



## Sambhaav Media Limited

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

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

CIN: L67120GJ1990PLC014094

SML/CS/2019/94

Date: September 02, 2019

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 29<sup>th</sup> Annual Report of the Company for the Financial Year 2018-19**

Pursuant to the Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are hereby submitting 29<sup>th</sup> Annual Report of the Company for the financial year 2018-19.

The 29<sup>th</sup> Annual General Meeting shall be held on Friday, September 27, 2019 and the intimation and Notice thereof has been submitted to the exchange separately.

29<sup>th</sup> Annual Report and Notice of the AGM are also available at the website of the Company in the investor segment at [www.sambhaav.com](http://www.sambhaav.com).

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

**Palak Asawa**  
Company Secretary



Encl: a/a



અભિયાન

સમભાવ મેટ્રો  
પાલકું રસોડાવાદી

VTV  
NEWS

WISE

# Adding **H**umanity **T**o **T**echnology



**SAMBHAAV MEDIA LIMITED**

**29<sup>th</sup>**

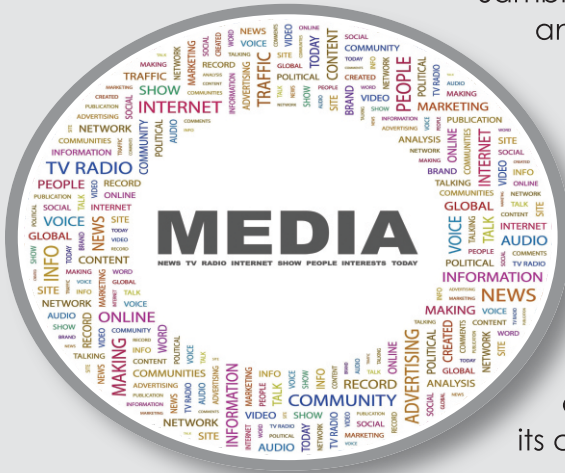
**ANNUAL REPORT**

**2018-19**

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# Corporate Overview



Sambhaav Media Limited (Sambhaav) is a Listed and Public Limited Company incorporated in the year 1990 under the Companies Act, 1956.

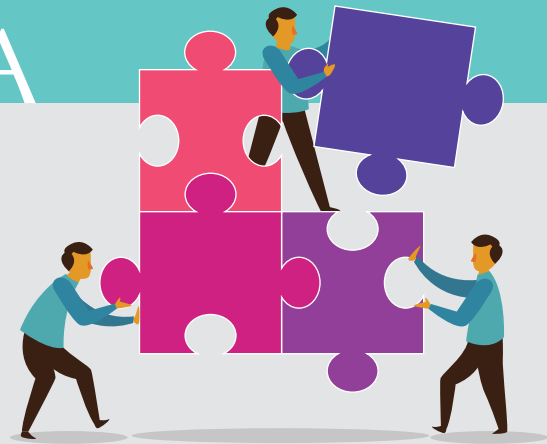
The Company is engaged in the business of Print Media in the form of Newspaper and Magazine Publication, Audio Video Media in the form of Public Entertainment System and TV Channels, Digital Media by way of Online Portal, Social Media and varied advertising and communication means as its core activities.

In the year 1986, an eminent journalist, who had worked with the top newspapers in Gujarat i.e. late Shri Bhupat Vadodaria, started a morning daily newspaper 'Sambhaav' with his Gandhian approach. With his base principal of "**Do NOT sensationalize, Sensitize**", vision, and foresight, he built a strong foundation for today's Sambhaav.

The incumbent Chairman and Managing Director, Mr. Kiran B. Vadodaria has steered the company in new directions by overcoming several challenges with his pinnacle knowledge, in-depth insight and thorough understanding of the dynamics of the industry. He is a visionary of future trends, has a passion for innovation and a creator of opportunities. He has efficiently transformed Sambhaav from a print-media Company to a meaningful Digital/Electronic-media Corporate offering a bouquet of multiple innovative media solutions/platforms.

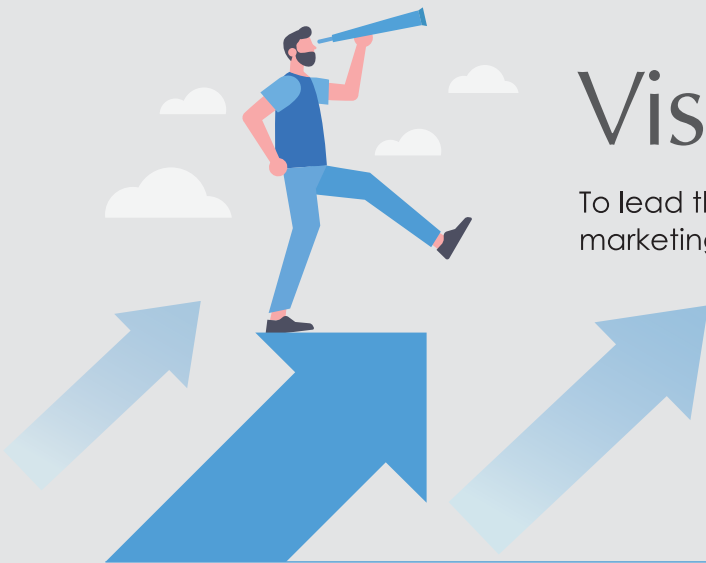
# Corporate DNA

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 lead the transformation of the media and marketing solutions industries.

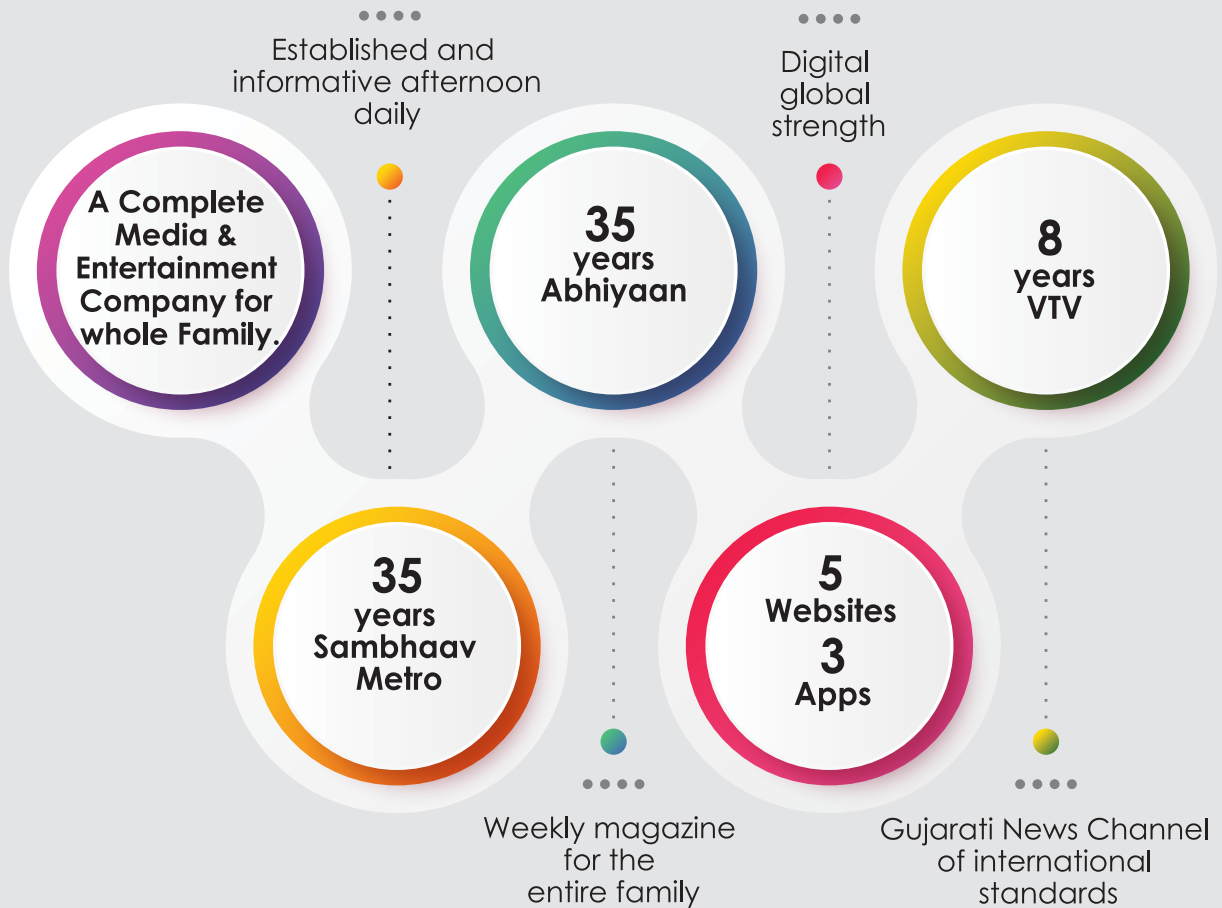


## Mission

To promote free speech, unbiased news and information, adopt best business practices and effective governance to create value for the stakeholders in long run.



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



Public Entertainment System by India's first live in-transit TV channel deployed in the buses and bus depots of GSRTC

To entertain all the listeners irrespective of their age, colour, cast, creed...

**50+**  
lakh  
reach/week

**8,400**  
buses  
and 100 bus  
depots



**2,000+**  
screens catching  
20.0 lakh  
eyeballs per/day  
WISE TV

**8**  
channels in  
Gujarat and  
**5**  
channels in  
Jammu & Kashmir  
TOPFM Radio

A unique digital portals and Social Media platforms catering news, entertainment, gaming, knowledge sharing as well as remaining active on the social media front

Global Positioning System and Public Information System



# CMD's Message



Dear Stakeholder,

**“Leadership is all about how we treat people”**

Leadership is about being invisible, yet present, of knowing the way and showing it too. Leadership is about inspiring and getting the work done and yet making the team feel they did it themselves. Leadership is about the people for the people and by the people.

Leadership is not only a responsibility, it is a way of life, a Sambhaav way of life.

Growing up, I did not have to go far to seek my leadership lessons. They were imparted to us at

home, both in words and deeds, by my father, the visionary Shri Bhupatbhai Vadodaria. The most important lesson that stuck with me was cultivating a leadership style of Putting People First, Always.

Shri Bhupatbhai lived these values and ideals in all his professional and personal dealings. He had a unique humane approach to people which made him a natural leader. Many a veteran who worked with him fondly reminisce the kindness with which he treated them and accorded them the freedom to pursue their vocation without fear of favour.

Today, The Sambhaav Family is indebted to the thought sown by its founder and it is with complete humility that I carry his deeds forward and strive to make Sambhaav Media Limited among the best places to work. Leadership, today, is the most discussed subject in the country. Be it the inspiring political leadership given by our Honorable Prime Minister Shri Narendra Modi or the wealth creating Corporate Leadership offered by scores of new and legendary Corporate houses.

In the present scenario, Leadership in the media space would need to wade through a huge resistance offered by societal, economic, cultural and editorial changes and opportunities brought about by the social media revolution. A world where information outflow far surpasses the sources, not to mention the lack of credibility. It is in these times that the guiding principle of Sambhaav Group, coined by our founder, “Do NOT Sensationalize, Sensitize”, becomes the vision, foresight and the beacon of a strong foundation for today's Sambhaav Media Family.

Keeping these ethos in mind, we have formally added the latest media vehicle to our ever expanding offerings, The VTVGujarati.com. A joint venture between Sambhaav Media Limited and Nascent Infotechnologies Pvt. Ltd., our stamp of leadership is clearly visible in the manner in which our content has been aggressively viewed and shared by more than a million followers on all mediums. This offering is the new jewel in the crown which helps our family of readers seek honest, impartial and real news and views giving them an edge and clarity. Our attempt is not only to seek leadership in this new media space, but also to empower the hand that holds the gadget reaching out to the farthest corners of the digital universe. I can proudly say that this foray will be able to help us connect and



communicate the views of the people as well as bridge the gap between the people and the policy makers.

Continuing our leadership of the viewership with VTV News, we have taken forays into the hitherto untrodden territories for a Regional TV news channel. Leading as leaders do, we not only bring humane news stories but have also become the effective voice of the people being heard and catered to by the executive and the bureaucrats. Going on ground, discussing, debating, asking the right questions, foraging to search for problems to highlight, VTV News can proudly claim to be the leader of the viewers' heart. We have left no stone unturned to ensure we remain there, be it investing in talent, creating a pool or upgrading technology, we are committed to it all. I personally take pride in the fact that our News Channel is interference-free and works independently is self-driven and committed to lead.

Next, what was a kid last year, completes one full year of success and leadership, previously unheard of. Yes, TOP FM, having successfully launched all our Eight stations of Gujarat, today can proudly claim to be local, penetrative and entertaining leader in its segment in these towns. Such is our impact that it is common for the authorities to turn to us to communicate to the millions of citizens who by default tune in to us. An example of the same was during the cyclone Vayu when our coastal Stations at Veraval, Porbandar, Jamnagar, Bhavnagar and Bharuch played a pivotal role relaying messages of safety to the fishermen and residents living near the sea. We can confidently say, we were the trusted media to save lives and communicate information. Our local Radio Jockeys too have captured the heart and imagination of the youth opening up a completely new field of entertainment and media which till date was relegated to the larger towns. This year, we will attempt to connect with the kindred souls of our brethren in Jammu & Kashmir and Ladakh with the launch of the five stations. Here too, I promise to leave our mark with the honest, entertaining and humane approach to leadership and broadcasting.

Abhiyaan, continues on its journey leading the mind and heart with stories that reach out to the Gujaratis across the globe. Every story touches, demystifies and helps offer a clear unbiased perspective week after week. The same can also be said of our Sambhaav Metro which endeavors to lead our readers with up to date information on Ahmedabad, Gujarat and the World.

Technology has been our driver when it comes to Wise TV and it continues to keep us Miles Ahead. Leading here is all about keeping the team alert, active and inspired to give their best. We succeed here with 99.5% accuracy and error-free service. This would have been an impossible task if the workforce, the bedrock of our service, was nothing but the best.

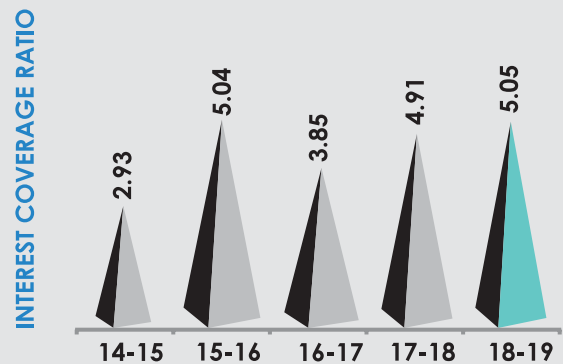
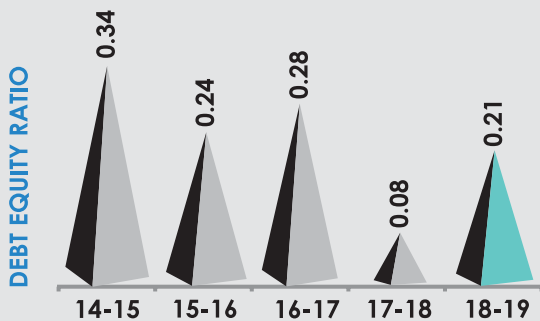
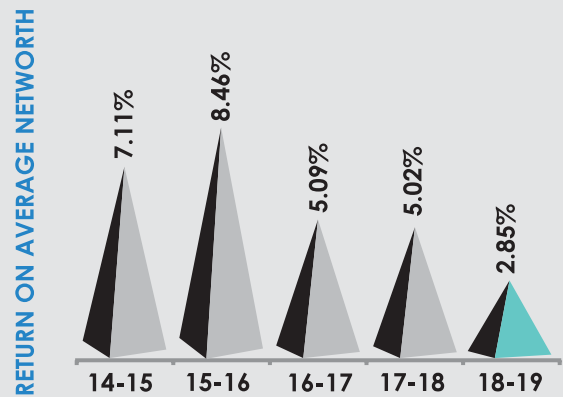
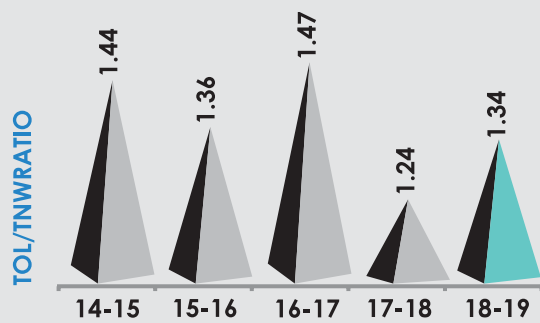
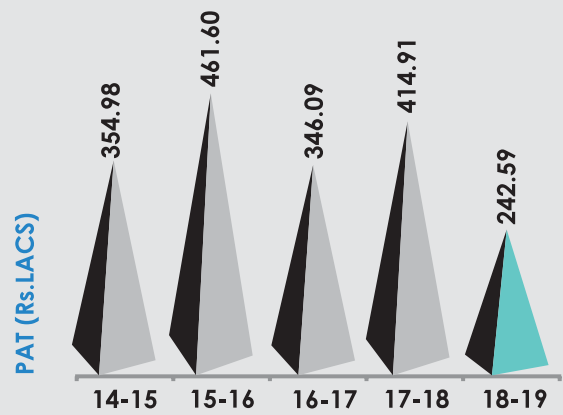
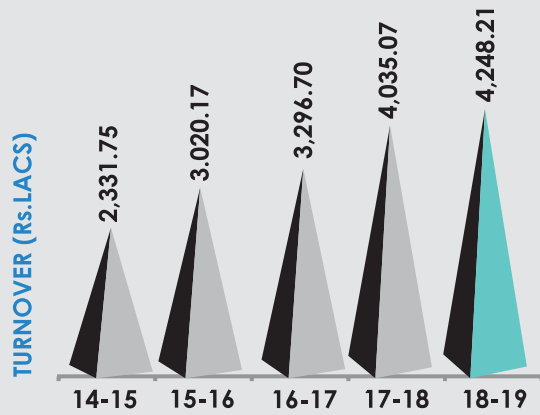
I humbly take pride in assuring you that your Sambhaav Media Limited remains steadfastly focused on being the employer of choice, building and nurturing an inclusive culture, building a strong talent pool resulting in fostering a winning, fearless and leadership-with-a-heart attitude among all members of the Sambhaav Family.

#### **Best Wishes**

Kiran Vadodaria  
CMD – Sambhaav Media Limited



# Financial Highlights



# Product Basket

## TOP FM Gujarat - 8 Stations, Jammu & Kashmir - 5 Stations

Tuning in with the trends, TOPFM Radio is ready to spread the sweet melodies of Bollywood & Gujarati music pan Gujarat, Jammu & Kashmir, the radio virgin markets till date. Capturing local feel and flavour and speaking in their own language, our radio stations are all set to capture the hearts and the minds of the listeners.



## 13 Stations 1 Network

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

**Leh 91.1** ▪ **Kargil 91.1** ▪ **Poonch 94.3**  
**Kathua 91.1** ▪ **Bhaderwah 94.3**



# 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 online through its digitization drive 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.



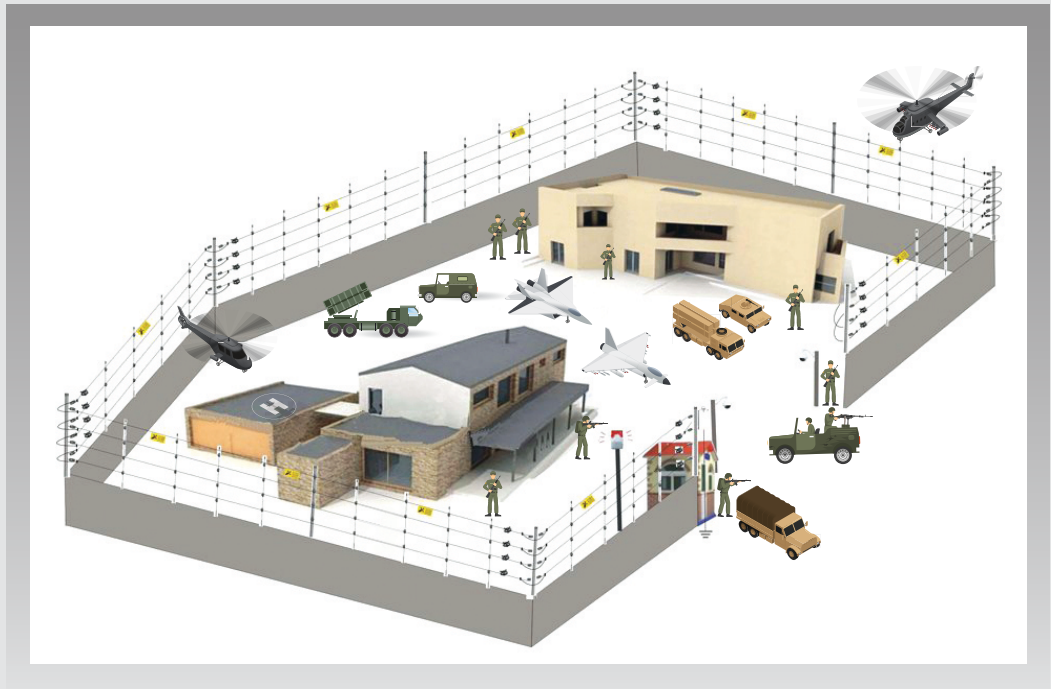
# Product Basket

## NEW ADVENTURE

### 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". 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.

The Electric Smart Power Fence includes comprehensive onsite maintenance contract. 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, which created 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.



# Product Basket

## WISE TV



The vision to understand the emerging and new-age media opportunities in a technological driven world, Sambhaav was quick enough to spot the opportunity in the potential of transit TV channel in India.

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.

## VEHICLE TRACKING SYSTEM

The Company has successfully diversified into new offering of Intelligent Vehicle Tracking and Passenger Information System (IVT & PIS) based on GPS. This helps to GSRTC for MIS and provides real-time information to travellers.

The Company has already installed GPS in 8,400 buses and the work is in progress for the rest.

The Company is also endeavoring to enter into same/similar arrangements with certain relevant bodies, for PES and GPS & 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](http://www.sambhaav.com)

[www.VTVGujarati.com](http://www.VTVGujarati.com)

[www.abhiyaanmagazine.com](http://www.abhiyaanmagazine.com)



### [www.VTVGujarati.com](http://www.VTVGujarati.com)

The leading Gujarati news portal with the holistic content options for the Gujaratis.



## ONLINE APPLICATIONS

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



## 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**  
Independent Director  
DIN: 00092386

**Mr. Dilip D Patel**  
Independent Director  
DIN: 01523277

**Mr. O P Bhandari**  
Independent Director  
DIN: 00056458

**Ms. Seema G Saxena**  
Independent Woman Director  
DIN: 07614119  
(Resignation w.e.f. 14.11.2018)

**Mrs. Gouri P Popat**  
Independent Woman Director  
DIN: 08356151  
(Appointment w.e.f. 12.02.2019)

### CHIEF FINANCIAL OFFICER:

**Mr. Sachin Kotak**

### COMPANY SECRETARY AND COMPLIANCE OFFICER:

**Ms. Palak Asawa**  
Membership No. A40377

### 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. Dhirubhai Shah & Co LLP  
Chartered Accountants  
4<sup>th</sup> Floor, Aditya Building,  
Nr. Sardar Patel Seva Samaj,  
Mithakali Six Roads, Ellisbridge,  
Ahmedabad - 380 006 [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 (Formerly known as Dena Bank), 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, 2<sup>nd</sup> Floor,  
Opp. Bata Show Room, Ashram Road  
Ahmedabad - 380 009 [Gujarat]  
Tel No. +91 79 26580461/62/63,  
Fax No. +91 79 26581296  
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 26873914/15/16/17  
Fax No. +91 79 26873922  
Website: www.sambhaav.com  
Email: secretarial@sambhaav.com

### MUMBAI OFFICE:

A-714, 7<sup>th</sup> Floor, Crystal Plaza,  
New Link Road, Opp. Infinity Mall,  
Andheri (West),  
Mumbai - 400 053 [Maharashtra]

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SAMBHAAV MEDIA LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 27, 2019 AT 10:30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT "SAMBHAAV HOUSE", OPP. JUDGES' BUNGALOWS, PREMCHANDNAGAR ROAD, SATELLITE, AHMEDABAD - 380 015 TO TRANSACT THE FOLLOWING BUSINESSES:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended on March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Manoj B Vadodaria (DIN 00092053), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors and to determine their remuneration and in this regard pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. R K Doshi & Co, LLP Chartered Accountants, (Registration No. 102745W/W100242), be and is hereby appointed as the Statutory Auditor of the Company for a term of 5 (Five) years to hold office from conclusion of 29<sup>th</sup> Annual General Meeting till conclusion of 34<sup>th</sup> Annual General Meeting on such remuneration as may be decided by the Managing Director in consultation with Audit Committee and the said Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Audit Committee), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution."

### SPECIAL BUSINESS:

4. **To appoint Mrs. Gouri P Popat as an Independent Woman Director of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions 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, Mrs. Gouri Popat (DIN: 08356151), who was appointed as an Additional Director of the Company and holds office up to the date of this Annual General Meeting and is eligible for appointment with approval of the Ministry of Information & Broadcasting and in respect of whom the Company has received a notice in writing from the Member of the Company under the provisions of Section 160 of the Act, proposing her candidature for the office of Director be and is hereby appointed as an Independent Woman Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f. February 12, 2019 to February 11, 2024, not liable to retire by rotation."

5. **To re-appoint Mr. N R Mehta as an Independent Director of the Company for further period of 5 (Five) years:**

*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 Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions 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. N R Mehta (DIN: 00092386), 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 re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024, not liable to retire by rotation notwithstanding the fact that he may attain the age of 75 (Seventy Five) years during his term of appointment."

**6. To re-appoint Mr. O P Bhandari as an Independent director of the Company for further period of 5 (Five) years:**

*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 Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions 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. O P Bhandari (DIN: 00056458), 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 re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024, not liable to retire by rotation.”

**7. To re-appoint Mr. Dilip D Patel as an Independent Director of the Company for further period of 5 (Five) years:**

*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 Sections 149(6), 150, 152 read with Schedule IV and all other applicable provisions 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. Dilip D Patel (DIN: 01523277), 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 re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024, not liable to retire by rotation notwithstanding the fact that he may attain the age of 75 (Seventy Five) years during his term of appointment”.

**8. To re-appoint Mr. Amit Kumar Ray as a Whole-Time Director of the Company for further period of 3 (Three) years:**

*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 Sections 196, 197 and 203 read with Schedule V and all other applicable provisions 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. Amit Kumar Ray (DIN: 06468634), be and is hereby re-appointed as a whole-Time Director of the Company to hold office for a further term of 3 (Three) years w.e.f. February 12, 2019 to February 11, 2022, at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) per month”

**“RESOLVED FURTHER THAT** Mr. Amit Kumar Ray in his capacity as whole-Time Director, be entitled for such perquisites, amenities, facilities, and reimbursements as may be available to the other senior executives of the Company in accordance with the remuneration policy.”

**9. To approve 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 the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 188 and all other applicable provisions of the Companies Act, 2013, if any, Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the consent, permission and approval of the members of the Company be and is hereby accorded to the Board of Directors and/ or any duly constituted committee thereof for entering into the following transactions/ arrangements/ contracts/ agreements (including any other transfer of resources, services or obligations) hereto entered into or to be entered into by the Company in a financial year.

SN	Name of Related Party	Type of Transactions	Maximum Value of Transactions in a Financial Year (Amount in Crore)	Duration of Arrangement
1.	Nila Infrastructures Limited (CIN: L45201GJ1990PLC013417)	1) Sale, Purchase and dealing of land, land rights and immovable properties, renting and leasing of immovable properties;	75	5 (Five) Years from the date of passing this resolution
2.	Nila Spaces limited (CIN: L45100GJ2000PLC083204)	2) Construction of works contract/ execution of construction and development work, job works etc.;	50	
3.	Gujarat News Broadcasters Private Limited (CIN: U92132GJ2010PTC060767)	3) Financial assistances in the form of capital, loans, providing security or guarantee for the loans, provide capital contribution, bank guarantees, and financial assistant of any nature; 4) Any other transfer of resources, services or obligations;	75	
4.	Mr. Kiran B Vadodaria	1) To sell, purchase, and deal in land and land rights, immovable properties;	75	
5.	Mr. Manoj B Vadodaria	2) Transactions of personal guarantees, security, collateral, etc. to the Banks, Non-Banking Financial Companies, Financial Institutions etc. for loans and borrowings availed by the Company.	75	
6.	Mr. Shailesh B Vadodaria		75	
7.	Mrs. Nila S Vadodaria		75	

“RESOLVED FURTHER THAT to give effect to above resolution the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things, as may be necessary to settle any question, difficulties, doubt, that may arise and to do all such acts, deeds, and things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize such documents and writings related thereto. “

**Date: August 10, 2019**

**Place: Ahmedabad**

**By order of the Board of Directors**

**Palak Asawa**  
**Company Secretary**  
**Membership No. A40377**

**SAMBHA AV MEDIA LIMITED**

**CIN: L67120GJ1990PLC014094**

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

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

**Email:** secretarial@sambhaav.com

**Website:** www.sambhaav.com

## IMPORTANT NOTES:

1. 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.
2. The Register of members and the share transfer books of the Company will remain closed from September 21, 2019 to September 27, 2019 (both days inclusive) for the purpose of Annual General Meeting.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THAT A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**
4. 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 any corporate action including 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 are requested to write to the Company.
5. Corporate members are requested to send to the registered office of the Company, a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative (s) to attend and vote at the Annual General Meeting.
6. 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.
7. Details under Regulation 36(3) of SEBI of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 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.
8. A route-map showing direction to reach the venue of the 29<sup>th</sup> Annual General Meeting is provided at the end of Notice.
9. Electronic copy of the Annual Report for the Financial Year 2018-19 and the notice of the 29<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 29<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 29<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website [www.sambhaav.com](http://www.sambhaav.com) 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](mailto:secretarial@sambhaav.com).

• **VOTING THROUGH ELECTRONIC MEANS:**

- I. With regard to voting through electronic means in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services Limited (CDSL):

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on September 24, 2019 (09:00 a.m.) and ends on September 26, 2019 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “Sambhaav Media Limited” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app – “m-Voting” for e-voting. “m-Voting” app is available on Apple, Android and Windows based mobiles. Shareholders may log into “m-Voting” using their e-voting credentials to vote for the company resolution(s).
- (xix) Note for Non —Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. 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.
- III. Further physical poll papers shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- IV. 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 September 20, 2019.
- V. Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off date i.e. September 20, 2019, may obtain login ID and password by sending an email to [secretarial@sambhaav.com](mailto:secretarial@sambhaav.com). However, if a person is already registered with CDSL for remote e-voting then existing user ID and password can be used for casting the vote.
- VI. Mr. Umesh Ved from M/s. Umesh Ved & Associates, Practicing Company Secretary (Membership No. FCS: 4411) (Address: 304, Shoppers Plaza V, Opp. Municipal Market, C. G. Road, Navrangpura, Ahmedabad - 380 009), has been appointed as Scrutinizer to scrutinize the remote e-voting process as well as poll process during the Annual General Meeting in a fair and transparent manner.
- VII. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting first count votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make not later than 3 (three) days makes a consolidated report on votes cast through remote e-voting and poll process at the meeting to the Chairman.
- VIII. The results declared along with report of the Scrutinizer shall be placed at the notice board at the registered office of the Company and on the website of the Company and also on the website of the CDSL immediately after the result is declared by the Chairman.

