

**SADHNA BROADCAST LIMITED**  
**[Formerly known as Chirau Broadcast Network Limited]**

**CIN: L92100DL1994PLC059093**

**Notice** is hereby given that **25<sup>th</sup> Annual General Meeting** of members of Sadhna Broadcast Limited will be held on **Monday, 12<sup>th</sup> August 2019** at **11:00 A.M.** at the Registered Office of the Company situated at 37<sup>th</sup> , Second Floor, Jhandewala, Central Delhi- 110008 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the standalone Financial Statements of the Company for the year 2019 including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend on Equity Shares for the financial year 2018-19.

**"RESOLVED THAT** the final dividend of Rs 0.02 per equity of Rs.10/- each, fully paid-up for the financial year 2018-19, be and is hereby approved and declared."

3. To approve the appointment of Auditor who was appointed by the Board in casual vacancy and to re-appoint statutory auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as an ordinary resolution:

**"RESOLVED THAT** consent of the Members be and is hereby accorded for approval of Auditor appointed by the Board in casual vacancy for the period 2018-19 and Re-appointment of M/s Gambhir & Luthra, Chartered Accountants, New Delhi, bearing registration number 028168N, from the conclusion of this Annual General Meeting until the conclusion of 29<sup>th</sup> Annual General Meeting of the Company at such remuneration as may mutually be agreed upon between the auditors and the Board of Directors of the Company."

**SPECIAL BUSINESS:**

1. **Regularisation of appointment of Mr. Sanjeev Kumar Jha from Additional Director to Director (DIN: 02840583)**

**RESOLVED THAT** Mr. Sanjeev Kumar Jha holding DIN: 02840583 who was appointed as an Additional Director of the Company, by the board of directors in their meeting held on "9<sup>th</sup> July, 2019 under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the

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Registered Office: 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055

Email ID: [cbnl.delhi@gmail.com](mailto:cbnl.delhi@gmail.com), Website: [www.sadhnabroadcast.com](http://www.sadhnabroadcast.com)

Phone: 91-11-23552627, Fax No.: 91-11-23524610

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Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of the Articles of Associations of the Company and who holds the office upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company."

**2. Re- Appointment of Mrs. Sakshi Wadhwa(DIN: 06799593) as an Independent Director**

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

**"RESOLVED THAT**, in accordance with the with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mrs. Sakshi Wadhwa (DIN: 06799593) as an Independent Director of the Company for a period of five years with effect from 12th August, 2019, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

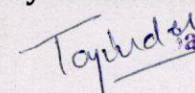
**3. Re- Appointment of Mrs. Tajinder Kaur (DIN: 06799570) as Managing Director**

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

**"RESOLVED THAT**, in accordance with the with the provisions of Section 196 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mrs. Tajinder Kaur (DIN: 06799570) as Managing Director of the Company for a period of five years with effect from 12th August, 2019, or till such earlier date to confirm with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

**"RESOLVED FURTHER** that pursuant to the Articles of Association of the Company, Mrs. Tajinder Kaur shall not retire by rotation."

**By order of the Board For Sadhna Broadcast Limited**

 **Sadhna Broadcast Limited**

**Name: Tajinder Kaur**  
**DIN: 06799570** *Managing Director*

**Designation: Managing Director**

**Address: 302-A LIG Flats, PKT-6, Sec-6, Rohini, Delhi-110085**

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**SADHNA BROADCAST LIMITED**



**NOTES:**

- (1) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting.** Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (2) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (3) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (4) Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
- (5) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
- (6) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 3<sup>rd</sup> August, 2019 to Sunday, 11<sup>th</sup> August, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- (7) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the 25<sup>th</sup> Annual General Meeting (AGM) though e-voting Services provided by National Securities Depository Limited (NSDL).



## PROCESS FOR E-VOTING:

The voting period begins on 9<sup>th</sup> August, 2019 at 9.00 AM and ends on 11<sup>th</sup> August, 2019 at 5.00 PM. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2<sup>nd</sup> August, 2019 may cast their vote electronically.

Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 11<sup>th</sup> August, 2019, 5:00 P.M.

The instructions for remote e-voting are as under:

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder - Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Name of the company".
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.



Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The result of voting will be announced at **37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055** by the Chairperson of the AGM on Monday, 12<sup>th</sup> August, 2019. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

**For and on behalf of  
Sadhna Broadcast Limited**

**Sadhna Broadcast Limited**  
*Tajinder Kaur*

**Managing Director**

**Name: Tajinder Kaur**

**DIN: 06799570**

**Designation: Managing Director**

**Address: 302- A, LIG Flats,  
Pkt D-6, Sec-6, Rohini, Delhi-  
110085**

**Date: 09/07/2019**

**Place: New Delhi**



## Explanatory Statement

### (Pursuant to section 102 of Companies Act, 2013)

**Item 4:** The Board of Directors at the meeting held on 09<sup>th</sup> July, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Sanjeev Kumar Jha (DIN: 02840583) as an Addition Independent Director on the Board of the Company.

The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Sanjeev Kumar Jha (DIN: 02840583) as Addition Independent Director, of the Company as set out in the Resolution relating to his appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

**Item 5:** The Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mrs. Sakshi Wadhwa counsel and advice, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting held on 9<sup>th</sup> July, 2019, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mrs. Sakshi Wadhwa as an Independent Director of the Company.

**Item 6:** The Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mrs. Tajinder Kaur counsel and advice, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting held on 9<sup>th</sup> July, 2019, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mrs. Tajinder Kaur as an Managing Director of the Company.



**Route Map:**





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**ATTENDENCE SLIP**

25<sup>TH</sup> Annual General Meeting

Name of the Shareholder (in Block Letter) : .....

Regd. Folio No. /DP. Id/ Client Id : .....

Name of the Proxy (s) (in Block Letter) : .....

(to be filled in, if a proxy attends instead  
of a member)

No. of Shares held : .....

I certify that I am a registered Shareholders/Proxy for the registered shareholder of the Company.

I hereby record my presence at the 25<sup>th</sup> Annual General Meeting of the company to be held on Monday, 12<sup>th</sup> August 2019 at 11.00 A.M. at **37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055**

.....  
**Member's/Proxy's Name in BLOCK Letters**  
**Signature**

.....  
**Member's/Proxy's**

**Note:**

- (1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- (2) Member's Signatures should be in accordance with the specimen signatures registered with the Company
- (3) Please bring your copy of the Annual Report for reference at the Meeting

\* **Applicable for Members holding shares in physical form.**

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**FORM NO. MGT-11**  
**PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

CIN: L92100DL1994PLC059093

**Name of the Company: Sadhna Broadcast Limited**

**Registered office: 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi-110055**

Name of the Member:
Registered Address:
E-mail Id:
Folio No /client ID:
DP ID:

I/We, being the member(s) of ..... shares of the above named company, hereby appoint.

1. Name.....,E- mail ID.....  
Address .....  
Signature....., or failing him/her
  
2. Name.....,E- mail ID.....  
Address.....  
Signature....., or failing him/her

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on the 12<sup>th</sup> Day of August 2019 at 11.00 am at **37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055** and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Financial Statements
2. Declaration of Final Dividend on Equity Shares for the financial year 2018-19
3. Approval of Appointment and Re appointment of of Statutory Auditors
4. Regularisation of appointment of Mr. Sanjeev Kumar Jha from Additional Director to Director.
5. Re-appointment of Mrs. Sakshi Wadhwa as Independent Director.
6. Re-appointment of Mrs. Tajinder Kaur as Managing Director.

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

Signature of shareholder \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

Affix Revenue Stamp
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Note: This 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.

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