

SADHNA BROADCAST LIMITED
[Formerly known as Chirau Broadcast Network Limited]
[Formerly known as Chirau Finance Investment and Leasing Company Limited]

CIN: L92100DL1994PLC059093

NOTICE TO THE MEMBERS

NOTICE is hereby given that an Extraordinary General Meeting of the Members of M/s Sadhna Broadcast Limited will be held on **Thursday, the 2nd day of June 2016 at 11.00 a.m.** at Registered Office of the Company to transact the following Business:

1. To increase the Authorized Share Capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the rules framed there under, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, to increase the Authorized Share Capital of the Company from existing Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lacs) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each by increasing the authorized Share Capital by Rs. 50,00,000 (Fifty Lakhs) divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be altered by substituting the same with the following clause V:

“The Authorized Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lacs only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution.

2. To adopt new Article of Association of the Company in conformity with the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company submitted to this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT THE Board of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Email ID: cbnl.delhi@gmail.com, Website: www.sadhnabroadcast.com

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

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3. To approve issue of Bonus Shares

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

“**RESOLVED THAT**, in accordance with provisions of Section 23, 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board') of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid up shares to the holders of the existing equity shares of the Company, whose names appear in Register of Members maintained by the Company's Registrars and Transfer Agents/ List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by Board, in the proportion of 1 (One) equity share for every 35 (Thirty Five) existing equity shares (fractional entitlements of Bonus Shares shall be rounded off to one) held by Members.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) except that they shall not be entitled to any dividend that may be declared before the 'record date' and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, no allotment letters shall be issued to the allottees of the bonus shares and that the certificate(s) in respect of the bonus shares shall be completed and thereafter be dispatched to the allottees thereof within the period prescribed or that may be prescribed on this behalf, from time to time, except in respect of those allottees who hold shares in dematerialized form

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

By Order of the Board
For Sadhna Broadcast Limited

Sadhna Broadcast Limited

Signature

Name: Tajinder Kaur

Designation: Managing Director

DIN: 06799570

Add.: 302 A LIG Flats Pkt D-6

Sec-6 Rohini Delhi -110085

Place: Delhi

Date : 02.05.2016

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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 INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. **A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.** In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. The proxy form is enclosed.
2. Explanatory Statement pursuant to Section 102 of the Companies Act 2013 in respect of proposed Special Businesses is annexed hereto.
3. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours.
4. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company/Registrar), whose names appear in the Register of Members / Record of Depositories as on Wednesday, 04th May 2016 and these will be considered for voting.
5. E-Voting will commence on Saturday, 7th May 2016 at 9:00 A.M. and end on Wednesday, 01st June 2016 at 5.00 P.M.
6. The Board of Directors of the Company has appointed Mr. Vivek Kumar, Company Secretary in Practice, Delhi as Scrutinizer for conducting the E- voting process in a fair and transparent manner. His address is THE SCRUTINIZER, C/o Sadhna Broadcast Limited, T- 59, Ground Floor, West Patel Nagar, Near Khanna Market, New Delhi – 110008. After completion of her scrutiny, the Scrutinizer will submit her report to the Director of the Company.
7. E- Voting: In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of Companies (management and administration)–Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also required to conduct the voting process electronically. The business to be transacted at the AGM may be transacted through electronic voting system and the Company is providing the facility for voting by electronic means.

The instructions for shareholders voting electronically are as under:

The Company viz; Sadhna Broadcast Limited of which you are a shareholder has engaged NSDL for providing Remote E-Voting services through the E-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in voting on resolutions placed by Company on E-Voting system. The process of login to E -Voting website is given below:

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1. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
2. Click on "Shareholder - Login".
3. Put your existing User ID and password.
4. Home page of remote "E-Voting" opens. Click on E-Voting: Active Voting Cycles.
5. Select "EVEN" Interact Leasing and Finance Limited.
6. Now you are ready for "E-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

Members can cast their vote online from Saturday, 7th May, 2016 (9:00 A.M.) till Wednesday, 01st June, 2016 (5:00 P.M.). 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. 01st June, 2016, at 5:00 P.M.

