08	0.08
Between 2 and 5 years	9.43	3.72	1.80	0.75
Between 6 and 10 years	4.28	9.42	0.61	1.35
Quantitative sensitivity analysis for significant assumption is as below:				
Increase/ (decrease) on present value of defined benefit obligation at the end of the year				
One percentage point increase in discount rate	(0.47)	(0.53)	(0.11)	(0.16)
One percentage point decrease in discount rate	0.51	0.58	0.12	0.20
One percentage point increase in salary increase rate	0.62	0.69	0.16	0.22
One percentage point decrease in salary increase rate	(0.59)	(0.64)	(0.10)	(0.16)

Expected contribution to the defined benefit plan for the next reporting period

Particulars	March 31, 2022	March 31, 2021
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	5.35	4.96
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	1.07	1.04

33. Derivative instruments

The company does not have any foreign currency exposure as on March 31, 2022 as well as March 31, 2021.

34. Related party disclosures as per Ind AS 24

(A) Name of related party and nature of relationship

1. Subsidiary

Ved Technoserve India Private Limited (Wholly Owned Subsidiary)

2. Joint Venture

Sambhaav Nascent LLP

3. Key Managerial Personnel

Name	Designation
Mr. Kiran B Vadodaria	Chairman and Managing Director
Mr. Manoj B Vadodaria	Non - Executive Directors
Mr. Amit Kumar Ray	Whole - Time Director
Mr. N R Mehta	Non-Executive Independent Director
Mr. Dilip D Patel	Non-Executive Independent Director
Mr. O P Bhandari	Non-Executive Independent Director
Ms. Gouri P Popat	Non-Executive Independent Woman Director
Mr. Renil shah	Chief Financial officer (Resigned w.e.f. 25/01/2022)
Ms. Palak Asawa	Company Secretary

4. Relative of Key Management Personnel

Ms. Kajal Kiran Vadodaria

5. Enterprises significantly influenced by Key Managerial Personnel

Nila Infrastructures Limited

Nila Spaces Limited

Gujarat News Broadcasters Private limited

(B) Transactions with related party

Name of Related Party	Nature of Transaction	2021-22	2020-21
Sambhaav Nascent LLP	Investment in Capital	-	33.71
	Reimbursement of expenses	-	3.26
	Advance Given	-	0.01
	Interest Received	7.01	5.64
	Operational Expenses	1.00	-
Nila Infrastructures Ltd	Construction Contract	-	2.85
	Rent Received	7.62	7.62
Nila Spaces Limited	Rent Received	2.04	2.04
Ved Technoserve India Pvt Ltd (Wholly Owned Subsidiary)	Maintenance Expenses	395.00	390.00
	Rent & Other Income	3.00	3.00
	Operational Expenses	8.00	-
	Sales of Product	-	0.39
Gujarat News Broadcasters Pvt Ltd	Marketing Rights Revenue	1,586.67	1,495.36
	Broadcasting Expenses	1,440.00	1,410.00
	Rent Income	22.68	21.60
Mr. Kiran B Vadodaria	Director Remuneration	12.00	12.00
Mr. Amitkumar Ray	Director Remuneration	6.75	6.00
Ms. Kajal Kiran Vadodaria	Remuneration	7.00	6.00
Mr. N R Mehta	Sitting Fees	0.25	0.20
Mr. O P Bhandari	Sitting Fees	0.20	0.20
Mrs. Gouri P Popat	Sitting Fees	0.15	0.20
Mr Renil Shah	Remuneration to KMP other than directors	10.00	12.00
Ms. Palak Asawa	Remuneration to KMP other than directors	4.18	4.62

Note: Promoters of the company have given irrevocable and unconditional Personal Guarantee of in bank and lease finance.

Balance outstanding

Particulars	Payable		Receivable	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Ved Technoserve India Private Limited	190.91	210.58	25.76	25.76
Nila Infrastructure Limited	0.96	0.96	-	0.70
Sambhaav Nascent LLP	-	0.70	-	-
Gujarat News Broadcasters Pvt Ltd	5.40	5.40	2,157.79	1,829.70
Total	197.27	217.64	2,183.55	1,856.16

- (i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.
- (ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective notes.

35. Details of Loans, Guarantees or Investments by the Company under section 186 of the Companies Act, 2013

Name of the Party	Nature of Transactions	As at March 31, 2022	As at March 31, 2021
Ray Banquet and Hotels Private Limited	Loan	2.06	120.90
Ahmedabad Radio and Mast Services Private Limited	Loan	473.11	413.11
Total		475.17	534.01

36. Leases**(i) The following is the movement in lease liabilities during the year ended March 31, 2022:**

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balances	821.95	1042.46
Additions on account of transition to Ind AS 116	-	-
Add: Interest Expenses	78.26	103.77
Less: Payments	(324.29)	(324.28)
Closing Balances	575.92	821.95
Non-current	301.42	575.92
Current	274.50	246.03

(ii) Amounts recognized in statement of profit and loss

Particulars	As at March 31, 2022	As at March 31, 2021
Amortization charge for right-of-use assets	250.61	250.61
Less : Amount transferred to Capital WIP	(20.65)	(39.43)
Amounts recognized in statement of profit and loss (A)	229.96	211.18
Interest on lease liabilities	78.26	103.77
Less : Amount transferred to Capital WIP	(7.76)	(17.73)
Amounts recognized in statement of profit and loss (B)	70.50	86.04
Total Amounts recognized in statement of profit and loss C (A+B)	300.46	297.22

(iii) Maturity Analysis of lease liabilities, showing the undiscounted lease payments after the reporting date:

Particulars	As at March 31, 2022	As at March 31, 2021
Less than 12 Months	324.29	324.28
More than 12 Months	322.15	646.44

37. Financial Instruments - Accounting Classifications and Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at March 31, 2022

Financial Instrument	Financial Instrument		Fair Value Hierarchy				Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
Non Current Assets							
Financial Assets							
(i) Investments	4	746.24	746.24	2.72	-	743.52	746.24
(ii) Others	5	900.00	-	-	-	-	900.00
Current Assets							
Financial Assets							
(i) Investments	4	15.44	15.44	15.44	-	-	15.44
(ii) Trade Receivables	8	1,883.63	-	-	-	-	1,883.63
(iii) Cash and Cash Equivalents	9	4.14	-	-	-	-	4.14
(iv) Bank balances other than (ii) above	10	22.00	-	-	-	-	22.00
(v) Loans	11	479.97	-	-	-	-	479.97
(vi) Others	5	0.47	-	-	-	-	0.47
		4,051.89	761.68	18.16	-	743.52	4,051.89
Non Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	268.98	-	-	-	-	268.98
(ii) Lease Liabilities	16	301.42	-	-	-	-	301.42
(iii) Others	17	142.18	-	-	-	-	142.18
Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	654.95	-	-	-	-	654.95
(ii) Lease Liabilities	16	274.50	-	-	-	-	274.50
(iii) Trade Payables	21	420.88	-	-	-	-	420.88
		2,062.91	-	-	-	-	2,062.91

II. Figures as at March 31, 2021

	Financial Instrument			Fair Value Hierarchy			Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
Non Current Assets							
Financial Assets							
(I) Investments	4	743.28	743.28	1.14	-	742.14	743.28
(ii) Others	5	805.07	-	-	-	-	805.07
Current Assets							
Financial Assets							
(i) Investments	4	5.71	5.71	5.71	-	-	5.71
(ii) Trade Receivables	8	2,188.82	-	-	-	-	2,188.82
(iii) Cash and Cash Equivalents	9	53.99	-	-	-	-	53.99
(iv) Bank balances other than above (ii)	10	60.80	-	-	-	-	60.80
(v) Loans	11	536.89	-	-	-	-	536.89
(vi) Others	5	1.40	-	-	-	-	1.40
		4,395.96	748.99	6.85	-	742.14	4,395.96
Non Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	256.60	-	-	-	-	256.60
(ii) Lease Liabilities	16	575.92	-	-	-	-	575.92
(ii) Others	17	140.89	-	-	-	-	140.89
Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	992.61	-	-	-	-	992.61
(ii) Lease Liabilities	16	246.02	-	-	-	-	246.02
(iii) Trade Payables	21	460.26	-	-	-	-	460.26
		2,672.30	-	-	-	-	2,672.30

Note : During the reporting period ending March 31, 2022 and March 31, 2021, there were no transfers between Level 1 and Level 2 fair value measurements.

III. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

Name of the Party	As at March 31, 2022	As at March 31, 2021
Other Non Current Financial Assets	Discounted Cash Flow method using the risk adjusted discount rate	
Other Non Current Financial Liabilities		
Borrowings (Non Current)		

38. Financial Risk Management Objectives And Policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds quoted and unquoted investments .

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

B. Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date.

C. Foreign currency risk

The Company does not have any foreign currency exposure as on March 31, 2022 as well as March 31, 2021.

D. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- (i) Actual or expected significant adverse changes in business,
- (ii) Actual or expected significant changes in the operating result of the counterparty's business,
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation,
- (iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- (v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	March 31, 2022	March 31, 2021
Current financial assets - Loans	479.97	536.89
Total	479.97	536.89

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	March 31, 2022	March 31, 2021
Trade Receivables	1,883.63	2,188.82
Total	1,883.63	2,188.82

Note: Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. The aging analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	March 31, 2022	March 31, 2021
Up to 3 months	1,205.13	1,461.91
3 to 6 months	85.36	243.94
More than 6 months	593.14	482.97
Total	1,883.63	2,188.82

IV. Provision for expected credit losses against "II" and "III" above

The company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

E. Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	March 31, 2022			March 31, 2021		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Vehicle Loans	8.25	9.76	18.01	5.80	7.51	13.31
Term Loans	120.56	259.22	379.78	148.30	249.09	397.39
Security Deposits	-	142.18	142.18	-	140.89	140.89
Lease Liabilities	274.50	301.42	575.92	246.02	575.92	821.94
Working Capital Facilities - Bank	526.14	-	526.14	838.51	-	838.51
Trade Payables	420.88	-	420.88	460.26	-	460.26
Total	1,350.33	712.58	2,062.91	1,698.89	973.41	2,672.30

Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	March 31, 2022	March 31, 2021
Total Debt	1,499.85	2,071.15
Equity	8,361.66	8,377.19
Total Capital and net debt	9,861.51	10,448.34
Gearing ratio	15.21%	19.82%

39. Income Tax Expense

Particulars	March 31, 2022	March 31, 2021
A. Net current tax for the year	-	-
B :Tax relating to earlier period	8.30	28.16
C. Deferred Tax charge/(credit) during the year - refer Note no. 18	16.47	(57.34)
Total Income Tax Expense(A + B + C)	24.77	(29.18)

39.1 Reconciliation of Tax Expense

Particulars	March 31, 2022	March 31, 2021
Profit before income tax expense	7.37	(214.98)
Net profit considered for computing tax expense	7.37	(214.98)
Tax at 15.65%	-	-
Other Adjustment		
-Current Tax	-	-
-Earlier year Tax	8.30	28.16
-Others	16.47	(57.34)
Net income tax expense	24.77	(29.18)

40. The outbreak of COVID-19 is causing significant disturbance and slowdown of economic activity globally and India. The company's management has made assessment on impact of business and financial risk on account of COVID-19. The management has also taken into account all possible impact of known event considering that company is in the business of media and entertainment. Based on its review and current indicators of economic conditions there is no significant impact on financial results and its ability to continue as going concern and meeting its liabilities as and when they fall due. The company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

