



Sambhaav Media Limited

"Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road,
Satellite, Ahmedabad - 380 015.

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

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

CIN: L67120GJ1990PLC014094

SML/CS/2024/87

Date: November 05, 2024

To,
The Department of Corporate Services
BSE Limited
Phiroze 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: Notice of Postal Ballot under Section 110 of Companies Act, 2013

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice of Postal Ballot dated 26th October, 2024 along with Explanatory Statement.

You are requested to take the same on your record.

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

Manisha Mali
Company Secretary

Encl: a/a





Sambhaav Media Limited

CIN: L67120GJ1990PLC014094

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

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

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and latest being 09/2024 dated September 19, 2024 Affairs issued the Ministry of Corporate ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/ CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October, 2024 issued by the Securities Exchange Board of India ("SEBI Circular"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below is proposed to be passed as Special Resolution by the Members of Sambhaav Media Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

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

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The



instructions for e-voting are appended to this Notice. The Board of Directors of the Company has appointed Mr. Umesh Ved of Umesh Ved & Associates, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on **Friday, 06th December, 2024**, failing which it will be considered that no reply has been received from the Member. Please be noted that e-voting shall be commenced from **Thursday, 07th November, 2024**.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "NSDL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. MCS Registrar & Share Transfer Agent, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within two working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.sambhaav.com under investor segment and will also be available on the website of NSDL at www.evoting.nsdl.com and on website of BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. **06th December, 2024**.

SPECIAL BUSINESS:

1. To Approve Appointment of Mr. Paresh Vaghela (DIN: 10757484) as a Non-Executive Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149(6), 150, 152 read with Schedule IV and all other applicable provision of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Paresh Vaghela (DIN: 10757484)**, who was appointed as an Independent Director and in

respect of whom the Company has received a notice in writing from the Member of the Company under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years *w.e.f.* September 17, 2024 to September 16, 2029, not liable to retire by rotation.

2. To Approve Appointment of Mr. Balveermal Kewalmal Singhvi (DIN: 05321014) as a Non-Executive Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Sections 149(6), 150, 152 read with Schedule IV and all other applicable provision of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Balveermal Kewalmal Singhvi (DIN: 05321014)**, who was appointed as an Independent Director and in respect of whom the Company has received a notice in writing from the Member of the Company under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company; to hold office for a term of 5 (Five) consecutive years *w.e.f.* September 17, 2024 to September 16, 2029; not liable to retire by rotation; notwithstanding the fact that he had attained the age of 75 (Seventy Five) years at the time of his appointment.

3. To Approve and Ratify Related Party Transaction(s):

*To consider and, if thought fit, to pass 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 period starting from 01 April 2024 and ending on 31 March 2025 (“the period”) notwithstanding the fact that the aggregate value of all these transaction(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	Ahmedabad Radio And Mast Services Pvt. Ltd. ("ARMS")	Entity in which director of the company is director - Mr. Jagdish Pavra	1) To continue with and/or repayment of loan and continue to receive interest thereon; 2) To enter into and/or continue with obtaining services of technical nature, business arrangement setc. 3) Any other transfer of resources, services or obligations.	15

RESOLVED FURTHER THAT the members of the Company do hereby further accord its approval to the Board of Directors to the existing contracts / agreements / arrangements etc. with ARMS and to do all such acts, deeds and things as may be deemed necessary, expedient and incidental thereto, including but not limited, to execute any fresh / modification / revision of 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.

Date: 26th October, 2024

Place: Ahmedabad

For, Sambhaav Media Limited

By the Order of the Board of Directors

Sambhaav Media Limited

CIN: L67120GJ1990PLC014094

Registered Office: Sambhaav House

Opp. Judges' Bungalows

Premchandnagar Road, Satellite,

Ahmedabad - 380 015

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

Email: secretarial@sambhaav.com

Website: www.sambhaav.com

Sd/-

Manisha Mali

Company Secretary

INSTRUCTIONS FOR REMOTE E-VOTING

1. Remote e-voting will commence at 9.00 a.m. on **Thursday, 07th November, 2024** and will end at 5.00 p.m. on **Friday, 06th December, 2024**, when remote e-voting will be blocked by NSDL.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on **Friday, 25th October, 2024** (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. **MCS Share Transfer Agent Limited** (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)- 2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on **Friday, 25th October, 2024 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
6. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting

process. Members seeking to inspect such documents can send an email to secretarial@sambhaav.com.