**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 (9:30 a.m. to 6:30 p.m.) 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 SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) IN RESPECT OF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:**

<b>Particulars</b>	<b>Retire by Rotation</b>
Name of the Director	Mr. Manoj B Vadodaria
DIN	00092053
Date of Birth	April 29, 1958
Age	62 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	NA
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
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 attended during 2018-19	4 out of 4
Name of Directorships held in other Companies	1. 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.

<b>Particulars</b>	<b>Appointment - Independent Woman Director</b>
Name of the Director	Mrs. Gouri P Popat
DIN	08356151
Date of Birth	April 29, 1958
Age	61 years
Nationality	Indian
Qualification	Master in Commerce, LLB & Diploma in Taxation Practice (D.T.P)
Experience	More than 28 years
Nature of expertise in specific functional area	Extensive experience of Direct Tax and Commercial Laws, Tax Consultants.
Terms and Conditions of Appointment	Mrs. Gouri P Popat is appointed as an Independent Women Director for a period of 5 (Five) years w.e.f. February 12, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website <a href="http://www.sambhaav.com">www.sambhaav.com</a>
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	February 12, 2019
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 attended during 2018-19	1 out of 4
Name of Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil



<b>Particulars</b>	<b>Re-appointment - Independent Director</b>
Name of the Director	Mr. N R Mehta
DIN	00092386
Date of Birth	July 12, 1946
Age	73 years
Nationality	Indian
Qualification	Government Commercial Diploma
Experience	More than 50 years
Nature of expertise in specific functional area	Exposure in financial and strategic matters.
Terms and Conditions of Re-appointment	Mr. N R Mehta is re-appointed as an Independent Director of the company for a period of 5 (Five) years w.e.f. September 20, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website <a href="http://www.sambhaav.com">www.sambhaav.com</a>
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	April 01, 2003
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 attended during 2018-19	4 out of 4
Name of Directorships held in other Companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil

<b>Particulars</b>	<b>Re-appointment - Independent Director</b>
Name of the Director	Mr. O P Bhandari
DIN	00056458
Date of Birth	September 02, 1953
Age	66 years
Nationality	Indian
Qualification	Bachelor in Science and Chartered Accountant (CA)
Experience	More than 30 years
Nature of expertise in specific functional area	Field of auditing, taxation, merchant banking and financial matters.
Terms and Conditions of Re-appointment	Mr. O P Bhandari is re-appointed as an Independent Director of the company for a period of 5 (Five) years w.e.f. September 20, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website <a href="http://www.sambhaav.com">www.sambhaav.com</a>
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	August 01, 2003
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 attended during 2018-19	4 out of 4
Name of Directorships held in other Companies	1. Ankit Financial Services Private Limited - Director 2. D and A Financial Services Private Limited -Director
Membership/ Chairmanship of Committees of other public companies	Nil

<b>Particulars</b>	<b>Re-appointment - Independent Director</b>
Name of the Director	Mr. Dilip D Patel
DIN	01523277
Date of Birth	June 23, 1946
Age	73 years
Nationality	Indian
Qualification	Bachelor in Science and M. A.
Experience	More than 30 years
Nature of expertise in specific functional area	Wealth of Business Consulting
Terms and Conditions of Re-appointment	Mr. Dilip D Patel is re-appointed as an Independent Director of the company for a period of 5 (Five) years w.e.f. September 20, 2019, eligible for sitting fees only. The detailed terms are available at the Company's website <a href="http://www.sambhaav.com">www.sambhaav.com</a>
Last drawn remuneration	NA
Remuneration proposed to be paid	NA
Date of first appointment on Board	June 01, 2000
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 attended during 2018-19	3 out of 4
Name of Directorships held in other Companies	1. Nila Infrastructures Limited - Director.
Membership/ Chairmanship of Committees of other public companies	He is Member in Nomination & Remuneration committee in Nila Infrastructures Limited.

<b>Particulars</b>	<b>Re-appointment – Whole-Time Director</b>
Name of the Director	Mr. Amit Kumar Ray
DIN	06468634
Date of Birth	November 30, 1959
Age	60 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 a Whole time Director of the Company for a period of 3 (Three) years w.e.f. February 12, 2019, with the existing terms of appointment
Last drawn remuneration	₹ 50,000 p.m.
Remuneration proposed to be paid	As per the resolution passed by the Board of Directors at the Meeting held on February 12, 2019 subject to approval of shareholders.
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 attended during 2018-19	3 out of 4
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**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the tenure of M/s. Dhirubhai Shah & Co LLP (ICAI Registration No.102511W/ W100298), Chartered Accountant, comes to an end with the conclusion of this Annual General Meeting.

The Board of Directors of the Company, on recommendation of the Audit Committee, considered the appointment of M/s. R K Doshi & Co LLP Chartered Accountants, (Registration No. 102745W/ W100242), as statutory auditors for a term of 5 (Five) years, commencing from the conclusion of 29<sup>th</sup> Annual General Meeting till the conclusion of 34<sup>th</sup> Annual General Meeting.

Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board also considered the proposed fees payable to M/s. R K Doshi & Co LLP for the financial year 2019-20 at ₹ 2,50,000 (Rupees Two Lakhs Fifty Thousand Only) payable in one or more instalments plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

M/s. R K Doshi & Co LLP, established in the year 1980 with 6 branches of office and have sectoral experience of audit assignments of companies in different industries. The Committee considered various parameters like capability to serve a diverse and complex business landscapes that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. R K Doshi & Co LLP to be best suited to handle the audit of the financial statements of the Company.

M/s. R K Doshi & Co LLP have consented to the aforesaid appointment, if made, would be within the limits specified under section 141(3) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors 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.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives are in any way concerned or interested, as set out in Item No. 3 of the Notice.

The Board accordingly recommends Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the Shareholders.

### **Item No. 4**

The Company, in compliance with the applicable regulatory requirements and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company after reviewing confirmation of independence, had appointed Mrs. Gouri P Popat as an Additional Director of the Company in the category of Independent Woman Director for a term of 5 (Five) consecutive years w.e.f. February 12, 2019 to February 11, 2024, pursuant to section 161 (1) of the Companies Act, 2013 Mrs. Gouri P Popat hold office till the date of ensuing Annual General Meeting. Appropriate notice has been received from a member of the Company proposing appointment of Mrs. Gouri P Popat as Director of the Company and requisite consent have been received from Mrs. Gouri P Popat, pursuant to the provisions of Section 152 of the Companies Act, 2013 and approval from Ministry of Information & Broadcasting. In the opinion of the Board, Mrs. Gouri P Popat who is proposed to be appointed as Independent Woman Director of the Company, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is Independent of the Management.

A copy of draft letter of appointment for Independent Director setting out the terms for appointment is available for inspection by the members at the registered office on all working days during working hours and also available at the website of the Company at [www.sambhaav.com](http://www.sambhaav.com).

As informed Mrs. Gouri P Popat does not hold any shares of the Company. Mrs Gouri P Popat does not have Directorship at any other listed company nor has membership or chairmanship of Committees. Mrs. Gouri P Popat is not related to the other members of the Board in any manner. Brief Profile and other details of Mrs. Gouri P Popat forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mrs. Gouri P Popat (whose appointment is proposed in this resolution), is in any way concerned or interested, as set out in Item No. 4 of the Notice.

The Board accordingly recommends Ordinary Resolution as set out in Item No. 4 of the Notice for approval by the Shareholders.

**Item No: 5**

Mr. N R Mehta, was appointed as Non-Executive Independent Director of the Company at the 24<sup>th</sup> Annual General Meeting held on September 20, 2014. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors at their meeting held on May 20, 2019 consider re-appointment of Mr. N R Mehta as an Independent Director for a second term of 5 (Five) years w.e.f. September 20, 2019 to September 19, 2024.

Additionally, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective from April 01, 2019, require a company to obtain the approval of shareholders by passing a special resolution for the appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years. Mr. N R Mehta aged 73 years, will complete 75 years during his proposed second term.

Mr. N R Mehta had been with Indian Express Group for more than 31 years and had garnered rich experience of media industry. Considering his expertise contribution, overall fitness, alert mind and good health and long association with the Company as well, it has been though prudent by the Remuneration and Nomination Committee and the Board of Directors to extend his association as Independent Director by re-appointing him for second term of 5 (Five) years notwithstanding the fact that he would attain the age of 75 during his tenure as Director.

A copy of draft letter of appointment for Independent Director setting out the terms for appointment is available for inspection by the members at the Registered Office on all working days during working hours and also available at the website of the Company at [www.sambhaav.com](http://www.sambhaav.com).

Brief Profile and other details of Mr. N R Mehta forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. N R Mehta (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 5 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 5 of the Notice for approval by the Shareholders.

**Item No: 6**

Mr. O P Bhandari was appointed as Non-Executive Independent Director of the Company at the 24<sup>th</sup> Annual General Meeting held on September 20, 2014. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors at their meeting held on May 20, 2019 consider re-appointment of Mr. O P Bhandari as an Independent Director for a second term of 5 (Five) years w.e.f. September 20, 2019 to September 19, 2024.

Mr. O. P Bhandari has been associated with the Company for long time. Mr. O. P Bhandari has contributed in the finance & taxation area of the Company as well as a member of the audit committee played a key role to establish effective financial control systems. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and considering the value addition contribution, approved the re-appointment of Mr. O. P Bhandari as Non-Executive Independent Director of the Company to hold office for a second term of 5 (Five) consecutive years w.e.f. September 20, 2019 to September 19, 2024.

A copy of draft letter of appointment for Independent Director setting out the terms for appointment is available for inspection by the members at the Registered Office on all working days during working hours and also available at the website of the Company at [www.sambhaav.com](http://www.sambhaav.com).

Brief Profile and other details of Mr. O P Bhandari forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. O P Bhandari (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 6 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 6 of the Notice for approval by the Shareholders.

**Item No: 7**

Mr. Dilip D Patel was appointed as Non-Executive Independent Director of the Company at the 24<sup>th</sup> Annual General Meeting held on September 20, 2014. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors in their meeting held on May 20, 2019 consider re-appointment of Mr. Dilip D Patel as an Independent Director for a second term of 5 (Five) years w.e.f. September 20, 2019 to September 19, 2024.

Additionally, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, effective April 01, 2019, require a company to obtain the approval of shareholders by passing a special resolution for the appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years. Mr. Dilip D Patel aged 73 years, will complete 75 years during his proposed second term.

Mr. Dilip D. Patel possesses extensive experience of marketing, business management, corporate strategic planning and corporate governance. In spite of the fact that he may attain the age of 75 years during the tenure of his directorship and considering his expertise contribution, overall fitness, alert mind and good health, etc. it has been thought prudent by the Nomination and Remuneration Committee and the Board of Directors to avail his services by extending his tenure for second term of 5 years.

A copy of draft letter of appointment for Independent Director setting out the terms for appointment is available for inspection by the members at the Registered Office on all working days during working hours and also available at the website of the Company at [www.sambhaav.com](http://www.sambhaav.com).

Brief Profile and other details of Mr. Dilip D Patel forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. Dilip D Patel (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 7 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 7 of the Notice for approval by the Shareholders.

**Item No: 8**

Mr. Amit Kumar Ray was appointed as Whole-Time Director of the Company at the Extra-ordinary General Meeting held on April 13, 2016. Based on the recommendation of the Nomination and Remuneration Committee and based on skills, experience, knowledge and performance evaluation, the Board of Directors in their meeting held on February 12, 2019 re-appointed Mr. Amit Kumar Ray as a Whole-Time Director for a further period of 3 (Three) years.

Mr. Amit Kumar Ray has been associated with the Company for long time. Mr. Amit Kumar Ray has contributed in the area of social work, marketing, advertising, communication and broadcasting in the Company. Also, played a key role to provide guidance on area of Media & Communication in the Company. The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and considering his expertise in the field of Media, considering the complexity of the Company's business, approved the re-appointment of Mr. Amit Kumar Ray as a Whole- Time Director of the Company.

Brief Profile and other details of Mr. Amit Kumar Ray forms part of the Corporate Governance Report.

None of the Directors and/ or Key managerial Personnel of the Company or their relatives, except Mr. Amit Kumar Ray (whose re-appointment is proposed in these resolutions), is in any way concerned or interested, as set out in Item No. 8 of the Notice.

The Board accordingly recommends Special Resolution as set out in Item No. 8 of the Notice for approval by the Shareholders.

**Item No. 9**

Your Company is mainly into the business of media, advertising and communication industry and also had past experience of execution of varied projects and dealing in financial services industry. As you are aware, the Group under which your Company belongs also has many other entities with whom your Company enjoys synergy of business and operations. Considering the factors like business

exigencies, faster decision making, utilization of resources optimally, meet urgent financial needs, cost reduction, profit maximization and in the overall interest of the shareholders at large, many a times need would arise to enter into transactions with such entities falling under the definition of related parties.

Your Company has framed a Policy for dealing with Related Party Transactions in accordance with the requirement of the applicable SEBI Listing Regulations. In accordance with the policy and pursuant to the provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is necessary to obtain approval of the shareholders by passing ordinary resolution before entering into any such transactions / arrangement / contracts / agreements etc. which are material in nature.

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 further:

Particulars	Details	
Name of the Related Party	Nila Infrastructures Limited Nila Spaces Limited Gujarat News Broadcasters Private Limited	Kiran B Vadodaria Manoj B Vadodaria Shailesh B Vadodaria Nila M Vadodaria
Name of the Director or Key Managerial Personnel who is related, if any;	Kiran B Vadodaria Manoj B Vadodaria	Kiran B Vadodaria Manoj B Vadodaria
Nature of Relationship	1. Nila Infrastructures Limited and Sambhaav Media Limited have similar Promoter and Promoter Group. 2. Nila Spaces Limited and Sambhaav Media Limited have similar Promoter and Promoter Group. 3. Gujarat News Broadcasters Private Limited is a Company wherein Promoter Group person Mr. Deep S Vadodaria holds 53.90% shares of the Company. 4. Mr. Kiran B Vadodaria along with Mr. Manoj B Vadodaria, Mr. Deep S Vadodaria Mr. Shailesh B Vadodaria and other promoter group holds 62.93% paid up capital of the Company.	
Nature, Material Terms, Monetary value and Duration and Particulars of the Arrangement:		
Nature	1) Sale, Purchase and dealing of land, land rights and leasing and renting of immovable properties. 2) Construction of works contract/ execution of construction and development work, job works etc. 3) Marketing arrangements and rights, trademark and intellectual rights and other business arrangements. 4) Financial assistances in the form of capital, loans, providing security or guarantee for the loans, provide capital contribution, bank guarantees, and financial assistant of any nature. 5) Any other transfer of resources, services or obligations.	1) To sell, purchase, and deal in land and land rights, leasing and renting of immovable properties. 2) Transactions of personal guarantees, security, collateral, etc. to the Banks, Non-Banking Financial Companies, Financial Institutions for loans and borrowings availed by the company.
Material Terms	The transaction(s) shall be entered into at arm's length basis on such terms and practices as are prevailing in the industry for similar nature of transaction and as if the parties are unrelated.	
Monetary Value	The aggregate value of such transaction(s) with each related party as enumerated in the resolution shall not exceed the prescribed limit under the resolution in a financial year.	
Duration	The arrangements are for a period of 5 (Five) years w.e.f. the date of passing of this resolution.	

The members are informed that as per the Explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a transaction with a related party is considered as material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. It is envisaged that the value of the above referred arrangements/ contracts/ agreements/ transactions may exceed the threshold limit prescribed under the regulation and may be classified as material and may consequently require approval of the members.

The Board of Directors therefore recommends passing of Item No. 9, as 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 arrangements/ contracts/ agreements/ transactions at their respective meetings held on May 20, 2019.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution except as disclosed herein above in this explanatory statement of Item No. 9.

However, in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Item No. 9 being for approval of related party transactions, all related parties, including the above, shall not vote to the resolution.

**Date: August 10, 2019**

**Place: Ahmedabad**

**By order of the Board of Directors**

**Palak Asawa  
Company Secretary  
Membership No. A40377**

**SAMBHAAV MEDIA LIMITED**

**CIN:** L67120GJ1990PLC014094

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

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

**Email:** secretarial@sambhaav.com

**Website:** www.sambhaav.com

## DIRECTORS' REPORT

To,  
The Members,  
**Sambhaav Media Limited**

Your Directors take pleasure in presenting the **Twenty Ninth** Annual Report of your Company together with Audited Financial Statements for the year ended **March 31, 2019**.

### FINANCIAL HIGHLIGHTS :

The performance of the Company for the Financial Year 2018-19 is as under:

(₹ in Lakhs, except per equity share data)

Particulars	Standalone		Consolidated	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Revenue from Operations	4,248.21	4,035.07	4,248.21	4,035.07
Add: Other Income	237.41	335.29	258.57	373.06
<b>Total Income</b>	<b>4,485.62</b>	<b>4,370.36</b>	<b>4,506.78</b>	<b>4,408.13</b>
Less: Revenue Expenditure	3,465.00	3,186.75	3,488.77	3,243.49
Less: Depreciation and Amortization	461.78	376.24	442.76	360.60
Less: Finance Cost	202.21	241.11	203.12	242.84
<b>Profit Before Tax</b>	<b>356.63</b>	<b>566.26</b>	<b>372.13</b>	<b>561.20</b>
Less: Current Tax	75.37	180.51	76.97	184.40
Less: Adjustments of tax for earlier Years	6.50	(45.13)	6.50	(45.13)
Less: Deferred Tax	32.17	15.97	31.35	15.97
<b>Net Profit after Tax</b>	<b>242.59</b>	<b>414.91</b>	<b>257.31</b>	<b>405.96</b>
<b>Share of Profit/ (Loss) of associate</b>	-	-	-	-
<b>Net Profit</b>	<b>242.59</b>	<b>414.91</b>	<b>257.31</b>	<b>405.96</b>
Other Comprehensive Income for the year	(7.51)	(3.02)	(5.50)	(3.02)
Total Comprehensive Income for the year	235.08	411.89	251.81	402.94
Add: Balance Brought forward from previous Financial Year	3,354.64	2,942.75	3,462.17	3,059.23
<b>Profit available for Appropriation</b>	<b>3,589.72</b>	<b>3,354.64</b>	<b>3,713.98</b>	<b>3,462.17</b>
Add: Security Premium	2,995.47	2,995.47	2,995.47	2,995.47
Add: Capital Reserve	2.28	2.28	2.28	2.28
Surplus carried to Balance Sheet	6,587.47	6,352.39	6,711.72	6,459.91
<b>Share Capital</b>	<b>1,911.11</b>	<b>1,911.11</b>	<b>1,911.11</b>	<b>1,911.11</b>
Net Worth	8,498.58	8,263.50	8,622.83	8,371.02
Earning Per Share [EPS]				
<b>Basic</b>	<b>0.12</b>	<b>0.24</b>	<b>0.13</b>	<b>0.24</b>
<b>Diluted</b>	<b>0.12</b>	<b>0.22</b>	<b>0.13</b>	<b>0.21</b>

### 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:

In the Financial Year 2018-19 the Company has further completed the work of installation of Global Positioning System (GPS) for total 409 buses of Gujarat State Road Transport Corporation (GSRTC) thus total GPS 8409 buses is successfully operating and maintaining the same. The Company is also looking forward for the similar project for other states.

As informed in earlier for FM Radio Channels project for 13 cities, the Company has successfully started operations of Jamnagar, Bharuch, Godhra, Mehsana, Veraval, Porbandar, Junagadh in the year under review. Due to some technical reasons operations of Bhavnagar were started in April 2019. Thus, implementation of 8 FM Radio Channels project of Gujarat State is completed. Due to various other Governments Departments are involved in the FM Radio project, the final approval for the Jammu & Kashmir FM Radio Channels have been delayed. We are anticipating the final approval for all the five Channels of Jammu & Kashmir within a month time and start the implementation for the same in second quarter of the current year.

The Company has obtained Lease Finance of ₹ 15 Crore to meet the financial requirements from Tata Capital Financial Services Limited as our bankers could not sanction the term loan as the bank was under PCA (Prompt Corrective Action).

The Company has started its digital business of online news portal by entering into a Joint Venture with M/s. Nascent Info Technologies Private Limited.

With regard to financial performance during the year, the revenue for financial year March 31, 2019 stood at ₹ 4248.21 Lakhs as against ₹ 4035.07 Lakhs in the previous year which shows rise in revenue of ₹ 213.14 Lakhs due to improvement of performance in all the segments of the Company. After providing for depreciation and net taxation of ₹ 461.78 Lakhs & ₹ 114.04 Lakhs respectively, the net profit of the Company for the year under review was placed at ₹ 242.59 Lakhs as against ₹ 414.91 Lakhs in the previous year.

There will be further improvement in profitability in the next financial year due to generation of Revenue from all the licensed FM Radio Channels of the Company.

There are no material changes and commitments have occurred after the close of the financial year till the date of this Report, which affect the financial position of 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](http://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".

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

During the year under review, Company has entered into the Joint Venture with M/s. Nascent Info Technologies Private Limited to carry on the business of Digital Media and Online News Portal.

There is no other change in subsidiaries, associates and joint ventures companies except mentioned above during the year.

## TRANSFER TO RESERVES:

During the year under review, the Company has transferred all of its Net Profit of the year 2018-19 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:**

During the year under review, Mr. Kiran B Vadodaria re-appointed as Chairman and Managing Director for 5 (Five) years for which approval of members with special majority was accorded in the 28<sup>th</sup> Annual General Meeting held on September 29, 2018. Ms. Seema G Saxena - Independent Woman Director (DIN: 07614119) has resigned from the Directorship on November 14, 2018 due to her pre-occupations and busy schedule and that there is no other material reason other than those provided in her resignation letter. Ms. Gouri P Popat (DIN : 08356151) appointed as an Independent Woman Director of the Company w.e.f. February 12, 2019 for a period of 5 (Five) Years, subject to the approval of the shareholders. Ms. Gouri P Popat, appointed as an Additional director, will hold office till the ensuing Annual General Meeting. Mr. Amit Kumar Ray (DIN : 06468634) re-appointed as a Whole-Time Director of the Company w.e.f. February 12, 2019 for a further period of 3 (Three) Years, subject to the approval of the shareholders.

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. Mr. N R Mehta (DIN: 00092386), Mr. O P Bhandari (DIN: 00056458) and Mr. Dilip D Patel (DIN: 01523277) were appointed as Independent Directors w.e.f. September 20, 2014 for a period of 5 (Five) years and the tenure expires on September 19, 2019.

Necessary resolutions for the re-appointment of the aforesaid Directors have been included in the Notice convening the ensuing Annual General Meeting and details of the proposal, rational, justification and performance evaluation report, in terms of applicable Secretarial Standard on General Meeting (SS-2), for the re-appointment of Independent Directors after completion of their first term are mentioned in the explanatory statement of the Notice.

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

## **DECLARATION BY INDEPENDENT DIRECTORS:**

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. The Company has also 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 the same has been noted by the Board.

## **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Circular dated May 10 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 12, 2019 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 4 (Four) Board Meetings, 4 (Four) Audit Committee Meetings, 1 (One) Stakeholders Relationship Committee Meeting and 2 (Two) Nomination and Remuneration Committee Meetings were held. The details of the meetings are given in the Corporate Governance Report as a part to this Directors' Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

## **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 2018-19, 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 the 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 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 AUDITORS' REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 an audit firm can act as auditors of a listed company for a maximum tenure of two terms of 5 (Five) consecutive years. For the purpose of reckoning this limit, existing tenure of the Auditors needs to be counted.

M/s. Dhirubhai Shah & Co LLP (ICAI Registration No.102511W/ W100298), Chartered Accountant, have been auditors of the company for 10 (Ten) years and accordingly, as per the above requirement; the term of M/s. Dhirubhai Shah & Co LLP comes to an end with the conclusion of this Annual General Meeting.

Accordingly, as per the aforesaid requirements of the Act, and pursuant to recommendation of Audit Committee, the Board of Directors has proposed for approval of shareholders the appointment of M/s. R K Doshi & Co, LLP Chartered Accountants, (Registration No. 102745W/ W100242), as auditors for a period of 5 (Five) years, commencing from the conclusion of 29<sup>th</sup> Annual General Meeting till the conclusion of 34<sup>th</sup> Annual General Meeting.

M/s. R K Doshi & Co, LLP Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors 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 report of the statutory auditor M/s. Dhirubhai Shah & Co LLP is given in this Annual Report. There is no qualification, reservation or any adverse remark or disclaimer in the audit report for the year 2018-19.

#### **SECRETARIAL AUDITORS' REPORT :**

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 2019-20. The report of the Secretarial Auditor for the year 2018-19 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.

The observations made in the Secretarial Audit Report are more of procedural delay due to administrative and operational reasons. With regard to the cases for Income Tax Demand for ₹ 123.79 Lakhs are pending for adjudication before the Appellate Authorities. The said amount is shown as contingent liability in note no. 29 of the notes to financial statements and no provision has been made therefore.

The delay in filing 1 (One) ROC Form was on account of operational and procedural matter. The form was filed with additional fees and compliance was made. There is no impact on operations and financials on account of such delay.

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 Secretary and shall submit the same to the Stock Exchanges within the prescribed timelines.

#### **AUDIT COMMITTEE:**

The Audit Committee constituted 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 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 Directors' Report.

#### **VIGIL MECHANISAM (WHISTLE BLOWER POLICY):**

The Company has established Vigil Mechanism (Whistle Blower Policy) in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The detail of the Whistle Blower Mechanism is explained in the Corporate Governance Report and the policy adopted is available on the Company's website at [www.sambhaav.com](http://www.sambhaav.com) under investor segment.

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

The Company has in place an anti-sexual harassment policy and internal complaint committee in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. During the year under review, there were no incidences of sexual harassment reported.

#### **CODE OF CONDUCT FOR 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 in relation to the securities of the Company. The code of conduct is available at the Company's website at [www.sambhaav.com](http://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.

#### **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. 34 forming part of the notes to financial statements of the Company for the financial year 2018-19. Details of loans given to other persons covered under Section 186 of the Companies Act, 2013 are given in the Note No. 34 relating to related parties forming part of the notes to financial statements.

## **RELATED PARTY TRANSACTIONS:**

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 the Company has adopted policy on dealing with related party transactions. All related party transactions that were entered into by the Company during the financial year were in the ordinary course of business and were 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. The Related Party Transactions that were entered into by the Company were to facilitate smooth functioning of the ordinary course of business and are in the interest of the Company. 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.

The policy on related party transactions as approved by the Board is available on the website of the company [www.sambhaav.com](http://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. 33 of the Notes to the Financial Statements.

## **INTERNAL FINANCIAL CONTROL:**

The Board of Directors has in terms of the requirements of Section 134(5)(e) of the Companies Act, 2013 laid down the internal financial controls. The Company has in place a well-defined organizational structure and adequate internal controls for efficient operations which is cognizant of applicable laws and regulations, particularly those related to protection of properties, resources and assets, and the accurate reporting of financial transactions in the financial statements. The company continually upgrades these systems. The internal control system is supplemented by extensive internal audits, conducted by independent firms of Chartered Accountants.

## **RISK MANAGEMENT:**

Your company recognises that risks are integral part of business activities and is committed to managing the risks in a proactive and efficient manner. Your Company has robust risk management process involving periodic assessment of various risks and mitigating remedies, which are more specifically discussed in MDA report as a part of the Annual report.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Though not mandatory under Law, your Company, as a part of Clean India Campaign, is voluntarily participating a campaign, namely "My Own Street" to spread awareness of environmental protection and cleanliness by encouraging people to participate and make habit to keep the society clean. This initiative is well appreciated by all.

## **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 the Directors' Report.

The Company has adopted revised Policy on Nomination & Remuneration Committee containing criteria for determining qualification, positive attributes, independence of directors, director's appointment and remuneration. The gist of the Policy is given in the Corporate Governance Report annexed to the Board Report. The said policy is also available at the website of the company at [www.sambhaav.com](http://www.sambhaav.com) under the investor segment.

## **MATERIAL CHANGES:**

No material change has taken place after March 31, 2019 and till the date of this Report.

## **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.

**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 REVISED SECRETARIAL STANDARDS:**

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

**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 of courts or tribunals impacting the going concern status and the company’s operations in future.

**EXTRACT OF THE ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9, as required under section 92 of the Companies Act, 2013, is annexed as “**Annexure D**” which forms an integral part of this Report and is also available on the Company’s website at [www.sambhaav.com](http://www.sambhaav.com).

**APPRECIATIONS AND ACKNOWLEDGMENTS:**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to become a meaningful player in the Media Industry. Your Directors would also like to place on record its appreciation for the support and cooperation your Company has been receiving from its Stakeholders, Corporations, Government Authorities, Joint Venture partners and others associated with the Company. The Directors also take this opportunity to thank all Investors, Clients, Vendors, Banks, Financial Institutions, Government and Regulatory Authorities and Stock Exchanges, for their continued support. Your Directors also wish to record their appreciation for the continued co-operation and support received from the Consultants and Advisors. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company’s endeavor to build and nurture strong links with the business based on mutuality of benefits, respect for and cooperation with each other, consistent with consumer interests.

**Date: May 20, 2019**

**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 THE FINANCIAL STATEMENT OF SUBSIDIARIES /ASSOCIATE COMPANIES AND JOINT VENTURES

(Pursuant to first proviso to sub-section (3) of 129 read with rule 5 of 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
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N/A
Reporting currency and Exchange rate as on the last date of the relevant Financial year	N/A
Share Capital	500.00
Reserves & Surplus	195.52
Total assets	747.35
Total Liabilities	51.83
Investments	-
Turnover	413.65
Profit before taxation	05.68
Provision for taxation	0.78
Profit after taxation	4.90
Proposed Dividend	N/A
% of shareholding	100%

**Notes:** The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations -Nil
- Names of subsidiaries which have been liquidated or sold during the year -Nil

#### 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	Refer note below*
Shares of Associate/Joint Ventures held by the company on the year end	51%
Number	NA
Amount of Investment in Associates/Joint Venture	5.10
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
Networth attributable to Shareholding as per latest audited Balance Sheet	5.10
Profit/ Loss for the year	-
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

##### \*Notes

- Names of associates or joint ventures which are yet to commence operations -**Sambhaav Nascent LLP**
- Names of associates or joint ventures which have been liquidated or sold during the year -Nil
- As the Joint Venture LLP doesn't fall under the ambit of Statutory Audit as per The Limited Liability Partnership Act 2008, the figures of financial year 2018-19 has been certified by the management of the LLP.