41. Ratios

Sr. No.	Ratio	Numerator	Denominator	March 31, 2022	March 31, 2021	Reason for variance
1	Current ratio (In times)	Current Assets	Current Liabilities	2.43	1.94	On account of substantial decrease in Current Liabilities
2	Debt equity ratio (In times)	Total Debt	Shareholder's Equity	0.27	0.34	
3	Debt service coverage ratio (In times)	Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	0.88	0.62	On account of repayment / pre-payment of debt.
4	Return on Equity (in %)	Net Profits after taxes – Preference Dividend (if any)	Shareholder's Equity	-0.21%	-2.19%	Due to better performance in current financial year
5	Inventory turnover ratio (in times)	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	14.07	12.43	
6	Trader receivable turnover ratio (in times)	Net Credit Sales (gross credit sales minus sales return)	Average Accounts Receivable (Opening + Closing balance / 2)	2.19	1.81	
7	Trader payable turnover ratio (in times)	Cost of goods sold	Average Accounts Payable (Opening + Closing balance / 2)	3.44	3.63	
8	Net capital turnover (in times)	Revenue from operations	Working capital	2.40	2.67	
9	Net profit ratio (in %)	Net Profit	Net Sales	-0.39%	-4.48%	During the financial year ended March 31, 2022, there has been a significant increase in the net sales (FM revenue) on account of low base in previous financial year
10	Return on capital employed (in %)	Earning before interest and taxes	Capital Employed	2.27%	0.77%	On account of repayment / pre-payment of debt.
11	Return on investment (in %)	Return	Investment	-2.69%	16.81%	On account of reduced market value of investments as on March 31,2022

42. Utilisation of Borrowed Funds and Share Premium

- (i) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s), entity(ies) including foreign entities (intermediaries) with the understanding that the intermediary shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.
- (ii) The Company has not received any from any person(s), entity(ies) including foreign entities (funding party with the understanding that the Company shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Funding party (ultimate beneficiaries) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.

43. Relationship and Transactions with struckoff companies

The Company has not entered into any transaction with Struck off companies under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956. Further, there is no balance outstanding with struckoff companies.

44. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies Restriction on number of Layers) Rules, 2017.

45. Compliance with approved Scheme(s) of Arrangements

No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

46. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

47. Undisclosed Income

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

48. Previous year figures have been regrouped and recasted wherever necessary to confirm current year's classification.

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

MANOJ B VADODARIA

Director

DIN: 00092053

RAJIV K DOSHI

Partner

Membership Number: 032542

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

PALAK ASAWA

Company Secretary

Membership No: A40377

Date: May 13, 2022

Place: Ahmedabad

Date: May 13, 2022

Place: Ahmedabad

INDEPENDENT AUDITOR'S REPORT

Consolidated Financial Statements

To,

The Members

Sambhaav Media Limited

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Sambhaav Media Limited ("the Holding Company") and its subsidiary and joint venture (collectively referred to as "the Group"), which comprises of the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of subsidiary and joint ventures as were audited by the other auditors, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the group as at March 31, 2022, its consolidated loss and total comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA" s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to the Note 30 of the consolidated financial statement that describes the search operation carried out by the Income Tax department at the Company's business premises and residential premises of the promoter and certain key management personal of the company. As the company has not received any communication on the findings of the Investigation by the Income Tax department till date, the impact of this matter on the financial statement, is not ascertainable.

Our conclusion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on the circumstances and facts of the audit and entity, there are no key audit matters to be communicated in our report.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (financial position), consolidated profit or loss (financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies and joint venture included in the Group, covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, management and Board of Directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint ventures is responsible for overseeing the financial reporting process of each company.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability

to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The Statement includes financial result (before eliminating inter-company balances/transactions) of a subsidiary company which reflects total assets of ₹ 725.38 Lakhs as at March 31, 2022 and total revenue of ₹ 472.64 Lakhs, net profit after tax of ₹ 1.67 lakhs, total comprehensive income of ₹ 0.92 Lakhs, for the year ended March 31, 2022, respectively, which have been audited by the independent auditor. The Statement includes financial result of a joint venture which reflects group's share of net profit after tax of ₹ 5.85 Lakhs, total comprehensive income of ₹ 5.85 Lakhs for the year ended March 31, 2022 as considered in the consolidated in the statement whose financial result/ financial statements and other financial information have been audited by the independent auditor. Our opinion on the statement, in so far it relates to the amount and disclosures in respect of subsidiary and joint venture, is based on solely based on report of said auditors and the procedure perform by us as stated in the paragraph above.

Our opinion on the consolidated financial results is not modified in respect to our reliance on the work done and reports of the other auditor as referred in para above.

Report on Other Legal and Regulatory Requirements

As required by Section 197(16) of the Act, based on our audit and on the consideration of information and explanations provided by the management, referred to in above, on separate financial statements of the joint venture and subsidiary, we report that the Group has paid remuneration to its Directors within limits specified in section 197 and schedule V of the Companies Act, 2013.

As required by Section 143 (3) of the Act, based on our audit and on the consideration of information and explanations provided by the management in respect of joint venture and subsidiary, we report, to the extent applicable that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and information and explanations provided by the management in respect of the joint venture;
- c. The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement and the consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account.
- d. In our opinion, read with matter stated in the Emphasis of Matter paragraph above, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. On the basis of the written representations received from the directors of the Holding company as on March 31, 2022 taken on record by the Board of Directors, none of the directors of the group is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the group's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The group has disclosed the impact, wherever necessary, of pending litigations on its consolidated financial position in its financial statements – Refer Note 30 to the consolidated financial statements;
 - ii. The group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the group.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The group has not declared or paid dividend during the year covered by our audit.
 - vi. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and by other auditors of its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

Date: May 13, 2022
Place: Ahmedabad

For R. K. Doshi & Co. LLP
Chartered Accountants
FRN: 102745W/W100242

Rajiv K. Doshi
Partner
M. No.:032542
UDIN: 22032542AIXCFV3560

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Sambhaav Media Limited (the 'Holding Company') and its subsidiary and joint venture (collectively referred to as "the Group"), as at and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of Sambhaav Media Limited ("the Holding Company") and its subsidiary and joint venture for the year ended on March 31, 2022.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its subsidiary company, and the joint venture which are entities incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting of the Holding Company, the subsidiary company and the joint venture based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, the subsidiary company and the joint venture, which are entities incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, based on the internal control over financial reporting criteria established by the Holding Company, the subsidiary company and the joint venture considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: May 13, 2022

Place: Ahmedabad

For R. K. Doshi & Co. LLP

Chartered Accountants

FRN: 102745W/W100242

Rajiv K. Doshi

Partner

M. No.:032542

UDIN: 22032542AIXCFV3560

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
Assets			
Non Current Assets			
(a) Property, Plant and Equipment	3	3,641.97	3,860.30
(b) Capital Work in Progress	3	20.33	248.51
(c) Intangible Assets	3	1,542.68	1,608.32
(d) Financial Assets			
(i) Investments	4	217.16	211.94
(ii) Others	5	900.00	805.07
(e) Other Non Current Assets	6	325.63	557.41
Total Non Current Assets		6,647.77	7,291.55
Current Assets			
(a) Inventories	7	137.51	176.56
(b) Financial Assets			
(i) Trade Receivables	8	1,899.15	2,213.54
(ii) Investment	4	15.44	5.71
(iii) Cash and Cash Equivalents	9	34.29	68.36
(iv) Bank balances other than (iii) above	10	50.50	89.30
(v) Loans	11	791.06	821.59
(vi) Others	5	0.88	4.19
(c) Other Current Assets	6	993.53	552.73
(d) Current Tax Assets (Net)	12	92.69	22.72
Total Current Assets		4,015.05	3,954.70
Total Assets		10,662.82	11,246.25
Equity And Liabilities			
Equity			
(a) Equity Share Capital	13	1,911.11	1,911.11
(b) Other Equity	14	6,609.66	6,607.17
Total Equity		8,520.77	8,518.28
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	268.98	256.60
(ii) Lease Liabilities	16	301.42	575.92
(iii) Others	17	22.18	20.89
(b) Provisions	18	13.22	9.94
(c) Deferred Tax Liabilities (Net)	19	126.88	112.51
(d) Other Non Current Liabilities	20	5.90	16.63
Total Non Current Liabilities		738.58	992.49
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	654.95	992.62
(ii) Lease Liabilities	16	274.50	246.03
(iii) Trade Payables			
Due to Micro, small and medium enterprises	21	29.98	13.66
Due to other than Micro, small and medium enterprises	21	350.00	405.61
(b) Provisions	18	7.75	7.34
(c) Other Current Liabilities	20	86.29	70.22
Total Current Liabilities		1,403.47	1,735.48
Total Liabilities		2,142.05	2,727.97
Total Equity & Liabilities		10,662.82	11,246.25
Basis of Preparation & Significant Accounting Policies	2		

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

MANOJ B VADODARIA

Director

DIN: 00092053

RAJIV K DOSHI

Partner

Membership Number: 032542

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

PALAK ASAWA

Company Secretary

Membership No: A40377

Date: May 13, 2022

Place: Ahmedabad

Date: May 13, 2022

Place: Ahmedabad



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No	March 31, 2022	March 31, 2021
Income			
Revenue from operations	22	4,501.43	4,207.69
Other income	23	293.41	267.39
Total Income		4,794.84	4,475.08
Expenses			
Cost of Materials Consumed	24	1,592.13	1,571.85
Changes in inventories of finished goods	25	(0.01)	(1.17)
Employee Benefits expenses	26	457.18	422.77
Finance Costs	27	209.72	291.08
Depreciation and amortization expenses	3	657.67	704.71
Other expenses	28	1,858.36	1,684.08
Total Expenses		4,775.05	4,673.32
Profit/(Loss) before share of profit/(Loss) of Joint venture		19.79	(198.24)
Share of Profit/(Loss) of Joint venture		5.85	4.25
Profit/(Loss) before tax		25.64	(193.99)
Tax Expense			
Current tax	39	0.45	0.99
Earlier years tax provisions	39	8.30	28.39
Deferred tax (Asset) / Liability	39	15.52	(57.63)
Total Tax Expense		24.27	(28.25)
Profit/(Loss) After Tax		1.37	(165.74)
Other Comprehensive Income			
Items that will not be reclassified to Profit and Loss			
Re-measurements gains/(losses) on post employment benefit plans		0.26	0.85
Fair Valuation gains/(losses) of Equity Instruments measures at FVOCI		0.86	1.29
Other Comprehensive Income/(Loss) for the year		1.12	2.14
Total Comprehensive Income/(Loss) for the year		2.49	(163.60)
Earnings Per Equity Share	29		
(i) Basic (in ₹)		0.00	(0.09)
(ii) Diluted (in ₹)		0.00	(0.09)
Basis of Preparation & Significant Accounting Policies	2		

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date
For **R. K. DOSHI & CO LLP**
Chartered Accountants
Firm Registration Number: 102745W / W100242

FOR AND ON BEHALF OF THE BOARD
KIRAN B VADODARIA
Chairman & Managing Director
DIN: 00092067