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 at csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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

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The result of voting will be announced at 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, New Delhi – 110055 by the Chairman of the Meeting on Monday, 6th June, 2016. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Name and Address of the Stock Exchange at which Company's shares are listed.a

**Mertopolitan Stock Exchange Limited,
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai – 400 098, India**

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

Item nos. 1 and 3

The equity shares of your Company are listed on The Metropolitan Stock Exchange of India Limited. With a view to encouraging the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board in its meeting held on 2nd May 2016 considered a bonus issue of 1 (one) equity share for every 35 equity share held as on a 'record date' to be determined by the Board.

Presently, the authorized share capital of your Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each. The issue of bonus shares as aforesaid would require increase in the authorized capital of the Company and consequential amendments to the existing Clause V of the Memorandum of Association of the Company.

The bonus issue of equity shares, increase in the authorized capital and alteration of the relevant clauses of the Memorandum and Articles of Association of the Company are subject to the approval of Members in terms of Sections 13, 61 and 63 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except their shareholding.

The Board recommends passing of the resolution set out at Item No. 1 and 3 as an Ordinary Resolution.

Item no. 2

The Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Importantly, the substantive Sections of the Companies Act, 2013 which deal with the general working of companies stand notified. The existing Articles of Association ("AOA") of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AOA contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletions. It is therefore considered expedient to replace the existing AOA with an entirely new set of AOA. The substitution of the existing AOA with the new AOA is proposed to align the AOA of the Company with the provisions of the Companies Act, 2013. The proposed new draft AOA is being uploaded on the Company's website www.sadhnabroadcast.com for information of the shareholders and also kept available for inspection during office hours at the registered office of the Company up to the date of the meeting.

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None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except their shareholding.

The Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.

By Order of the Board

For Sadhna Broadcast Limited
Sadhna Broadcast Limited

Signature

Name: *Tajinder*
Managing Director

Designation: Managing Director

DIN: 06799570

Add.: 302 A LIG Flats Pkt D-6
Sec-6 Rohini Delhi -110085

Place: Delhi

Date : 02.05.2016

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Attendance Slip

Folio No. /Client Id:

No. of Shares:

Name and address of
First/Sole Shareholder:

I, hereby record my presence at the Extraordinary General Meeting of the Company to be held on Thursday, 2nd June 2016 at 11:00 a.m at 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, New Delhi – 110055.

Name of the Member/Proxy
(Block Letters)

Signature of the Member/Proxy

Notes:

- a) Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- b) Member/Proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- c) Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.

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Extraordinary General Meeting –Thursday, 2nd June, 2016

Proxy Form

Name of the Shareholder(s): _____

Registered Address: _____

E-mail ID: _____ Folio No. /Client Id: _____ DP ID: _____

I/We, being member(s) of Sadhna Broadcast Limited, holding _____ shares of the Company, hereby appoint:

A. Name: _____

B. Address: _____

C. E-mail Id: _____ Signature: _____

or failing him

D. Name: _____

E. Address: _____

F. E-mail Id: _____ Signature: _____

or failing him

G. Name: _____

H. Address: _____

I. E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the Extraordinary General Meeting of the Company to be held on – Thursday, 2nd June, 2016 at 11.00 a.m. at 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, New Delhi - 110055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	Resolution
Special Business	
1	<i>Increase in Authorised Share Capital</i>
2	<i>Adoption of Articles of Association</i>
3	<i>Issue of Bonus Shares</i>

Signed this _____ day of _____ 2016

Revenue
Stamp

Notes:

- a) Proxy need not be a member of the Company.
- b) The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office: 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, New Delhi 110055 at least 48 hours before the commencement of the meeting.
- c) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

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