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 for Individual shareholders holding securities in demat mode

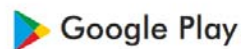
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option,

	<p>the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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	16 Digit Beneficiary ID

demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to umesh@umeshvedcs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or

“Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@sambhaav.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@sambhaav.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Particular	<i>Appointment of Mr. Paresh Vaghela (DIN: 10757484) as a Non-Executive Independent Director</i>	<i>Appointment of Mr. Balveermal Kewalmal Singhvi (DIN: 05321014) as a Non-Executive Independent Director</i>
DIN	10757484	05321014
Date of Birth	February 21, 1973	April 15, 1949
Age	51 years	75 years
Nationality	Indian	Indian
Original Date of appointment	September 17, 2024	September 17, 2024
Qualification	<ul style="list-style-type: none"> • Chartered Accountant • Commerce Graduate • MBA • PGDIFA 	<ul style="list-style-type: none"> • Diploma in Cost Accountancy • Commerce Graduate
Experience	More than 20 Years as Chartered Accountant	Served as Assistant General Manager from Oriental Bank of Commerce
Brief Resume	<p>Mr. Paresh Vaghela, Chartered Accountant having core competence lies in the field of Finance, Wealth Management Consultancy, Banking and Operational work of an organization. Currently he is Practicing Chartered Account and having experience more than two decades. He has also delivered his services on Managerial positions at ASR Mettech Private Limited and Reliance Defense and Engineering Limited.</p>	<p>Mr. Balveermal Singhvi is qualified in Diploma & Cost Accountancy and is Commerce Graduate. He is Retired as Assistant General Manager from Oriental Bank of Commerce in 2009 after 38 years of service of accounting and banking.</p> <p>He is also holding Senior management positions at various Companies as an Independent Director. He is also imparting his services as Chairman at Lions Karnavati Service Foundation, Vice Chairman at Lions Eye Hospital, Ognaj and Second Vice District Governor of Lions Club.</p> <p>He is Chairman of Retired Officer Association (OBC). He is Past</p>

		President of Jodhpur Association, Ahmedabad. He is Executive member of Mahavir Shikshan Sanstha, Ahmedabad.
Skills and capabilities required for the role and manner in which the appointee meets such requirements	Having wide range of Accounting and Finance experience since worked with various companies and he is practicing Chartered Accountant since two decades.	He had possessed senior position experience at Bank and delivering his services as managerial personnel at various association
Expertise in functional area	Account, Finance and Taxation	Account and Banking
Terms and Conditions of appointment or re-appointment	<ul style="list-style-type: none"> • Mr. Paresh Vaghela (DIN: 10757484) is appointed as Non-Executive Independent Director for a period of 5 years w.e.f. September 17, 2024, not liable to retire by rotation. • Mr. Paresh Vaghela is entitled for sitting fees for attending meetings. 	<ul style="list-style-type: none"> • Mr. Balveermal Kewalmal Singhvi (DIN: 05321014) is appointed as Non-Executive Independent Director for a period of 5 years w.e.f. September 17, 2024, not liable to retire by rotation. • Mr. Balveermal Kewalmal Singhvi is entitled for sitting fees for attending meetings.
Relationship with other Board Members & KMP	There is no inter se relationship with other Board Members	There is no inter se relationship with other Board Members
Number of Board Meetings attended during 2023-24	NA	NA
Shareholding in the Company	NIL	NIL