MANOJ B VADODARIA
Director
DIN: 00092053

RAJIV K DOSHI
Partner
Membership Number: 032542

N R MEHTA
Director & Chairman of Audit Committee
DIN: 00092386

PALAK ASAWA
Company Secretary
Membership No: A40377

Date: May 13, 2022
Place: Ahmedabad

Date: May 13, 2022
Place: Ahmedabad

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	March 31, 2022	March 31, 2021
(A) Cash Flow From Operating Activities		
Profit/ (loss) Before Tax	25.64	(193.99)
Adjustments for:		
Depreciation and amortization	657.67	704.71
Interest and finance charges	209.72	291.08
Interest income	60.82	(90.57)
(Gain)/Loss on fixed assets sold/ discarded (Net)	-	(2.30)
Share of Profit/(Loss) of Joint venture	(5.85)	(4.25)
Remeasurement of define benefit plan	(0.44)	-
Operating Profit before Working Capital Changes	947.56	704.68
Adjustments for changes in working capital :		
(Increase)/decrease in loans & advances and other assets	(270.11)	(155.57)
(Increase)/decrease in trade receivables, loans & advances and other assets	314.39	159.60
(Increase)/decrease in inventories	39.05	13.35
Increase/(decrease) in trade payables, other liabilities and provisions	(28.71)	(98.13)
Cash Generated from Operations	1,002.18	623.93
Income taxes paid / (Refund Received)	79.87	(19.50)
Net Cashflow from Operating Activities	922.31	643.43
(B) Cash Flow From Investing Activities		
Purchase of fixed assets	(145.52)	(183.90)
Sale of Fixed Assets	-	5.91
Investments in Joint Venture	-	(36.48)
Investment in Fixed Deposits(with original maturity over 3 months)	38.80	(25.18)
Investments in Shares	(7.80)	-
Interest received	(60.82)	87.65
Net Cashflow from Investing Activities	(175.34)	(152.00)
(C) Cash Flow From Financing Activities		
Receipt/ (Repayment) of Borrowings	(325.30)	42.05
Lease Liabilities	(246.02)	(220.52)
Interest and finance charges	(209.72)	(291.07)
Net Cashflow from Financing Activities	(781.04)	(469.54)
Net Increase/(Decrease) in Cash and Cash Equivalents	(34.07)	21.89
Cash and bank balances at the beginning of the year	68.36	46.47
Cash and bank balances at the end of the year	34.29	68.36

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

Cash and cash equivalents at the end of the year consist of cash on hand and balance with banks as follows:

Detail of cash and cash equivalents	As At March 31, 2022	As At March 31, 2021
Balances with banks		
In current accounts	29.57	64.67
Cash on hand	4.72	3.69
Total	34.29	68.36

Note:

- 1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
- 2) Figures in bracket indicate cash outflow.
- 3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

The accompanying notes are an integral part of the Consolidated Financial Statements

As per our Report of even date

FOR AND ON BEHALF OF THE BOARD

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

RAJIV K DOSHI

Partner

Membership Number: 032542

Date: May 13, 2022

Place: Ahmedabad

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

Date: May 13, 2022

Place: Ahmedabad

MANOJ B VADODARIA

Director

DIN: 00092053

PALAK ASAWA

Company Secretary

Membership No: A40377

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

(a) Equity Share Capital

For the year ended March 31, 2022

Balance as at April 01, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes during the year	Balance as at March 31, 2022
1,911.11	-	1,911.11	-	1,911.11

For the year ended March 31, 2021

Balance as at April 01, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes during the year	Balance as at March 31, 2021
1,911.11	-	1,911.11	-	1,911.11

(b) Other Equity

For the year ended March 31, 2022

Particulars	Reserves and surplus			Equity Instruments through Other Comprehensive Income	Total Equity
	Capital Reserve	Security Premium Account	General Reserve		
Balance as at April, 2021	2.28	2,995.46	3,608.70	0.73	6,607.17
Add/(Less): Movement during the year	-	-	-	0.86	0.86
Add: Profit/(Loss) for the year	-	-	-	1.37	1.37
Total Comprehensive Income	-	-	-	0.26	0.26
Add/(Less): Profit for the year transferred from/(to) retained earnings	-	-	1.63	(1.63)	-
Balance as at March 31, 2022	2.28	2,995.46	3,610.33	1.59	6,609.66
For the year ended March 31, 2021					
Balance as at April 01, 2020	2.28	2,995.46	3,773.59	(0.56)	6,770.77
Add/(Less): Movement during the year	-	-	-	1.29	1.29
Add: Profit/(Loss) for the year	-	-	-	(165.74)	(165.74)
Total Comprehensive Income	-	-	-	0.85	0.85
Add/(Less): Profit for the year transferred from/(to) retained earnings	-	-	(164.89)	164.89	-
Balance as at March 31, 2021	2.28	2,995.46	3,608.70	0.73	6,607.17

The accompanying notes are an integral part of the Standalone Financial Statements

As per our Report of even date

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

DIN: 00092067

RAJIV K DOSHI

Partner

Membership Number: 032542

Date: May 13, 2022

Place: Ahmedabad

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092053

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

Date: May 13, 2022

Place: Ahmedabad

MANOJ B VADODARIA

Director

DIN: 00092053

PALAK ASAWA

Company Secretary

Membership No: A40377



NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

All amounts in Rupees Lakhs, unless otherwise stated

1. Group Information

Sambhaav Media Limited ('SML') having CIN: L67120GJ1990PLC014094 is a public company domiciled in India and is incorporated in the year 1990 under the provision of Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The Registered office of the company is located at "Sambhaav House", Opp. Judges' Bungalows, Premchand nagar Road, Satelite, Ahmedabad – 380 015, India.

The Company along with its wholly owned subsidiary ('the Group') is in the business of publishing newspaper and magazine, audio video media in the form of public entertainment system, digital media by way of online portal, social media and varied advertising and communication means as its core activities. Moreover, the Company has secured 13 FM Radio channels that were put for open bidding by MIB under E-Auction of Second Batch of Private FM Radio Phase-III Channels during the financial year 2016-17. During the year Group has commenced 2 stations operation i.e. Kargil and Leh in union territory of Ladakh. So, the Group has started its 13 FM Radio channels secured in auction, i.e. 8 FM Radio channels in Gujarat and 3 FM Radio channels in union territory of Jammu and 2 FM Radio channels in union territory of Ladakh.

The financial statements for the year ended March 31, 2022 has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 13, 2022.

a) Details of subsidiary (wholly owned subsidiary)

S No.	Name of subsidiary	Principal activities	Country of incorporation
1	Ved Technoserve India Private Limited	Project OMS	India

b) Details of Joint Venture

S No.	Name of Joint Venture	Principal activities	Country of incorporation
1	Sambhaav Nascent LLP	Digital Media	India

2. Basis of preparation and significant accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standard ("Ind AS") notified under the companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of Companies Act 2013.

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities, defined benefits plans, contingent consideration and Assets held for sale, which have been measured at fair value. The accounting policies have been consistently applied by the group and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the group has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

2.2 Principles of Consolidation

These consolidated financial statements have been prepared in accordance with Indian Accounting Standard 110 (Ind AS 110) – "Consolidated Financial Statements". These consolidated financial statements comprise the financial statements of the Company and its following subsidiary: -

These consolidated financial statements have been prepared on the following basis

- (i) the financial statements of the Holding Company and its Indian Subsidiary have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions, if any, based on the audited financial statements received from the Indian Subsidiary for the year ended March 31, 2022, in Indian Rupees as per the Ind AS provisions.
- (ii) Investment in Joint Venture are consolidated using the equity method after initially being recognized at cost in the consolidated balance sheet.
- (iii) These consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's standalone financial statements.
- (iv) The difference between the cost of investment in the subsidiary and the Holding Company's share of net assets at the time of acquisition of shares in the subsidiary is recognized in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- (v) Goodwill arising out of consolidation is tested for impairment at each balance sheet date.
- (vi) Non-controlling interest in the net assets of consolidated subsidiary is identified and presented in the consolidated Balance Sheet separately from liabilities and equity of the Holding Company's shareholders.

Non-controlling interest in the net assets of consolidated subsidiaries consists of

- (i) The amount of equity attributable to non-controlling interest at the date on which investment in subsidiary made; and
 - (ii) The non-controlling share of movements in equity since the date the parent – subsidiary relationship came into existence.
- Minority interests share of Net Profit / (Loss) of consolidated subsidiaries for the relevant period is identified and adjusted against the profit after tax of the group.

2.3 Use of Estimates

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

2.4 Significant accounting policies

I. Current versus non current classification

The Group presents assets and liabilities in the balance sheet based on current/ non current classification.

An asset is treated as current when it is:

- a. Expected to be realized or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realized within twelve months after the reporting period, or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period, or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non current.

Deferred tax assets and liabilities are classified as non current assets and liabilities.

II. Property, plant and equipment

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use, along with effects of foreign exchange contracts. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the group derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment

Tangible Fixed Assets

Depreciation is charged as per straight line method on the basis of the expected useful life as specified in Schedule II to the Companies Act, 2013. A residual value of 5% (as prescribed in Schedule II to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods, if any.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses (if any).

An item of intangible asset initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the income statement when the asset is derecognized. Intangible fixed assets are amortized on straight line basis over their estimated useful economic life.

Capital Work-in-progress

Capital work- in- progress represents directly attributable costs of construction to be capitalized. All other expenses including interest incurred during construction period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the construction as per Ind AS-23 "Borrowing Costs". Interest income earned on temporary investment of funds brought in for the project during construction period are set off from the interest expense accounted for as expenditure during the construction period. All these expenses are transferred to fixed assets on commencement of respective projects.

III. Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the group measures it on the basis of discounted cash flows of next five years' projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses of continuing operations, including impairment on inventories, are recognized in profit and loss section of the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive income (the 'OCI'). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.

IV. Foreign Currency Transactions

The Group's financial statements are presented in INR, which is also the Group's functional currency.

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. In case of items which are covered by forward exchange contract, the difference between year end rate and rate on the date of the contract is recognised as exchange difference and premium paid on forward contracts and option contract is recognised over the life of the contract. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.-

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Group's monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise.

The gain or loss arising on translation of non-monetary items is recognized in line with the gain or loss of the item that give rise to the translation difference (i.e. translation difference on items whose gain or loss is recognized in other comprehensive income or the statement of profit and loss is also recognized in other comprehensive income or the statement of profit and loss respectively).

V. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Goods & Service Tax (GST), Value Added Tax/Service Tax is not received by the group on its own account. Rather, it is tax collected on value added to the services by the group on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognized.

(i) Sale of Goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed on to the buyer, usually on delivery of goods and is disclosed net of sales return, trade discounts and taxes.

(ii) Rendering of Services

Revenue from advertisement is recognized as and when advertisement is published in newspaper / aired on radio / displayed on website, in accordance with terms of contract with customers, and is disclosed net of discount and taxes

(iii) Interest Income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income [OCI], interest income is recorded using the effective interest rate [EIR]. EIR is the rate that exactly discounts the estimated future cash

payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument [for example, prepayment, extension, call and similar options].

(iv) Dividend income

Dividend income from investments is recognized when the group's right to receive payment is established which is generally when shareholders approve the dividend.

(v) Other income is recognised when no significant uncertainty as to its determination or realization exists.