##### FOR DHIRUBHAI SHAH & CO LLP

Chartered Accountants  
Firm Registration Number: 102511W/ W100298

##### HARISH B PATEL

Partner  
Membership No: 014427

Date: May 20, 2019

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 20, 2019

Place: Ahmedabad

##### MANOJ B VADODARIA

Director  
DIN: 00092053

##### SACHIN KOTAK

Chief Financial Officer

##### PALAK ASAWA

Company Secretary  
Membership No: A40377



## ANNEXURE B

### SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2019

[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 during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 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 March 31, 2019 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) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto November 10, 2018) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (with effect from November 11, 2018);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (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, 1998 (upto September 10, 2018) and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from September 11, 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 Gujarat Value Added Tax Act, 2003 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,

1. *Cases for Income Tax Demand for ₹ 123.79 Lakhs are pending for adjudication before the Appellate Authorities. The said amount is shown as contingent liability and no provision has been made therefore.*
2. *One Form as required to be filed under provisions of Companies Act, 2013 was filed after due date with the additional fees.*

**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. 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 Company's affairs in pursuant of the above referred Laws, Rules, Regulations, Guidelines, Standards etc.

**Date : May 20, 2019**  
**Place : Ahmedabad**

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

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

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.

**Date : May 20, 2019**  
**Place : Ahmedabad**

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

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

## 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 2018-19:**

The median remuneration of the employees of the Company as on March 31, 2019 is ₹ 2,06,639/- 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	5.81:1
Mr. Manoj B Vadodaria	NA
Mr. Amit Kumar Ray	2.90:1
Mr. N R Mehta	NA
Mr. Dilip D Patel	NA
Mr. O P Bhandari	NA
Ms. Seema G Saxena	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 2018-19 the Financial Year 2018-19:**

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
Ms. Seema G Saxena	NA
Mrs. Gouri P Popat	NA
Mr. Sachin Kotak	No % increase in remuneration
Ms. Palak Asawa	36%

**3. The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of employees was ₹ 2,06,639 and ₹ 1,84,727 as on March 31, 2019 and March 31, 2018 respectively. There is increase of 11.86% in the median remuneration of employees during the year.

**4. The number of permanent employees on the roll of Company:** 10 (Ten) as on March 31, 2019

**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. The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. In terms of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.**

**7. 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 are as per the Nomination and Remuneration Policy of the Company.

## ANNEXURE D

### EXTRACT OF ANNUAL RETURN

As on Financial Year ended on March 31, 2019

#### FORM MGT-9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

#### I. REGISTRATION & OTHER DETAILS:

1	CIN	L67120GJ1990PLC014094	
2	Registration Date	July 26, 1990	
3	Name of the Company	Sambhaav Media Limited	
4	Category/ Sub-category of the Company	Public Limited Listed Company	
5	Address of the Registered office & contact details	"Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad- 380 015 Tel.: +91 79 2687 3914/15/16/17 Fax: +91 79 2687 3922 Email: secretarial@sambhaav.com Website: www.sambhaav.com	
6	Whether listed company	Yes	
		BSE Limited Scrip Code: 511630	National Stock Exchange of India Limited Scrip Symbol: SAMBHAAV
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. MCS Share Transfer Agent Limited 201, Shatdal Complex, 2 <sup>nd</sup> Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 Tel no.: +91 79 2658 0461/62/63 Fax no. +91 79 2658 1296 Email: mcsstaahmd@gmail.com Website: www.mcsregistrars.com	

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10% or more of the total turnover of the Company shall be stated)

SN	Name and Description of main Products/ Services	NIC Code of the Product/ Service	% to total turnover of the Company
1	Publishing of Newspapers, Journals and Periodicals	5813	12.60
2	Sale of Other Advertising Space or Time	73100	87.40

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SN	Name, Address& CIN of the Company	% of shares held	Applicable Section
<b>A</b>	<b>Holding Company</b>		
	Nil		
<b>B</b>	<b>Subsidiary Company</b>		
1	M/s. VED Technoserve India Private Limited Address: 1st Floor, Sambhaav House, Opp. Chief Justice Bungalow, Bodakdev, Ahmedabad - 380 015 CIN: U72900GJ2011PTC067843	100%	Section 2(87) of the Companies Act, 2013
<b>C</b>	<b>Associate Company</b>		
	Nil		

**Note:** Statement Containing Salient Features of Financial Statement of Subsidiary Companies, Associate Companies and Joint Venture in the prescribed Form AOC-1 is annexed to this report as "Annexure A".

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### A) Category-wise Share Holding

SN	Category	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoters</b>									
1.	Indian									
a)	Individual/ HUF	120265982	-	120265982	62.93	120265982	-	120265982	62.93	-
b)	Central Govt	-	-	-	-	-	-	-	-	-
c)	State Govt(s)	-	-	-	-	-	-	-	-	-
d)	Bodies Corporate	-	-	-	-	-	-	-	-	-
e)	Banks / FI	-	-	-	-	-	-	-	-	-
f)	Any other	-	-	-	-	-	-	-	-	-
	<b>Total shareholding of Promoter (A)</b>	<b>120265982</b>	<b>-</b>	<b>120265982</b>	<b>62.93</b>	<b>120265982</b>	<b>-</b>	<b>120265982</b>	<b>62.93</b>	<b>-</b>
<b>B.</b>	<b>Public Shareholding</b>									
1.	Institutions									
a)	Mutual Funds	-	-	-	-	-	-	-	-	-
b)	Banks/ FI	-	33000	33000	0.02	00	2000	2000	0.00	(0.02)
c)	Central Govt	-	-	-	-	-	-	-	-	-
d)	State Govt(s)	-	-	-	-	-	-	-	-	-
e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)	Insurance Companies	-	-	-	-	-	-	-	-	-
g)	FIs	678520	-	678520	0.36	678520	00	678520	0.36	-
h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)	Others (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub-total (B)(1):-</b>	<b>678520</b>	<b>33000</b>	<b>711520</b>	<b>0.38</b>	<b>678520</b>	<b>2000</b>	<b>680520</b>	<b>0.36</b>	<b>(0.02)</b>
2.	Non-Institutions									
a)	Bodies Corporate	22619212	257000	22876212	11.97	23055730	206000	23261730	12.17	0.20
i)	Indian	-	-	-	-	-	-	-	-	-
ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals	-	-	-	-	-	-	-	-	-
i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh	16074315	4761150	20835465	10.90	16930489	4452150	21382639	11.19	0.29
ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	20864177	-	20864177	10.92	21461502	126000	21587502	11.29	0.37
c)	Others Hindu Undivided Families	3840281	-	3840281	2.00	2470104	-	2470104	1.29	(0.71)
d)	Non-Resident Indians	1608203	109000	1717203	0.90	1353363	109000	1462363	0.77	(0.13)
e)	Overseas Corporate Bodies	-	-	-	-	-	-	-	0.00	-

SN	Category	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f)	Foreign Nationals	-	-	-	-	-	-	-	0.00	-
g)	Clearing Members	-	-	-	-	-	-	-	0.00	-
h)	Trusts	-	-	-	-	-	-	-	0.00	-
i)	Foreign Bodies - D R	-	-	-	-	-	-	-	0.00	-
	<b>Sub-total (B)(2):-</b>	<b>65006188</b>	<b>5127150</b>	<b>70133338</b>	<b>36.69</b>	<b>65271188</b>	<b>4893150</b>	<b>70164338</b>	<b>36.71</b>	<b>0.02</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>65684708</b>	<b>5160150</b>	<b>70844858</b>	<b>37.07</b>	<b>65949708</b>	<b>4895150</b>	<b>70844858</b>	<b>37.07</b>	<b>-</b>
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	<b>Grand Total (A+B+C)</b>	<b>185950690</b>	<b>5160150</b>	<b>191110840</b>	<b>100.00</b>	<b>186215690</b>	<b>4895150</b>	<b>191110840</b>	<b>100.00</b>	<b>-</b>

#### B) Shareholding of Promoters & Promoter Group :

SN	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Kiran B Vadodaria	33826935	17.70	-	33826935	17.70	-	-
2	Nila M Vadodaria	16369020	10.05	-	16369020	10.05	-	-
3	Manoj B Vadodaria	20735376	10.85	-	20735376	10.85	-	-
4	Alpa K Vadodaria	15135700	9.29	-	15135700	9.29	-	-
5	Shailesh B Vadodaria	8489650	5.21	-	8489650	5.21	-	-
6	Deep S Vadodaria	15889051	8.31	-	15889051	8.31	-	-
7	Mina S Vadodaria	3045000	1.87	-	3045000	1.87	-	-
8	Kajal Kiran Vadodaria	700000	0.43	-	700000	0.43	-	-
9	Megha S Vadodaria	8000	0.00	-	8000	0.00	-	-
10	Rajesh B Vadodaria	3257250	2.00	-	3257250	2.00	-	-
11	Chhayaben R Vadodaria	2810000	1.72	-	2810000	1.72	-	-
	<b>Total</b>	<b>120265982</b>	<b>62.93</b>	<b>-</b>	<b>120265982</b>	<b>62.93</b>	<b>-</b>	<b>-</b>

**C) Change in Promoters' Shareholding :**

SN	Shareholding of each Promoter and person belonging to Promoter Group	Shareholding at the beginning of the year		Cumulative Shareholding at the during of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Kiran B Vadodaria				
	01.04.2018	33826935	17.70	33826935	17.70
	31.03.2019	33826935	17.70	33826935	17.70
2	Nila M Vadodaria				
	01.04.2018	16369020	8.57	16369020	8.57
	31.03.2019	16369020	8.57	16369020	8.57
3	Manoj B Vadodaria				
	01.04.2018	20735376	10.85	20735376	10.85
	31.03.2019	20735376	10.85	20735376	10.85
4	Alpa K Vadodaria				
	01.04.2018	15135700	7.92	15135700	7.92
	31.03.2019	15135700	7.92	15135700	7.92
5	Shailesh B Vadodaria				
	01.04.2018	8489650	4.44	8489650	4.44
	31.03.2019	8489650	4.44	8489650	4.44
6	Deep S Vadodaria				
	01.04.2018	15889051	8.31	15889051	8.31
	31.03.2019	15889051	8.31	15889051	8.31
7	Mina S. Vadodaria				
	01.04.2018	3045000	1.59	3045000	1.59
	31.03.2019	3045000	1.59	3045000	1.59
8	Kajal Kiran Vadodaria				
	01.04.2018	700000	0.37	700000	0.37
	31.03.2019	700000	0.37	700000	0.37
9	Megha S Vadodaria				
	01.04.2018	8000	0.00	8000	0.00
	31.03.2019	8000	0.00	8000	0.00
10	Rajesh B Vadodaria				
	01.04.2018	3257250	1.70	3257250	1.70
	31.03.2019	3257250	1.70	3257250	1.70
11	Chhayaben R Vadodaria				
	01.04.2018	2810000	1.47	2810000	1.47
	31.03.2019	2810000	1.47	2810000	1.47

**D) Shareholding Pattern of Top Ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

SN	Shareholding for each of the Top Ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Nextwave Televentures Private Limited *	13282800	6.95	13282800	6.95
2	Barun More HUF *	1262161	0.66	1262161	0.66
3	Nisha Rajan Patel *	1270000	0.66	1270000	0.66
4	Shobha Imtiyaz Desai *	1189999	0.62	1189999	0.62
5	Belaben H Shah *	6500000	3.40	6500000	3.40
6	Kinnari V Shah *	700000	3.66	700000	3.66
7	Aarav Financial Services Private Limited *	2500000	1.31	2500000	1.31
8	ALS Tradex Private Limited *	1252167	0.66	1252167	0.66
9	Globe Capital Market Limited @	1090500	0.57	275	0.00
10	Paresh Jaydevbhai Rao *	1030435	0.54	1010000	0.53
11	IL and FS Securities Services Limited #	-	-	1821298	6.95

- The Shares of the Company are substantially held in dematerialized form and are traded on a daily basis and hence, the date wise increase/ decrease in shareholding is not indicated.
- \* Common top Ten shareholders as on April 01, 2018 and March 31, 2019  
@ Top 10 shareholders only as on April 01, 2018  
# Top 10 shareholders only as March 31, 2019

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Promoter and person belonging to Promoter Group	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Kiran B Vadodaria				
	01.04.2018	33826935	17.70	33826935	17.70
	31.03.2019	33826935	17.70	33826935	17.70
2	Manoj B Vadodaria				
	01.04.2018	20735376	10.85	20735376	10.85
	31.03.2019	20735376	10.85	20735376	10.85
3	Amit Kumar Ray	-	-	-	-
4	N R Mehta	-	-	-	-
5	Dilip D Patel	-	-	-	-
6	O P Bhandari	-	-	-	-
7	Seema Saxena	-	-	-	-
8	Gouri P Popat	-	-	-	-
9	Sachin Kotak	-	-	-	-
10	Palak P Asawa	-	-	-	-



**V. INDEBTEDNESS** - Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	229.67	-	-	229.67
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>A. Total (i + ii + iii) (A)</b>	<b>229.67</b>	<b>-</b>	<b>-</b>	<b>229.67</b>
<b>Change in Indebtedness during the financial year</b>				
(i) Addition	39.97	255.09	-	295.06
(ii) Reduction	122.03	-	-	122.03
<b>B. Net Change(i-ii)</b>	<b>(82.06)</b>	<b>255.09</b>	<b>-</b>	<b>173.03</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	147.61	-	-	402.07
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>C. Total (A+B)</b>	<b>147.61</b>	<b>255.09</b>	<b>-</b>	<b>402.07</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -**

**A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:**

(₹ in Lakhs)

SN	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Kiran B Vadodaria (MD*)	Amit Kumar Ray (WTD**)	
1	Gross salary (per annum)	12.00	6.00	18.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others	-	-	-
5	Others	-	-	-
	<b>Total (A)</b>	<b>12.00</b>	<b>6.00</b>	<b>18.00</b>
	Ceiling as per the Act as per the Schedule V of the Companies Act, 2013 (being 10% of net Profits of the Company Calculated as per section 198 of the Companies Act, 2013)			<b>40.34</b>

\*MD= Managing Director ; \*\* WTD= Whole Time Director

## B. Remuneration to other Directors

(₹ in Lakhs)

SN	Particulars of Remuneration	Name of Directors						Total
		Other NED*	Independent Director					
		Manoj B Vadodaria	O P Bhandari	N R Mehta	Dilip D Patel	Seema S Saxena	Seema S Saxena	
1	Fee for attending board & committee meetings	-	0.20	0.20	-	0.15	0.05	0.60
2	Commission	-	-	-	-	-	-	-
3	Others	-	-	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	<b>0.20</b>	<b>0.20</b>	-	<b>0.15</b>	<b>0.05</b>	<b>0.60</b>
	Overall Ceiling as per the Act	₹ 1 Lakh per meeting per Director as per Rule 4 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014						

\* NED = Non Executive Director

## C. Remuneration to Key Managerial Personnel other than MD/ Manager/ WTD

(₹ in Lakhs)

SN	Particulars of Remuneration	Key Managerial Personnel		Total
		CS*	CFO**	
		Palak Asawa	Sachin Kotak	
1	Gross salary per annum	3.87	10.08	13.95
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of Profit/ Others	-	-	-
5	<b>Others</b>	-	-	-
	<b>Total</b>	<b>3.87</b>	<b>10.08</b>	<b>13.95</b>

\*CS= Company Secretary ; \*\* CFO = Chief Financial Officer

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(₹ in Lakhs)

SN	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>						
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>						
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>						
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

## MANAGEMENT DISCUSSION AND ANALYSIS

### (MDA) REPORT

#### Economic Scenario:

India has been the growth leader amongst major economies including Emerging Markets and Developing Economies (EMDEs) over the last five years. It surpassed China in terms of real GDP growth in 2014 and has remained higher since.

According to International Monetary Fund world economic outlook (October-2018), GDP (nominal) of India in 2018 at current prices is US\$ 2,690 billion. India contributes 3.17% of total world's GDP on exchange rate basis. It comprises 17.5% of the total world population and 2.4% of the world's surface area. India is now the seventh largest economy of the world. It is behind sixth ranked France and fifth ranked United Kingdom, by US\$ 105 billion and US\$ 119 billion respectively and is expected to overtake them in 2019, when India's economy is expected to reach US\$ 2,958 billion. India will be ranked third in 2019 on the basis of purchasing power parity (PPP).

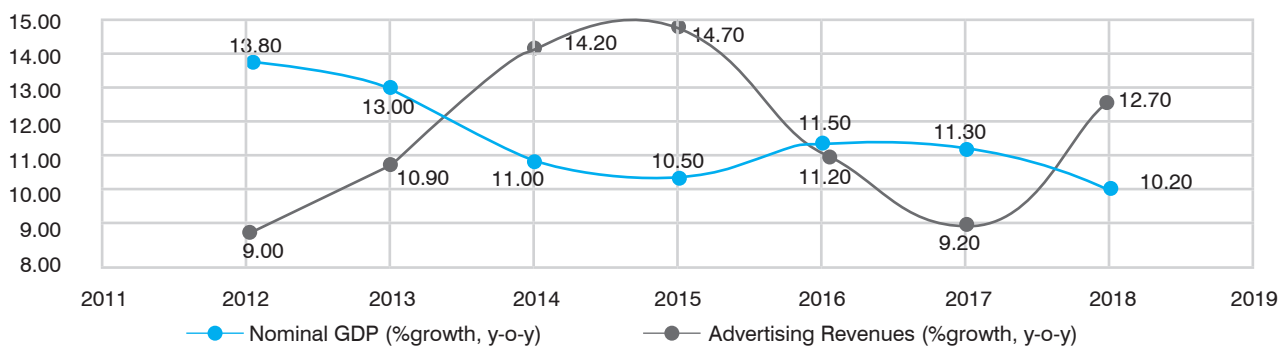
**Table 1: Expected GDP in 2019**

Country	GPD 2019 (billions of US\$)			
	Nominal	Rank	PPP	Rank
United States	21,482	1	21,482	2
China	14,172	2	27,449	1
Japan	5,221	3	5,807	4
Germany	4,117	4	4,555	5
India	2,958	5	11,413	3
France	2,845	6	3,081	10
United Kingdom	2,810	7	3,145	9

The Interim Budget 2020 of the Government of India has given a consumption-based push to the economy. First, in the form of direct transfers to farmers, a budgetary commitment for INR 200 billion in FY19 and INR 750 billion in FY20 has been provided. Secondly, the standard deduction for salaried employees has been raised from INR 40,000 to INR 50,000, which would increase their disposable income. Third, a tax relief has been given to the low and middle-income groups with a taxable income of less than INR 5,00,000 which may be claimed as a rebate. These programs are likely to add to the private disposable incomes of low to middle income segments in 2019 and 2020. They have the potential of raising consumption demand in the economy and correspondingly advertising spends, since the relatively lower income groups tend to have a higher marginal propensity to consume. Further, this fiscal stimulus is likely to have a stronger positive effect on growth rather than inflation since food inflation in December 2018 was contracting at (-) 2.5% y-o-y and the overall CPI inflation was quite low at 2.2%.

Chart 1 depicts the trend in growth of advertising revenues and nominal GDP. From 2012 till 2015, even as nominal GDP growth was falling, growth in advertising revenues was rising. However, growth in advertising revenues has fallen since then but has picked up again in 2018. Advertising was maintained around 0.4% of GDP in 2018.

Chart 1: Growth in advertising revenues and nominal GDP



Both the telecommunications and the media and entertainment sectors are part of the current government's Make-in-India plan, and therefore have been given special attention. In September 2018, the government released the National Digital Communications Policy-2018 (NDCP-2018) which catered towards the establishment of "ubiquitous, resilient and affordable digital communications infrastructure and services". Its key objectives include providing universal broadband connectivity at 50 Mbps to every citizen, providing 1 Gbps connectivity to all gram panchayats by 2020 and 10 Gbps by 2022, ensuring connectivity to all uncovered areas, attracting investments of US\$ 100 billion in the digital communications sector, training one million manpower for building new age skills, expanding the Internet of Things (IoT) ecosystem to five billion connected devices and facilitating India's effective participation in the global digital economy through a review of the SATCOM policy and telecommunications legal and regulatory regime.

The Indian government has focused on liberalizing the FDI regime for both telecom and media and entertainment sectors, to attract investment for adequate infrastructure development. FDI limits for the telecom sector were eased in 2014 while those for the media and entertainment sector were eased in 2015 and 2016. More recently, in June 2016, FDI limits in teleports, DTH, cable networks, mobile TV, headend-in-the sky broadcasting service and cable networks were completely lifted allowing 100% FDI through the automatic route.

**Table 2: FDI Limits for the Telecom and M&E Sectors :**

Services	FDI Limits	Approval conditions
<b>Telecommunications</b>		
Telecommunication services (basic, cellular, internet, national, international long distance, etc.) Infrastructure providers	100%	<ul style="list-style-type: none"> <li>FDI up to 49%: automatic route</li> <li>FDI beyond 49% and up to 100%: approval route, i.e., prior approval from FIPB</li> </ul>
Telecom equipment Manufacturers		<ul style="list-style-type: none"> <li>Automatic route</li> </ul>
<b>Media and Entertainment</b>		
Teleports, DTH, cable networks, mobile TV and headendinthesky broadcasting service		<ul style="list-style-type: none"> <li>FDI up to 49% through the automatic route and beyond 49% through approval route</li> </ul>
Cable networks		<ul style="list-style-type: none"> <li>Automatic route allowed up to 49% and approval route beyond 49%</li> </ul>
FM (radio) and the up-linking of news and current affairs channels		<ul style="list-style-type: none"> <li>FDI up to 49% through approval route</li> </ul>
Up-linking of non news and current affairs' channels		<ul style="list-style-type: none"> <li>Automatic route</li> </ul>

#### **The Indian M&E Industry :**

India is a huge market with very positive growth fundamentals across virtually every type of media. The market is strategically interesting to global players seeking to monetize content and capture growth upside, either as a participant via licensing or other commercial arrangements, or as an outright owner through an in-bound acquisition or organic investment approach. With more than 850 TV channels and over 17,000 newspapers, the country is one of the most diverse and vibrant media markets globally. Yet the headroom for future growth is significant. Advertising, the lifeline of India's M&E industry, remains amongst the lowest in terms of spend as a percentage of GDP. The country is also at an inflection point in wireless broadband connectivity and infrastructure that, combined with its GDP growth and young demographics, offer new opportunities.

While there are positive growth trends across a number of M&E subsectors, these are some areas which are seeing strong interest from global players. India has the world's second highest number of internet users after China, with around 570 million internet subscribers, growing at a rate of 13% annually. The impressive scale of the market and a liberal foreign investment environment will continue to be attractive to global streaming platforms looking to capitalize on the country's fast growing digital consumption. The increased availability of competitively priced 4G services provides a particularly exciting opportunity for companies to reach a broader set of Indian consumers in diverse regional markets and smaller towns. Localization and differentiated content are becoming crucial to engaging the attention of these audiences. As such, there has been a strong focus by global streaming platforms in the last year to invest in local content and originals as they look to gain scale. This continues to provide an exciting opportunity for content creators, who are seeing both global and local streaming services invest in greater volumes of content with larger budgets.

India is the second largest pay-tv market in the world in terms of subscribers after China, with 197 million TV households growing at 7.5% y-o-y. Pay-Tv penetration in India has more than doubled from 32% in 2001 to 66% in 2018 (by comparison in 2018 pay-tv penetration in the US was 78% and over 90% in China). While the size of the Indian pay-tv market in terms of revenue is smaller than its peers, the runway for continued growth provides exciting opportunities for global players. Regional pay-tv markets continue to be attractive, as they outpace national ones in terms of advertising. We expect global broadcasters to continue to build a presence in these markets by acquiring or partnering with local broadcasters.

## Television :

Television grew 12% in 2018 to reach INR 740 billion. Growth was led by a 14% increase in advertising revenues and a 11% increase in subscription revenues. We expect growth for the segment to average 9% over the next three years, taking this segment to INR 955 billion by 2021. Advertising comprised 41% of segment revenues in 2018 and this is expected to reach 42% by 2021. Number of channels increased to 885 in 2018, of which 43% were news channels. As per TAM AdEX, there were 10,962 advertisers and 16,857 brands on TV, of which 5,382 advertisers were not on print or radio. While ad insertions increased 15% in 2018, ad revenue grew 14%. Regional advertising outpaced national advertising growth on the back of national brands spending more to grow non-metro markets where GST had created a level playing field between national and regional brands.

In 2017, the top 10 genres contributed 46% of advertising volumes, which reduced marginally to 46% in 2018. Hindi movies were the top channel genre with 9% share of ad volumes during 2018. News, which commands a 7% share of viewership garners a disproportionately high share of advertising volumes. Overall insertions across the top 10 categories grew 10%. Personal care/ hygiene was the sector with most ad insertions (20%), followed by food and beverages and services. Growth was driven by household products (27% growth) followed by services (23% growth). 50% of ad spends on TV were contributed by FMCG, which also contributed to 44% of value growth. The fastest growing categories were durables, travel and tourism and e-commerce.

Broadcasters have started combined selling of ads across OTT and linear platforms. This enables better monetization of marquee properties and increases utilization of digital inventory. Advertisers can provide separate messaging to segmented audiences and also enable trial, sales and connect with the viewer. We believe this will be the trend going forward for flagship properties across fiction, non-fiction and sports.

We believe advertising will continue to grow in 2019 by a minimum of 9-10% on the back of the elections (which will help both national and regional channels), the ICC cricket world cup and overall momentum in the FMCG, durables and services categories, which are reaping the benefits of the GST roll-out. However, since large broadcasters have pulled out their DD Free Dish channels, that could bring down the estimates by INR 10-20 billion. Television segment can reach INR 955 billion by 2021, with advertising growing at 10% and subscription at 8%.

Broadcasters are experimenting with advanced advertising offerings of all types (including addressable, programmatic and OTT TV), leveraging an increasing flow of data to provide tailored solutions to marketers. While targeting audiences and performance measurement and reporting remain a challenge across these TV ad offerings, it would drive more ad revenues. The industry is trying to come up with new measurement approaches/ tools and is participating in sector consortia to tackle the issue.

## Print :

Print segment grew 0.7% in 2018 to reach INR 305.5 billion. The segment is expected to reach INR 338 billion by 2021, growing at a CAGR of 3.4%. Advertising revenues grew 0.4% in 2018, while circulation grew 1.2%. Circulation revenues contributed 29% of the total revenues of the print segment. Magazines contributed about 4% of total print segment revenues. This number has been shrinking due to falling advertising and subscriptions and growing digital communities.

Advertising revenues grew 0.4% in 2018. Newspaper advertising grew 1% while magazine advertising fell 8%. This represents a 1.9% de-growth net of taxes. The fall in advertising is due to both reduced ad volumes as well as pressure on effective rates. Festival advertising uptake, a key factor to drive advertising volumes, was not uniformly significant across different markets and the festival advertising period shortened in some cases.

Ad volumes in print fell 1% in 2018 compared to 2017 as per TAM Ad EX ad volume data. In 2018, there were 1,80,000 advertisers and 2,30,000 brands on print. Of these, 1,70,000 brands did not advertise on television or radio. In terms of volume, Hindi newspaper publications continued to lead with 37% of total ad volumes, while the share of English publications stood at 25%, as against 34% and 27% respectively in 2017. English magazines continued to dominate magazine ad volumes with a 54% share, followed by Malayalam magazines with 9% share. The four south Indian languages contributed 21% of total magazine ad volumes.

37% of ad volumes had incentives, offers or promotions, with an intent to drive sales for advertisers. This indicates a clear tilt towards performance advertising through print. Integrating a return path through digital or telephony could enable better ROI demonstration to advertisers. Instances of advertisements with QR codes or digital coupons increased and we expect to see more such digitally-integrated ad formats in the years ahead. FMCG and auto were the largest contributors to print revenues, with a contribution of 14% each, followed by education at 10%. Telecom, BFSI and travel and tourism categories have de-grown in 2018. It is significant that despite the sluggish real estate sector and RERA related hiccups, this category has maintained its 6% share. While only four categories accounted for 75% of television advertising, 13 categories contributed the same percentage to print advertising, demonstrating that print is less vulnerable to any single category de-growth. In addition, regional print has a higher percentage of retail and local advertisers, whose spends align with Real GDP growth. Consequently, regional print stays more resilient to advertising fluctuations.

Circulation revenues grew marginally by 1.2% in 2018 to reach INR 88.3 billion due to low growth in overall newspaper paid circulation numbers, static or marginal increases in cover prices, and a 15% fall in magazine circulation revenues. Circulation revenues continued

to contribute about 29% of revenues of the print segment. Different companies fared differently in 2018 with regards to circulation. For the top players, circulation revenues formed 20-22% of their total revenues from the print segment. The number of registered publications grew to 1,18,239 in 2018, from 1,14,820 in 2017 as per RNI data for the year ended March 31, 2018. Uttar Pradesh (17,992) and Maharashtra (16,241) had the highest number of registered publications.

The print segment will benefit from the upcoming elections in 2019, particularly on the back of the over 20% DAVP rate increase. In addition, the stabilization of newsprint prices will also protect margins. On the flip side, the impact may be subdued because of advertising budgets being diverted towards impact properties like the IPL and the ICC Cricket World Cup. We expect print companies to create online + offline properties around sports to attract some of these advertising spends. Subscriptions and cover prices for newspapers will need to be increased to sustain growth. Print companies can no longer count on subsidizing newspaper costs through largely advertising revenues, as they have been flat and under pressure from other media. Any further depreciation in the Rupee or appreciation in newsprint prices will also need to be factored in. The only alternative will be to increase cover prices, primarily through subscription drives.

#### **Digital :**

Digital media continued to grow at a fast pace, across both advertising and subscription. In 2018, digital media grew 42%, with advertising growing by 34% and subscription growing 26%. The digital advertising value above does not include spends of many small and medium enterprises, which industry discussions size at INR 72 billion but we are unable to verify. Subscription, which was 3.3% of the segment in 2017, increased to 8.4% in 2018. The number of wireless subscribers grew from 1,167 million in December 2017 to 1,171 million in November 2018. This growth primarily came from rural subscribers who grew from 499 million to 526 million in the same period. The number of active wireless subscribers grew by just 15 million from 1,015 million in December 2017 to 1,031 million in November 2018. However, there are several subscribers with dual sims, and the number of unique subscribers is estimated at 650-700 million. The tele density number in India is now 91%. Internet subscribers grew 28% from 446 million in December 2017 to 570 million in November 2018. Hence, given that there are around 4 billion internet users in the world, one in eight internet users globally is Indian. Narrow band subscribers reduced 30%, while broadband subscribers increased 41% from 363 million to 512 million. Urban internet users grew 19% from 314 million to 373 million during the same period while rural internet users grew 49% to reach 197 million. Internet users are projected to reach over 700 million by 20-21 because of the following factors:

1. Low cost smart phones, priced between INR 1,500 and INR 3,000, will expand the market.
2. Improved rural internet connectivity on the back of innovation to enable the next 200 million users.
3. Simplified language keyboards.
4. Voice enabled utilization of the internet, mainly for entertainment, search and maps.