Name of Directorship held in other Companies	NIL	<ol style="list-style-type: none"> 1. Param Jewels Private Limited 2. Metroglobal Limited 3. Riddhi Siddhi Gluco Biols Limited 4. Mahalaxmi Rubtech Ltd 5. Riddhi Steel & Tube Ltd 6. Vidya Wires Limited 7. Shah Foods Limited
Membership / Chairmanship of Committees of other public companies	NIL	<p>Riddhi Siddhi Gluco Biols Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairperson • Nomination and Remuneration Committee- Chairperson • Stakeholder Relationship Committee- Chairperson • Corporate Social Responsibility Committee- Member <p>Mahalaxmi Rubtech Ltd</p> <ul style="list-style-type: none"> • Audit Committee- Chairperson • Nomination and Remuneration Committee- Member
Listed entities from which the person has resigned in the past three years	NA	NIL

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

In terms of the provisions of Section 102 of the Companies Act, 2013, Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following statement sets out the material facts relating to item no. 1 of this postal ballot notice:

ITEM NO 1:

Upon recommendation received from the Nomination & Remuneration Committee; the Board of Directors have decided to appoint Mr. Paresh Vaghela (DIN: 10757484) as Non-Executive Independent Director for period of 5 years *w.e.f.* September 17, 2024 to September 16, 2029, not liable to retire by rotation.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee; considered educational qualifications, career background, subject expertise, and industry experience of Mr. Paresh Vaghela. Having considered various criterion for evaluation, the Board formed an opinion that the association of Mr. Paresh Vaghela with the Company as an Independent Director would be beneficial and in the best interest of the the Company,

Mr. Vaghela possesses considerable years of experience as practicing chartered accountant and has indulged himself into Financial Management, Strategic Planning, Audit and Assurance, Advisory Role, Taxation aspect etc. His vast portfolio of expertise shall help the Company to enhance the financial health and strategic direction.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) along with brief profile of Mr. Paresh Vaghela (DIN: 10757484) is provided herein above in this notice.

Mr. Paresh Vaghela (DIN: 10757484) has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and SEBI Listing Regulations. In the opinion of the Board, Mr. Paresh Vaghela (DIN: 10757484) has fulfilled the conditions specified in the Act, the Rules framed thereunder and Listing regulations for appointment as an Independent Director and is independent of the management. Copy of the letter of appointment of Mr. Paresh Vaghela (DIN: 10757484), setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company and made available at the website of the Company at www.sambhaav.com.

None of the Directors and Key managerial personnel or their relative; except Mr. Paresh Vaghela (DIN: 10757484) himself whose appointment is proposed; is interested, financially or otherwise, in the resolution of Item No.:1 of the Notice.

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

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

ITEM NO 2:

Upon recommendation received from the Nomination & Remuneration Committee, the Board of Directors have decided to appoint **Mr. Balveermal Kewalmal Singhvi (DIN: 05321014)** as Non-Executive Independent Director for period of 5 years *w.e.f.* September 17, 2024 to September 16, 2029, not liable to retire by rotation.

The Board of Directors based on the recommendation of the Nomination and Remuneration Committee; considered the educational qualification, career background, subject expertise, industry experience of **Mr. Balveermal Kewalmal Singhvi (DIN: 05321014)**. Having considered various criterion for evaluation, the Board formed an opinion that the association of Mr. Balveermal Singhvi would be beneficial and in the best interest of the Company.

Mr. Singhvi possesses prolonged journey having rich banking experience. He has acted as Assistant General Manager of Oriental Bank of Commerce and have served 38 years in the field of accounting and banking. Being senior managerial person and financial acumen, his banking industry experience will leverage benefits for the Company.

Although Mr. Singhvi has attained the age of 75 years; considering his physical fitness, good health condition, alertness of mind and analytical ability permit him to contribute his services and the Board of Directors are of the opinion that the Company shall be benefited from his rich industry experience.

The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) along with brief profile of **Mr. Balveermal Kewalmal Singhvi (DIN: 05321014)** is provided herein above in this notice.

Mr. Balveermal Kewalmal Singhvi (DIN: 05321014) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act 2013 and SEBI Listing Regulations. In the opinion of the Board, **Mr. Balveermal Kewalmal Singhvi (DIN: 05321014)** has fulfilled the conditions specified in the Act, the Rules framed thereunder and Listing regulations for appointment as an Independent Director and is independent of the management. Copy of the letter of appointment of **Mr. Balveermal Kewalmal Singhvi (DIN: 05321014)**, setting out the terms and conditions of appointment is available for inspection by members at the Registered Office of the Company and made available at the website of the Company at www.sambhaav.com.