VI. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

a. Initial recognition and measurement

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the initial cost of such asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Group settle commits to purchase or sell the asset.

b. Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

1. Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows.
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition (if any) and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

2. Debt instruments at fair value through other comprehensive income [FVTOCI]

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets.
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income [OCI]. However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

3. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

4. Equity instruments measured at fair value through other comprehensive income [FVTOCI]

All equity in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The group has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is transferred within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset is primarily derecognised when:

1. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [a] the Group has transferred substantially all the risks and rewards of the asset, or [b] the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

2. The group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

c. Impairment of financial assets

In accordance with Ind AS 109, the group applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, deposits, trade receivables and bank balance
- b. Trade receivables or any contractual right to receive cash
- c. Financial assets that are debt instruments and are measured as at FVTOCI
- d. Lease receivables under Ind AS 17
- e. Financial guarantee contracts which are not measured as at FVTPL

The group follows 'simplified approach' for recognition of impairment loss allowance on Point c and d provided above. The application of simplified approach requires the group to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used to provide impairment. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance [or reversal] recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

1. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.
2. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

B. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as over the counter derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

1. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The group has not designated any financial liability as at fair value through profit and loss.

2. Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

3. Financial guarantee contracts

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

C. Reclassification of financial assets

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognized gains, losses [including impairment gains or losses] or interest.

D. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

VII. Fair Value Measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

1. In the principal market for the asset or liability, or
2. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted [unadjusted] market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

VIII. Inventories

1. Raw Materials & Stores and spares are valued at cost on FIFO basis. Newsprint & Printing Materials are valued at cost on FIFO basis.
2. Stores and spares issued to consuming departments during the year are treated as consumed.
3. Newsprint in the process of utilization and/or remaining with department at the year-end is included in the inventory at the close of accounting year
4. Finished Goods are valued at Net Realizable Value.
5. Stock of Waste Paper if any is accounted at realisable value

IX. Employee benefits

1. Short Term employee benefits are recognized as expense at undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.
2. Post employment and other long term benefits are recognised as an expense in the statement of profit and loss account for the year in which the employee has rendered services. The expense is recognised at the present value of the amounts payable determined using actuarial valuation techniques at the end of Financial Year. Actuarial gains and losses in respect of post employment and other long term benefits are debited / credited to retained earnings through OCI in the period in which they occur.
3. Payments to defined contribution retirement benefit scheme, if any, are charged as expense as they fall due.

X. Taxes on Income

1. Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and tax laws prevailing in the respective tax jurisdictions where the Group operates. Current tax items are recognized in correlation to the underlying transaction either in P&L, OCI or directly in equity.
2. Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
3. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized on the basis of reasonable certainty that the Group will be having sufficient future taxable profits and based on the same the DTA has been recognized in the books.
4. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
5. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is "realized or the liability is settled, based on tax rates [and tax laws] that have been enacted or substantively enacted at the" reporting date.
6. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.
7. Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Group reviews the "MAT Credit Entitlement" asset at each reporting date and writes it down to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period and utilize the MAT Credit Entitlement.

XI. Borrowing costs

1. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.
2. Borrowing cost consists of interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.
3. Borrowing costs which are not specifically attributable to the acquisition, construction or production of a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a weighted average capitalization rate. The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the group during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized cannot exceed the amount of borrowing costs incurred during that period. Other interest and borrowing costs are charged to revenue.

XII. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss from continuing operation and total profit, both attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the period.

Diluted EPS is calculated by dividing the profit attributable to Equity Shareholders by weighted average number of equity shares outstanding during the year, plus the weighted average number of equity shares that would be issued in conversion of all the potential equity shares into equity shares.

XIII. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized when the Group has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

XIV. Cash and Cash Equivalents

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

XV. Leases

As per Ind AS 116 "Leases", the determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As a lessee

The Group recognize right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of estimated lease term or useful life of right-of-use asset.

Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the statement of profit and loss.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Amortization on Right to use assets

Amortization is provided on straight line method over the useful life of asset as assessed by the management. Amortization is charged on pro-rata basis for asset purchased/sold during the year

The exception permitted in Ind AS 116 for low value assets and short-term leases has been adopted by Group.

XVI. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

XVII. Segment Reporting

As per IND AS 108 An operating segment is component of the Group that engages in the business activity from which the Group earns revenues and incurs expenses, for which discrete financial information is available and whose operating results are regularly reviewed by the chief operating decision maker, in deciding about resources to be allocated to the segment and assess its performance. The Group's chief operating decision maker is the Managing Director. The Group has identified Three business segment as a reportable segment. The Business Segment comprise 1. Media and Allied Business 2. Technology and Allied Business Segment and 3. Others.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as un-allocable.

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole."

3. Property, Plant and Equipments, Intangible Assets and Capital Work in Progress as at March 31, 2022

Particulars	Gross Block			Accumulated depreciation			Net Block		
	As at April 01, 2021	Additions	Disposal/ Transfer	As at March 31, 2022	As at April 01, 2021	Depreciation charged during the year	Depreciation on Disposal/ Transfer	As at March 31, 2022	As at March 31, 2021
Property, plant and equipments									
Land	1,102.72	-	-	1,102.72	-	-	-	1,102.72	1,102.72
Buildings	707.93	-	-	707.93	180.29	13.17	193.46	514.47	527.64
Plant & Machinery	316.46	-	-	316.46	251.14	12.15	263.29	53.17	65.32
Plant and Machinery - Wise TV	89.45	-	-	89.45	83.81	0.84	84.65	4.80	5.64
Furniture & Fixtures	345.21	-	-	345.21	338.06	-	338.06	7.15	7.15
Office Equipment	212.23	2.55	-	214.78	187.05	6.08	193.13	21.65	25.18
Vehicles	174.47	14.60	-	189.07	98.58	18.68	117.26	71.81	75.89
PES Project (Owned) - (Wise TV)	1,275.21	-	-	1,275.21	996.59	128.73	1,125.32	149.89	278.62
GPS Equipment	674.75	-	-	674.75	518.71	82.75	601.46	73.29	156.04
GPS -Plant and Machinery	194.98	-	-	194.98	168.25	2.91	171.16	23.82	26.73
FM Equipment	925.85	339.65	-	1,265.50	85.97	59.22	145.19	1,120.31	839.88
Tangible Asset A	6,019.26	356.80	-	6,376.06	2,908.45	324.53	-	3,232.98	3,110.81
Right of Use Assets									
FM Equipments	1,212.10	-	-	1,212.10	462.61	250.60*	-	498.89	749.49
Tangible Asset B	1,212.10	-	-	1,212.10	462.61	250.60	-	498.89	749.49
Total Tangible Asset C (A+B+C)	7,231.36	356.80	-	7,588.16	3,371.06	575.13	-	3,641.97	3,860.30
Capital Work in Progress									
Capital Work in Progress	20.38	0.02	0.07	20.33	-	-	-	20.33	20.38
FM WIP	228.13	148.60	376.73	-	-	-	-	-	228.13
Total Capital Work in Progress	248.51	148.62	376.80	20.33	-	-	-	20.33	248.51
Intangible Assets									
Computer Software	67.87	0.47	-	68.34	55.58	7.25	-	62.83	12.29
FM Licenses	1,785.85	37.08	-	1,822.93	189.32	95.94	-	285.76	1,596.03
Total Intangible Asset	1,853.72	37.55	-	1,891.27	245.40	103.19	-	348.59	1,608.32
Grand Total	9,333.59	542.97	376.80	9,499.76	3,616.46	678.32	-	4,294.78	5,717.13

*During the year Total Amortization on Right of use Assets is ₹ 250.60 Lakh out of which ₹ 229.96 Lakh Recognised in statement of Profit and Loss and Remaining Amount of ₹ 20.64 Lakh transferred to FM WIP.

- Note:**
1. The group has mortgaged 10th Floor, of Sambhaav House situated at Bodakdev against the borrowing of Bank of Baroda.
 2. The group has mortgaged 2nd & 3rd Floor of Adarsh House situated at Navrangpura against the borrowing of Bank of Baroda.
 3. The group has mortgaged NA Land of situated at Dhanak & Meravadar at Rajkot Dist. against the borrowing of Bank of Baroda.
 4. The group has mortgaged Ground and First Floor of Sambhaav House situated at Bodakdev against the borrowing of Bank of Baroda.

3. Property, Plant and Equipments, Intangible Assets and Capital Work in Progress as at March 31, 2021

Particulars	Gross Block				Accumulated depreciation				Net Block	
	As at April 01, 2020	Additions	Disposal/ Transfer	As at March 31, 2021	As at April 01, 2020	Depreciation charged during the year	Depreciation on Disposal/ Transfer	As at March 31, 2021	As at March 31, 2021	As at March 31, 2020
Property, plant and equipments										
Land	1,102.72	-	-	1,102.72	-	-	-	-	1,102.72	1,102.72
Buildings	705.08	2.85	-	707.93	167.16	13.13	-	180.29	527.64	537.92
Plant & Machinery	335.52	-	19.06	316.46	255.72	12.32	16.90	251.14	65.32	79.80
Plant and Machinery - Wise TV	89.45	-	-	89.45	82.97	0.84	-	83.81	5.64	6.48
Furniture & Fixtures	344.91	0.31	-	345.21	324.72	13.34	-	338.06	7.15	20.18
Office Equipment	216.34	3.52	7.63	212.23	187.20	7.23	7.38	187.05	25.18	29.14
Vehicles	205.35	-	30.88	174.47	109.77	18.51	29.70	98.58	75.89	95.58
PES Project (Owned) - (Wise TV)	1,275.21	-	-	1,275.21	859.17	137.71	0.29	996.59	278.62	416.04
GPS Equipment	674.75	-	-	674.75	380.31	138.40	-	518.71	156.04	294.44
GPS -Plant and Machinery	194.98	-	-	194.98	133.92	34.33	-	168.25	26.73	61.06
FM Equipment	790.69	135.16	-	925.85	48.64	37.33	-	85.97	839.88	742.05
Tangible Asset A	5,934.99	141.84	57.57	6,019.26	2,549.58	413.14	54.27	2,908.45	3,110.81	3,385.41
Right of Use Assets										
FM Equipments	1,212.10	-	-	1,212.10	211.99	250.62*	-	462.61	749.49	1,000.11
Tangible Asset B	1,212.10	-	-	1,212.10	211.99	250.62	-	462.61	749.49	1,000.11
Total Tangible Asset C (A + B = C)	7,147.09	141.84	57.57	7,231.36	2,761.57	663.76	54.27	3,371.06	3,860.30	4,385.52
Capital Work in Progress										
Capital Work in Progress	20.18	6.25	6.05	20.38	-	-	-	-	20.38	20.18
FM WIP	201.35	175.11	148.33	228.13	-	-	-	-	228.13	201.35
Total Capital Work in Progress	221.53	181.36	154.38	248.51	-	-	-	-	248.51	221.53
Intangible Assets										
Computer Software	68.06	0.90	1.09	67.87	47.15	9.23	0.80	55.58	12.29	20.91
FM Licenses	1,772.67	13.18	-	1,785.85	118.66	71.16	-	189.82	1,596.03	1,654.01
Total Intangible Asset	1,840.73	14.08	1.09	1,853.72	165.81	80.39	0.80	245.40	1,608.32	1,674.92
Grand Total	9,209.35	337.28	213.04	9,333.59	2,927.38	744.15	55.07	3,616.46	5,717.13	6,281.97

*During the year Total Amortization on Right of use Assets is ₹ 250.62 Lakh out of which ₹ 211.18 Lakh Recognised in statement of Profit and Loss and Remaining Amount of ₹ 39.44 Lakh transferred to FM WIP.