At over 500 million broadband subscribers, India has the second largest broadband subscriber base in the world. Wireless broadband comprised 96% of total broadband subscribers in India as of Nov 2018.

India remains a country where data charges are amongst the lowest in the world. Our analysis of some popular data plans indicated the lowest rate to be INR 3.1 per GB (or less than US\$ 0.05 at current exchange rates). Rollout of fiber to the home and 5G services will improve connectivity from 2020 onwards. This could prove beneficial for video consumption, particularly for longer form content and sports, across cities and rural markets.

The growth in ad spends on digital was on account of several factors:

1. Improved demonstration of return on ad investment through placement of ads closer to the point of purchase.
2. Heavy digital evangelism by ad agencies, along with the “cool factor” of working on digital media and with India’s burgeoning digital start-up ecosystem.
3. A large SME base, increasingly focused on performance advertising and less on brand building.
4. Use of digital media by several large traditional advertisers to experiment with niche product launches and higher-priced variants.

Today, digital platforms provide household targeting with 10% wide slabs across various parameters and as telcos and e-commerce platforms build their consumer data, individual targeting will – subject to data privacy concerns – enable more focused targeting.

As Indian broadband subscribers increased by 41% in 2018, ad inventory grew exponentially and resulted in a glut of inventory in the digital ad market. Our industry interviews and analysis indicate that while watch time could grow 3 to 3.5x over the next five years, resulting in a massive inventory surplus, revenues will grow only around 2x. We estimate that CPMs will correspondingly fall by up to 50% for non-premium inventory. The key for revenue growth will therefore be innovation around new ad formats, voice search and transactions, better targeting, regional language content, focus on performance advertising, premium content, etc.

We estimate that the segment will grow to INR 354 billion by 2021, at a 28% CAGR. Advertising will grow at a 25% CAGR, while subscription will grow at 55% CAGR, on the back of 30 to 35 million paying video subscribers and 6-7 million paying audio subscribers. The propensity to consume bundled content will appeal to the mass Indian consumer and telcos will play a more important role in

providing such bundles – and unified search – to end consumers. Rollout of fiber to the home and 5G networks will aid this growth, particularly in smaller towns and for long form content. While 60% of total consumption today is through telco bundles, we estimate that to grow to over 75% by 2021 and cater to over 375 million subscribers.

The digital segment will benefit from the growing popularity of e-Sports, AR / VR technologies, online gaming and fantasy sports, all of which are “Generation Z” products, and which have been covered in relevant sections of this report. These will provide increased impetus to telcos to sell data packs and correspondingly, will increase time spent on M&E content.

While several OTT platforms have launched, profitability is difficult for most of them. One of the main reasons for this is fragmentation of audiences and high content costs. Till such time as consolidation does not take place, content costs will remain high as each platform produces or acquires content to meet its needs. In addition, customer acquisition costs will also remain high due to need for increased marketing and retention.

Our industry interviews and analysis indicate that while time spent could grow 3 to 3.5x over the next five years, resulting in massive advertising inventory growth, revenues will grow only around 2x. We estimate that CPMs will correspondingly fall by up to 50% for non-premium inventory.

#### **Radio :**

Radio grew 7.5% in 2018 to reach INR 31.3 billion, taking its share in total Advertising to 4.2%. Growth was driven by 3% ad volume growth, inventory growth from newly operationalized Phase-III stations and non-FCT revenues from digital, content production, events, etc. There were over 10,467 advertisers on radio comprising 13,710 brands. 4,262 advertisers were on radio but did not advertise on TV or print. Services, retail, food and beverage, auto and BFSI were the top five categories advertising on radio, with services comprising 30% of the total volumes.

The skew of advertising continued towards the metros, with the top seven cities contributing around 53% of ad volumes. These cities also benefited from the operationalization of second frequencies. The local-national split of advertising generated was 40:60 and metro-non-metro split of advertising consumed was 60-40. Stations in tier-II and III towns relied more on retail / local advertising and added “sales feet on the street” to generate higher revenues from SME and retail advertisers.

New business offerings like concerts, activations, digital communities, music streaming – which could collectively constitute up to 20% of radio company revenues today – are natural extensions for radio, given its strength in content creation, building audience loyalty and packaging undifferentiated content. Many radio companies are now providing more of such solutions to advertisers and we believe this will grow in future.

Over 70% of radio is consumed on mobile phones in India. In metro cities, seven out of 10 people listen to radio while travelling. This number is 6 out of 10 for non-metro cities. However, many popular new smartphones do not now have FM receivers and this could pose an issue given how much radio is consumed on mobile platforms.

Ad spends in the upcoming general and state elections, Non-FCT revenues and firming of ad rates in regional markets will fuel growth in 2019. Radio will enable more growth through brand leverage, across concerts, branded content, digital content and delivery, events and activations, podcasts, etc. The industry would drive up to 20% of top-line from non-FCT revenues by 2021. Radio companies will focus on building communities on [radio + digital] media, to understand consumers better, and enable brands to connect with their audiences directly. Combinations between radio players and streaming apps will be tried to increase fill rates on streaming audio platforms and sell segmented audiences to advertisers. There will be an increase in multi-media offerings to advertisers.

#### **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 8 (eight) FM Radio stations/ channels at Gujarat i.e. Bhavnagar, Jamnagar, Junagadh, Porbandar, Veraval, Mehsana, Bharuch and Godhra. This strategically puts your Company to advantage in saturating the Gujarat market, while diversifying the geographical presence. Your Company is working to initiate the operations of 5 (five) FM Radio stations/ channels at Jammu & Kashmir i.e. Leh, Kargil, Poonch, Bhadrawah, and Kathua during the year.

#### **Unique Business Model - Diversified and Flexible :**

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 business 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. Your Company has developed in-house expertise in all the facets / operations of media.

## **Project Selection and Execution**

Your Company's comprehensive evaluation of opportunities in media projects includes the following parameters:

- Advertiser: Constitution, financial strength, bureaucratic structure, track record with others / us, contract management strength, appropriateness of advertisement for local market, etc.
- Pre-development: Financing flexibility to fund the content generation, community / political participation / opposition, government stability over the life of the project, regulatory approval delays, etc.
- Finance: Commercial viability of the project, capacity of the lender to evaluate and speed in providing the credit lines, repayment mechanism, credit availability on viable terms, etc.
- Publishing / broadcasting: Viability of the design/technology, availability of artists and content, outlook of content cost, content-provider failure, etc.
- Market: Local economic conditions, demand-supply outlook, interest / inflation rate scenario, etc.

Your Company has developed fundamental understanding of the process and its many facets. To be successful, your Company must manage not only its own performance, but also the collaboration of numerous professionals representing multiple disciplines. Throughout this process, your Company has to identify and mitigate inherent risks that can threaten the viability of the project.

It is broadly evaluated in three parts:

- 1) preliminary considerations, market analysis, financial analysis, and strategic marketing;
- 2) content selection and due diligence, royalties, entitlements, permissions, etc.; and
- 3) publishing and broadcasting management.

Hence, with sufficient due-diligence the project is selected and execution is carried-out accordingly by your Company. Your Company's Quality Management System is ISO 9001:2015 accredited by QSA International, UK that include Planning, Design & Development, Execution and Operations Activities for Media Products.

### **Project Management and Monitoring :**

Your Company has adopted an integrated system for planning, scheduling, monitoring and control of the approved project under implementation. To co-ordinate and synchronise all the support function of Project Management it relies on an Integrated Project Management Control System which integrates its project management, contract management and control function addressing all stages of project implementation from concept to commissioning.

All projects have project monitoring centres which facilitate monitoring of key project milestones and also act as a Decision Support System for the management. It is used as integrated web based collaborative system to facilitate consolidation of project related issues and its timely resolution. Various features for information delivery of ERP facilitate project tracking, issues resolution and management interventions on a regular basis. Integrated ERP platform for monitoring and controlling of critical project activities spread across various functions – projects, contracts, finance and execution. This will help in decision support through timely identification of critical input and provide a holistic approach towards project implementation and major project milestones.

### **Financial Resources :**

The foremost source of finance of your Company has traditionally been internal accruals and borrowings from banks. Your Company has made financial arrangement with banks and financial institutions for its various long-term and working capital requirements.

### **Pricing Policy – Value for Money (VFM) :**

Your Company has adopted VFM approach to ensure that its readers, advertisers, viewers, and now listeners of FM get maximum news, entertainment, gaming, knowledge sharing as well as remain active on the social media front. Your Company is favourably placed with its readers, advertisers, viewers, and now listeners of FM due to its capabilities to publish/broadcast time-bound and authentic content. It may be mentioned that your Company keeps getting repeat / multiple orders due to its overall penetration and reach.

### **Opportunities :**

Your Company foresee ample opportunities in M&E industry. The rapid urbanization is likely to boost metaphorical growth in years to come. All these would ultimately generate a demand to boost local economies. Further, the various government initiatives (e.g. Wise TV, Vehicle tracking system, etc.) envisaging providing an experience to its citizen shall also offer opportunity to the M&E player to grow in years to come. The envisaged opportunities are discussed further. Your Company is favourably placed to participate in the opportunities arising from the home-state that is considered the Growth Engine of India.

### **Risks and Challenges :**

The massive Indian market is changing fast. Internet access is mainstreaming among professionals and the use of mobile is intensifying. The pace of change continues to be rapid with digital channels constantly growing in volume and strength. More people spend more time online in India every year, and the digital tools and sites they use play an ever-growing role in their lives. Smart marketers keep on top of



the scale of change and ensure their marketing strategies and touch-points mirror where the consumer is spending their time. This note gives a sense of the scale of change we have seen so far and implies the scale of what is coming.

- **Scale of audience:** Understanding the scale of change of online audiences and digital media in India is constraints affecting growth and smooth functioning of your Company. The industry in which your Company operates is highly evolving and is becoming techno driven. The change is trend in society impacts substantially to the business of your Company. Further there is no surety of success of digital media products and requires continues upgradation to keep on working.
- **Macroeconomic environment:** Macroeconomic environment can be a potential source of risk. Moderating growth, along with high inflation, can adversely impact advertising revenues of your Company, which forms the largest component of your Company's revenues.
- **Changing Trend:** It may not be possible to consistently predict audience tastes. People's tastes vary quite rapidly along with the trends and environment they live in. In such markets it is virtually impossible to make prediction.
- **Competitive environment:** Your Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.

Your Company has been able to maintain its business volumes in circulations and / or advertisements despite of the major affecting factors e.g. changes in technology, social trends, lifestyle of the people, competition with the other local/regional media houses.

### **Corporate Governance**

Your Company's Corporate Governance philosophy is based on conscience, openness, fairness, professionalism and accountability. These qualities are ingrained in its value system and are reflected in its policies, procedures and systems. Your Company not only believes in adopting the best corporate governance system but also in proactive inclusion of public interest in its corporate priorities. The Company has its mission, vision, goals and core values. The Company is being governed in accordance with the policies, code of conducts, charters and various committees are formed in accordance with the law to ensure governance. The Companies Act, 2013 and SEBI Listing Regulations have strengthened the governance regime in the country. Your Company is in compliance with the governance requirements provided under the new law and listing regulations. The Company has adopted the policies in line with new governance requirements including the Policy on Related Party Transactions, Policy on Material Subsidiaries, CSR Policy and Whistle Blower Policy. These policies are available on the website of the Company at [www.sambhaav.com](http://www.sambhaav.com). The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

The extract of annual return in Form MGT-9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as an Annexure to this Report. A separate report on Corporate Governance is provided together with a Certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Listing Regulations. A Certificate of the CEO and CFO of the Company in terms of Listing Regulations, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

### **Work Culture and Human Resources :**

The management believes in team work and a corporate environment which is self-motivating. Your Company has successfully developed a work force of people over a period of time. The top management is acting as the governing force in creating and maintaining the corporate work culture. The businesses that your Company engages in are primarily people-driven. Our Vision is to raise our own benchmarks with every successive endeavour and it is possible only by making every employee a fully engaged and aligned team member. Your Company continues to remain focused on reinforcing the key thrust areas i.e. being the employer of choice, building an inclusive culture, building a strong talent pipeline, building capabilities in the organization and continuing to focus on progressive employee relations policies. Accordingly, our HR policies are centered on the creation of an environment that attracts, nurtures and rewards high-caliber talent. Young employees gain the opportunity to operate on the frontlines of technology and associate with projects of scale and complexity. We drive sustainable growth and have been instrumental in bringing in thought leadership in building strong employee relations. Your Company continued to build on the Diversity and Inclusion agenda through building leadership capability and recognising line managers who provide a simple, flexible and respectful work environment for their teams. Your Company is developing future leaders and having the best people practices. A structured leadership development initiative has helped to build a robust talent pipeline at all levels. Our HR organization is well-gearred towards attraction and retention of creative/technical talent in an ecosystem that provides long-cycle professional development opportunities in various facets of media and caters to career building aspirations of talent at all levels.

### **Internal Control System :**

The Corporate Governance Policy guides the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its three-tiered governance structure and key functionaries involved in governance. The Code of Conduct commits management to financial and accounting policies, systems and processes. The Corporate Governance Policy and the Code

of Conduct stand widely communicated across the Company at all times, and, together with the 'Strategy of Organization', Planning & Review Processes and the Risk Management Framework provide the foundation for Internal Financial Controls with reference to your Company's Financial Statements. Such Financial Statements are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Audit Committee and the Board. These Policies are supported by the Corporate Accounting and Systems Policies that apply to the entity as a whole to implement the tenets of Corporate Governance and the Significant Accounting Policies uniformly across the Company. The Accounting Policies are reviewed and updated from time to time. These, in turn are supported by a set of divisional policies and SOPs that have been established for individual businesses. Your Company uses ERP System as a business enabler and also to maintain its Books of Account. The SOPs in tandem with transactional controls built into the ERP Systems ensure appropriate segregation of duties, tiered approval mechanisms and maintenance of supporting records. The Information Management Policy reinforces the control environment. The systems, SOPs and controls are reviewed by divisional management and audited by Internal Audit whose findings and recommendations are reviewed by the Audit Committee and tracked through to implementation. Your Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless your Company recognises that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an on-going basis. Your Company has also put in place comprehensive systems and procedural guidelines concerning other areas of business, too, like budgeting, execution, content management, quality, safety, procurement, asset management, human resources etc., which are adequate and necessary considering the size and level of operations of the Company. The management has been making constant efforts to review and upgrade existing systems and processes to gear up and meet the changing needs of the business.

#### **FINANCIAL PERFORMANCE :**

We have provided a comparison between Audited figures for FY 2018 and for FY 2019.

##### **Total Income :**

Total Income has marginally increased by 3% from ₹ 4370.36 Lakhs for FY2018 to ₹ 4485.62 Lakhs for FY2019.

##### **Revenue from Operations :**

Operating revenue increased by 5% from ₹ 4035.07 Lakhs for FY2018 to ₹ 4248.21 Lakhs for FY2019.

##### **Expenditure other than Depreciation and Amortization :**

Total Operational expenditure other than Depreciation and Amortization increased by 7% from ₹ 3427.86 Lakhs for FY2018 to ₹ 3667.21 Lakhs for FY 2019 mainly due to commencement of FM Operations in 7 (Seven) cities of Gujarat.

##### **Profitability :**

The profitability at PAT level has Decreased. At EBIDTA level, it has reduced by 14% from ₹ 1183.61 Lakhs for FY 2018 to ₹ 1020.62 Lakhs mainly due to the increase in the additional cost of the FM Radio Stations where company expects revenue from the upcoming financial year.

##### **Net Worth :**

The total net worth of the Company at March 31, 2018 was ₹ 8263.50 Lakhs which has increased to ₹ 8498.58 Lakhs at March 31, 2019 indicating increase of 3% in the net worth.

#### **FINANCIAL POSITION :**

Financial Position at March 31, 2019 as compared to March 31, 2018 is furnished further.

#### **SOURCES OF FUNDS :**

##### **Share Capital, Reserves & Surplus**

The Paid-up Equity Share Capital of the Company at March 31, 2018 stands at ₹ 1,911.11 Lakhs and there is no change in the paid share capital of the company during the year. While, Reserves & Surplus at March 31, 2019 stands at ₹ 6,587.47 Lakhs as compared to ₹ 6,352.39 Lakhs at March 31, 2018.

##### **Debt :**

Total debt at March 31, 2019 stood at ₹ 1,755 Lakhs towards the term loans and unsecured loan availed.

##### **Current Liabilities and Provisions :**

Current Liabilities and Provisions mainly representing Trade Payables, Secured Loans, Statutory Dues, Advances received from Customers, Interest Accrued and due, short term provisions for Employee Benefits and other payables etc. The same has decreased by ₹ 220.00 Lakhs to ₹ 614.80 Lakhs at March 31, 2019 as compared to ₹ 834.80 Lakhs at March 31, 2018.

## APPLICATION OF FUNDS :

### Non-Current Assets

#### Fixed Assets

At March 31, 2019, your Company's Fixed Assets increased by ₹ 281.72 Lakhs from ₹ 6016.83 Lakhs for FY 2018 to ₹ 6298.55 Lakhs for FY 2019 due to FM Radio Project.

#### Non-current Investments :

Non-current Investments have increased by ₹ 5.1 Lakhs from ₹ 650 Lakhs at March 31, 2018 as 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 ₹ 1,983.84 Lakhs at March 31, 2018 to ₹ 1,972.49 Lakhs as on March 31, 2019 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 ₹ 837.10 Lakhs from ₹ 1,602.39 Lakhs to ₹ 2,439.49 Lakhs is mainly attributable to increase in loans and advances Trade Receivable.

#### Inventories :

Raw Material and Components Valued at Cost used by the Company reduced by ₹ 13.62 Lakhs from ₹ 27.12 Lakhs at March 31, 2018 to ₹ 13.50 Lakhs at March 31, 2019.

#### Trade Receivables :

Trade receivables stood at ₹ 1,760.50 Lakhs at March 31, 2019 as against ₹ 1,305.29 Lakhs at March 31, 2018.

#### Cash and Bank Balances :

The cash and bank balances lying with the Company, at March 31, 2019 is ₹ 57.93 Lakhs as against ₹ 87.23 Lakhs at March 31, 2018.

#### Short Term Loans and Advances :

There was increase of ₹ 424.81 Lakhs in current portion of Inter corporate loan and other advances from ₹ 182.75 Lakhs at March 31, 2018 to ₹ 607.56 Lakhs at March 31, 2019.

## KEY FINANCIAL RATIOS:

Ratio	FY 2019	FY 2018
Days Sales Outstanding (in Days)	151.26	118.07
Interest Coverage Ratio (in Times)	5.05	4.91
Current Ratio (in Times)	1.07	1.31
Debt Equity Ratio (in Times)	0.21	0.08
Operating Profit Margin (%)	24.02%	29.33%
Net Profit Margin (%)	5.41%	9.49%
Return on Net Worth (%)	2.85%	5.02%

### Explanations for changes in Ratios:

1. Days Sales Outstanding increased in FY 2019 compared to FY 2018 on account of code of conduct for Election.
2. Debt Equity Ratio has increased in FY 2019 compared to FY 2018 due to conversion of share warrants in March 2018.
3. Net profit margin decreased in FY 2019 due to commencement of part of FM Operations during the year.

### DETAILS OF CHANGE IN RETURN ON NET WORTH:

Return on Net Worth for FY 2019 has decreased on account of higher operating cost compared to FY 2018.

**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

Your Company believes that effective Corporate Governance is not just the framework enforced by the regulation but it is supported through the principles of transparency, unity, integrity, spirit and responsibility towards the stakeholders, shareholders, employees and customers. Good Corporate Governance practices enable a Company to attract financial and human capital and leverage these resources to maximize long-term shareholder value, while preserving the interests of multiple stakeholders, including the society at large.

Corporate Governance at Sambhaav Media Limited is founded upon 4 pillars of Core Values viz., Transparency, Integrity, Honesty and Accountability. Over the years, your Company has complied with the principles of Corporate Governance emphasizing on the core values. Your Company has laid strong foundation for making Corporate Governance a way of life by constituting a Board with balanced mix of professionals of eminence and integrity from within and outside the business, forming a core group of top executives, inducting competent professionals across the organization and putting in place system, process and technology.

The Company gives high priority to the core values and ethics and believes that all its operations and actions must be directed towards overall shareholders value and the independent Board of Directors keep our governance practices under continuous review.

## 2. BOARD OF DIRECTORS

### 2.1 Composition of the Board:

The Company's policy is to have an optimum combination of Executive, Non-Executive and Independent Directors on the Board. As on March 31, 2019, the Board of Directors of the Company consists of seven Directors comprising of one Executive Chairman, one Executive & Whole-Time Director, one Non-Executive Director and four Non-Executive Independent Directors.

The appointment of four Non-Executive Independent Directors is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are two Promoter Directors out of which one is Executive Director and the other one is Non-Executive Director. Out of the Independent Directors there is one Woman Director. There is no nominee Director on the Board.

During the year, Ms. Seema G Saxena- Non-Executive Independent Director (DIN:07614119) has resigned from the Directorship on November 14, 2018 before the expiry of her tenure, due to her pre-occupations and busy schedule and that there is no other material reason other than those provided in her resignation letter.

### 2.2 Brief Profile of the Board of Directors:

#### i. Mr. Kiran B Vadodaria (Chairman & Managing Director)

Mr. Kiran B Vadodaria is CMD of Sambhaav Media Limited (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 recognised 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.

#### ii. Mr. Manoj B Vadodaria (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.

#### iii. Mr. Amit Kumar Ray (Whole-Time Director)

Mr. Amit Kumar Ray has graduated in Commerce from Calcutta University. He possesses extensive experience of more than 30 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.

**iv. Mr. Dilip D Patel (Non-Executive Independent Director)**

Mr. Patel possesses a wealth of management teaching and consulting experience spread over more than 30 years. He was the founding faculty member at the prestigious SP Jain Institute of Management & Research, Mumbai, which is considered to be one of the top 10 management institutes in India. With rich experience of consulting, mentoring and training at companies in India and overseas, Mr. Patel has specially engaged with family managed businesses. Mr. Patel has widely travelled in India and abroad for work and pleasure.

**v. Mr. O P Bhandari (Non-Executive Independent Director)**

Mr. O P Bhandari is having more than 30 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.

**vi. Mr. N R Mehta (Non-Executive Independent Director)**

Mr. N R Mehta possesses more than 50 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.

**vii. Ms. Seema G Saxena (Non-Executive Independent Director)  
(Resigned w.e.f. 14.11.2018)**

Ms. Seema G Saxena is MBA from BK School of Management, Gujarat University and has a degree in Law from the same university. She has about three decades of experience in finance, management consultancy and the development of organizational and human capital. She has held leadership positions with accountability to the Boards and has worked with diverse organizations viz. globally scaled Indian Companies and MNCs, Indian and MNC startups as well as privately held Companies. Her expertise stems from a robust understanding of the business processes, people and organizational challenges of a variety of industries-services like Telecom, Pharma, Retail, Manufacturing, Finance and Consulting. She is a management adviser on organization culture and performance management to well-known organizations.

**viii. Mrs. Gouri P Popat (Non-Executive Independent Director)  
(Appointed w.e.f. 12.02.2019)**

Mrs. Gouri P Popat is an Advocate having extensive experience of more than 28 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 has identified on the basis of recommendation of Nomination and Remuneration Committee, various skills and expertise like media expertise, communication & legal expertise, technology expertise, business strategy and management, strategic management, marketing, planning, corporate planning and affairs, financial management, corporate governance, banking, M&A, capital market, fund raising and wealth management.

<b>Name of Director</b>	<b>Expertise in specific functional area identified by the Board</b>
Kiran B Vadodaria	Communication & Media and Business Management
Manoj B Vadodaria	Business Strategy and Financial Management
Amit Kumar Ray	Media expertise, Marketing, Corporate Planning and Affairs
N R Mehta	Financial Management, Corporate Governance, Banking, M&A, Capital Market, Fund Raising and Wealth Management
Dilip D Patel	Marketing and Group Administrative expertise
O P Bhandari	Financial Management and General Business expertise
Gouri P Popat	Communication & Legal expertise

### Directorships, Membership on Committees and Meetings Attended:

The Name and Category of the Directors on the Board, their Attendance at Board Meetings held during the year and at the last Annual General Meeting; the Number of Directorships, Committee Chairmanships or Memberships and Name of the Listed Entities and category of Directorship held by them in other Companies are given below:

SN	Name of Director(s)	Category	Attendance Particulars		# No. of Directorship(s) in other Companies	##Committee Membership(s)/ Chairmanship(s) of other Companies		Name of the Listed Entities and category of Directorship
			Board Meetings	Last AGM		Member	Chairman	
1	*Kiran B Vadodaria	Promoter/Chairman & Managing Director	4	Yes	2	4	1	Nila Infrastructures Limited (Non-Executive Director)
2	*Manoj B Vadodaria	Promoter/ Non-Executive Director	4	Yes	1	1	0	Nila Infrastructures Limited (Chairman & Managing Director)
3	**Amit Kumar Ray	Executive Director	3	Yes	0	0	0	Nil
4	**Dilip D Patel	Independent Director	3	Yes	1	1	0	Nila Infrastructures Limited (Independent Director)
5	**N R Mehta	Independent Director	4	Yes	0	0	0	Nil
6	** O P Bhandari	Independent Director	4	Yes	2	0	0	Nil
7	**Seema G Saxena (Resigned w.e.f. 14.11.2018)	Independent Director	3	Yes	1	1	1	Nil
8	**Gouri P Popat (Appointed w.e.f. 12.02.2019)	Independent Director	1	No	0	0	1	Nil

\*Promoter Director;

#### 2.4 \*\* 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 Listing Regulations. 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 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 4 (Four) 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
May 30, 2018	7	7
August 07, 2018	7	6
November 14, 2018	7	7
February 12, 2019	7	6

**2.8 Disclosures of relationship between directors inter-se:**

None of the Directors of the Company are related except Mr. Kiran B Vadodaria, Chairman and Managing Director and Mr. Manoj B Vadodaria, Director, being brothers and also belonging to 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](http://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](http://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 policy 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](http://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](http://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, 2019 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 20, 2019**  
**Place : Ahmedabad**

**Kiran B Vadodaria**  
**Chairman & Managing Director**  
**DIN: 00092067**



### 2.13 Board Procedure:

Pursuant to the SEBI Laws, Stock Exchanges are being informed about the convening of the Board Meetings at least (five) 5 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 information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is made available to 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 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 12, 2019 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.

## 3. AUDIT COMMITTEE:

The Company recognises that the Audit Committee is indispensable for ensuring accountability amongst the Board of Directors, the Management and the Auditors, who are responsible for sound and transparent financial reporting. 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 Companies Act, 2013 and Listing Regulations (including any statutory modification(s) or re-enactment(s) or amendments thereof).

### 3.1. Composition of the Audit Committee:

The Audit Committee of the Company is comprised of 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 to statutory auditors for 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 Directors' 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 atleast 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 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 exchange(s) 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).

### 3.3 Meetings of the Audit Committee and Attendance:

4 (Four) Audit Committee meetings were held during the year on May 30, 2018, August 07, 2018, November 14, 2018 and February 12, 2019. 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	4
Dilip D Patel	Non Executive- Independent Director	Member	4	3

The Statutory Auditors and Internal Auditors 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 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2018.

### 4. NOMINATION AND REMUNERATION COMMITTEE:

In pursuance of the Company's policy to consider human resources as its valuable assets, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the Listing Regulations, as amended from time to time, the scope and the terms of reference of the Nomination and Remuneration Committee have been adopted by the Board of Directors. Its 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 Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (including any statutory modification(s) or re-enactment(s) or amendments thereof).

#### 4.1 Composition of the Committee:

The Nomination and Remuneration Committee of the Company comprises of 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 Details of Meetings of the Nomination and Remuneration Committee and Attendance:

2 (Two) Meetings of Nomination and Remuneration Committee were held during the year on May 30, 2018 and February 12, 2019.

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	2	2
O P Bhandari	Non Executive- Independent Director	Member	2	2
Dilip D Patel	Non Executive- Independent Director	Member	2	2

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 28<sup>th</sup> Annual General Meeting of the Company held on September 29, 2018.

#### **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:

- a) Attendance and contribution at the Board and Committee meetings;
- b) Educational qualification, experience of relevant field, expertise of subjects;
- c) Leadership qualities, skills, behavior, understanding of business, knowledge of subjects and processes;
- d) Ability to participate at debates, discussions and quality of suggestions, guidance, advise; and
- e) 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](http://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 under extract of Annual Report in Form MGT-9 duly annexed with the Board Report.

#### **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 under extract of Annual Report in Form MGT-9 duly annexed with the Board Report.

#### **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 Obligations 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](http://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:

- (a) 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 attend the age of 70 (Seventy) years and where his appointment or re-appointment 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 reappoint 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 two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years from cessation of Independent Director. Provided that an Independent Director shall not, during the said period of 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 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 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 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 1<sup>st</sup> 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 SEBI (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 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.

**5.4.2** *In terms of the recent amendments in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors of the Company at its meeting held on February 12, 2019, had adopted a revised Nomination & Remuneration Policy w.e.f. April 01, 2019. Changes incorporated in the revised policy are mainly related to Composition of the Committee, Chairperson of the Committee, Frequency of the Meetings, Performance Evaluation of every Director, KMP, Committees and Senior Management Personnel and Recommendation to the Board all remuneration, in whatever form payable to senior management. The full Nomination & Remuneration Policy is available at the website of the Company- [www.sambhaav.com](http://www.sambhaav.com).*

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In terms of the 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 to look into the mechanism of redressal of grievances of shareholders and investors of the Company. The Stakeholders' Relationship Committee has three Members comprising of one Non-Executive Independent Director as Chairman and other Non-Executive Director and Executive Director.

During the year 1 (One) Stakeholders' Relationship Committee meeting were held on February 12, 2019.

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- Independent Director	Member	1	1

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

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

6.3 Number of shareholders' complaints received so far: NIL

6.4 Number not solved to the satisfaction of shareholders: NIL

6.5 Number of pending Complaints: 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](http://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
2015-16	"Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad-380015	10.09.2016	10:30 A.M.
2016-17	"Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad-380015	29.09.2017	10:30 A.M.
2017-18	"Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad-380015	29.09.2018	10:30 A.M.

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

Financial Year	Special Resolution passed
2015-16	1) To approve transaction(s) of personal guarantee, security, collaterals, etc. by the Directors and their relatives for the loan and borrowings of the Company; 2) To issue Warrants convertible into Equity Shares on preferential basis.
2016-17	To appoint Ms. Seema G Saxena, as an Independent Director.
2017-18	To re-appoint Mr. Kiran B Vadodaria as Chairman & Managing Director

### 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 29<sup>th</sup> 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](http://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).