None of the Directors and Key managerial personnel or their relative; except **Mr. Balveermal Kewalmal Singhvi (DIN: 05321014)** himself whose appointment is proposed; is interested, financially or otherwise, in the resolution of Item No.:2 of the Notice.



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

The Board accordingly recommends Special Resolution as set out in Item No.:2 of the postal ballot notice for approval by the Shareholders.

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 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 y(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.

The Company has in past entered provided loan facility to M/s Ahmedabad Radio and Mast Entertainment Pvt. Ltd (ARMS) wherein Mr. Jagdish Pavra is a Director. Mr. Jagdish Pavra has been appointed as a Director of the Company w.e.f 05-05-2024 and therefore ARMS becoming related party of the Company it has been thought prudent by the Board of Directors to ratify / approve all transactions and prospective transactions pursuant to the existing and fresh contracts / agreements / arrangements with ARMS. During the Financial Year 2024-25, 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/Board of Directors, as may be applicable, 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 as required under regulation 23 of the Listing Regulations is given herein under.

Information required under regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22 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	Ahmedabad Radio and Mast Entertainment Pvt. Ltd. ("ARMS")	
Name of the Director or Key Managerial Personnel who is related, if any;	Mr. Jagdish Pavra	
Nature of Relationship	Common Directorship	
Nature/Type, Material Terms, Monetary Value and Duration and Particulars of the Arrangement:		
Nature/Type of Transactions	<ol style="list-style-type: none"> 1) To continue with and/or repayment of loan and continue to receive interest thereon; 2) To enter into and/or continue with obtaining services of technical nature, business arrangement etc. 3) Any other transfer of resources, services or obligations. 	
Material Terms and particulars of the arrangement /Transactions	Material terms and conditions are based on the contracts / agreements which <i>inter alia</i> include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s). The commercial terms shall be based on prevailing industry practices and norms.	
Value of the proposed transaction and % of company's audited consolidated turnover of 39.42 Cr. for the financial year 2023-2024	Value of Transactions (In Crore)	15.00
	Value of RPT as % of Company's audited consolidated annual turnover of 39.42 Cr. for the financial year 2023-2024.	38.05%
Duration/Tenure of the proposed transaction	The transactions are pursuant to ongoing existing contracts / agreements / arrangements etc. The approval is sought for the existing transactions as well as prospective transactions during the financial year 2024-25	

<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p>	<p>Refer Note 1</p>
<p>Justification as to why the RPT is in the interest of the Company.</p>	<p>ARMS is into the business of providing technical services in the broadcasting industry. The Company possesses expertise of technical and operational work relating to radio broadcasting business and in past business arrangements were entered into by the Company with ARMS to avail its services. The Company proposes to continue to avail the services of ARMS to ensure smooth functioning of operations and radio business. The transactions pursuant to the contracts / agreements / arrangements etc. are in the best interest of the Companies.</p>
<p>Copy of the valuation or other external party report, if any such report has been relied upon.</p>	<p>Not Applicable</p>
<p>Any other information relevant or important for the members to take a Decision on the proposed transaction.</p>	<p>NIL</p>

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	Details
Name of the Related Party	Ahmedabad Radio and Mast Entertainment Pvt. Ltd. ("ARMS")
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 outstanding amount of loan is INR 5,00,68,544 as on the date of this notice and is for long term and continuing period pursuant to business arrangement with ARMS. The loan would be unsecured with repayment and extension is decided mutually by the parties from time to time as per business arrangement. The loan carry interest of 12 % per annum. Other terms and conditions are as per prevailing market and industry practices.
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	The loan is provided pursuant to business arrangement and being utilized for the business purposes of the borrower.

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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the Resolution except Mr. Jagdish Pavra and his relative 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/or 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 3 being for approval of related party transactions, all related parties, including the above, shall not vote to approve the resolution.