Note: 1. The group has mortgaged 10th Floor, of Sambhaav House situated at Bodakdev against the operating lease executed with Tata Capital Financial Services Ltd.

2. The group has mortgaged 2nd & 3rd Floor of Adarsh House situated at Navrangpura against the borrowing of Bank of Baroda.

3. The group has mortgaged NA Land of situated at Dhanak & Meravadar at Rajkot Dist. against the borrowing of Bank of Baroda.

4. The group has mortgaged Ground and First Floor of Sambhaav House situated at Bodakdev against the borrowing of Bank of Baroda.

3.1 CWIP Ageing Project in Progress

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As on March 31, 2022	-	0.20	20.13	-	20.33
As on March 31, 2021	26.78	32.53	6.77	182.43	248.51

3.2 Details of Benami Property Held:

There are no proceedings which have been initiated or pending against the group for holding any benami property under the Benami Transactions (Prohibition Act, 1988) and rules made thereunder.

3.3 Revaluation of Property, Plant and Equipment and Intangible Assets:

The group has not revalued its Property, Plant and Equipment and Intangible assets during the year as well as in previous year.

3.4 Title deeds of Immovable Property not held in the name of the group:

All title deeds of immovable properties are held in the name of the group.

4. Financial Assets - Investments

Particulars	March 31, 2022	March 31, 2021
Non Current		
Unquoted Investments		
(A) Investments at Cost		
(a) Investments in Preference Shares		
- In Others	150.00	150.00
(b) Other Investments		
- In Membership shares in LLP	64.44	60.80
	214.44	210.80
Quoted Investments:		
(A) Investments at Fair Value through Other Comprehensive Income		
(a) Investments in Equity Shares		
- In Others	2.72	1.14
Total	217.16	211.94
Current		
Quoted Investments:		
(A) Investments at Fair Value through Other Comprehensive Income		
(a) Investments in Mutual Fund		
- Baroda Equity Saving Fund	5.94	5.71
- Baroda Business Cycle Fund	9.50	-
Total	15.44	5.71
Aggregate value of Quoted Investments (Fair Value)	18.16	6.85
Aggregate value of Quoted Investments (Cost)	19.56	9.56
Aggregate value of Unquoted Investments (Fair Value)	214.44	210.80
Aggregate value of Unquoted Investments (Cost)	214.44	210.80

Details of Investments

Particulars	March 31, 2022	March 31, 2021
Unquoted Investments:		
Investment in equity instruments		
Investment In Membership Shares in LLP		
Sambhaav Nascent LLP		
- Fixed Capital	0.51	0.51
- Current Capital	63.93	60.29
(a) Name of the firm : Sambhaav Nascent LLP		
(b) Name of Partners : (1) Sambhaav Media Limited, (2) Nascent Info Technologies Pvt Ltd		
(c) Profit sharing ratio of the partners : 51:49		
Investment in preference shares		
Gujarat News Broadacsters Pvt Ltd	150.00	150.00
1500000 (March 31, 2021: 1500000)		
Preference shares of ₹ 10 each, fully paid		
Quoted Investments:		
Investment in equity instruments		
Investments measured at Fair Value through OCI		
Gujarat State Financial Corporation Ltd.	2.61	1.04
28800 (March 31, 2021: 28800)		
Equity shares of Rs. 10 each, fully paid		
Shree Rama Newsprint Ltd.	0.11	0.10
625 (March 31, 2021: 625)		
Equity shares of ₹ 10 each, fully paid		
Investment in Mutual Fund		
Investments measured at Fair Value through OCI		
Baroda Equity Saving Fund	5.94	5.71
48866.08 (March 31, 2021: 48866.08)		
Baroda Business Cycle Fund	9.50	-
99985.01 (March 31, 2021: NIL)		

5. Financial Assets - Others

Particulars	March 31, 2022	March 31, 2021
Non Current		
Security Deposits (Unsecured, considered good)	900.00	805.07
Total	900.00	805.07
Current		
Advances recoverable in cash (Unsecured, considered good)	0.03	0.13
Accrued Interest	0.85	4.06
Total	0.88	4.19

6. Assets - Others

Particulars	March 31, 2022	March 31, 2021
Non Current		
Capital Advances (Unsecured, considered good)	59.18	209.28
Advances other than capital advances		
Prepaid expenses	172.99	252.48
Balances with Government/Statutories Authorities (Net)	93.46	95.65
Total	325.63	557.41
Current		
Advances other than capital advances		
Advances recoverable in kind (Unsecured, considered good)		
considered good	588.50	274.72
considered doubtful	3.06	-
	591.56	274.72
Less: Impairment allowance	(3.06)	-
	588.50	274.72
Prepaid Expenses	161.79	162.34
Balances with Government/Statutories Authorities (Net)	242.99	114.45
Advance to employees	0.25	1.22
Total	993.53	552.73

7. Inventories

Particulars	March 31, 2022	March 31, 2021
Raw Material and Components	136.33	175.39
Finished Goods	1.18	1.17
Total	137.51	176.56

Note : As per inventory taken and valued by the Management

8. Trade Receivables

Particulars	March 31, 2022	March 31, 2021
Current		
Unsecured		
Considered good	1,899.15	2,213.54
Considered doubtful	26.40	-
	1,925.55	2,213.54
Considered	26.40	-
Total	1,899.15	2,213.54

8.1 No trade or other receivable are due from directors or other officers of the group either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies in which director is a partner, a director or a member.

8.2 Refer to Note No. 34 for related party transactions and outstanding balances.

8.3 Allowance for Doubtful Debts

The group has analysed any allowance for doubtful debts based on 12 months Expected Credit loss model. - **Refer Note -38**

8.4 Trade Receivable Ageing

Debtors Ageing as on March 31, 2022

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	1,290.49	308.63	125.37	98.00	76.65	1,899.15
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	26.40	26.40
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	1,290.49	308.63	125.37	98.00	103.05	1,925.55
Less : Allowance for credit loss					26.40	26.40
Total Trade Receivables	1,290.49	308.63	125.37	98.00	76.65	1,899.15

Debtors Ageing as on March 31, 2021

Particulars	Outstanding for the following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	
(i) Undisputed Trade Receivables - Considered good	1,504.06	342.80	207.01	86.20	73.47	2,213.54
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	1,504.06	342.80	207.01	86.20	73.47	2,213.54
Less : Allowance for credit loss						-
Total Trade Receivables	1,504.06	342.80	207.01	86.20	73.47	2,213.54

9. Cash and cash equivalents

Particulars	March 31, 2022	March 31, 2021
Balances with Banks		
In current accounts	29.57	64.67
Cash in hand	4.72	3.69
Total	34.29	68.36

10. Bank balances other than above

Particulars	March 31, 2022	March 31, 2021
Fixed Deposits*	50.50	89.30
Total	50.50	89.30

*These Fixed Deposits represent balances held as margin money

11. Loans

Particulars	March 31, 2022	March 31, 2021
Current		
Inter Corporate Deposits (Unsecured, considered good)	786.26	818.70
Loans to Employees (Unsecured, considered good)	4.80	2.89
Total	791.06	821.59

12. Current Tax Assets (Net)

Particulars	March 31, 2022	March 31, 2021
Current Tax Assets (Net of advance tax)	92.69	22.72
Total	92.69	22.72

13. Equity Share Capital

Particulars	March 31, 2022	March 31, 2021
Authorised:		
20,00,00,000 (March 31, 2021: 20,00,00,000) Equity Shares of ₹ 1 each	2,000.00	2,000.00
	2,000.00	2,000.00
Issued, Subscribed and fully paid-up:		
19,11,10,840 (March 31, 2021: 19,11,10,840) Equity Shares of ₹ 1 each	1911.11	1911.11
Total	1,911.11	1,911.11

A. Reconciliation of shares outstanding at the beginning and at the end of the Reporting year

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
At the beginning of the year	191,110,840	1,911.11	191,110,840	1,911.11
Add/(Less): Movement during the year	-	-	-	-
Outstanding at the end of the year	191,110,840	1,911.11	191,110,840	1,911.11

B. Terms/Rights attached to the equity shares

- The group has only one class of equity shares having a par value of Re.1/- per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of shareholders, except in case of interim dividend.
- In the event of liquidation of the group, the holders of shares shall be entitled to receive the remaining assets of the group, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

C. Number of Shares held by each shareholder holding more than 5% Shares in the Group

Particulars	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kiran B Vadodaria	33,826,935	17.70%	33,826,935	17.70%
Manoj B Vadodaria	20,735,376	10.85%	20,735,376	10.85%
Nila M Vadodaria	16,369,020	8.57%	16,369,020	8.57%
Deep S Vadodaria	15,889,051	8.31%	15,889,051	8.31%
Alpa K Vadodaria	15,135,700	7.92%	15,135,700	7.92%
Nextwave Televentures Private Limited	13,282,800	6.95%	13,282,800	6.95%
	115,238,882	60.30%	115,238,882	60.30%

D. Disclosure of Shareholding of Promoters as at March 31, 2022 is as follows

Name of Promoters	As at March 31, 2022			As at March 31, 2021		
	No. of Shares	% of Holding	% change during the year	No. of Shares	% of Holding	% change during the year
Nila M Vadodaria	16,369,020	8.57%	-	16,369,020	8.57%	-
Manoj B Vadodaria	20,735,376	10.85%	-	20,735,376	10.85%	-
Rajeshbhai B Vadodaria	3,257,250	1.70%	-	3,257,250	1.70%	-
Kiran B Vadodaria	33,826,935	17.70%	-	33,826,935	17.70%	-
Shailesh B Vadodaria	8,489,650	4.44%	-	8,489,650	4.44%	-
Kajal Kiran Vadodaria	700,000	0.37%	-	700,000	0.37%	-
Deep S Vadodaria	15,889,051	8.31%	-	15,889,051	8.31%	-
Megha S Vadodaria	8,000	0.00%	-	8,000	0.00%	-
Alpa K Vadodaria	15,135,700	7.92%	-	15,135,700	7.92%	-
Chhayaben R Vadodaria	2,810,000	1.47%	-	2,810,000	1.47%	-
Mina S Vadodaria	3,045,000	1.59%	-	3,045,000	1.59%	-
	120,265,982	62.92%	-	120,265,982	62.92%	-

E. During the 5 years immediately preceding March 31, 2022, there are no shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. Also, there are no shares allotted as fully paid up by way of bonus shares.

14. Other Equity

Particulars	March 31, 2022	March 31, 2021
A. Reserves and Surplus		
(i) Capital Reserve	2.28	2.28
(ii) Securities Premium	2,995.46	2,995.46
(iii) General Reserve		
Opening Balance	3,608.70	3,773.59
Add: Transfer of Profit for the year	1.63	-164.89
Closing Balance	3,610.33	3,608.70
(iv) Retained Earnings		
Opening Balance	-	-
Add: Profit during the year	1.37	(165.74)
Add: Other Comprehensive Income for the year	0.26	0.85
Less: Transfer to General Reserves	1.63	(164.89)
Closing Balance	-	-
B. Equity Instruments through Other Comprehensive Income		
Opening Balance	0.73	(0.56)
Add/(Less): Movement during the year	0.86	1.29
Closing Balance	1.59	0.73
Total	6,609.66	6,607.17

Nature and Purpose of various items in other equity

(a) Securities Premium

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(b) Capital Reserve

The group recognises profit or loss on purchase / sale of the equity instruments in case of merger to capital reserve.