**9.3** Website of the Company: The Company's website [www.sambhaav.com](http://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 29<sup>th</sup> Annual General Meeting:

**Day and Date:** Friday, September 27, 2019

**Time:** 10:30 a.m.

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

**10.2 Financial Year:** April 01 to March 31

**10.3 Financial Calendar:** Tentative and subject to change for the financial year 2019-2020

Quarter Ending	Release of Results
June 30, 2019	Mid of August, 2019
September 30, 2019	Mid of November, 2019
December 31, 2019	Mid of February, 2020
March 31, 2020	End of May, 2020

**10.4 Date of Book Closure:** From September 21, 2019 to September 27, 2019 [both days inclusive]

**10.5 Dividend Payment History:** Not Applicable

##### 10.6 Listing at Stock Exchanges:

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

##### 10.7 Confirmation of payment of Listing Fees:

The annual listing fees for the year 2019-20, 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 BSE Sensex	Sambhaav Media Limited			BSE Sensex	
	High (₹)	Low (₹)	Volume	High	Low
April 2018	10.43	8.60	1,68,281	35,213.30	32,972.56
May 2018	9.00	6.82	1,75,313	35,993.53	34,302.89
June 2018	8.22	5.88	2,71,484	35,877.41	34,784.68
July 2018	8.28	5.25	2,92,810	37,644.59	35,106.57
August 2018	8.10	6.00	3,41,490	38,989.65	37,128.99
September 2018	6.95	4.61	1,85,943	38,934.35	35,985.63
October 2018	6.00	4.32	2,36,699	36,616.64	33,291.58
November 2018	6.60	4.81	3,12,605	36,389.22	34,303.38
December 2018	5.84	4.46	2,07,729	36,554.99	34,426.29
January 2019	5.70	3.95	1,37,963	36,701.03	35,375.51
February 2019	4.49	3.15	1,38,311	37,172.18	35,287.16
March 2019	5.75	3.91	6,85,437	38,748.54	35,926.94

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 NSE Sensex	Sambhaav Media Limited			National Stock Exchange of India Limited	
	High (₹)	Low (₹)	Volume	High	Low
April 2018	9.70	8.65	1254244	10759.00	10111.30
May 2018	8.85	6.90	1488351	10929.20	10417.80
June 2018	8.35	5.55	644347	10893.25	10550.90
July 2018	9.90	5.20	1782399	11366.00	10604.65
August 2018	8.10	5.95	2110659	11760.20	11234.95
September 2018	6.65	4.40	877138	11751.80	10850.30
October 2018	5.95	4.25	1464860	11035.65	10004.55
November 2018	6.95	4.35	619823	10922.45	10341.90
December 2018	5.90	4.35	475332	10985.15	10333.85
January 2019	5.20	3.90	398383	10987.45	10583.65
February 2019	4.40	3.05	467488	11118.10	10585.65
March 2019	5.25	3.65	1344257	11630.35	10817.00

## 10.9 In case the securities are suspended from trading; the Director's 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](mailto:mcsahmd@gmail.com)/ [mcsstaahmd@gmail.com](mailto:mcsstaahmd@gmail.com) | Website: [www.mcsregistrars.com](http://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 share holding as on March 31, 2019:**

Shareholding of Nominal Value of ( In ₹)	Number of Holders		Number of Shares	
	Nos.	% of total	Nos.	% of total
1 - 500	2981	35.00	625079	0.33
501 - 1000	2762	32.44	2651601	1.39
1001 - 2000	982	11.53	1742617	0.90
2001 - 3000	388	4.56	1079669	0.56
3001 - 4000	217	2.55	817853	0.43
4001 - 5000	310	3.64	1521048	0.80
5001 - 10000	403	4.73	3183228	1.67
10001 - 50000	339	3.98	7296320	3.82
50001 - 100000	66	0.78	4953410	2.59
100001 and Above	67	0.79	167240015	87.51
<b>Total</b>	<b>8515</b>	<b>100.00</b>	<b>191110840</b>	<b>100.00</b>

**10.13 Shareholding Pattern as on March 31, 2019:**

Category	No. of shares held	% of total share capital
<b>Promoters' Holding</b>	120265982	62.93
<b>Public Holding:</b>		
Institutions and Bodies Corporate	23947650	12.53
Individuals	42964741	22.48
HUF	2470104	1.29
Non Resident Indians	1462363	0.77
<b>Total</b>	<b>191110840</b>	<b>100.00</b>

**10.14 Lock in Shares:**

Following shares held by the Promoter and Promoter Group of the company are under lock in as on March 31, 2019

SN	Name	Category	No. of Shares locked in	Percentage of total Shares held by them
1	Mr. Kiran B Vadodaria	Promoter & Director	33826935	17.70
2	Mr. Manoj B Vadodaria	Promoter & Director	20735376	10.85
3	Mrs. Mina S Vadodaria	Promoter Group	3045000	1.59
4	Ms. Kajal Kiran Vadodaria	Promoter Group	700000	0.37
5	Mr. Deep S Vadodaria	Promoter Group	15889051	8.31
6	Mrs. Nila M Vadodaria	Promoter Group	16369020	8.57
7	Mr. Shailesh B Vadodaria	Promoter Group	8489650	4.44
8	Mrs. Alpa K Vadodaria	Promoter Group	15135700	7.92

**10.15 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/NA)
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transactions	23(1),(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
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
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) & 26(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

**10.16 Dematerialization of Shares and liquidity:**

As on **March 31, 2019**, **97.44%** of the paid-up equity share capital has been dematerialized (ISIN: INE699B01027). 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.

**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 Share Capital Evolution:**

Date of Allotment	No. of shares allotted	Issue Price per share (₹)	Distinctive Numbers	Cumulative capital (No. of shares)
18.07.1990	3000	10/-	1 to 3000	3000
30.03.1991	18000	10/-	3001 to 21000	21000
08.08.1994	5670000	10/-	21001 to 5691000	5691000
09.12.1994	2400000	10/-	5691001 to 29691000	29691000
11.01.1995	37977000	10/-	29691001 to 67668000	67668000
06.10.1995	67668000	10/-	67668001 to 96428000	96428000
13.06.2003	36400040	10/-	96428001 to 132828040	132828040*
27.03.2008	13282800	10/-	132828040 to 146110840	146110840
02.03.2017	8800000	5/-	146110840 to 154910840	154910840
14.03.2017	8010000	5/-	154910841 to 162920840	162920840
05.03.2018	14690000	5/-	162920841 to 177610840	177610840
16.03.2018	13500000	5/-	177610841 to 191110840	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.

**10.19 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.

**10.20 Location of FM Radio Stations:**

SN	Name of the FM Station and Frequency	Date of Operationlisation	Address of FM Radio Broadcast
1	Bharuch - 105.2	August 04, 2018	A-202 & 203, R.K. Casta, Behind Super Market, Station Road, Bharuch - 392 001
2	Porbandar - 93.5	August 04, 2018	102, Bansi Apartment, KamlaBaug, Porbandar - 360 575
3	Veraval - 93.5	August 04, 2018	Office No. 47 & 48, 3 <sup>rd</sup> Floor, Vinayak Plaza-1, Rajendra Bhuvan Road, Veraval - 362 265
4	Junagadh - 91.9	August 15, 2018	Office No. 409, 7, Seas, Nr. Motibag Gate No. 2, Junagadh - 362 001
5	Godhra - 93.1	October 11, 2018	Office No. 2A, Third Floor, Signature Complex, Opp. Church, Gandhi Chowk, Godhra - 389 001 (District PanchMahals), Gujarat, Indiabuilt on New City Survey No. 493/6A
6	Jamnagar - 91.9	November 05, 2018	16, Neo Atlantic, 4 <sup>th</sup> Floor, Opp. Ambar Cinema, P. N. Marg, Jamnagar - 361 008
7	Mehsana - 92.7	November 03, 2018	Office No. 11, Prarthna Platina, Radhanpur Road, Mehsana - 384 002
8	Bhavnagar - 93.1	April 02, 2019	Shop no. 211, Himalayan Square, Beside Himalayan Mall, 120 ft RTO Road, Opp. Victoria Park, Bhavnagar, Gujarat - 364 001

#### 10.21 Credit Ratings:

Brickwork Ratings India Private Limited has revised/ upgraded credit rating of bank loan facilities amounting to ₹ 20.24 Crores. The credit rating of Fund based long term facility amounting to ₹ 15.24 Crores has been upgraded from BWR BB+ (Pronounced as BWR Double B Plus) Outlook: Stable to BWR BBB- (Pronounced as BWR Triple B Minus) Outlook-Stable and the Non-fund based short term facility amounting to ₹ 5.00 Crores has been upgraded from BWR A4+ (Pronounced as BWR A Four Plus) to BWR A3 (Pronounced as BWR A Three).

#### 10.22 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 26873922;  
Phone: +91 79 26873914/15/16/17

#### 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 does not have any material subsidiary within the meaning of SEBI laws. The Company's policy on determining material subsidiary is placed on the Company's website at [www.sambhaav.com](http://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](http://www.sambhaav.com) under investor segment.

##### 11.6. 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 Corporate Governance Report.

##### 11.7. 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 2018-19:

S N	Particulars	Consolidated Amount (₹ in Lakhs)
1	Audit and other certification Fees	3.45

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

- 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

**11.9. 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 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. 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**
- 15. SECRETARIAL AUDIT FOR CAPITAL RECONCILIATION:**  
As stipulated by SEBI, a Secretarial Audit is carried out by an Independent Practicing Company Secretary on quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialized and physical mode and the status of the register of members.
- 16. 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, 2019 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.

**Date : May 20, 2019**  
**Place : Ahmedabad**

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

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

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,  
The Members,  
**Sambhaav Media Limited**

We have examined the compliance of conditions of Corporate Governance by Sambhaav Media Limited, ('the Company'), for the year ended March 31, 2019, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Director and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock Exchanges.

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.

**Date: May 20, 2019**  
**Place: Ahmedabad**

**For, Dhirubhai Shah & Co LLP**  
**Chartered Accountants**  
**Firm Registration No. 102511W / W100298**

**Harish Patel**  
**Partner**  
**Membership No: 014427**



## CEO/ CFO CERTIFICATION

To,  
The Board of Directors,  
**Sambhaav Media Limited**

We, Kiran B Vadodaria, Managing Director and Sachin Kotak, Chief Financial Officer 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, 2019 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 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, 2019 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 20, 2019**  
**Place: Ahmedabad**

**Kiran B Vadodaria**  
**Chairman & Managing Director**  
**DIN: 00092067**

**Sachin Kotak**  
**Chief Financial Officer**

## 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 the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of cash flows for the year, statement of changes in equity 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 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, 2019, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's 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 standalone 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 audit opinion on the standalone financial statements.

#### 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the Key audit matter
<p><b>Lease classification and the related lease accounting</b></p> <p>Sambhaav Media Limited (SML) has entered into lease transactions for FM Radio Projects amounting to ₹ 1350 lakhs with lessor.</p> <p>In determining the appropriate lease classification, Ind-AS 17 – “Leases” is applied by SML and SML has considered substance of the transaction rather than just the legal form.</p> <p>Factors considered include but are not limited to the following:</p> <ul style="list-style-type: none"> <li>● Whether the lease transfers ownership of the Leased assets to SML by the end of the lease term;</li> <li>● Whether SML has the option to purchase the leased assets at a price that is significantly lower than the fair value on exercise date;</li> <li>● Whether the lease term is for the major part of the economic life of the FM Radio Project; and</li> <li>● Whether the present value of the minimum lease payments amounts to substantially all of the fair value of the leased assets.</li> </ul> <p>We focused on this area because the accounting implications for leases including the presentation within the financial statements are substantially different depending on the classification determined, and because of the inherent level of management judgement within the assessment of lease classification and accounting leased transactions, together with the materiality of the related balances.</p>	<p>We evaluated management’s assessment of lease classification under Ind-AS to determine whether a lease is considered to be finance or operating in nature. We examined the lease agreements for leased assets to identify:</p> <ul style="list-style-type: none"> <li>● whether the lease transfers ownership of the leased assets to SML by the end of the lease term;</li> <li>● whether SML has the option to purchase the leased assets at a price that is significantly lower than the fair value on exercise date; and</li> <li>● whether the lease term is for the major part of the economic life of the leased assets.</li> </ul> <p>We undertook independent calculations to assess whether the present value of the minimum lease payments amounts to substantially all of the fair value of the leased assets and whether the rate of return implicit in the lease is calculated reasonably.</p> <p>We tested that the related disclosures in the financial statements are consistent with the requirements of IND-AS.</p>

**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.

**Responsibility of Management for the Standalone Financial Statements**

The Company’s Board of Directors is 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 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 statement 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 is 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.

### **Auditor's Responsibility 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 financial 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**

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- 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, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 B". 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 of the Act.
- h) With respect to the other matters to be included in the Auditor's 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 of pending litigations on its financial position in its standalone financial statements. Refer Note No 29 of notes forming parts of 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.

**Date: May 20, 2019**

**Place: Ahmedabad**

**For, Dhirubhai Shah & Co LLP**

**Chartered Accountants**

**Firm Registration No. 102511W/ W100298**

**Harish Patel**

**Partner**

**Membership No: 014427**

## Annexure- A to the Independent Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the company on the standalone financial statements for the year ended 31 March 2019, we report that:

- (i)
  - (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the programme of verification is reasonable having regard to the size of the company and the nature of its assets. We have been informed that no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. Discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, and therefore, the provisions of clauses (iii) (a), (iii) (b) & (iii) (c) of the Order are not applicable to the Company.
- (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 Act, with respect to the loans and investments made.
- (v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) 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 this clause is not applicable to the company.
- (vii)
  - (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues during the year with the appropriate authorities. Moreover, as at 31st March, 2019, there are no such undisputed dues payable for a period of more than six months from the date they became payable.
  - (b) On the basis of our examination of documents and records there are three disputed statutory dues outstanding of income tax and no any disputed Statutory dues found of sales tax, service tax, duty of customs, duty of excise, value added tax etc. with the appropriate authorities.

Name of the statute	Nature of Dues	Amount (₹)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	₹ 11,44,739/-	A.Y. 2005-06	Gujarat High Court
Income Tax Act, 1961	Income Tax	₹ 37,43,662/-	A.Y. 2011-12	ITAT
Income Tax Act, 1961	Income Tax	₹ 74,91,479/-	A.Y. 2016-17	CIT(A)

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution, banks, and government or debenture holders during the year.

- (ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion, the term loans were applied for the purpose for which the loan obtained.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(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) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment of shares during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India.

**Date: May 20, 2019**  
**Place: Ahmedabad**

**For, Dhirubhai Shah & Co LLP**  
**Chartered Accountants**  
**Firm Registration No. 102511W/ W100298**

**Harish Patel**  
**Partner**  
**Membership No: 014427**

## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Sambhaav Media Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting 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, 2019 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 Board of Directors of the Company 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. 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 respective 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 internal financial controls system over financial reporting of the Company.

#### **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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### **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, to the best of our information and according to the explanations given to us, 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, 2019, 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 20, 2019**

**Place: Ahmedabad**

**For, Dhirubhai Shah & Co LLP**

**Chartered Accountants**

**Firm Registration No. 102511W /W100298**

**Harish Patel**

**Partner**

**Membership No: 014427**

## STANDALONE STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>Assets</b>			
<b>Non Current Assets</b>			
(a) Property, Plant and Equipment	3	4,055.16	3,583.62
(b) Capital Work in Progress	3	878.06	2,412.18
(c) Intangible Assets	3	1,365.33	21.03
(d) Financial Assets			
(i) Investments	4	655.58	651.08
(ii) Others	5	930.72	812.08
(e) Other Non Current Assets	6	1,041.77	1,171.76
<b>Total Non Current Assets</b>		<b>8,926.62</b>	<b>8,651.75</b>
<b>Current Assets</b>			
(a) Inventories	7	13.50	27.12
(b) Financial assets			
(i) Trade Receivables	8	1,760.50	1,305.29
(ii) Cash and cash equivalents	9	30.24	59.92
(iii) Bank balances other than (ii) above	10	27.69	27.31
(iv) Loans	11	378.98	4.53
(v) Others	5	1.88	7.51
(c) Other current assets	6	226.70	170.71
<b>Total Current Assets</b>		<b>2,439.49</b>	<b>1,602.39</b>
Assets held for Sale		10.43	10.43
<b>Total Assets</b>		<b>11,376.54</b>	<b>10,264.57</b>
<b>Equity And Liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	12	1,911.11	1,911.11
(b) Other equity	13	6,587.47	6,352.39
<b>Total Equity</b>		<b>8,498.58</b>	<b>8,263.50</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14	89.59	172.13
(ii) Others	15	157.25	109.79
(b) Provisions	16	5.96	1.28
(c) Deferred tax liabilities (Net)	17	212.90	180.73
(d) Other non current liabilities	18	131.56	213.61
<b>Total Non Current Liabilities</b>		<b>597.26</b>	<b>677.54</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14	1,578.35	386.74
(ii) Trade payables			
Due to Micro, small and medium enterprises	19	4.55	-
Due to other than Micro, small and medium enterprises	19	519.02	720.14
(iii) Other financial liabilities	15	87.55	101.99
(b) Provisions	16	12.73	8.56
(c) Other current liabilities	18	67.39	49.62
(d) Current tax liabilities (Net)	20	11.11	56.48
<b>Total Current Liabilities</b>		<b>2,280.70</b>	<b>1,323.53</b>
<b>Total Liabilities</b>		<b>2,877.96</b>	<b>2,001.07</b>
<b>Total Equity &amp; Liabilities</b>		<b>11,376.54</b>	<b>10,264.57</b>
<b>Basis of Preparation &amp; Significant Accounting Policies</b>	<b>2</b>		

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date

For **DHIRUBHAI SHAH & CO LLP**

Chartered Accountants

Firm Registration Number: 102511W/ W100298

**FOR AND ON BEHALF OF THE BOARD**

**KIRAN B VADODARIA**

Chairman & Managing Director

DIN: 00092067

**MANOJ B VADODARIA**

Director

DIN: 00092053

**HARISH B PATEL**

Partner

Membership No: 014427

**N R MEHTA**

Director & Chairman of Audit Committee

DIN: 00092386

**SACHIN KOTAK**

Chief Financial Officer

**PALAK ASAWA**

Company Secretary

Membership No: A40377

**Date: May 20, 2019**

**Place: Ahmedabad**

**Date: May 20, 2019**

**Place: Ahmedabad**

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No	March 31, 2019	March 31, 2018
<b>Income</b>			
Revenue from operations	21	4,248.21	4,035.07
Other income	22	237.41	335.29
<b>Total Income</b>		<b>4,485.62</b>	<b>4,370.36</b>
<b>Expenses</b>			
Cost of Materials Consumed	23	1,507.87	1,438.25
Changes in inventories of finished goods	24	(0.08)	1.95
Employee benefits expenses	25	338.77	203.06
Finance Costs	26	202.21	241.11
Depreciation and amortization expenses	3	461.78	376.24
Other expenses	27	1,618.44	1,543.49
<b>Total Expenses</b>		<b>4,128.99</b>	<b>3,804.10</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>356.63</b>	<b>566.26</b>
Exceptional items (net)		-	-
<b>Profit/(Loss) before tax</b>		<b>356.63</b>	<b>566.26</b>
<b>Tax expense</b>			
Current tax		75.37	180.51
Earlier years tax provisions / (written back)		6.50	(45.13)
Deferred tax asset /(liability)		32.17	15.97
<b>Total tax expense</b>		<b>114.04</b>	<b>151.35</b>
<b>Profit/(Loss) for the year</b>		<b>242.59</b>	<b>414.91</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be re-classified to Profit or Loss</b>			
Re-measurement gains/ (losses) on post employment benefit plans		(6.92)	(2.97)
Fair Valuation gains/(losses) of Equity Instruments measured at FVOCI		(0.59)	(0.05)
<b>Other Comprehensive Income/ (Loss) for the year</b>		<b>(7.51)</b>	<b>(3.02)</b>
<b>Total Comprehensive Income/ (Loss) for the year</b>		<b>235.08</b>	<b>411.89</b>
<b>Earnings Per Equity Share</b>	28		
(i) Basic (in ₹)		0.12	0.24
(ii) Diluted (in ₹)		0.12	0.22
<b>Basis of Preparation &amp; Significant Accounting Policies</b>	<b>2</b>		

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date  
For **DHIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/ W100298

**FOR AND ON BEHALF OF THE BOARD**  
**KIRAN B VADODARIA**  
Chairman & Managing Director  
DIN: 00092067

**MANOJ B VADODARIA**  
Director  
DIN: 00092053

**HARISH B PATEL**  
Partner  
Membership No: 014427

**N R MEHTA**  
Director & Chairman of Audit Committee  
DIN: 00092386

**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

**Date: May 20, 2019**  
**Place: Ahmedabad**

**Date: May 20, 2019**  
**Place: Ahmedabad**

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	March 31, 2019	March 31, 2018
<b>(A) Cash Flow From Operating Activities</b>		
<b>Profit/ (loss) Before Tax</b>	<b>356.63</b>	<b>566.26</b>
Adjustments for:		-
Depreciation and amortization	461.78	376.24
Interest and finance charges	202.21	241.11
Interest income	(39.84)	(84.01)
Provision for Diminution in the value of Investment	-	0.25
Loss / (Gain) on fixed assets sold/ discarded (net)	(4.00)	41.00
Remeasurement of define benefit plan	(6.92)	(2.97)
<b>Operating Profit before Working Capital Changes</b>	<b>969.86</b>	<b>1,137.88</b>
Adjustments for changes in working capital :		
(Increase)/decrease in Current assets	(872.29)	(65.40)
(Increase)/decrease in Inventories	13.62	(6.30)
Increase/(decrease) in Current liabilities	(218.98)	120.01
<b>Cash Generated from Operations</b>	<b>(107.79)</b>	<b>1,186.19</b>
Income taxes paid / (Refund Received)	(127.24)	(261.15)
<b>Net Cashflow from Operating Activities</b>	<b>(235.03)</b>	<b>925.04</b>
<b>(B) Cash Flow From Investing Activities</b>		
Purchase of fixed assets	(745.02)	(750.02)
Sale of Fixed Assets	5.52	51.42
Sale /(Investments) in Shares	(5.10)	(150.00)
Investment in Fixed Deposits(with original maturity over 3 months)	(0.37)	188.10
Interest received	43.46	88.89
<b>Net Cashflow from Investing Activities</b>	<b>(701.51)</b>	<b>(571.61)</b>
<b>(C) Cash Flow From Financing Activities</b>		
Increase/(decrease) of Borrowings	1,109.07	(1,197.63)
Share Capital Issued during the year	-	1,057.13
Interest and finance charges	(202.21)	(235.74)
<b>Net Cashflow from Financing Activities</b>	<b>906.86</b>	<b>(376.24)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(29.68)</b>	<b>(22.81)</b>
<b>Cash and bank balances at the beginning of the year</b>	<b>59.92</b>	<b>82.73</b>
<b>Cash and bank balances at the end of the year</b>	<b>30.24</b>	<b>59.92</b>

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

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, 2019	As at March 31, 2018
Balances with banks		
In current accounts	28.53	58.01
Cash on hand	1.71	1.91
<b>Total</b>	<b>30.24</b>	<b>59.92</b>

### 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.

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date  
For **DHIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/ W100298

### FOR AND ON BEHALF OF THE BOARD

**KIRAN B VADODARIA**  
Chairman & Managing Director  
DIN: 00092067

**MANOJ B VADODARIA**  
Director  
DIN: 00092053

**HARISH B PATEL**  
Partner  
Membership No: 014427

**N R MEHTA**  
Director & Chairman of Audit Committee  
DIN: 00092386

**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

**Date: May 20, 2019**  
**Place: Ahmedabad**

**Date: May 20, 2019**  
**Place: Ahmedabad**

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

### (a) Equity Share Capital

Equity Shares of ₹ 1 each, subscribed and fully paid	No. of Shares	₹ in Lakhs
As at April 01, 2017	16,29,20,840	1629.21
Changes during the year	2,81,90,000	281.90
As at March 31, 2018	19,11,10,840	1911.11
Changes during the year	-	-
<b>As at March 31, 2019</b>	<b>19,11,10,840</b>	<b>1911.11</b>

### (b) Other Equity

Particulars	Reserves and surplus			Equity Instruments through Other Comprehensive Income	Money received against share warrants	Total Equity
	Capital Reserve	Security Premium Account	General Reserve			
<b>Balance as at April 01, 2017</b>	<b>2.28</b>	<b>1,867.86</b>	<b>2,942.75</b>	-	<b>352.38</b>	<b>5,165.27</b>
Add/(Less): Movement during the year	-	1,127.61	-	(0.05)	(352.38)	775.18
Add: Profit for the year	-	-	-	-	-	414.91
Other Comprehensive Income	-	-	-	-	-	(2.97)
Add/(Less): Profit for the year transferred from retained earnings	-	-	411.94	-	-	(411.94)
<b>Balance as at March 31, 2018</b>	<b>2.28</b>	<b>2,995.47</b>	<b>3,354.69</b>	-	-	<b>6,352.39</b>
<b>Balance as at April, 2018</b>	<b>2.28</b>	<b>2,995.47</b>	<b>3,354.69</b>	-	-	<b>6,352.39</b>
Add/(Less): Movement during the year	-	-	-	(0.59)	-	(0.59)
Add: Profit for the year	-	-	-	-	-	242.59
Other Comprehensive Income	-	-	-	-	-	(6.92)
Add/(Less): Profit for the year transferred from retained earnings	-	-	235.67	-	-	(235.67)
<b>Balance as at March 31, 2019</b>	<b>2.28</b>	<b>2,995.47</b>	<b>3,590.36</b>	-	-	<b>6,587.47</b>

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date  
For **DIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/ W100298

**HARISH B PATEL**  
Partner  
Membership No: 014427

Date: May 20, 2019  
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 20, 2019  
Place: Ahmedabad

**MANOJ B VADODARIA**  
Director  
DIN: 00092053

**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE TEAR ENDED MARCH 31, 2019

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 recognised stock exchanges in India. The Registered office of the company is located at " Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad – 380 015, India.

The Company is in the business of publishing newspaper and magazine, audio video media in the form of public entertainment system, Public Information 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 out of which company has commenced 7 stations operation in Gujarat state during the financial year 2018-19.

The financial statements for the year ended March 31, 2019 has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 20, 2019.

### 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 company'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 company 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 derecognises the replaced part, and recognises 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 recognised separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognised 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 recognised 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 recognised is derecognised 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 derecognised. 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.

Impairment losses of continuing operations, including impairment on inventories, are recognised 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 recognised in OCI up to the amount of any previous revaluation.

## 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 recognised 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 recognised 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 recognised 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 recognised 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 recognised as income or as expenses in the year in which they arise. All other exchange differences are recognised as income or as expenses in the period in which they arise.

The gain or loss arising on translation of non-monetary items is recognised 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 recognised in other comprehensive income or the statement of profit and loss is also recognised 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 recognised.

### (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 recognised 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 recognised 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 recognised 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 recognised 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 recognised 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 recognised in the other comprehensive income [OCI]. However, the Company recognises 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 recognised 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 recognised 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 recognised 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 recognised 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.

### **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:

1. Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, deposits, trade receivables and bank balance
2. Trade receivables or any contractual right to receive cash
3. Financial assets that are debt instruments and are measured as at FVTOCI
4. Lease receivables under Ind AS 17
5. 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 recognise 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 recognising 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] recognised during the period is recognised 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 recognised 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 recognised 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 recognised 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 recognised 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 recognised in profit or loss when the liabilities are derecognised 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 recognised 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 recognised less cumulative amortization.

### **Derecognition**

A financial liability is derecognised 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 recognised 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 recognised 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 recognised 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 Cost or Net Realizable Value whichever is lower.

## **IX. Employee benefits**

1. Short Term employee benefits are recognised 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**

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 recognised in correlation to the underlying transaction either in P&L, OCI or directly in equity.

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.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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 recognised in the books.

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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.

Deferred tax items are recognised 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.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises 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 recognises 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**

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.

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.

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 recognised 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 recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised 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**

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..

- A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.
- Lease other than finance lease are operating lease and these leased assets are not recognised in the company's statement of financial position but are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Offices Premises taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognised as expense on accrual basis in accordance with the respective lease agreements.

#### **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. Standards issued not yet effective**

##### **Ind AS 116 (Leases)**

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognise right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities. The Company is currently evaluating the impact on account of implementation of Ind AS 116 which might have significant impact on key profit & loss and balance sheet ratio i.e. Earnings before interest, tax, depreciation and amortization (EBITDA), Asset coverage, debt equity, interest coverage, etc.

### 3. Property, plant and equipments, Intangible Assets and Capital Work in Progress as at March 31, 2018

Particulars	Gross Block			Accumulated depreciation			Net Block		
	As at April 01, 2017	Additions	Disposals / Transfer	As at March 31, 2018	As at April 01, 2017	Depreciation charged during the year	Depreciation on Disposals / Transfers	As at March 31, 2018	As at March 31, 2017
<b>Property, plant and equipments</b>									
Land	1,468.17	-	-	1,468.17	-	-	-	1,468.17	1,468.17
Buildings	685.47	-	-	685.47	153.86	12.80	-	518.81	531.61
Plant & Machinery	502.28	-	172.66	329.62	375.85	10.69	153.85	96.93	126.43
Plant and Machinery - Wise TV	89.45	-	-	89.45	59.58	15.54	-	14.33	29.87
Furniture & Fixtures	334.48	4.39	-	338.87	263.64	21.83	-	53.40	70.84
Office Equipment	185.04	10.43	-	195.47	155.87	7.52	-	32.08	29.17
Vehicles	188.39	15.63	29.44	174.58	80.71	13.80	21.46	101.53	107.68
OOH Properties (Contractual)	2,114.27	-	2,114.27	-	2,101.05	-	2,101.05	-	13.22
OOH Properties (Owned)	415.88	-	415.88	-	376.97	0.71	377.68	-	38.91
PES Project (Owned) - (Wise TV)	1,259.68	-	-	1,259.68	451.92	136.33	-	671.43	807.76
GPS Equipment	463.27	200.55	-	663.82	53.78	109.62	-	500.42	409.49
GPS - Plant and Machinery	198.30	-	-	198.30	33.99	37.79	-	126.52	164.31
<b>Total</b>	<b>7,904.68</b>	<b>231.00</b>	<b>2,732.25</b>	<b>5,403.43</b>	<b>4,107.22</b>	<b>366.63</b>	<b>2,654.04</b>	<b>1,819.81</b>	<b>3,797.46</b>
<b>Capital Work in Progress</b>									
Capital Work-in-Progress	132.63	41.99	-	174.62	-	-	-	174.62	132.63
FM WIP	1,787.78	510.99	61.21	2,237.56	-	-	-	2,237.56	1787.78
<b>Total</b>	<b>1,920.41</b>	<b>552.98</b>	<b>61.21</b>	<b>2,412.18</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,412.18</b>	<b>1,920.41</b>
<b>Intangible Assets</b>									
Softwares	35.08	13.04	-	48.12	17.48	9.61	-	21.03	17.60
<b>Total</b>	<b>35.08</b>	<b>13.04</b>	<b>-</b>	<b>48.12</b>	<b>17.48</b>	<b>9.61</b>	<b>-</b>	<b>21.03</b>	<b>17.60</b>
<b>Grand Total</b>	<b>9,860.17</b>	<b>797.02</b>	<b>2,793.46</b>	<b>7,863.73</b>	<b>4,124.70</b>	<b>376.24</b>	<b>2,654.04</b>	<b>1,846.90</b>	<b>5,735.47</b>

### 3. Property, Plant and Equipments, Intangible Assets and Capital Work in Progress as at March 31, 2019

Particulars	Gross Block			Accumulated depreciation			Net Block		
	As at April 01, 2018	Additions	Disposals/ Transfer	As at March 31, 2019	As at April 01, 2018	Depreciation charged during the year	Depreciation on Disposal/ Transfer	As at March 31, 2019	As at March 31, 2018
<b>Property, plant and equipments</b>									
Land	1,468.17	-	-	1,468.17	-	-	-	-	1,468.17
Buildings	685.47	174.61	-	860.08	166.66	12.81	-	179.47	518.81
Plant & Machinery	329.62	5.90	-	335.52	232.69	11.66	-	244.35	96.93
Plant and Machinery - Wise TV	89.45	-	-	89.45	75.12	7.00	-	82.12	14.33
Furniture & Fixtures	338.87	6.04	-	344.91	285.47	22.30	-	307.77	53.40
Office Equipment	195.47	11.57	2.25	204.79	163.39	8.92	0.73	171.58	32.08
Vehicles	174.58	17.55	-	192.13	73.05	16.32	-	89.37	101.53
PES Project (Owned) - (Wise TV)	1,259.68	20.23	-	1,279.91	588.25	136.67	-	724.92	671.43
GPS Equipment	663.83	68.43	-	732.26	163.40	127.60	-	291.00	500.43
GPS -Plant and Machinery	198.29	-	-	198.29	71.78	37.79	-	109.57	126.51
FM Equipment	-	570.63	-	570.63	-	20.83	-	20.83	-
<b>Total</b>	<b>5,403.43</b>	<b>874.96</b>	<b>2.25</b>	<b>6,276.14</b>	<b>1,819.81</b>	<b>401.90</b>	<b>0.73</b>	<b>2,220.98</b>	<b>3,583.62</b>
<b>Capital Work in Progress</b>									
Capital Work in Progress	174.61	260.69	174.61	260.69	-	-	-	-	174.61
FM WIP	2,237.57	409.26	2,029.46	617.37	-	-	-	-	2,237.57
<b>Total</b>	<b>2,412.18</b>	<b>669.95</b>	<b>2,204.07</b>	<b>878.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,412.18</b>
<b>Intangible Assets</b>									
Computer Software	48.12	10.72	-	58.84	27.09	10.18	-	37.27	21.03
FM Licenses	-	1,393.46	-	1,393.46	-	49.70	-	49.70	-
<b>Total</b>	<b>48.12</b>	<b>1,404.18</b>	<b>-</b>	<b>1,452.30</b>	<b>27.09</b>	<b>59.88</b>	<b>-</b>	<b>86.97</b>	<b>21.03</b>
<b>Grand Total</b>	<b>7,863.73</b>	<b>2,949.09</b>	<b>2,206.32</b>	<b>8,606.50</b>	<b>1,846.90</b>	<b>461.78</b>	<b>0.73</b>	<b>2,307.95</b>	<b>6,016.83</b>

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



#### 4. Financial Assets - Investments

Particulars	March 31, 2019	March 31, 2018
<b>Unquoted Investments</b>		
<b>(A) Investments at Cost</b>		
(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	5.10	-
	<b>655.10</b>	<b>650.00</b>
<b>Quoted Investments:</b>		
<b>(A) Investments at Fair Value through Other Comprehensive Income</b>		
(a) Investments in Equity Shares		
- Investments in Others	0.48	1.08
<b>Total</b>	<b>655.58</b>	<b>651.08</b>
Aggregate value of Quoted Investments (Fair Value)	0.48	1.08
Aggregate value of Quoted Investments (Cost)	4.56	4.56
Aggregate value of Unquoted Investments (Fair Value)	655.10	650.00
Aggregate value of Unquoted Investments (Cost)	<b>655.10</b>	<b>650.00</b>
<b>Details of Investments</b>		
<b>Particulars</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
<b>Unquoted Investments:</b>		
<b>Investment in equity instruments</b>		
<b>Investment in wholly owned subsidiary company (At cost)</b>		
Ved Technoserve India Private Limited 5000000 (March 31, 2018: 5000000) Equity shares of ₹ 10/- each, fully paid	500.00	500.00
<b>Investment In Membership says in LLP</b>		
Sambhaav Nascent LLP		
- Fixed Capital	0.51	-
- Current capital	4.59	-
(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		
<b>Investment in preference shares</b>		
Gujarat News Broadacsters Private Limited 1500000 (March 31, 2018:1500000) Preference shares of ₹ 10/- each, fully paid	150.00	150.00
<b>Quoted Investments:</b>		
<b>Investment in equity instruments</b>		
<b>Investments measured at Fair Value through OCI</b>		
Gujarat State Financial Corporation Ltd. 28800 (March 31, 2018: 28800) Equity shares of ₹ 10 each, fully paid	0.35	0.92
Shree Rama Newsprint Ltd. 625 (March 31, 2018: 625) Equity shares of ₹ 10 each, fully paid	0.13	0.16

## 5. Financial Assets - Others

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Security Deposits (Unsecured, considered good)	930.72	812.08
<b>Total</b>	<b>930.72</b>	<b>812.08</b>
<b>Current</b>		
Advances recoverable in cash (Unsecured, considered good)	1.52	1.16
Accrued Interest	0.36	3.98
Other Assets	-	2.37
<b>Total</b>	<b>1.88</b>	<b>7.51</b>

## 6. Assets - Others

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Capital Advances (Unsecured, considered good)	368.54	387.44
Advances other than capital advances		
Prepaid expenses	570.28	688.69
Balances with Govt. Authorities (net)	102.95	95.63
<b>Total</b>	<b>1,041.77</b>	<b>1,171.76</b>
<b>Current</b>		
Advances recoverable in kind (Unsecured, considered good)	37.33	8.18
Prepaid Expenses	189.37	162.53
<b>Total</b>	<b>226.70</b>	<b>170.71</b>

## 7. Inventories

Particulars	March 31, 2019	March 31, 2018
Raw Material and Components	11.99	23.84
Finished Goods	1.51	1.42
Stores and spares	-	1.86
<b>Total</b>	<b>13.50</b>	<b>27.12</b>

Note : As per inventory taken and valued by the Management

## 8. Trade Receivables

Particulars	March 31, 2019	March 31, 2018
<b>Current</b>		
<b>Unsecured</b>		
Considered good	1,760.50	1,305.29
Considered doubtful	-	-
	<b>1,760.50</b>	<b>1,305.29</b>
Less: Provision for doubtful debts	-	-
<b>Total</b>	<b>1,760.50</b>	<b>1,305.29</b>

### Allowance for Doubtful Debts

Company has analyzed any allowance for doubtful debts based on the expected credit loss model. - Refer Note - 37

## 9. Cash and cash equivalents

Particulars	March 31, 2019	March 31, 2018
Balances with banks		
In current accounts	28.53	58.01
Cash in hand	1.71	1.91
<b>Total</b>	<b>30.24</b>	<b>59.92</b>

## 10. Bank balances other than above

Particulars	March 31, 2019	March 31, 2018
Fixed Deposits*	27.69	27.31
<b>Total</b>	<b>27.69</b>	<b>27.31</b>

\*These Fixed Deposits represent balances held as margin money

## 11. Loans

Particulars	March 31, 2019	March 31, 2018
<b>Current</b>		
Loans to Employees (Unsecured, considered good)	3.76	4.53
Inter Corporate Deposits (Unsecured, considered good)	375.22	-
<b>Total</b>	<b>378.98</b>	<b>4.53</b>

Company has analysed any allowance for doubtful debts based on 12 months Expected Credit Losses model. - Refer Note -37

## 12. Equity Share Capital

Particulars	March 31, 2019	March 31, 2018
<b>Authorised:</b>		
200000000 (March 31, 2018: 200000000) Equity Shares of ₹ 1 each	2,000.00	2,000.00
<b>Issued, Subscribed and fully paid-up:</b>		
96428000 (March 31, 2018 : 96428000) Equity Shares of ₹ 1/- each fully paid up including 28760000 Equity Shares of ₹ 1/- each fully paid up issued to the shareholders of amalgamated company Samvaad Communication Limited pursuant to scheme of amalgamation without payment being received in cash.	964.28	964.28
36400040 (March 31, 2018 : 36400040) Equity Shares of ₹ 1/- each fully paid up to the shareholders of amalgamated companies M/s. Abhiyaan Press and Publication Pvt. Ltd. and M/s. Aider Publishers Pvt. Ltd. pursuant to Scheme of amalgamation without payment being received in cash.	364.00	364.00
13282800 (March 31, 2018 : 13282800) Equity Shares of ₹ 1 each fully paid up issued to the person other than Promoter on preferential basis.	132.83	132.83
31500000 (March 31, 2018: 31500000) Equity Shares of ₹ 1/- each fully paid up issued to Promoters on preferential basis.	315.00	315.00
13500000 (March 31, 2018 : 13500000) Equity Shares of ₹ 1/- each fully paid up issued to other than Promoter on preferential basis.	135.00	135.00
<b>Total</b>	<b>1,911.11</b>	<b>1,911.11</b>

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

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
At the beginning of the year	19,11,10,840	1,911.11	16,29,20,840	1,629.21
Add/(Less): Movement during the year	-	-	2,81,90,000	281.90
<b>Outstanding at the end of the year</b>	<b>19,11,10,840</b>	<b>1,911.11</b>	<b>19,11,10,840</b>	<b>1,911.11</b>

### 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, 2019		As at March 31, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kiran B Vadodaria	3,38,26,935	17.70%	3,38,26,935	17.70%
Manoj B Vadodaria	2,07,35,376	10.85%	2,07,35,376	10.85%
Deep S Vadodaria	1,58,89,051	8.31%	1,58,89,051	8.31%
Nila M Vadodaria	1,63,69,020	8.57%	1,63,69,020	8.57%
Alpa K Vadodaria	1,51,35,700	7.92%	1,51,35,700	7.92%
Nextwave Televentures Private Limited	1,32,82,800	6.95%	1,32,82,800	6.95%
	<b>11,52,38,882</b>	<b>60.30%</b>	<b>11,52,38,882</b>	<b>60.30%</b>

D. During the 5 years immediately preceeding March 31, 2019, 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.

### 13. Other Equity

Particulars	March 31, 2019	March 31, 2018
<b>A. Reserves and Surplus</b>		
<b>(i) Capital Reserve</b>		
Opening Balance	2.28	2.28
Add/(Less): Movement during the year	-	-
Closing Balance	2.28	2.28
<b>(ii) Securities Premium</b>		
Opening Balance	2,995.47	1,867.86
Add/(Less): Movement during the year	-	1,127.61
Closing Balance	2,995.47	2,995.47
<b>(ii) General Reserve</b>		
Opening Balance	3,354.69	2,942.75
Add: Transfer of Profit for the year	235.67	411.94
Closing Balance	3,590.36	3,354.69
<b>(iv) Retained Earnings</b>		
Opening Balance	-	-
Add: Profit during the year	242.59	414.91
Add: Other Comprehensive Income for the year	(6.92)	(2.97)
Less: Transfer to General Reserves	235.67	411.94
Closing Balance	-	-
<b>B. Equity Instruments through Other Comprehensive Income</b>		
Opening Balance	(0.05)	-
Add/(Less): Movement during the year	(0.59)	(0.05)
Closing Balance	(0.64)	(0.05)
<b>C. Money received against share warrants</b>		
Opening Balance	-	352.38
Add: Monies received during the year	-	1,057.12
Less: Warrants converted into shares	-	(1,409.50)
Closing Balance	-	-
<b>Total</b>	<b>6,587.47</b>	<b>6,352.39</b>

#### 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.

#### 14. Financial Liabilities - Borrowings

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
<b>Secured Term Loans</b>		
<b>From Banks</b>		
Vehicle Loans**	18.64	19.13
Other Term Loans*	70.95	153.00
<b>Total</b>	<b>89.59</b>	<b>172.13</b>
<b>Current</b>		
<b>Secured</b>		
Working Capital facilities from Dena banks***	1,323.17	386.74
<b>Unsecured</b>		
From Related Parties	255.18	-
<b>Total</b>	<b>1,578.35</b>	<b>386.74</b>

#### 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, assignment of hoarding rights, 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 12.40% p.a.

(ii) The Company has availed Unsecured Loan from related parties at a interest rate of 12.00% p.a. which is repayable on demand.

(iii) 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
<b>Term Loan</b>			
Dena Bank	54	12.90%	28/02/2017
<b>Vehicle Loan</b>			
Dena Bank	36	10.20%	30/04/2016
ICICI Bank Ltd	36	9.35%	10/07/2016
ICICI Bank Ltd	60	8.29%	10/03/2018
ICICI Bank Ltd	60	8.71%	10/09/2018

#### 15. Financial Liabilities - Others

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Security Deposits	157.25	109.79
<b>Total</b>	<b>157.25</b>	<b>109.79</b>
<b>Current</b>		
Current Maturities of Long Term Debts	87.55	101.99
<b>Total</b>	<b>87.55</b>	<b>101.99</b>

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, 2019 (March 31, 2018: Nil)

#### 16. Provisions

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Provision for employee benefit		
Gratuity	5.96	1.28
<b>Total</b>	<b>5.96</b>	<b>1.28</b>
<b>Current</b>		
Provision for employee benefit		
Gratuity	10.53	6.90
Leave Encashment	1.45	0.85
Others	0.75	0.81
<b>Total</b>	<b>12.73</b>	<b>8.56</b>

**17. Deferred Tax Liability**

Particulars	March 31, 2019	March 31, 2018
<b>Deferred Tax Liabilities on account of:</b>		
(i) Depreciation	244.90	184.54
<b>Deferred Tax Assets on account of:</b>		
(i) Bonus	0.22	0.34
(ii) Leave Encashment	0.42	1.22
(iii) Gratuity Payable	3.33	2.25
(iv) Mat Receivable	28.03	-
<b>Deferred tax liabilities (Net)</b>	<b>212.90</b>	<b>180.73</b>

**18. Other Liabilities**

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Payable for Capital Goods	114.82	209.97
Others	16.74	3.64
<b>Total</b>	<b>131.56</b>	<b>213.61</b>
<b>Current</b>		
Advance from customers	22.00	10.61
Statutory dues	35.17	36.56
Others	10.22	2.45
<b>Total</b>	<b>67.39</b>	<b>49.62</b>

**19. Trade Payables**

Particulars	March 31, 2019	March 31, 2018
<b>Current</b>		
Due to other than micro, small and medium enterprises	314.06	632.98
Due to micro, small and medium enterprises*	4.55	-
Due to related parties	204.96	87.16
<b>Total</b>	<b>523.57</b>	<b>720.14</b>

**(\* Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as under**

Particulars	March 31, 2019	March 31, 2018
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;	4.55	
(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.		

**20. Current Tax Liabilities (Net)**

Particulars	March 31, 2019	March 31, 2018
Current Tax Liabilities (net of advance tax)	11.11	56.48
<b>Total</b>	<b>11.11</b>	<b>56.48</b>

**21. Revenue From Operations**

Particulars	March 31, 2019	March 31, 2018
Sale of Products	535.85	581.06
Sale of Services	3,712.36	3,454.01
<b>Total</b>	<b>4,248.21</b>	<b>4,035.07</b>

W.e.f. April 01, 2018 the company has adopted Ind AS 115 - "Revenue from contracts with customers" under the full retrospective approach. Accordingly, the comparatives have been adjusted to give the effect of Ind AS 115. The effect of the same was insignificant on the financial results.

## 22. Other Income

Particulars	March 31, 2019	March 31, 2018
Interest Income		
From banks and Others	39.84	84.01
Interest on Financial Instruments measured at amortized cost	102.20	76.85
Rent	87.58	85.36
Maintenance Income	3.13	3.68
Sundry balances written back (net)	0.66	82.82
Miscellaneous income	4.00	2.57
<b>Total</b>	<b>237.41</b>	<b>335.29</b>

## 23. Cost of Materials Consumed

Particulars	March 31, 2019	March 31, 2018
Opening Stock	25.70	17.45
Add : Purchases including broadcasting expenses	1,494.16	1,446.50
	<b>1,519.86</b>	<b>1,463.95</b>
Less : Closing Stock	11.99	25.70
<b>Cost of materials consumed</b>	<b>1,507.87</b>	<b>1,438.25</b>

## 24. Changes In Inventories Of Finished Goods

Particulars	March 31, 2019	March 31, 2018
Inventories as at commencement	1.43	3.38
Inventories as at close	1.51	1.43
<b>Net (increase)/decrease in Inventories</b>	<b>(0.08)</b>	<b>1.95</b>

## 25. Employee Benefit Expenses

Particulars	March 31, 2019	March 31, 2018
Salary, wages, allowances and bonus	319.01	193.17
Contribution to provident and other funds	3.54	0.32
Staff Welfare Expense	16.22	9.57
<b>Total</b>	<b>338.77</b>	<b>203.06</b>

## 26. Finance Costs

Particulars	March 31, 2019	March 31, 2018
Interest expense	189.71	224.27
Other borrowing costs (including bank charges)	4.31	4.94
Unwinding of Interest on Financial Instruments	8.19	11.90
<b>Total</b>	<b>202.21</b>	<b>241.11</b>

## 27. Other expenses

Particulars	March 31, 2019	March 31, 2018
Electricity, Power & Fuel	40.87	18.60
Repairs & Maintenance		
Repairs to Buildings	0.87	3.54
Repairs to Machinery	8.41	12.00
Repairs to Others	21.57	8.15
Repairs and Maintenance - PES	326.64	272.23
Contractual Expenses for GPS	229.04	201.53
Selling & Distribution Expenses	92.48	120.52
Brokerage & Commission	135.79	399.08
Rent Expenses	22.38	4.85
Lease Rent Charges	52.45	-
Travelling Expenses	43.54	23.10
News Story Expenses	85.20	81.96
Rates and taxes	7.22	12.62
Insurance	5.10	6.55
Advertisement, Sales Promotion & Seminar Exp	52.72	1.93
Legal and Professional Fees	74.94	42.94
Fair valuation of Financial Instruments	116.57	105.34
Content Cost	44.67	19.46
Payments to Auditors*	3.12	3.23
License Fees	171.13	138.60
Miscellaneous Expense	83.73	67.06
<b>Total</b>	<b>1,618.44</b>	<b>1,543.49</b>
<b>* Payment to Auditors</b>		
- Statutory Audit Fees	2.50	2.50
- Tax Audit Fees	0.25	0.25
- Others	0.37	0.48

## 28. Earnings per equity share

Particulars	March 31, 2019	March 31, 2018
Profit/(loss) available for equity shareholders (₹ in lakhs)	242.59	414.91
Weighted average numbers of equity shares used as denominated for calculating basic EPS	19,11,10,840	16,45,99,278
Nominal value per equity share (in Rupees)	1.00	1.00
<b>Basic Earnings / (loss) Per Equity Share (in Rupees)</b>	<b>0.12</b>	<b>0.24</b>
Weighted average numbers of equity shares used as denominated for calculating diluted EPS	19,11,10,840	19,11,10,840
<b>Diluted Earnings / (loss) Per Equity Share (in Rupees)</b>	<b>0.12</b>	<b>0.22</b>

## 29. Contingent liabilities and commitments

Particulars	March 31, 2019	March 31, 2018
<b>Contingent liabilities</b>		
Claims against the Company not acknowledged as debts		
- Income Tax Demands for AY 2005-06, 2011-12 and 2016-17 - matter under appeal	123.79	48.88
- Bank Guarantee issued by Dena Bank	187.30	157.90
- Additional Bonus Liability for F.Y. 2014-15	0.38	0.38

### 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.
- It is not practicable to estimate the timing of cash outflows, if any, in respect of matters stated above, pending resolution of the proceedings.

Particulars	March 31, 2019	March 31, 2018
<b>Commitment</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	Nil	Nil



### 30. Segment reporting

- A The company's operations fall under single segment, i.e. "Media Segment", taking into account the different risks and returns, the organisation structure and the internal reporting systems.
- B **Information about major customers**  
The company 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**
- Segment revenue from "Media Segment" represents revenue generated from external customers which is fully attributable to the company's country of domicile i.e. India.
  - All assets are located in the company's country of domicile.

### 31. 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

(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 6.85% p.a. (Previous Year 7.50% p.a.) compound has been used.

**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 (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Discount rate(per annum)	6.85%	7.50%	7.65%	7.50%
Future salary increase	5.00%	5.00%	5.00%	5.00%
Expected rate of return on plan assets	8.00%	8.00%	8.00%	8.00%
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 (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
<b>Change in present value of the defined benefit obligation during the year</b>				
Present value of obligation as at the beginning of the year	13.08	18.18	0.85	4.49
Interest Cost	0.98	0.89	0.06	0.27
Current Service Cost	0.79	0.68	0.49	0.38
Benefits Paid	-	(12.27)	-	(1.67)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.43	-	0.03	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	6.49	5.60	0.02	(2.62)
<b>Present value of obligation as at the end of the year</b>	<b>21.77</b>	<b>13.08</b>	<b>1.45</b>	<b>0.85</b>
<b>Change in fair value of plan assets during the year</b>				
Fair Value of plan assets at the beginning of the year	4.91	4.56	-	-
Interest Income	0.33	0.34	-	-
Contributions by the employer	-	12.27	-	1.67
Benefits paid	-	(12.27)	-	(1.67)
Return on plan assets	0.05	0.01	-	-
<b>Fair Value of plan assets at the end of the year</b>	<b>5.29</b>	<b>4.91</b>	<b>-</b>	<b>-</b>
<b>Net (Asset)/ Liability recorded in the Balance Sheet</b>				
Present value of obligation as at the end of the year	16.49	8.18	1.45	0.85
Net (Asset)/ Liability-Current	10.53	6.90	1.45	0.85
Net Asset/ (Liability)-Non Current	5.96	1.28	-	-
<b>Expenses recorded in the Statement of Profit &amp; Loss during the year</b>				
Interest Cost	0.98	0.89	0.06	0.27
Current Service Cost	0.79	0.68	0.49	0.38
Interest Income	(0.34)	(0.34)	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.43	-	0.03	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	6.49	5.60	0.02	(2.62)
Total expenses included in employee benefit expenses and OCI	8.35	6.83	0.61	(1.97)
<b>Recognized in Other Comprehensive Income during the year</b>				
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.43	-	0.03	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	6.49	5.60	0.02	(2.62)
Return on plan assets	(0.05)	(0.01)	-	-
Recognized in Other Comprehensive Income	6.87	5.59	0.05	(2.62)
<b>Maturity profile of defined benefit obligation</b>				
Within 12 months of the reporting period	10.52	6.91	0.42	0.31
Between 2 and 5 years	3.76	1.92	0.40	0.17
Between 6 and 10 years	12.39	6.20	1.06	0.53
<b>Quantitative sensitivity analysis for significant assumption is as below:</b>				
Increase/ (decrease) on present value of defined benefit obligation at the end of the year				
One percentage point increase in discount rate	(0.65)	(0.50)	(0.05)	(0.04)
One percentage point decrease in discount rate	0.70	0.59	0.06	0.04
One percentage point increase in salary increase rate	0.86	0.61	0.10	0.05
One percentage point decrease in salary increase rate	(0.81)	(0.70)	(0.03)	(0.05)

**Expected contribution to the defined benefit plan for the next reporting period**

Particulars	March 31, 2019	March 31, 2018
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	8.24	4.09
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	0.73	0.42

**32. Derivative instruments**

The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise as at March 31, 2019 and March 31, 2018

Particulars	March 31, 2019		March 31, 2018	
	Foreign Currency	₹ In Lakhs	Foreign Currency	₹ In Lakhs
<b>Advance for capital goods</b>				
Advance for capital goods (in USD)	79,562	53.17	39,781	25.90

**33. Related party disclosures as per Ind AS 24****(A) Name of related party and nature of relationship****1. Subsidiary**

Ved Technoserve India Private Limited

**2. Joint Venture**

Sambhaav Nascent LLP

**3. Name of Directors and 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
Ms. Seema Saxena	Independent Director (Resigned w.e.f. 14.11.2018)
Mrs. Gouri P Popat	Independent Director (Appointed w.e.f. 12.02.2019)
Mr. Sachin Kotak	Chief Financial Officer
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

**(B) Transactions with related party**

Name of Related Party	Nature of Transaction	2018-19	2017-18
Sambhaav Nascent LLP	Investment in Capital	5.10	-
	Operational expenses	0.36	-
Nila Infrastructures Limited	Contract	260.69	41.24
	Sales Trading Activity	-	8.43
	Rent Received	12.10	11.70
	Advance for Contract work	19.00	-
Nila Spaces Limited	Loan Received	255.00	-
	Assets Purchased	104.61	209.96
Ved Technoserve India Private Limited (Wholly Owned Subsidiary)	Maintenance Expenses	383.50	315.17
	Rent & Other Income	1.77	1.76
	Security Deposit	60.00	60.00
Mr. Kiran B Vadodaria	Director Remuneration	12.00	12.00
Mr. Amit kumar Ray	Director Remuneration	6.00	6.00
Ms. Kajal Kiran Vadodaria	Remuneration	3.00	3.00
Mr. N R Mehta	Sitting Fees	0.20	0.20
Mr. O P Bhandari	Sitting Fees	0.20	0.20
Ms. Seema Saxena	Sitting Fees	0.20	0.20
Mrs. Gouri P Popat	Sitting Fees	0.05	-
Mr. Sachin Kotak	Remuneration to KMP other than directors	10.08	1.68*
Mr. Kalpesh Pandya	Remuneration to KMP other than directors	-	3.75*
Ms. Palak Asawa	Remuneration to KMP other than directors	3.87	3.10

**Note:** Promoters of the company have given irrevocable and unconditional Personal Guarantee in bank and lease finance.

\* Mr. Kalpesh Pandya resigned w.e.f. 31.08.2017 and Mr. Sachin Kotak appointed as CFO w.e.f. 13.02.2018

**Balance outstanding**

Particulars	Payable		Receivable	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Ved Technoserve India Private Limited	309.57	297.12	1.18	5.61
Nila Infrastructure Limited	0.96	0.96	19.00	-
Nila Spaces Limited	255.09	-	-	-
Sambhaav Nascent LLP	-	-	0.36	-
<b>Total</b>	<b>565.62</b>	<b>298.08</b>	<b>20.54</b>	<b>5.61</b>

- (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.

**34. 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 31-03-2019	As at 31-03-2018
Ray Banquet and Hotels Private Limited	Loan	251.56	-
Ahmedabad Radio and Mast Services Private Limited	Loan	123.66	-
<b>Total</b>		<b>375.22</b>	<b>-</b>

**35. Operating Lease**

Lease Rent Charges recognised in the Statement of Profit and Loss for Rs 52.45 lakhs (2018: NIL).

The future minimum lease rental payments under all operating leases.

Future minimum lease receivable	March 31, 2019	March 31, 2018
Less than one year	196.35	-
Between one and five years	731.52	-
More than five years	-	-

Note : Future lease rental payments are determined on the basis of monthly lease payments

**36. 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 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, 2019

	Financial Instrument			Fair Value Hierarchy			Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
<b>Non Current Assets</b>							
<b>Financial Assets</b>							
(i) Investments	4	655.58	655.58	0.48	-	655.10	655.58
(ii) Others	5	930.72	930.72	-	-	930.72	930.72
<b>Current Assets</b>							
<b>Financial Assets</b>							
(i) Trade Receivables	8	1,760.50	1,760.50	-	-	1,760.50	1,760.50
(ii) Cash and Cash Equivalents	9	30.24	30.24	-	-	30.24	30.24
(iii) Bank balances other than (ii) above	10	27.69	27.69	-	-	27.69	27.69
(iv) Loans	11	378.98	378.98	-	-	378.98	378.98
(v) Others	5	1.88	1.88	-	-	1.88	1.88
		<b>3,785.59</b>	<b>3,785.59</b>	<b>0.48</b>	<b>-</b>	<b>3,785.11</b>	<b>3,785.59</b>
<b>Non Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	89.59	89.59	-	-	89.59	89.59
(ii) Others	15	157.25	157.25	-	-	157.25	157.25
<b>Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	1,578.35	1,578.35	-	-	1,578.35	1,578.35
(ii) Trade Payables	19	523.57	523.57	-	-	523.57	523.57
(iii) Other Financial Liabilities	15	87.55	87.55	-	-	87.55	87.55
		<b>2,436.31</b>	<b>2,436.31</b>	<b>-</b>	<b>-</b>	<b>2,436.31</b>	<b>2,436.31</b>

## II. Figures as at March 31, 2018

	Financial Instrument			Fair Value Hierarchy			Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
<b>Non Current Assets</b>							
<b>Financial Assets</b>							
(i) Investments	4	651.08	651.08	1.08	-	650.00	651.08
(ii) Others	5	812.08	812.08	-	-	812.08	812.08
<b>Current Assets</b>							
<b>Financial Assets</b>							
(i) Trade Receivables	8	1,305.29	1,305.29	-	-	1,305.29	1,305.29
(ii) Cash and Cash Equivalents	9	59.92	59.92	-	-	59.92	59.92
(iii) Bank balances other than (ii) above	10	27.31	27.31	-	-	27.31	27.31
(iv) Loans	11	4.53	4.53	-	-	4.53	4.53
(v) Others	5	7.51	7.51	-	-	7.51	7.51
		<b>2,867.72</b>	<b>2,867.72</b>	<b>1.08</b>	<b>-</b>	<b>2,866.64</b>	<b>2,867.72</b>
<b>Non Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	172.13	172.13	-	-	172.13	172.13
(ii) Others	15	109.79	109.79	-	-	109.79	109.79
<b>Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	386.74	386.74	-	-	386.74	386.74
(ii) Trade Payables	19	720.14	720.14	-	-	720.14	720.14
(iii) Other Financial Liabilities	15	101.99	101.99	-	-	101.99	101.99
		<b>1,490.79</b>	<b>1,490.79</b>	<b>-</b>	<b>-</b>	<b>1,490.79</b>	<b>1,490.79</b>

**Note :** During the reporting period ending March 31, 2019 and March 31, 2018, 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, 2019	As at March 31, 2018
Other Non Current Financial Assets	Discounted Cash Flow method using the risk adjusted discount rate	
Other Non Current Financial Liabilities		
Borrowings (Non Current)		

#### 37. Financial Risk Management Objectives And Policies

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, 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 operates locally, however, the nature of its operations requires it to transact in several currencies and consequently the Company is exposed to foreign exchange risk in various foreign currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies.

##### I. Foreign Currency Exposure

Refer Note 32 for foreign currency exposure as at March 31, 2019 and March 31, 2018 respectively.