(c) General Reserve

The group has transferred its net profit before declaring dividend or a portion of net profit kept separately for future purpose is disclosed as general reserve.

(d) Retained Earnings

Retained earnings are the profits that the Group has earned till date, less any transfer to General Reserve, dividends or other distributions paid to the shareholders.

(e) Equity Instruments through Other Comprehensive Income

The fair value change of the equity instruments measured at fair value through other comprehensive income is recognised in equity instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments are transfer to the retained earning.

15. Financial Liabilities - Borrowings

Particulars	March 31, 2022	March 31, 2021
Non Current		
Secured Term Loans		
From Banks		
Vehicle Loans**	9.76	7.51
Other Term Loans From Bank of Baroda*	259.22	249.09
Total	268.98	256.60
Current		
Secured		
Current maturities of long term borrowings	128.81	154.10
Working Capital facilities from Bank of Baroda***	526.14	838.52
Total	654.95	992.62

A. Nature of Security

* Against hypothecation of Plant & Machinery of GPS, Other Fixed Assets, other collateral securities & personal guarantees given by Directors & Others.

** Against Hypothecation of Vehicle.

*** Against hypothecation of Stock and Book Debts, hypothecation of Plant & Machinery, Other Fixed Assets, other collateral securities & personal guarantees given by Directors & Others.

B. Rate of Interest and Terms of Repayment

(i) The Group has availed working capital facilities from bank at a interest rate of 9.50% p.a.

(ii) The Group has availed secured loan facilities from Bank at following rate of Interest and Repayment schedule

Name of Institution	Repayment Schedule		
	No. of Installments (Monthly)	Rate of Interest	First Installment due
Term Loan			
Bank of Baroda	36	7.50%	18-04-25
Bank of Baroda	36	7.50%	25-08-21
Bank of Baroda	18	6.85%	25-02-21
Vehicle Loan			
ICICI Bank Ltd	60	8.29%	10-03-18
ICICI Bank Ltd	60	8.71%	10-09-18
ICICI Bank Ltd	60	7.60%	01-06-21
ICICI Bank Ltd	60	8.50%	05-10-17

C. Borrowings Obtained on The Basis of Security of Current Assets

As per sanctioned letter issued by Banks, the Group is required to submit Inventory Statement and Book Debts statement to Banks on monthly basis. The Inventory Statements are in agreement with books of accounts. The Books Debts are in agreement with books of accounts.

D. Registration of charges or satisfaction with registration of companies

The Group have registered charges or satisfaction with ROC, within statutory period, except in loans listed below:

Description of charge	Location of Registrar	Period by which charge has to be registered	Reason for delay in registration
ICICI Vehicle Loan	Ahmedabad	March, 2018 (30 days from sanction date)	Due to technical reasons, the company
ICICI Vehicle Loan	Ahmedabad	September, 2018 (30 days from sanction date)	was unable to file charge registration form.

E. Utilisation of Borrowed Funds and Share Premium

As on March 31, 2022, there is no unutilised borrowed funds and securities premium. The securities premium, long-term and short term borrowed funds from banks and financial institutions have been utilised for the specific purpose for which the funds were raised.

F. Wilful Defaulter

The group is not declared as wilful defaulter by bank, financial institutions or other lender.

16. Lease Liabilities

Particulars	March 31, 2022	March 31, 2021
Non Current		
Lease Liabilities	301.42	575.92
Total	301.42	575.92
Current		
Lease Liabilities	274.50	246.03
Total	274.50	246.03

17. Financial Liabilities - Others

Particulars	March 31, 2022	March 31, 2021
Non Current		
Security Deposits	22.18	20.89
Total	22.18	20.89

There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as on March 31, 2022 (March 31, 2021: Nil)

18. Provisions

Particulars	March 31, 2022	March 31, 2021
Non Current		
Provision for employee benefit		
Gratuity	8.06	6.47
Leave Encashment	5.16	3.47
Total	13.22	9.94
Current		
Provision for employee benefit		
Gratuity	6.81	6.51
Leave Encashment	0.24	0.15
Others	0.70	0.68
Total	7.75	7.34

19. Deferred Tax Liability (Net)

Particulars	March 31, 2022	March 31, 2021
Deferred Tax Liabilities on account of:		
(i) Depreciation	449.07	336.95
Deferred Tax Assets on account of:		
(i) Bonus	0.19	0.19
(ii) Employee Benefit Expenses	5.27	4.39
(iii) Mat Receivable	316.73	219.86
Deferred Tax Liabilities (Net)	126.88	112.51

19.1 Movement in Deferred Tax Liabilities/(Assets)

Particulars	Property Plant & Equipment	Bonus	Defined benefit obligations	Unabsorbed Depreciation / Business Loss	Deferred Tax Liabilities / (Assets) before MAT Credit	MAT Credit Entitle	Total
Balance as at April 01, 2020	320.74	(0.20)	(4.43)	(115.28)	200.83	(30.69)	170.14
Recognised in statement of profit and loss	16.21	0.01	0.04	(73.89)	(57.63)	-	(57.63)
Recognised in OCI	-	-	-	-	-	-	-
Balance as at March 31, 2021	336.95	(0.19)	(4.39)	(189.17)	143.20	(30.69)	112.51
Balance as at April 01, 2021	336.95	(0.19)	(4.39)	(189.17)	143.20	(30.69)	112.51
Recognised in statement of profit and loss	112.12	-	(0.88)	(95.72)	15.52	(1.15)	14.37
Recognised in OCI	-	-	-	-	-	-	-
Balance as at March 31, 2022	449.07	(0.19)	(5.27)	(284.89)	158.72	(31.84)	126.88

20. Other Liabilities

Particulars	March 31, 2022	March 31, 2021
Non Current		
Others	5.90	16.63
Total	5.90	16.63
Current		
Payable for Capital Goods	34.21	34.34
Advance from customers	11.12	7.88
Statutory dues	26.70	15.80
Others	14.26	12.20
Total	86.29	70.22

21. Trade Payables

Particulars	March 31, 2022	March 31, 2021
Current		
Due to other than micro, small and medium enterprises	350.00	405.61
Due to micro, small and medium enterprises*	29.98	13.66
Total	379.98	419.27

(*) Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as under

Particulars	March 31, 2022	March 31, 2021
Based on the information available with the company regarding the status of its vendors under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 ("MSMED Act"), the disclosure pursuant to the MSMED Act, 2006 is as follows:		
(a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year;	29.98	13.66
(b) Interest paid during the year	-	-
(c) Amount of payment made to the supplier beyond the appointed day during accounting year;	-	-
(d) Interest due and payable for the period of delay in making payment;	-	-
(e) Interest accrued and unpaid at the end of the accounting year; and	-	-
(f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise; have not been given.	-	-

21.1 Trade Payables Ageing

Creditors Ageing as on 31-03-2022

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	29.98	-	-	-	29.98
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	307.25	42.75	-	-	350.00
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	337.23	42.75	-	-	379.98

Creditors Ageing as on 31-03-2021

Particulars	Outstanding for the following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	13.66	-	-	-	13.66
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	401.85	3.76	-	-	405.61
(iii) Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	415.51	3.76	-	-	419.27

22. Revenue From Operations

Particulars	March 31, 2022	March 31, 2021
Sale of Products	359.88	384.24
Sale of Services	4,141.55	3,823.45
Total	4,501.43	4,207.69

22.1 Reconciliation of Revenue as per Contract price and as recognised in Statement of Profit & Loss

Particulars	March 31, 2022	March 31, 2021
Revenue as per contract price	361.18	332.45
Less : Trade Discount	(1.30)	(0.99)
Revenue as per statement of Profit and Loss	359.88	331.46

23. Other Income

Particulars	March 31, 2022	March 31, 2021
Interest Income		
From banks and Others	90.83	90.57
Interest on Financial Instruments measured at amortised cost	98.95	90.63
Rent income	77.51	81.54
Maintenance Income	0.40	0.40
Profit on sale of Fixed Assets	-	2.30
Miscellaneous income	0.44	-
Unrealised Gain on Mutual Fund	25.28	1.95
Total	293.41	267.39

24. Cost of Materials Consumed

Particulars	March 31, 2022	March 31, 2021
Opening Stock	175.39	189.92
Add : Purchases including broadcasting expenses	1,553.07	1,557.32
	1,728.46	1,747.24
Less : Closing Stock	136.33	175.39
Cost of materials consumed	1,592.13	1,571.85

25. Changes In Inventories Of Finished Goods

Particulars	March 31, 2022	March 31, 2021
Inventories as at commencement	1.17	-
Inventories as at close	1.18	1.17
Net (increase)/decrease in Inventories	(0.01)	(1.17)

26. Employee Benefit Expenses

Particulars	March 31, 2022	March 31, 2021
Salary, wages, allowances and bonus	437.05	406.23
Contribution to provident and other funds	11.05	9.34
Staff Welfare Expense	9.08	7.20
Total	457.18	422.77

27. Finance Costs

Particulars	March 31, 2022	March 31, 2021
Interest expense		
On Borrowing Cost	136.77	187.69
On Lease Liabilities	70.49	86.04
Others	-	10.65
Other borrowing costs (including bank charges)	2.46	6.70
Total	209.72	291.08

28. Other expenses

Particulars	March 31, 2022	March 31, 2021
Electricity, Power & Fuel	70.25	62.38
Repairs & Maintenance		
Repairs to Building	5.05	4.68
Repairs to Machinery & Equipments	330.01	331.97
Repairs to Others	9.43	6.39
Repairs & Maintenance - PES	5.30	2.37
Contractual Expenses for GPS	222.76	230.18
Selling & Distribution Expenses	101.44	102.35
Brokerage & Commission	150.18	198.16
Rent Expenses	69.35	50.76
Travelling Expenses	41.39	34.23
News Story Expenses	61.48	58.23
Rates and taxes	4.92	7.75
Insurance	5.98	6.05
Advertisement, Sales Promotion & Seminar Exp	71.24	58.60
Legal and Professional Fees	88.47	92.64
Fair Valuation of Financial Instruments	84.56	84.99
Content Cost	167.94	75.22
Payments to Auditors*	3.20	3.20
License Fees	235.16	193.15
Provision for doubtful advances	29.46	-
Miscellaneous Expense	100.79	80.78
Total	1,858.36	1,684.08
* Payment to Auditors		
- Statutory Audit Fees	2.75	2.75
- Tax Audit Fees	0.08	0.08
- Others	0.37	0.37

29. Earnings per equity share

Particulars	March 31, 2022	March 31, 2021
Profit/(loss) available for equity shareholders (₹ in lakhs)	1.37	(165.74)
Weighted average numbers of equity shares used as denominated for calculating basic EPS	191,110,840	191,110,840
Nominal value per equity share (in Rupees)	1.00	1.00
Basic Earnings /(loss) Per Equity Share (in Rupees)	0.00	(0.09)
Weighted average numbers of equity shares used as denominated for calculating diluted EPS	191,110,840	191,110,840
Diluted Earnings /(loss) Per Equity Share (in Rupees)	0.00	(0.09)