##### II. Foreign Currency Sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

Currency	2018-19		2017-18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(0.53)	0.53	(0.26)	0.26
<b>Total</b>	<b>(0.53)</b>	<b>0.53</b>	<b>(0.26)</b>	<b>0.26</b>

##### 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 on the asset 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, 2019	March 31, 2018
Non current financial assets - Loans	-	-
Current financial assets - Loans	378.98	4.53
<b>Total</b>	<b>378.98</b>	<b>4.53</b>

#### II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	March 31, 2019	March 31, 2018
Trade Receivables	1,760.50	1,305.29
<b>Total</b>	<b>1,760.50</b>	<b>1,305.29</b>

**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, 2019	March 31, 2018
Up to 3 months	1,344.92	994.23
3 to 6 months	193.36	146.01
More than 6 months	222.23	165.05
<b>Total</b>	<b>1,760.50</b>	<b>1,305.29</b>

#### IV. Provision for expected credit losses again "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, 2019			March 31, 2018		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Vehicle Loans	10.88	18.64	29.52	25.32	19.13	44.45
Term Loans	76.67	70.95	147.62	76.67	153.00	229.67
Security Deposits	5.40	151.85	157.25	9.15	100.64	109.79
Working Capital Facilities - Bank	1,323.17		1,323.17	386.74	-	386.74
Unsecured Loans	255.18		255.18	-	-	-
Trade Payables	523.57		523.57	720.14	-	720.14
<b>Total</b>	<b>2,194.87</b>	<b>241.44</b>	<b>2,436.31</b>	<b>1,208.02</b>	<b>272.78</b>	<b>1,490.80</b>

### 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, 2019	March 31, 2018
Total Debt	1,755.49	660.86
Equity	8,498.58	8,263.50
<b>Total Capital and net debt</b>	<b>10,254.07</b>	<b>8,924.36</b>
<b>Gearing ratio</b>	<b>17.12%</b>	<b>7.41%</b>

38. 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 Financial Statements

As per our Report of even date  
For **DHIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/ W100298

### FOR AND ON BEHALF OF THE BOARD

**KIRAN B VADODARIA**  
Chairman & Managing Director  
DIN: 00092067

**MANOJ B VADODARIA**  
Director  
DIN: 00092053

**HARISH B PATEL**  
Partner  
Membership No: 014427

**N R MEHTA**  
Director & Chairman of Audit Committee  
DIN: 00092386

**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

**Date: May 20, 2019**  
**Place: Ahmedabad**

**Date: May 20, 2019**  
**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"), comprising of the Consolidated Balance Sheet as at 31 March 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement for the year then ended, the Consolidated Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standard (Ind-AS) specified under section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group, as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and their consolidated changes in equities for the year then ended.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of utmost 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. We have determined that there is no key audit matter to be communicated in our report.

### Information Other than the Consolidated Financial Statements and Auditor's Report There on

The Holding Company's Board of Directors is responsible for 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 in the 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 Board of Directors is 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 (consolidated financial position), consolidated profit or loss (consolidated 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 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 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 is 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 Board of Directors are also responsible for overseeing the Group's financial reporting process.

## **Auditor's 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 Standards on Auditing 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 consolidated financial statements.

As part of an audit in accordance with Standards on Auditing, 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 control 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 evidences 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 utmost 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 the Group's share of net profit (including Other Comprehensive Income) of ₹ Nil for the year ended on March 31, 2019, in respect of a joint venture, whose financial statements have been certified by the Management. These financial statements are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the joint venture and our audit report in terms of sub-section 3 of section 143 of the Act in so far as it relates to the aforesaid joint venture is solely based on such unaudited financial information.

In our opinion and according to the information and explanations given to us by the management, these financial information is not material to the group.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of this matter with respect to our reliance on the financial statements and other financial information certified by the management.

### **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, we report that the Holding Company, the subsidiary and joint venture, paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

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, 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, the Consolidated Statement of Cash flows and Consolidated Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
- d. In our opinion, 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 written representations received from the directors of the Holding Company as on 31st March 2019, and taken on record by the Board of Directors, none of the directors of the Group is disqualified as on 31st March 2019, 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”; and
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Consolidated Financial Statement has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the consolidated financial statements;
  - ii. The group has made provisions, as required under the applicable law or accounting standards, for material forceable losses, if any, on long term contract including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred to the Investors Education and Protection Fund by the Group.

**Date: May 20, 2019**  
**Place: Ahmedabad**

**For, Dhirubhai Shah & Co LLP**  
**Chartered Accountants**  
**Firm Registration No. 102511W /W100298**

**Harish Patel**  
**Partner**  
**Membership No: 014427**

## 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 31 March 2019, 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 31st March, 2019.

#### 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 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") issued by ICAI 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. 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 2019, 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 ICAI.

### **Other Matter**

The internal financial controls over financial reporting in so far as it relates to one joint venture, has not been audited and has been furnished to us by the Management and our opinion on the statement, in so far it relates to the adequacy and operating effectiveness of the internal financial control over financial reporting included in respect of this joint venture, is based on solely on representations by the management.

Our opinion is not modified in respect of the above matter with respect to reliance on the work done by and on the reports of the Management as the joint venture is not material to the group.

**Date: May 20, 2019**

**Place: Ahmedabad**

**For, Dhirubhai Shah & Co LLP**

**Chartered Accountants**

**Firm Registration No. 102511W /W100298**

**Harish Patel**

**Partner**

**Membership No: 014427**

## CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>Assets</b>			
<b>Non Current Assets</b>			
(a) Property, Plant and Equipment	3	3,998.85	3,518.73
(b) Capital Work in Progress	3	878.06	2,412.18
(c) Intangible Assets	3	1,372.27	21.03
(d) Financial Assets			
(i) Investments	4	155.58	151.08
(ii) Others	5	930.90	812.08
(e) Other Non Current Assets	6	1,041.77	1,171.76
<b>Total Non Current Assets</b>		<b>8,377.43</b>	<b>8,086.86</b>
<b>Current Assets</b>			
(a) Inventories	7	113.07	86.64
(b) Financial assets			
(i) Trade Receivables	8	1,759.32	1,305.29
(ii) Cash and cash equivalents	9	183.96	228.07
(iii) Bank balances other than (ii) above	10	27.69	27.31
(iv) Loans	11	402.37	146.92
(v) Others	5	1.88	7.51
(c) Other current assets	6	229.60	184.88
(d) Current tax asset (net)	20	3.15	-
<b>Total Current Assets</b>		<b>2,721.04</b>	<b>1,986.62</b>
Assets held for Sale		10.43	10.43
<b>Total Assets</b>		<b>11,108.90</b>	<b>10,083.91</b>
<b>Equity And Liabilities</b>			
<b>Equity</b>			
(a) Equity share capital	12	1,911.11	1,911.11
(b) Other equity	13	6,711.72	6,459.91
<b>Total Equity</b>		<b>8,622.83</b>	<b>8,371.02</b>
<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14	96.52	181.45
(ii) Others	15	37.25	49.79
(b) Provisions	16	9.67	4.87
(c) Deferred tax liabilities (Net)	17	212.44	181.09
(d) Other non current liabilities	18	26.95	3.64
<b>Total Non Current Liabilities</b>		<b>382.83</b>	<b>420.84</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14	1,578.35	386.74
(ii) Trade payables	19		
Due from micro, small and medium enterprises		10.38	-
Due from other than micro, small and medium enterprises		321.40	672.94
(iii) Other financial liabilities	15	89.95	104.20
(b) Provisions	16	13.22	9.03
(c) Other current liabilities	18	89.94	70.20
(d) Current tax liabilities (net)	20	-	48.94
<b>Total Current Liabilities</b>		<b>2,103.24</b>	<b>1,292.05</b>
<b>Total Liabilities</b>		<b>2,486.07</b>	<b>1,712.89</b>
<b>Total Equity &amp; Liabilities</b>		<b>11,108.90</b>	<b>10,083.91</b>
<b>Basis of Preparation &amp; Significant Accounting Policies</b>	<b>2</b>		

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date

For **DHIRUBHAI SHAH & CO LLP**

Chartered Accountants

Firm Registration Number: 102511W/ W100298

**FOR AND ON BEHALF OF THE BOARD**

**KIRAN B VADODARIA**

Chairman & Managing Director

DIN: 00092067

**MANOJ B VADODARIA**

Director

DIN: 00092053

**HARISH B PATEL**

Partner

Membership No: 014427

**N R MEHTA**

Director & Chairman of Audit Committee

DIN: 00092386

**SACHIN KOTAK**

Chief Financial Officer

**PALAK ASAWA**

Company Secretary

Membership No: A40377

**Date: May 20, 2019**

**Place: Ahmedabad**

**Date: May 20, 2019**

**Place: Ahmedabad**



## CONSOLIDATED STATEMENTS OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	Note No	March 31, 2019	March 31, 2018
<b>Income</b>			
Revenue from operations	21	4,248.21	4,035.07
Other income	22	258.57	373.06
<b>Total Income</b>		<b>4,506.78</b>	<b>4,408.13</b>
<b>Expenses</b>			
Cost of Materials Consumed	23	1,531.32	1,466.02
Changes in inventories of finished goods	24	(0.08)	1.95
Employee benefits expenses	25	416.38	273.97
Finance Costs	26	203.12	242.84
Depreciation and amortization expenses	3	442.76	360.60
Other expenses	27	1,541.15	1,501.55
<b>Total Expenses</b>		<b>4,134.65</b>	<b>3,846.93</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>372.13</b>	<b>561.20</b>
Exceptional items (net)		-	-
<b>Profit/(Loss) before tax</b>		<b>372.13</b>	<b>561.20</b>
<b>Tax expense</b>			
Current tax		76.97	184.40
Earlier years tax provisions / (written back)		6.50	(45.13)
Deferred tax asset / (liability)		31.35	15.97
<b>Total tax expense</b>		<b>114.82</b>	<b>155.24</b>
<b>Profit/(Loss) after tax</b>		<b>257.31</b>	<b>405.96</b>
Share of loss of associate and joint control entities		-	-
<b>Net profit for the year</b>		<b>257.31</b>	<b>405.96</b>
<b>Other comprehensive Income</b>			
<b>Items that will not be reclassified to Profit and Loss</b>			
Re-measurements gains/(losses) on post employment benefit plans		(4.91)	(2.97)
Fair Valuation gains/(losses) of Equity Instruments measures at FVOCI		(0.59)	(0.05)
<b>Other Comprehensive Income/(Loss) for the year</b>		<b>(5.50)</b>	<b>(3.02)</b>
<b>Total Comprehensive Income/(Loss) for the year</b>		<b>251.81</b>	<b>402.94</b>
<b>Earnings Per Equity Share</b>	28		
(i) Basic (in ₹)		0.13	0.24
(ii) Diluted (in ₹)		0.13	0.21
<b>Basis of Preparation &amp; Significant Accounting Policies</b>	<b>2</b>		

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date  
For **DHIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/ W100298

**FOR AND ON BEHALF OF THE BOARD**  
**KIRAN B VADODARIA**  
Chairman & Managing Director  
DIN: 00092067

**MANOJ B VADODARIA**  
Director  
DIN: 00092053

**HARISH B PATEL**  
Partner  
Membership No: 014427

**N R MEHTA**  
Director & Chairman of Audit Committee  
DIN: 00092386

**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

**Date: May 20, 2019**  
**Place: Ahmedabad**

**Date: May 20, 2019**  
**Place: Ahmedabad**



## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

Particulars	March 31, 2019	March 31, 2018
<b>(A) Cash Flow From Operating Activities</b>		
<b>Profit/ (loss) Before Tax</b>	<b>372.13</b>	<b>561.20</b>
Adjustments for:		
Depreciation and amortization	442.76	360.60
Interest and finance charges	203.12	242.84
Interest income	(45.50)	(189.22)
Provision for Diminution in the value of Investment	-	0.25
Loss (Gain) on fixed assets sold/ discarded (net)	(4.00)	41.00
Remeasurement of define benefit plan	(4.91)	(2.97)
<b>Operating Profit before Working Capital Changes</b>	<b>963.60</b>	<b>1,013.70</b>
Adjustments for changes in working capital :		
(Increase)/decrease in Current Assets	(741.01)	274.53
(Increase)/decrease in Inventories	(26.43)	(27.95)
Increase/(decrease) in Current Liabilities	(315.91)	(67.73)
<b>Cash Generated from Operations</b>	<b>(119.75)</b>	<b>1,192.55</b>
Income taxes paid / (Refund Received)	(135.56)	(264.29)
<b>Net Cashflow from Operating Activities</b>	<b>(255.31)</b>	<b>928.26</b>
<b>(B) Cash Flow From Investing Activities</b>		
Purchase of fixed assets	(741.52)	(728.14)
Sale of Fixed Assets	5.52	37.21
Sale /(Investments) in Shares	(5.09)	(149.95)
Investment in Fixed Deposits(with original maturity over 3 months)	(0.38)	188.10
Interest received	49.11	194.11
<b>Net Cashflow from Investing Activities</b>	<b>(692.36)</b>	<b>(458.67)</b>
<b>(C) Cash Flow From Financing Activities</b>		
Increase/(decrease) in Borrowings	1,106.68	(1,160.78)
Share Capital Issued during the year	-	1,057.12
Interest and finance charges	(203.12)	(237.48)
<b>Net Cashflow from Financing Activities</b>	<b>903.56</b>	<b>(341.14)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>(44.11)</b>	<b>128.45</b>
<b>Cash and bank balances at the beginning of the year</b>	<b>228.07</b>	<b>99.62</b>
<b>Cash and bank balances at the end of the year</b>	<b>183.96</b>	<b>228.07</b>

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

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, 2019	As at March 31, 2018
Balances with banks		
In current accounts	182.07	226.02
Cash on hand	1.89	2.05
<b>Total</b>	<b>183.96</b>	<b>228.07</b>

### 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.

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date  
For **DHIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/ W100298

### FOR AND ON BEHALF OF THE BOARD

**KIRAN B VADODARIA**  
Chairman & Managing Director  
DIN: 00092067

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**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

**Date: May 20, 2019**  
**Place: Ahmedabad**

**Date: May 20, 2019**  
**Place: Ahmedabad**

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

All amounts in Rupees Lakhs, unless otherwise stated

### (a) Equity Share Capital

Equity Shares of ₹ 1 each, subscribed and fully paid	No. of Shares	₹ in Lakhs
As at April 01, 2017	16,29,20,840	1629.21
Changes during the year	2,81,90,000	281.90
As at March 31, 2018	19,11,10,840	1911.11
Changes during the year	-	-
<b>As at March 31, 2019</b>	<b>19,11,10,840</b>	<b>1911.11</b>

### (b) Other Equity

Particulars	Reserves and surplus			Equity Instruments through Other Comprehensive Income	Money received against share warrants	Total Equity
	Capital Reserve	Security Premium Account	General Reserve			
<b>Balance as at April 01, 2017</b>	<b>2.28</b>	<b>1,867.86</b>	<b>3,059.23</b>	-	<b>352.38</b>	<b>5,281.75</b>
Add/(Less): Movement during the year	-	1,127.60	-	-	(352.38)	775.23
Add: Profit for the year	-	-	-	405.96	-	405.96
Other Comprehensive Income	-	-	-	(2.97)	-	(3.02)
Add/(Less): Profit for the year transferred from retained earnings	-	-	402.99	(402.99)	-	-
<b>Balance as at March 31, 2018</b>	<b>2.28</b>	<b>2,995.46</b>	<b>3,462.22</b>	-	-	<b>6,459.91</b>
<b>Balance as at April, 2018</b>	<b>2.28</b>	<b>2,995.46</b>	<b>3,462.22</b>	<b>(0.05)</b>	-	<b>6,459.91</b>
Add/(Less): Movement during the year	-	-	-	(0.59)	-	(0.59)
Add: Profit for the year	-	-	-	257.31	-	257.31
Other Comprehensive Income	-	-	-	(4.91)	-	(4.91)
Add/(Less): Profit for the year transferred from retained earnings	-	-	252.40	(252.40)	-	-
<b>Balance as at March 31, 2019</b>	<b>2.28</b>	<b>2,995.46</b>	<b>3,714.62</b>	<b>(0.64)</b>	-	<b>6,711.72</b>

The accompanying notes are an integral part of the Financial Statements

As per our Report of even date  
For **DIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/W100298

**HARISH B PATEL**  
Partner  
Membership No: 014427

**FOR AND ON BEHALF OF THE BOARD**  
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Chairman & Managing Director  
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**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

## NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

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 and joint venture ('the Group') is 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 Group 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 out of which group has commenced 7 stations operation in Gujarat state during the financial year 2018-19.

The financial statements for the year ended March 31, 2019 has been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 20, 2019.

#### 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 31st March 2019, 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.
- (iv) 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 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 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:

1. Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, deposits, trade receivables and bank balance
2. Trade receivables or any contractual right to receive cash
3. Financial assets that are debt instruments and are measured as at FVTOCI
4. Lease receivables under Ind AS 17
5. 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 Cost or Net Realizable Value whichever is lower.

#### **IX. Retirement 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**

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.

- A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.
- Lease other than finance lease are operating lease and these leased assets are not recognized in the group 's statement of financial position but are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Offices Premises taken on lease under which, all risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as expense on accrual basis in accordance with the respective lease agreements

## **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. Standards issued not yet effective**

### **Ind AS 116 (Leases)**

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities. The Group is currently evaluating the impact on account of implementation of Ind AS 116 which might have significant impact on key profit & loss and balance sheet ratio i.e. Earnings before interest, tax, depreciation and amortization (EBITDA), Asset coverage, debt equity, interest coverage, etc.

### 3. Property, plant and equipments, Intangible Assets and Capital Work in Progress as at March 31, 2018

Particulars	Gross Block				Accumulated depreciation			Net Block	
	As at April 01, 2017	Additions	Disposals / Transfer	As at March 31, 2018	As at April 01, 2017	Depreciation charged during the year	Depreciation on Disposals / Transfers	As at March 31, 2018	As at March 31, 2017
<b>Property, plant and equipments</b>									
Land	1,468.17	-	-	1,468.17	-	-	-	1,468.17	1,468.17
Buildings	685.47	-	-	685.47	153.86	12.80	-	518.81	531.61
Plant & Machinery	502.28	-	172.66	329.62	375.85	10.69	153.85	96.93	126.43
Plant and Machinery - Wise TV	89.45	-	-	89.45	59.58	15.54	-	14.33	29.87
Furniture & Fixtures	334.48	4.39	-	338.87	263.54	21.71	-	53.62	70.94
Office Equipment	191.71	12.19	-	203.91	160.67	8.68	-	34.55	31.03
Vehicles	188.39	30.13	29.44	189.08	80.71	14.57	21.46	115.26	107.67
OOH Properties(Contractual)	2,114.27	-	2,114.27	-	2,101.05	-	2,101.05	-	13.22
OOH Properties(Owned)	415.88	-	415.88	-	376.97	0.71	377.68	-	38.91
PES Project (Owned) - (Wise TV)	1,257.24	-	-	1,257.24	451.92	134.46	-	586.38	805.32
GPS Equipment	396.08	166.19	-	562.27	48.41	97.49	-	416.36	347.67
GPS - Plant and Machinery	194.98	-	-	194.98	30.79	34.35	-	129.84	164.19
<b>Total</b>	<b>7,838.40</b>	<b>212.90</b>	<b>2,732.25</b>	<b>5,319.05</b>	<b>4,103.36</b>	<b>351.00</b>	<b>2,654.04</b>	<b>1,800.32</b>	<b>3,518.73</b>
<b>Capital Work in Progress</b>									
Capital Work-in-Progress	132.63	41.99	-	174.62	-	-	-	174.62	132.63
FM WIP	1,787.78	510.99	61.21	2,237.56	-	-	-	2,237.56	1787.78
<b>Total</b>	<b>1,920.41</b>	<b>552.98</b>	<b>61.21</b>	<b>2,412.18</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,412.18</b>	<b>1,920.41</b>
<b>Intangible Assets</b>									
Softwares	35.08	13.04	-	48.12	17.48	9.61	-	27.09	17.60
<b>Total</b>	<b>35.08</b>	<b>13.04</b>	<b>-</b>	<b>48.12</b>	<b>17.48</b>	<b>9.61</b>	<b>-</b>	<b>27.09</b>	<b>17.60</b>
<b>Grand Total</b>	<b>9,793.89</b>	<b>778.92</b>	<b>2,793.46</b>	<b>7,779.35</b>	<b>4,120.84</b>	<b>360.61</b>	<b>2,654.04</b>	<b>1,827.41</b>	<b>5,673.05</b>

### 3. Property, Plant and Equipments, Intangible Assets and Capital Work in Progress as at March 31, 2019

Particulars	Gross Block				Accumulated depreciation			Net Block	
	As at April 01, 2018	Additions	Disposal/ Transfer	As at March 31, 2019	As at April 01, 2018	Depreciation charged during the year	Depreciation on Disposal/ Transfer	As at March 31, 2019	As at March 31, 2018
<b>Property, plant and equipments</b>									
Land	1,468.17	-	-	1,468.17	-	-	-	1,468.17	1,468.17
Buildings	685.47	174.61	-	860.08	166.66	12.81	-	680.61	518.81
Plant & Machinery	329.62	5.90	-	335.52	232.69	11.66	-	91.17	96.93
Plant and Machinery - Wise TV	89.45	-	-	89.45	75.12	7.00	-	7.33	14.33
Furniture & Fixtures	338.87	6.03	-	344.90	285.25	22.18	-	37.47	53.62
Office Equipment	203.91	12.64	2.25	214.30	169.35	9.64	0.73	36.04	34.56
Vehicles	189.08	17.54	-	206.62	73.82	17.69	-	115.11	115.26
PES Project (Owned) - (Wise TV)	1,257.23	17.98	-	1,275.21	586.39	134.45	-	554.37	670.84
GPS Equipment	562.27	58.61	-	620.88	145.90	111.70	-	363.28	416.37
GPS -Plant and Machinery	194.98	-	-	194.98	65.14	34.34	-	95.50	129.84
FM Equipment	-	570.63	-	570.63	-	20.83	-	549.80	-
<b>Total</b>	<b>5,319.05</b>	<b>863.94</b>	<b>2.25</b>	<b>6,180.74</b>	<b>1,800.32</b>	<b>382.30</b>	<b>0.73</b>	<b>3,998.85</b>	<b>3,518.73</b>
<b>Capital Work in Progress</b>									
Capital Work in Progress	174.61	260.69	174.61	260.69	-	-	-	260.69	174.61
FM WIP	2,237.57	409.26	2,029.46	617.37	-	-	-	617.37	2,237.57
<b>Total</b>	<b>2,412.18</b>	<b>669.95</b>	<b>2,204.07</b>	<b>878.06</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>878.06</b>	<b>2,412.18</b>
<b>Intangible Assets</b>									
Computer Software	48.12	18.22	-	66.34	27.09	10.74	-	37.83	21.03
FM Licenses	-	1,393.46	-	1,393.46	-	49.70	-	1,343.76	-
<b>Total</b>	<b>48.12</b>	<b>1,411.68</b>	<b>-</b>	<b>1,459.80</b>	<b>27.09</b>	<b>60.44</b>	<b>-</b>	<b>87.53</b>	<b>21.03</b>
<b>Grand Total</b>	<b>7,779.95</b>	<b>2,945.57</b>	<b>2,206.32</b>	<b>8,518.60</b>	<b>1,827.41</b>	<b>442.74</b>	<b>0.73</b>	<b>6,249.18</b>	<b>5,951.94</b>

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

#### 4. Financial Assets - Investments

Particulars	March 31, 2019	March 31, 2018
<b>Unquoted Investments</b>		
<b>(A) Investments at Cost</b>		
(a) Investments in Preference Shares		
- In Others	150.00	150.00
(c) Other Investments		
- In Membership shares in LLP	5.10	-
	<b>155.10</b>	<b>150.00</b>
<b>Quoted Investments:</b>		
<b>(A) Investments at Fair Value through Other Comprehensive Income</b>		
(a) Investments in Equity Shares		
- In Others	0.48	1.08
<b>Total</b>	<b>155.58</b>	<b>151.08</b>
Aggregate value of Quoted Investments (Fair Value)	0.48	1.08
Aggregate value of Quoted Investments (Cost)	4.56	4.56
Aggregate value of Unquoted Investments (Fair Value)	155.10	150.00
Aggregate value of Unquoted Investments (Cost)	155.10	150.00

#### Details of Investments

Particulars	March 31, 2019	March 31, 2018
<b>Unquoted Investments:</b>		
<b>Investment In Membership Shares in LLP - Unquoted</b>		
Sambhaav Nascent LLP		
- Fixed Capital	0.51	-
- Current capital	4.59	-
(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		
<b>Investment in preference shares</b>		
Gujarat News Broadcasters Private Limited	150.00	150.00
1500000 (March 31, 2018:1500000)		
Preference shares of ₹ 10/- each, fully paid		
<b>Quoted Investments:</b>		
<b>Investment in equity instruments</b>		
<b>Investments measured at Fair Value through OCI</b>		
Gujarat State Financial Corporation Ltd.	0.35	0.92
28800 (March 31, 2018: 28800)		
Equity shares of ₹ 10 each, fully paid		
Shree Rama Newsprint Ltd.	0.13	0.16
625 (March 31, 2018: 625)		
Equity shares of ₹ 10 each, fully paid		

#### 5. Financial Assets - Others

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Security Deposits (Unsecured, considered good)	930.90	812.08
<b>Total</b>	<b>930.90</b>	<b>812.08</b>
<b>Current</b>		
Advances recoverable in cash (Unsecured, considered good)	1.52	1.17
Accrued Interest	0.36	3.97
Other Assets	-	2.37
<b>Total</b>	<b>1.88</b>	<b>7.51</b>

## 6. Assets - Others

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Capital Advances (Unsecured, considered good)	368.54	387.44
Advances other than capital advances		
Prepaid expenses	570.28	688.69
Balances with Govt. Authorities (net)	102.95	95.63
<b>Total</b>	<b>1,041.77</b>	<b>1,171.76</b>
<b>Current</b>		
Advances recoverable in kind (Unsecured, considered good)	40.02	22.24
Prepaid Expenses	189.58	162.64
<b>Total</b>	<b>229.60</b>	<b>184.88</b>

## 7. Inventories

Particulars	March 31, 2019	March 31, 2018
Raw Material and Components	111.56	83.35
Finished Goods	1.51	1.43
Stores and spares	-	1.86
<b>Total</b>	<b>113.07</b>	<b>86.64</b>

**Note :** As per inventory taken and valued by the Management

## 8. Trade Receivables

Particulars	March 31, 2019	March 31, 2018
<b>Current</b>		
<b>Unsecured</b>		
Considered good	1,759.32	1,305.29
Considered doubtful	-	-
	<b>1,759.32</b>	1,305.29
Less: Provision for doubtful debts	-	-
<b>Total</b>	<b>1,759.32</b>	<b>1,305.29</b>

### Allowance for Doubtful Debts

The Group has analyzed any allowance for doubtful debts based on the expected credit loss model. - Refer Note - 37

## 9. Cash and cash equivalents

Particulars	March 31, 2019	March 31, 2018
<b>Balances with banks</b>		
In current accounts	182.07	226.02
Cash in hand	1.89	2.05
<b>Total</b>	<b>183.96</b>	<b>228.07</b>

## 10. Bank balances other than above

Particulars	March 31, 2019	March 31, 2018
Fixed Deposits*	27.69	27.31
<b>Total</b>	<b>27.69</b>	<b>27.31</b>

\*These Fixed Deposits represent balances held as margin money

## 11. Loans

Particulars	March 31, 2019	March 31, 2018
<b>Current</b>		
Loans to Parties (other than related parties)	23.39	142.39
Loans to Employees (Unsecured, considered good)	3.76	4.53
Inter Corporate Deposits (Unsecured, considered good)	375.22	-
<b>Total</b>	<b>402.37</b>	<b>146.92</b>

The Group has analysed any allowance for doubtful debts based on 12 months Expected Credit Loss model. - Refer Note - 37

## 12. Equity Share Capital

Particulars	March 31, 2019	March 31, 2018
<b>Authorised:</b>		
200000000 (March 31, 2018: 200000000) Equity Shares of ₹ 1 each	2,000.00	2,000.00
<b>Issued, Subscribed and fully paid-up:</b>		
96428000 (March 31, 2018 : 96428000) Equity Shares of ₹ 1/- each fully paid up including 28760000 Equity Shares of ₹ 1/- each fully paid up issued to the shareholders of amalgamated company Samvaad Communication Limited pursuant to scheme of amalgamation without payment being received in cash.	964.28	964.28
36400040 (March 31, 2018 : 36400040) Equity Shares of ₹ 1/- each fully paid up to the shareholders of amalgamated companies M/s. Abhiyaan Press and Publication Pvt. Ltd. and M/s. Aider Publishers Pvt. Ltd. pursuant to Scheme of amalgamation without payment being received in cash.	364.00	364.00
13282800 (March 31, 2018 : 13282800) Equity Shares of ₹ 1 each fully paid up issued to the person other than Promoter on preferential basis.	132.83	132.83
31500000 (March 31, 2018: 31500000) Equity Shares of ₹ 1/- each fully paid up issued to Promoters on preferential basis.	315.00	315.00
13500000 (March 31, 2018 : 13500000) Equity Shares of ₹ 1/- each fully paid up issued to Non-promoters (Public) on preferential basis.	135.00	135.00
<b>Total</b>	<b>1,911.11</b>	<b>1,911.11</b>

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

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	₹ In Lakhs	No. of Shares	₹ In Lakhs
At the beginning of the year	19,11,10,840	1,911.11	16,29,20,840	1,629.21
Add/(Less): Movement during the year	-	-	2,81,90,000	281.90
<b>Outstanding at the end of the year</b>	<b>19,11,10,840</b>	<b>1,911.11</b>	<b>19,11,10,840</b>	<b>1,911.11</b>

### B. Terms/Rights attached to the equity shares

- The group 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 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, 2019		As at March 31, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Kiran B Vadodaria	3,38,26,935	17.70%	3,38,26,935	17.70%
Manoj B Vadodaria	2,07,35,376	10.85%	2,07,35,376	10.85%
Deep S Vadodaria	1,58,89,051	8.31%	1,58,89,051	8.31%
Nila M Vadodaria	1,63,69,020	8.57%	1,63,69,020	8.57%
Alpa K Vadodaria	1,51,35,700	7.92%	1,51,35,700	7.92%
Nextwave Televentures Private Limited	1,32,82,800	6.95%	1,32,82,800	6.95%
	<b>11,52,38,882</b>	<b>60.30%</b>	<b>11,52,38,882</b>	<b>60.30%</b>

D. During the 5 years immediately preceding March 31, 2019, 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.



### 13. Other Equity

Particulars	March 31, 2019	March 31, 2018
<b>A. Reserves and Surplus</b>		
<b>(i) Capital Reserve</b>		
Opening Balance	2.28	2.28
Add/(Less): Movement during the year	-	-
Closing Balance	2.28	2.28
<b>(ii) Securities Premium</b>		
Opening Balance	2,995.46	1,867.86
Add/(Less): Movement during the year	-	1,127.60
Closing Balance	2,995.46	2,995.46
<b>(ii) General Reserve</b>		
Opening Balance	3,462.22	3,059.23
Add: Transfer of Profit for the year	252.40	402.99
Closing Balance	3,714.62	3,462.22
<b>(iv) Retained Earnings</b>		
Opening Balance	-	-
Add: Profit during the year	257.31	405.96
Add: Other Comprehensive Income for the year	(4.91)	(2.97)
Less: Transfer to General Reserves	252.40	402.99
Closing Balance	-	-
<b>B. Equity Instruments through Other Comprehensive Income</b>		
Opening Balance	(0.05)	-
Add/(Less): Movement during the year	(0.59)	(0.05)
Closing Balance	(0.64)	(0.05)
<b>C. Money received against share warrants</b>		
Opening Balance	-	352.38
Add: Monies received during the year	-	1,057.12
Less: Warrants converted into shares	-	(1,409.50)
Closing Balance	-	-
<b>Total</b>	<b>6,711.72</b>	<b>6,459.91</b>

#### 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 a its net profit before declaring dividend or a portion of net profit kept separately for future purpose is disclosed as general reserve.

#### 14. Financial Liabilities - Borrowings

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
<b>Secured Term Loans</b>		
<b>From Banks</b>		
Vehicle Loans**	25.57	28.45
Other Term Loans*	70.95	153.00
<b>Total</b>	<b>96.52</b>	<b>181.45</b>
<b>Current</b>		
<b>Secured</b>		
Working Capital facilities from Dena banks***	1,323.17	386.74
<b>Unsecured</b>		
From Related Parties	255.18	-
<b>Total</b>	<b>1,578.35</b>	<b>386.74</b>

#### 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, assignment of hoarding rights, 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 12.40% p.a.

(ii) The Company has availed Unsecured Loan from related parties at a interest rate of 12.00% p.a. which is repayable on demand.

(iii) 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
<b>Term Loan</b>			
Dena Bank	54	12.90%	28/02/2017
<b>Vehicle Loan</b>			
Dena Bank	36	10.20%	30/04/2016
ICICI Bank Ltd	36	9.35%	10/07/2016
ICICI Bank Ltd	60	8.29%	10/03/2018
ICICI Bank Ltd	60	8.71%	10/09/2018
ICICI Bank Ltd	60	8.50%	05/10/2017

#### 15. Financial Liabilities - Others

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Security Deposits	37.25	49.79
<b>Total</b>	<b>37.25</b>	<b>49.79</b>
<b>Current</b>		
Current Maturities of Long Term Debts	89.95	104.20
<b>Total</b>	<b>89.95</b>	<b>104.20</b>

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, 2019 (March 31, 2018: Nil)

#### 16. Provisions

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Provision for employee benefit		
Gratuity	8.62	3.38
Leave Encashment	1.05	1.49
<b>Total</b>	<b>9.67</b>	<b>4.87</b>
<b>Current</b>		
Provision for employee benefit		
Gratuity	10.89	7.19
Leave Encashment	1.45	1.03
Others	0.88	0.81
<b>Total</b>	<b>13.22</b>	<b>9.03</b>

## 17. Deferred Tax Liability

Particulars	March 31, 2019	March 31, 2018
<b>Deferred Tax Liabilities on account of:</b>		
(i) Depreciation	245.53	184.90
<b>Deferred Tax Assets on account of:</b>		
(i) Bonus	0.22	0.34
(ii) Leave Encashment	0.73	1.22
(iii) Gratuity Payable	4.11	2.25
(iv) Mat Receivable	28.03	-
<b>Deferred tax liabilities (Net)</b>	<b>212.44</b>	<b>181.09</b>

## 18. Other Liabilities

Particulars	March 31, 2019	March 31, 2018
<b>Non Current</b>		
Payable for Capital Goods	10.21	-
Others	16.74	3.64
<b>Total</b>	<b>26.95</b>	<b>3.64</b>
<b>Current</b>		
Advance from customers	22.00	10.61
Statutory dues	57.72	57.14
Others	10.22	2.45
<b>Total</b>	<b>89.94</b>	<b>70.20</b>

## 19. Trade Payables

Particulars	March 31, 2019	March 31, 2018
<b>Current</b>		
Due to other than micro, small and medium enterprises	321.40	672.94
Due to micro, small and medium enterprises*	10.38	-
<b>Total</b>	<b>331.78</b>	<b>672.94</b>

### (\* ) Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as under

Particulars	March 31, 2019	March 31, 2018
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;	10.38	
(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.		

## 20. Current Tax Liabilities (Net)

Particulars	March 31, 2019	March 31, 2018
Current Tax Liabilities (net of advance tax)	3.15	(48.94)
<b>Total</b>	<b>3.15</b>	<b>(48.94)</b>

## 21. Revenue From Operations

Particulars	March 31, 2019	March 31, 2018
Sale of Products	535.85	581.06
Sale of Services	3,712.36	3,454.01
<b>Total</b>	<b>4,248.21</b>	<b>4,035.07</b>

W.e.f. April 01, 2018 the company has adopted Ind AS 115 - "Revenue from contracts with customers" under the full retrospective approach. Accordingly, the comparatives have been adjusted to give the effect of Ind AS 115. The effect of the same was insignificant on the financial results.

## 22. Other income

Particulars	March 31, 2019	March 31, 2018
Interest Income		
From banks and Others	45.50	112.36
Interest on Financial Instruments measured at amortised cost	102.20	76.85
Rent	86.08	83.86
Maintenance Income	3.13	3.68
Sundry balances written back (net)	0.66	82.83
Miscellaneous income	21.00	13.48
<b>Total</b>	<b>258.57</b>	<b>373.06</b>

## 23. Cost of Materials Consumed

Particulars	March 31, 2019	March 31, 2018
Opening Stock	85.21	55.32
Add : Purchases including broadcasting expenses	1,557.67	1,495.91
	1,642.88	1,551.23
Less : Closing Stock	111.56	85.21
<b>Cost of materials consumed</b>	<b>1,531.32</b>	<b>1,466.02</b>

## 24. Changes In Inventories Of Finished Goods

Particulars	March 31, 2019	March 31, 2018
Inventories as at commencement	1.43	3.38
Inventories as at close	1.51	1.43
<b>Net (increase)/decrease in Inventories</b>	<b>(0.08)</b>	<b>1.95</b>

## 25. Employee Benefit Expenses

Particulars	March 31, 2019	March 31, 2018
Salary, wages, allowances and bonus	391.06	255.70
Contribution to provident and other funds	9.10	8.70
Staff Welfare Expense	16.22	9.57
<b>Total</b>	<b>416.38</b>	<b>273.97</b>

## 26. Finance Costs

Particulars	March 31, 2019	March 31, 2018
Interest expense	190.61	225.95
Other borrowing costs (including bank charges)	4.32	4.99
Unwinding of Interest on Financial Instruments	8.19	11.90
<b>Total</b>	<b>203.12</b>	<b>242.84</b>

## 27. Other expenses

Particulars	March 31, 2019	March 31, 2018
Electricity, Power & Fuel	40.87	18.60
Repairs & Maintenance		
Repairs to Buildings	0.87	3.54
Repairs to Machinery	240.54	219.70
Repairs to Others	22.07	8.26
Repairs and Maintenance - PES	1.64	3.06
Contractual Expenses for GPS	229.04	201.53
Selling & Distribution Expenses	92.48	120.52
Brokerage & Commission	135.79	399.08
Rent Expenses	22.38	4.85
Lease Rent Charges	52.45	-
Travelling Expenses	51.42	33.82
News Story Expenses	85.20	81.96
Rates and taxes	7.39	12.81
Insurance	5.88	7.25
Advertisement, Sales Promotion & Seminar Exp	52.82	2.44
Legal and Professional Fees	75.69	43.81
Fair Valuation of Financial Instruments	116.57	105.54
Content Cost	44.67	19.46
Payments to Auditors*	3.45	3.87
License Fees	171.13	138.60
Miscellaneous Expense	88.80	72.85
<b>Total</b>	<b>1,541.15</b>	<b>1,501.55</b>
<b>* Payment to Auditors</b>		
- Statutory Audit Fees	2.75	2.75
- Tax Audit Fees	0.33	0.33
- Others	0.37	0.79

## 28. Earnings per equity share

Particulars	March 31, 2019	March 31, 2018
Profit/(loss) available for equity shareholders (₹ in lakhs)	257.31	405.96
Weighted average numbers of equity shares used as denominated for calculating basic EPS	19,11,10,840	16,45,99,278
Nominal value per equity share (in Rupees)	1.00	1.00
<b>Basic Earnings /(loss) Per Equity Share (in Rupees)</b>	<b>0.13</b>	<b>0.24</b>
Weighted average numbers of equity shares used as denominated for calculating diluted EPS	19,11,10,840	19,11,10,840
<b>Diluted Earnings /(loss) Per Equity Share (in Rupees)</b>	<b>0.13</b>	<b>0.21</b>

## 29. Contingent liabilities and commitments

Particulars	March 31, 2019	March 31, 2018
<b>Contingent liabilities</b>		
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	127.00	52.09
- Bank Guarantee issued by Dena Bank	187.30	157.90
- Additional Bonus Liability for F.Y. 2014-15	0.38	0.38

### 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.
- It is not practicable to estimate the timing of cash outflows, if any, in respect of matters stated above, pending resolution of the proceedings.

Particulars	March 31, 2019	March 31, 2018
<b>Commitment</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	Nil	Nil

### 30. Segment reporting

A The group's operations fall under single segment, i.e. "Media Segment", taking into account the different risks and returns, the organisation structure and the internal reporting systems.

#### 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.

### 31. Disclosures as required by Indian Accounting Standard (Ind AS)19 Employee Benefits

The Group has classified the various benefits provided to employees as under:-

#### (a) Defined contribution plans

Provident fund

#### (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 6.85% p.a. (Previous Year 7.50% p.a.) compound has been used.

#### 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 (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Discount rate(per annum)	6.85%	7.50%	7.65%	7.50%
Future salary increase	5.00%	5.00%	5.00%	5.00%
Expected rate of return on plan assets	8.00%	8.00%	8.00%	8.00%
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 (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
<b>Change in present value of the defined benefit obligation during the year</b>				
Present value of obligation as at the beginning of the year	15.48	18.18	2.51	4.49
Interest Cost	1.16	0.89	0.06	0.27
Current Service Cost	1.80	1.66	1.31	1.05
Past Service Cost	-	1.41	-	1.00
Benefits Paid	-	(12.27)	-	(1.67)
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.35	(1.49)	0.01	(0.71)
Actuarial (Gain)/Loss on arising from Experience Adjustment	6.01	6.91	(1.40)	(2.02)
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	0.20	-	0.11
<b>Present value of obligation as at the end of the year</b>	<b>24.80</b>	<b>15.48</b>	<b>2.50</b>	<b>2.52</b>
<b>Change in fair value of plan assets during the year</b>				
Fair Value of plan assets at the beginning of the year	4.91	4.56	-	-
Interest Income	0.33	0.34	-	-
Contributions by the employer	-	12.27	-	1.67
Benefits paid	-	(12.27)	-	(1.67)
Return on plan assets	0.05	0.01	-	-
<b>Fair Value of plan assets at the end of the year</b>	<b>5.29</b>	<b>4.91</b>	<b>-</b>	<b>-</b>
<b>Net (Asset)/ Liability recorded in the Balance Sheet</b>				
Present value of obligation as at the end of the year	19.51	10.57	2.50	2.52
Net (Asset)/ Liability-Current	10.89	7.19	1.45	1.03
Net Asset/ (Liability)-Non Current	8.62	3.38	1.05	1.49
<b>Expenses recorded in the Statement of Profit &amp; Loss during the year</b>				
Interest Cost	1.16	0.89	0.06	0.27
Current Service Cost	1.80	1.65	1.32	1.04
Past Service Cost	-	1.41	-	1.00
Interest Income	(0.34)	(0.34)	-	-
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	0.19	(0.02)	0.11
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.35	(1.50)	0.01	(0.71)
Actuarial (Gain)/Loss on arising from Experience Adjustment	6.01	6.91	(1.39)	(2.02)
Total expenses included in employee benefit expenses and OCI	8.98	9.21	-	(0.31)
<b>Recognized in Other Comprehensive Income during the year</b>				
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.43	-	0.03	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	6.49	5.60	0.02	(2.62)
Return on plan assets	(0.05)	(0.01)	-	-
Recognized in Other Comprehensive Income	6.87	5.59	0.05	(2.62)
<b>Maturity profile of defined benefit obligation</b>				
Within 12 months of the reporting period	10.88	7.20	0.55	0.49
Between 2 and 5 years	3.98	2.07	0.62	0.48
Between 6 and 10 years	12.77	6.49	1.36	0.95
<b>Quantitative sensitivity analysis for significant assumption is as below:</b>				
Increase/ (decrease) on present value of defined benefit obligation at the end of the year				
One percentage point increase in discount rate	(1.14)	(0.90)	(0.19)	(0.25)
One percentage point decrease in discount rate	1.33	1.11	0.23	0.30
One percentage point increase in salary increase rate	1.52	1.16	0.28	0.32
One percentage point decrease in salary increase rate	(1.33)	(1.13)	(0.18)	(0.27)

**Expected contribution to the defined benefit plan for the next reporting period**

Particulars	March 31, 2019	March 31, 2018
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	9.75	4.09
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	1.32	0.42

**32. Derivative instruments**

The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise as at March 31, 2019 and March 31, 2018

Particulars	March 31, 2019		March 31, 2018	
	Foreign Currency	₹ In Lakhs	Foreign Currency	₹ In Lakhs
<b>Advance for capital goods</b>				
Advance for capital goods (in USD)	79,562	53.17	39,781	25.90

**33. Related party disclosures as per Ind AS 24****(A) Name of related party and nature of relationship****1. Joint Venture**

Sambhaav Nascent LLP

**2. Name of Directors and 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
Ms. Seema Saxena	Independent Director (Resigned w.e.f. 14.11.2018)
Mrs. Gouri P Popat	Independent Director (Appointed w.e.f. 12.02.2019)
Mr. Shailesh B Vadodaria	Non - Executive Directors
Mr. Prashant H Sarkhedi	Non - Executive Directors
Mr. Sachin Kotak	Chief Financial Officer
Ms. Palak Asawa	Company Secretary

**3. Relative of Key Management Personnel**

Ms. Kajal Kiran Vadodaria

**4. Enterprises significantly influenced by Key Managerial Personnel**

Nila Infrastructures Limited

Nila Spaces Limited

**(B) Transactions with related party**

Name of Related Party	Nature of Transaction	2018-19	2017-18
Sambhaav Nascent LLP	Investment in Capital	5.10	-
	Operational expenses	0.36	-
Nila Infrastructures Limited	Contract	260.69	41.24
	Sales Trading Activity	-	8.43
	Rent Received	12.10	11.70
	Advance for Contract work	19.00	-
Nila Spaces Limited	Loan Received	255.00	-
Mr. Kiran B Vadodaria	Director Remuneration	12.00	12.00
Mr. Amit kumar Ray	Director Remuneration	6.00	6.00
Ms. Kajal Kiran Vadodaria	Remuneration	3.00	3.00
Mr. N R Mehta	Sitting Fees	0.20	0.20
Mr. O P Bhandari	Sitting Fees	0.20	0.20
Ms. Seema Saxena	Sitting Fees	0.20	0.20
Mrs. Gouri P Popat	Sitting Fees	0.05	-
Mr. Sachin Kotak	Remuneration to KMP other than directors	10.08	1.68*
Mr. Kalpesh Pandya	Remuneration to KMP other than directors	-	3.75*
Ms. Palak Asawa	Remuneration to KMP other than directors	3.87	3.10

**Note:** Promoters of the company have given irrevocable and unconditional Personal Guarantee in bank and lease finance.

\* Mr. Kalpesh Pandya resigned w.e.f. 31.08.2017 and Mr. Sachin Kotak appointed as CFO w.e.f. 13.02.2018



## Balance outstanding

Particulars	Payable		Receivable	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Nila Infrastructure Limited	-	0.96	19.00	-
Nila Spaces Limited	255.09	-	-	-
Sambhaav Nascent LLP	-	-	0.36	-
<b>Total</b>	<b>255.09</b>	<b>0.96</b>	<b>19.36</b>	<b>-</b>

### Note:

- 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.
- 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.

## 34. Details of Loans, Guarantees or Investments by the group under section 186 of the Companies Act, 2013

Name of the Party	Nature of Transactions	As at March 31, 2019	As at March 31, 2018
Ray Banquet and Hotels Private Limited	Loan	251.56	-
Ahmedabad Radio and Mast Services Private Limited	Loan	123.66	-
Aahna Advtg. LLP	Investments / Loans	23.29	33.96
Swati Developers	Loan	-	108.42
<b>Total</b>		<b>398.51</b>	<b>142.38</b>

## 35. Operating Lease

Lease Rent Charges recognised in the Statement of Profit and Loss for Rs 52.45 lakhs (2018: NIL).  
The future minimum lease rental payments under all operating leases.

Future minimum lease receivable	March 31, 2019	March 31, 2018
Less than one year	196.35	-
Between one and five years	731.52	-
More than five years	-	-

**Notes :** Future lease rental payments are determined on the basis of monthly lease payments

## 36. 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 group 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, 2019

	Financial Instrument		Fair Value Hierarchy				Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
<b>Non Current Assets</b>							
<b>Financial Assets</b>							
(i) Investments	4	155.58	155.58	0.48	-	155.10	155.58
(ii) Others	5	-	-	-	-	-	-
<b>Current Assets</b>							
<b>Financial Assets</b>							
(i) Trade Receivables	8	1,759.32	1,759.32	-	-	1,759.32	1,759.32
(ii) Cash and Cash Equivalents	9	183.96	183.96	-	-	183.96	183.96
(iii) Bank balances other than (ii) above	10	27.69	27.69	-	-	27.69	27.69
(iv) Loans	11	402.37	402.37	-	-	402.37	402.37
(v) Others	5	1.88	1.88	-	-	1.88	1.88
		<b>2,530.80</b>	<b>2,530.80</b>	<b>0.48</b>	<b>-</b>	<b>2,530.32</b>	<b>2,530.80</b>
<b>Non Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	96.52	96.52	-	-	96.52	96.52
(ii) Others	15	37.25	37.25	-	-	37.25	37.25
<b>Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	1,578.35	1,578.35	-	-	1,578.35	1,578.35
(ii) Trade Payables	19	331.78	331.78	-	-	331.78	331.78
(iii) Other Financial Liabilities	15	89.95	89.95	-	-	89.95	89.95
		<b>2,133.85</b>	<b>2,133.85</b>	<b>-</b>	<b>-</b>	<b>2,133.85</b>	<b>2,133.85</b>

## II. Figures as at March 31, 2018

	Financial Instrument		Fair Value Hierarchy				Total
	Note No.	Carrying Amount	Fair Value	Level 1	Level 2	Level 3	
<b>Non Current Assets</b>							
<b>Financial Assets</b>							
(i) Investments	4	151.08	651.08	1.08	-	650.00	651.08
(ii) Others	5	812.08	812.08	-	-	812.08	812.08
<b>Current Assets</b>							
<b>Financial Assets</b>							
(i) Trade Receivables	8	1,305.29	1,305.29	-	-	1,305.29	1,305.29
(ii) Cash and Cash Equivalents	9	228.07	228.07	-	-	228.07	228.07
(iii) Bank balances other than (ii) above	10	27.31	27.31	-	-	27.31	27.31
(iv) Loans	11	146.92	146.92	-	-	146.92	146.92
(v) Others	5	7.51	7.51	-	-	7.51	7.51
		<b>2,678.26</b>	<b>3,178.26</b>	<b>1.08</b>	<b>-</b>	<b>3,177.18</b>	<b>3,178.26</b>
<b>Non Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	181.45	181.45	-	-	181.45	181.45
(ii) Others	15	49.79	49.79	-	-	49.79	49.79
<b>Current Liabilities</b>							
<b>Financial Liabilities</b>							
(i) Borrowings	14	386.74	386.74	-	-	386.74	386.74
(ii) Trade Payables	19	672.94	672.94	-	-	672.94	672.94
(iii) Other Financial Liabilities	15	104.20	104.20	-	-	104.20	104.20
		<b>1,395.12</b>	<b>1,395.12</b>	<b>-</b>	<b>-</b>	<b>1,395.12</b>	<b>1,395.12</b>

**Note :** During the reporting period ending March 31, 2019 and March 31, 2018, 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, 2019	As at March 31, 2018
Other Non Current Financial Assets	Discounted Cash Flow method using the risk adjusted discount rate	
Other Non Current Financial Liabilities		
Borrowings (Non Current)		

#### 37. Financial Risk Management Objectives And Policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, 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 operates locally, however, the nature of its operations requires it to transact in several currencies and consequently the Group is exposed to foreign exchange risk in various foreign currencies.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies.

##### I. Foreign Currency Exposure

Refer Note 32 for foreign currency exposure as at March 31, 2019 and March 31, 2018 respectively.

##### II. Foreign Currency Sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

Currency	2018-19		2017-18	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(0.53)	0.53	(0.26)	0.26
<b>Total</b>	<b>(0.53)</b>	<b>0.53</b>	<b>(0.26)</b>	<b>0.26</b>

##### 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 on the asset 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, 2019	March 31, 2018
Non current financial assets - Loans	-	-
Current financial assets - Loans	402.37	146.92
<b>Total</b>	<b>402.37</b>	<b>146.92</b>

#### II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Loss (ECL)

Particulars	March 31, 2019	March 31, 2018
Trade Receivables	1,759.32	1,305.29
<b>Total</b>	<b>1,759.32</b>	<b>1,305.29</b>

**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, 2019	March 31, 2018
Up to 3 months	1,343.74	994.23
3 to 6 months	193.36	146.01
More than 6 months	222.23	165.05
<b>Total</b>	<b>1,759.32</b>	<b>1,305.29</b>

#### IV. Provision for expected credit losses against "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, 2019			March 31, 2018		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Vehicle Loans	13.28	25.57	38.85	27.53	28.45	55.98
Term Loans	76.67	70.95	147.62	76.67	153.00	229.67
Security Deposits	5.40	31.85	37.25	9.15	40.64	49.79
Working Capital Facilities - Bank	1,323.17		1,323.17	386.74	-	386.74
Unsecured Loans	255.18		255.18	-	-	-
Trade Payables	331.78		331.78	672.94	-	672.94
<b>Total</b>	<b>2,005.48</b>	<b>128.37</b>	<b>2,133.85</b>	<b>1,173.03</b>	<b>222.10</b>	<b>1,395.13</b>

### 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, 2019	March 31, 2018
Total Debt	1,764.82	672.39
Equity	8,622.83	8,371.02
<b>Total Capital and net debt</b>	<b>10,387.65</b>	<b>9,043.41</b>
<b>Gearing ratio</b>	<b>16.99%</b>	<b>7.44%</b>

**38. 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 Financial Statements

As per our Report of even date  
For **DHIRUBHAI SHAH & CO LLP**  
Chartered Accountants  
Firm Registration Number: 102511W/ W100298

#### FOR AND ON BEHALF OF THE BOARD

**KIRAN B VADODARIA**  
Chairman & Managing Director  
DIN: 00092067

**MANOJ B VADODARIA**  
Director  
DIN: 00092053

**HARISH B PATEL**  
Partner  
Membership No: 014427

**N R MEHTA**  
Director & Chairman of Audit Committee  
DIN: 00092386

**SACHIN KOTAK**  
Chief Financial Officer

**PALAK ASAWA**  
Company Secretary  
Membership No: A40377

**Date: May 20, 2019**  
**Place: Ahmedabad**

**Date: May 20, 2019**  
**Place: Ahmedabad**









**SAMBHAAV MEDIA LIMITED**

CIN: L67120GJ1990PLC014094

**Registered Office:** "Sambhaav House", Opp. Judges' Bungalows,

Premchandnagar Road, Satellite, Ahmedabad - 380 015

**Tel:** +91 79 2687 3914/15/16/17 **Fax:** +91 79 2687 3922**Email:** secretarial@sambhaav.com **Website:** www.sambhaav.com**ATTENDANCE SLIP**

I hereby record of my presence at the **29<sup>th</sup> Annual General Meeting** of the Company, to be held on the **Friday, 27 September 2019 at 10:30 a.m.** at the Registered Office, "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad- 380 015.

Folio No/ DP ID/ Client ID: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

Full Name of the Shareholder/ Proxy: \_\_\_\_\_

Signature of Shareholder/ Proxy: \_\_\_\_\_

**Note:** Only Shareholders of the Company or their proxies will be allowed to attend the Meeting.**SAMBHAAV MEDIA LIMITED**

CIN: L67120GJ1990PLC014094

**Registered Office:** "Sambhaav House", Opp. Judges' Bungalows,

Premchandnagar Road, Satellite, Ahmedabad - 380 015

**Tel:** +91 79 2687 3914/15/16/17 **Fax:** +91 79 2687 3922**Email:** secretarial@sambhaav.com **Website:** www.sambhaav.com**PROXY FORM****Form MGT-11***(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)-*

<b>Name of Member:</b>	
<b>Registered Address:</b>	
<b>E-mail Id:</b>	<b>Folio No/ DP ID/ Client ID:</b>

I/ We, being the member(s) of Sambhaav Media Limited, hereby appoint

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the Company, to be held on the Friday, 27 September 2019 at 10:30 a.m. at the Registered Office of the Company situated at "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad- 380 015 and at any adjournment thereof in respect of such resolutions as are indicated below. The holder of proxy may vote either for/ in favor by marking (✓) or in against by marking (\*) on each resolution.

S.N.	Brief Details of the Resolution	For	Against
	<b>Ordinary Business:</b>		
(1)	Adoption of Annual Accounts as on March 31, 2019 (Ordinary Resolution)		
(2)	Re- appointment of Mr. Manoj B Vadodaria (DIN 00092053), who retires by rotation (Ordinary Resolution)		
(3)	Appointment of Statutory Auditors (Ordinary Resolution)		
	<b>Special Business:</b>		
(4)	To appoint Mrs. Gouri P Popat (DIN: 08356151), as an Independent Woman Director of the Company (Ordinary Resolution)		
(5)	To re-appoint Mr. N R Mehta (DIN: 00092386), as an Independent Director of the Company for further period of 5 years (Special Resolution)		
(6)	To re-appoint Mr. O P Bhandari (DIN: 00056458), as an Independent Director of the Company for further period of 5 years (Special Resolution)		
(7)	To re-appoint Mr. Dilip D Patel (DIN: 01523277), as an Independent Director of the Company for further period of 5 years (Special Resolution)		
(8)	To re-appoint Mr. Amit Kumar Ray (DIN: 06468634), as a Whole-Time Director of the Company for further period of 3 years (Special Resolution)		
(9)	To approve Related Party Transactions (Ordinary Resolution)		

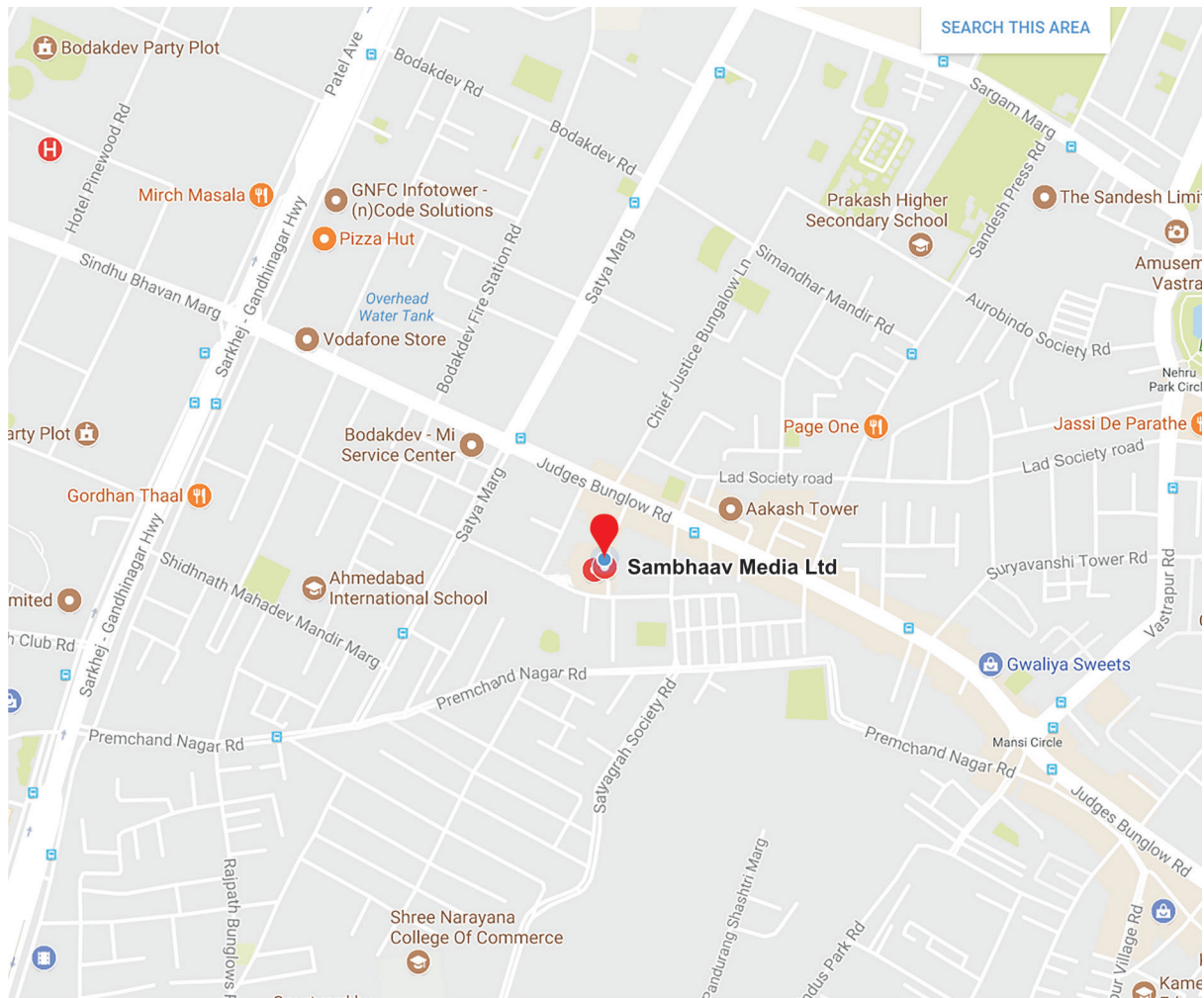
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of first Proxy holder \_\_\_\_\_

Affix a  
Revenue  
Stamp ₹ 1Signature(s) of Member(s)  
across the Revenue Stamp**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## ROUTE MAP TO THE AGM VENUE



### **SAMBHAAV MEDIA LIMITED**

**Venue of AGM:** "Sambhaav House", Opp. Judges' Bungalows, Premchandnagar Road, Satellite, Ahmedabad - 380 015

**Day & Date of AGM:** Friday, September 27, 2019

**Time of AGM:** 10:30 a.m.



## SAMBHAAV MEDIA LIMITED

CIN : L67120GJ1990PLC014094

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

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[www.sambhaav.com](http://www.sambhaav.com)