30. Contingent liabilities and commitments

Particulars	March 31, 2022	March 31, 2021
Contingent liabilities		
Claims against the Company not acknowledged as debts		
- Income Tax Demands for AY 2005-06, 2011-12, 2015-16 and 2016-17 - matter under appeal	11.45	11.45
- Income Tax Penalty AY 2011-12	8.30	-
- Bank Guarantee issued by Dena Bank	169.39	545.29
-Additional Bonus Liability for FY 2014-15	0.38	0.38

Particulars	March 31, 2022	March 31, 2021
Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances):	NIL	NIL

Notes:

- Additional bonus liability for the F.Y. 2014-15 owing to amendment made in "The Payment of Bonus Act, 1965" w.e.f. April 01, 2014, has not been provided for as the matter is subjudice before various High Courts in the Country.
- The Hon'ble Supreme Court of India ("SC") by their order dated 28 February 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. The Company has provided the impact of the said supreme court judgement with effect from 1 January 2020. In view of the management, any additional liability for the period from date of the SC order (28 February 2019) to 31 December 2019 is not material and hence have not been provided in the books of account. In addition, management is of the view that there is a considerable uncertainty around the timing and extent in which the judgement will be interpreted and applied by the regulatory authorities and accordingly, the impact for periods prior to the date SC order (28 February 2019), if any, is not ascertainable and consequently no financial effect has been provided for in the standalone financial statements. Accordingly, this has been disclosed as a contingent liability in the standalone financial statements.
- It is not practicable to estimate the timing of cash outflows, if any, in respect of matters stated above, pending resolution of the proceedings.
- The Income-Tax Department had carried out a search operation at the group's various business premises and residential premises of promoters and certain key employees of the group, under Section 132 of the Income-tax Act, 1961 on September 08, 2021. The group had extended full co-operation to the income-tax officials during the search and provided all the information sought by them. The group had made the necessary disclosures to the stock exchanges in this regard on September 12, 2021, in accordance with Regulation 30 of the SEBI (LODR) Regulations, 2015 (as amended). As on the date of issuance of these financial results, the group has not received any formal communication for any demand from the Income-tax department regarding the findings of their investigation / examination. Given the nature and complexity of the matter, the final outcome of which is not ascertainable, the impact (if any) on the results in relation to the matter cannot be determined at present by the management. The statutory auditors have given Emphasis of Matter in their statutory audit report on consolidated financial results for the year ended March 31, 2022.

31. Segment reporting

A. In terms of Indian Accounting Standard (Ind AS) 108 on 'Operating Segment' notified in the Act, Segment information has been prescribed in the consolidated Financial statement Note No. 31 prepared pursuant to Indian Accounting Standard (Ind AS) 110 on 'Consolidated Financial Statement' and Indian Accounting Standard (Ind AS) 28 on 'Investments in Associates and Joint Ventures' notified in the Act, included in the Annual Report of the year.

The Chief Operating Decision Maker i.e. The Board of Directors, has determined the operating segment based on the nature and services, risk and return, internal organization structure and internal performance reporting system. The group is presently engaged in the business of print media, audio video media through its various mode of operations and Technology and Allied Business. Accordingly the group has organised its operations into following categories

(i) Media and Allied Business (ii) Technology and Allied Business (iii) Others

B. Information about major customers

The group relies on revenues from transactions with a single external customer, and receives more than 10% of its revenues from transactions with such customer.

C. Information about geographical areas

i. Segment revenue from "Media Segment" represents revenue generated from external customers which is fully attributable to the group's country of domicile i.e. India.

ii. All assets are located in the group's country of domicile.

Particulars	March 31, 2022	March 31, 2021
1. Segment Revenue		
(a) Media and Allied Business	3,725.83	3,376.58
(b) Technology and Allied Business	775.60	831.11
Revenue from Operations	4,501.43	4,207.69
2. Segment Result		
(a) Media and Allied Business	223.59	103.06
(b) Technology and Allied Business	151.16	105.02
Total	374.75	208.08
Add		
(a) Unallocated Interest Income	90.83	90.57
(b) Unallocated Finance Cost	(135.39)	(203.58)
(c) Unallocated income	202.58	176.82
(d) Unallocated expenditure	(512.98)	(470.13)
Profit/(Loss) Before share of Profit/(Loss) of Associate and Tax	19.79	(198.24)
Add: Share of Net Profit/(Loss) of associate	5.85	4.25
Profit/(Loss) Before tax	25.64	(193.99)
3. Segment Assets		
(a) Media and Allied Business	6,858.09	7,073.14
(b) Technology and Allied Business	565.39	828.37
Total Segment Assets	7,423.48	7,901.51
Add: Unallocated Assets	3,239.34	3,344.74
Total Assets	10,662.82	11,246.25
4. Segment Liability		
(a) Media and Allied Business	914.34	1,015.47
(b) Technology and Allied Business	110.03	165.96
Total Segment liability	1,024.37	1,181.43
Add: Unallocated Liability	1,117.68	1,546.54
Total Liability	2,142.05	2,727.97

Notes

- The Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statement.
- Above segment reports have been derived and prepared on the basis of reports and MIS generated by the Customized ERP Software.
- Unallocated income includes net gain on sale of investment and Property, Plant and Equipment, Rent Income, Unallocated Interest Income and net gain on financial assets mandatory measured at fair value through profit or loss.
- Segment assets include tangible, intangible, current and non-current assets and exclude current and non-current investment, deferred tax assets (net), cash and bank balance, fixed deposits and current tax (net).
- Segment liabilities include current and non-current liabilities and exclude short-term and long-term borrowing, provision for tax (net) and deferred tax liabilities (net).
- Figures of previous reporting periods have been regrouped/ reclassified wherever necessary to correspond with the figures of the current reporting period.

32. Disclosures as required by Ind AS 19 employee benefits

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

-Provident fund

The Group has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year ₹ 6.33 Lakhs (Previous Year ₹ 5.70 Lakhs)

(b) Defined benefit plans

Gratuity

Compensated absences - Earned leave

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 6.33% - 7.26% p.a. (Previous Year 6.44% - 6.79% p.a.) compound has been used for gratuity obligation.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the group's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

Particulars	Gratuity (Funded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Discount rate(per annum)	6.33% - 7.26%	6.44% - 6.79%	6.80%	6.56%
Future salary increase	4.00% - 5.00%	4.00% - 5.00%	4.50%	5.00%
Expected rate of return on plan assets	7.35%	7.15%	-	-
Mortality Rate	100.00%	100.00%	100.00%	100.00%
Retirement age	58	58	58	58
Withdrawal rates	1.00%	1.00%	1.00%	1.00%

Particulars	Gratuity (Funded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Change in present value of the defined benefit obligation during the year				
Present value of obligation as at the beginning of the year	19.04	19.06	3.62	3.21
Interest Cost	1.24	1.17	0.23	0.20
Current Service Cost	1.56	1.93	1.27	1.12
Past Service Cost	-	-	-	-
Benefits Paid	-	(2.92)	-	(0.30)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.28)	(0.57)	(0.19)	(0.25)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.18)	0.38	0.46	(0.36)
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-	-	-
Present value of obligation as at the end of the year	21.38	19.04	5.39	3.62
Change in fair value of plan assets during the year				
Fair Value of plan assets at the beginning of the year	6.07	5.67	-	-
Interest Income	0.38	0.36	-	-
Contributions by the employer	-	2.92	-	0.30
Benefits paid	-	(2.92)	-	(0.30)
Return on plan assets	0.06	0.04	-	-
Fair Value of plan assets at the end of the year	6.51	6.07	-	-
Net Asset/ (Liability) recorded in the Balance Sheet				
Present value of obligation as at the end of the year	14.87	12.97	5.39	3.62
Net Asset/ (Liability)-Current	6.81	6.51	0.15	0.15
Net Asset/ (Liability)-Non-Current	8.06	6.46	5.24	3.47
Expenses recorded in the Statement of Profit & Loss during the year				
Interest Cost	1.24	1.17	0.23	0.20
Current Service Cost	1.56	1.93	1.27	1.12
Past Service Cost	-	-	-	-
Interest Income	(0.38)	(0.36)	-	-
Remeasurements - Due to Demographic Assumptions	0.00	-	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.28)	(0.57)	(0.19)	(0.25)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.18)	0.38	0.46	(0.36)
Total expenses included in employee benefit expenses and OCI	1.96	2.54	1.77	0.71
Recognized in Other Comprehensive Income during the year				
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(0.28)	(0.57)	(0.19)	(0.25)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.18)	0.38	0.46	(0.36)
Return on plan assets	(0.06)	(0.04)	-	-
Recognized in Other Comprehensive Income	(0.52)	(0.23)	0.27	(0.61)
Maturity profile of defined benefit obligation				
Within 12 months of the reporting period	6.81	6.51	0.24	0.15
Between 2 and 5 years	9.81	4.37	2.47	1.05
Between 6 and 10 years	5.50	10.26	1.87	1.88
Quantitative sensitivity analysis for significant assumption is as below:				
Increase/ (decrease) on present value of defined benefit obligation at the end of the year				
One percentage point increase in discount rate	(1.08)	(0.97)	(0.49)	(0.36)
One percentage point decrease in discount rate	1.27	1.13	0.58	0.43
One percentage point increase in salary increase rate	1.42	1.27	0.64	0.47
One percentage point decrease in salary increase rate	(1.24)	(1.11)	(0.50)	(0.37)

Expected contribution to the defined benefit plan for the next reporting period

Particulars	March 31, 2022	March 31, 2021
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	7.43	6.70
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	2.70	1.60

33. Derivative instruments

The company does not have any foreign currency exposure as on March 31, 2022 as well as March 31, 2021.

34. Related party disclosures as per Ind AS 24**(A) Name of related party and nature of relationship****1. Subsidiary**

Sambhaav Nascent LLP

2. Key Managerial Personnel**Name****Designation**

Mr. Kiran B Vadodaria	Chairman and Managing Director
Mr. Manoj B Vadodaria	Non - Executive Directors
Mr. Amit Kumar Ray	Whole - Time Director
Mr. N R Mehta	Independent Director
Mr. Dilip D Patel	Independent Director
Mr. O P Bhandari	Independent Director
Mrs. Gouri P Popat	Independent Director
Mr. Shailesh B Vadodaria	Non - Executive Directors
Mr. Prashant H Sarkhedi	Non - Executive Directors
Mr Renil Shah	Chief Financial officer (Resigned w.e.f. 25/01/2022)
Mr Palak Asawa	Company Secretary

4. Relative of Key Management Personnel

Ms. Kajal Kiran Vadodaria

5. Enterprises significantly influenced by Key Managerial Personnel

Nila Infrastructures Limited

Nila Spaces Limited

Gujarat News Broadcasters Private limited

(B) Transactions with related party

Name of Related Party	Nature of Transaction	2021-22	2020-21
Sambhaav Nascent LLP	Investment in Capital	-	33.71
	Reimbursement of expenses	-	3.26
	Advance Given	-	0.01
	Interest Received	7.01	5.64
	Operational Expenses	1.00	-
Nila Infrastructures Ltd	Contract	-	2.85
	Rent Received	7.62	7.62
Nila Spaces Limited	Rent Received	2.04	2.04
Gujarat News Broadcasters Pvt Ltd	Marketing Rights Revenue	1,586.67	1,495.36
	Broadcasting Expenses	1,440.00	1,410.00
	Rent Income	22.68	21.60
Mr. Kiran B Vadodaria	Director Remuneration	12.00	12.00
Mr. Amitkumar Ray	Director Remuneration	6.75	6.00
Ms. Kajal K Vadodaria	Remuneration	7.00	6.00
Mr. N R Mehta	Sitting Fees	0.25	0.20
Mr. O P Bhandari	Sitting Fees	0.20	0.20
Mrs. Gouri P Popat	Sitting Fees	0.15	0.20
Mr Renil Shah	Remuneration to KMP other than directors	10.00	12.00
Ms. Palak Asawa	Remuneration to KMP other than directors	4.18	4.62

Note: Note : Promoters of the company have given irrevocable and unconditional Personal Guarantee of in bank and lease finance.

Balance outstanding

Particulars	Payable		Receivable	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Nila Infrastructure Limited	0.96	0.96	-	0.70
Sambhaav Nascent LLP	-	0.70	-	-
Gujarat News Broadcasters Pvt Ltd	5.40	5.40	2,157.79	1,829.70
Total	6.36	7.06	2,157.79	1,830.40



- (i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.
- (ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective notes.

35. Details of Loans, Guarantees or Investments by the Company under section 186 of the Companies Act, 2013

Name of the Party	Nature of Transactions	As at March 31, 2022	As at March 31, 2021
Ray Banquet and Hotels Private Limited	Loan	2.06	120.90
Ahmedabad Radio and Mast Services Private Limited	Loan	473.11	413.11
Aahna Advtg. LLP	Investments / Loans	15.90	18.28
Gujarat News Broadcasters Pvt Ltd	Loan	295.19	266.42
Total		786.26	818.71

36. Operating Lease

(i) The following is the movement in lease liabilities during the year ended March 31, 2022:

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balances	821.95	1,042.46
Additions on account of transition to Ind AS 116	-	-
Add: Interest Expenses	78.26	103.77
Less: Payments	(324.29)	(324.28)
Closing Balances	575.92	821.95
Non-current	301.42	575.92
Current	274.50	246.03

(ii) Amounts recognized in statement of profit and loss

Particulars	As at March 31, 2022	As at March 31, 2021
Amortization charge for right-of-use assets	250.61	250.61
Less : Amount transferred to Capital WIP	(20.65)	(39.43)
Amounts recognized in statement of profit and loss (A)	229.96	211.18
Interest on lease liabilities	78.25	103.77
Less : Amount transferred to Capital WIP	(7.76)	(17.73)
Amounts recognized in statement of profit and loss (B)	70.49	86.04
Total Amounts recognized in statement of profit and loss C (A+B)	300.45	297.22

(iii) Maturity Analysis of lease liabilities, showing the undiscounted lease payments after the reporting date:

Particulars	As at March 31, 2022	As at March 31, 2021
Less than 12 Months	324.29	324.28
More than 12 Months	322.15	646.44

37. Financial Instruments - Accounting Classifications and Fair Value Measurements

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
- Financial instruments with fixed and variable interest rates are evaluated by the group based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

I. Figures as at March 31, 2022

	Financial Instrument		Fair Value Hierarchy				Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
Non Current Assets							
Financial Assets							
(i) Investments	4	217.16	217.16	2.72	-	214.44	217.16
(ii) Others	5	900.00	900.00	-	-	900.00	900.00
Current Assets							
Financial Assets							
(i) Investments	4	15.44	15.44	-	-	15.44	15.44
(ii) Trade Receivables	8	1,899.15	1,899.15	-	-	1,899.15	1,899.15
(iii) Cash and Cash Equivalents	9	34.29	34.29	-	-	34.29	34.29
(iv) Bank balances other than (ii) above	10	50.50	50.50	-	-	50.50	50.50
(v) Loans	11	791.06	791.06	-	-	791.06	791.06
(vi) Others	5	0.88	0.88	-	-	0.88	0.88
		3,908.48	3,908.48	2.72	-	3,905.76	3,908.48
Non Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	268.98	268.98	-	-	268.98	268.98
(ii) Lease Liabilities	16	301.42	301.42	-	-	301.42	301.42
(iii) Others	17	22.18	22.18	-	-	22.18	22.18
Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	654.95	654.95	-	-	654.95	654.95
(ii) Lease Liabilities	16	274.50	274.50	-	-	274.50	274.50
(iii) Trade Payables	21	379.98	379.98	-	-	379.98	379.98
		1,902.01	1,902.01	-	-	1,902.01	1,902.01

II. Figures as at March 31, 2021

	Financial Instrument		Fair Value Hierarchy				Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
Non Current Assets							
Financial Assets							
(i) Investments	4	211.94	211.94	1.14	-	210.80	211.94
(ii) Others	5	805.07	805.07	-	-	805.07	805.07
Current Assets							
Financial Assets							
(i) Investments	4	5.71	5.71	5.71	-	-	5.71
(ii) Trade Receivables	8	2,213.54	2,213.54	-	-	2,213.54	2,213.54
(iii) Cash and Cash Equivalents	9	68.36	68.36	-	-	68.36	68.36
(iv) Bank balances other than above (ii)	10	89.30	89.30	-	-	89.30	89.30
(v) Loans	11	821.59	821.59	-	-	821.59	821.59
(vi) Others	5	4.19	4.19	-	-	4.19	4.19
		4,219.70	4,219.70	6.85	-	4,212.85	4,219.70
Non Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	256.60	256.60	-	-	256.60	256.60
(ii) Lease Liabilities	16	575.92	575.92	-	-	575.92	575.92
(ii) Others	17	20.89	20.89	-	-	20.89	20.89
Current Liabilities							
Financial Liabilities							
(i) Borrowings	15	992.62	992.62	-	-	992.62	992.62
(ii) Lease Liabilities	16	246.03	246.03	-	-	246.03	246.03
(iii) Trade Payables	21	419.27	419.27	-	-	419.27	419.27
		2,511.33	2,511.33	-	-	2,511.33	2,511.33

Note : During the reporting period ending March 31, 2022 and March 31, 2021, there were no transfers between Level 1 and Level 2 fair value measurements.

III. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

Name of the Party	As at March 31, 2022	As at March 31, 2021
Other Non Current Financial Assets	Discounted Cash Flow method using the risk adjusted discount rate	
Other Non Current Financial Liabilities		
Borrowings (Non Current)		

38. Financial Risk Management Objectives And Policies

The group's principal financial liabilities, other than derivatives, comprise loans and borrowings, lease liabilities, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Group also holds quoted and unquoted investments .

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include deposits, investments, derivative financial instruments and borrowings.

B. Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the group's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The group is not exposed to significant interest rate risk as at the specified reporting date.

C. Foreign currency risk

The Group does not have any foreign currency exposure as on March 31, 2022 as well as March 31, 2021.

D. Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the group compares the risk of a default occurring at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- (i) Actual or expected significant adverse changes in business,
- (ii) Actual or expected significant changes in the operating result of the counterparty's business,
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligation,
- (iv) Significant increase in credit risk on other financial instruments of the same counterparty.
- (v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Loss (ECL)

Particulars	March 31, 2022	March 31, 2021
Current financial assets - loans	791.06	821.59
Total	791.06	821.59

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Loss (ECL)

Particulars	March 31, 2022	March 31, 2021
Trade Receivables	1,899.15	2,213.54
Total	1,899.15	2,213.54

Note: Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	March 31, 2022	March 31, 2021
Up to 3 months	1,266.76	1,461.91
3 to 6 months	92.85	243.47
More than 6 months	539.54	508.16
Total	1,899.15	2,213.54

IV. Provision for expected credit losses again "II" and "III" above

The group has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Group believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

E. Liquidity Risk

Liquidity Risk is defined as the risk that the group will not be able to settle or meet its obligations on time or at reasonable price. The group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the group's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

Particulars	March 31, 2022			March 31, 2021		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Vehicle Loans	8.25	9.76	18.01	5.80	7.51	13.31
Term Loans	120.56	259.22	379.78	148.30	249.09	397.39
Security Deposits	-	22.18	22.18	-	20.89	20.89
Lease Liabilities	274.50	301.42	575.92	246.03	575.92	821.95
Working Capital Facilities - Bank	526.14	-	526.14	838.52	-	838.52
Trade Payables	379.98	-	379.98	419.27	-	419.27
Total	1,309.43	592.58	1,902.01	1,657.92	853.41	2,511.33

Capital management

For the purposes of the Group's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Group's Capital Management is to maximise shareholder value. The group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The group monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	March 31, 2022	March 31, 2021
Total Debt	1,499.85	2,071.17
Equity	8,520.77	8,518.28
Total Capital and net debt	10,020.62	10,589.45
Gearing ratio	14.97%	19.56%

39. Income Tax Expense

Particulars	March 31, 2022	March 31, 2021
Current tax	0.45	0.99
MAT credit Receivable		
A. Net current tax for the year	0.45	0.99
B. Tax relating to earlier period	8.30	28.39
C. Deferred Tax charge/(credit) during the year - refer Note no. 18	15.52	(57.63)
Total Income Tax Expense(A + B + C)	24.27	(28.25)

39.1 Reconciliation of Tax Expense

Particulars	March 31, 2022	March 31, 2021
Profit before income tax expense	25.64	(193.99)
Net profit considered for computing tax expense	25.64	(193.99)
Other Adjustment		
-Current Tax	0.45	0.99
-Earlier year Tax	8.30	28.39
-Others	15.52	(57.63)
Net income tax expense	24.72	(28.25)

40. The outbreak of COVID-19 is causing significant disturbance and slowdown of economic activity globally and India. The group's management has made assessment on impact of business and financial risk on account of COVID-19. The management has also taken into account all possible impact of known event considering that group is in the business of media and entertainment. Based on its review and current indicators of economic conditions there is no significant impact on financial results and its ability to continue as going concern and meeting its liabilities as and when they fall due. The group will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

41. Utilisation of Borrowed Funds and Share Premium

- (i) (i) The group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s), entity(ies) including foreign entities (intermediaries) with the understanding that the intermediary shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.
- (ii) (ii) The group has not received any from any person(s), entity(ies) including foreign entities (funding party with the understanding that the Group shall directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Funding party (ultimate beneficiaries) or provide any guarantee, security of the like to or on behalf of the ultimate beneficiary.

42. Relationship and Transactions with struckoff companies

The Group has not entered into any transaction with Struck off companies under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956. Further, there is no balance outstanding with struckoff companies.

43. Compliance with number of layers of companies

The Group has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

44. Compliance with approved Scheme(s) of Arrangements

No scheme of arrangement has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

45. Details of Crypto Currency or Virtual Currency

The Group has not traded or invested in crypto currency or virtual currency during the financial year.

46. Undisclosed Income

The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

47. Previous year figures have been regrouped and recasted wherever necessary to confirm current year's classification.

The accompanying notes are an integral part of the consolidated Financial Statements

As per our Report of even date

For **R. K. DOSHI & CO LLP**

Chartered Accountants

Firm Registration Number: 102745W / W100242

FOR AND ON BEHALF OF THE BOARD

KIRAN B VADODARIA

Chairman & Managing Director

DIN: 00092067

MANOJ B VADODARIA

Director

DIN: 00092053

RAJIV K DOSHI

Partner

Membership Number: 032542

N R MEHTA

Director & Chairman of Audit Committee

DIN: 00092386

PALAK ASAWA

Company Secretary

Membership No: A40377

Date: May 13, 2022

Place: Ahmedabad

Date: May 13, 2022

Place: Ahmedabad



SAMBHAAV MEDIA LIMITED

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