

CHIRAU BROADCAST NETWORK LIMITED

-: Corporate Information:-

Mr. Arpan Gupta
Ms. Tajinder Kaur
Ms. Sakshi Wadhwa

Additional Director
Additional Director
Additional Director

Statutory Auditors

M/s Mittal Nirbhay & Co.
Chartered Accountants
T-11, 3rd Floor, Maruti Plaza
Sanjay Palace, Agra-282002

Registered Office

24/27-28, West Patel Nagar,
New Delhi-110008
E-mail: sanjeevkumar.sadhna@gmail.com
Phone No.-+91-11-23552627

NOTICE

Notice is hereby given that the 20th Annual General Meeting of **CHIRAU BROADCAST NETWORK LIMITED** will be held on Monday 15th September 2014 at 03:30 P.M at the registered office of the company, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Auditor from the conclusion of this Annual General Meeting till Next Annual General Meeting and to fix their remuneration and in this regard pass the necessary resolution with or without modification as Ordinary Resolution.

“RESOLVED THAT M/s Miital Nirbhay & Co., Chartered Accountants, T-11, 3rd Floor, Maruti Plaza, Sanjay Palace, Agra - 282002 as Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.”

SPECIAL BUSINESS:

3. Regularization of Additional Director

To consider and thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Arpan Gupta, who was appointed as an Additional Director with effect from 29th January, 2014 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and who hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, who will be liable to retire by rotation.”

4. Regularization of Additional Director

To consider and thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Tajinder Kaur, who was appointed as an Additional Director with effect from 29th January, 2014 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and who hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, who will be liable to retire by rotation.”

5. Regularization of Additional Director

To consider and thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Sakshi Wadhwa, who was appointed as an Additional Director with effect from 29th January, 2014 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and who hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from him proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company, who will be liable to retire by rotation.”

Date: 04.08.2014
Place: New Delhi

By Order of the Board
of Chirau Broadcast Network Limited

Signature
Name: Arpan Gupta
Designation: Additional Director
DIN: 03498884
Address: AG, 300, Shalimar Bagh, Delhi-110088

NOTES

1. **APPOINTMENT OF PROXY:** A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. PROXY

PROXY FORMS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.

2. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. The Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out all the material facts in respect of Item Nos. 3, 4, 5 of the Notice is attached.
4. Members /Proxies are requested to bring their copy of A.G.M Notice to the Meeting.
5. The register of members and share transfer books of the company will remain closed from 08th September 2014 to 15th September 2014 (both days inclusive).
6. **Queries of the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least 7 days prior to the date of

AGM to enable the management to compile the relevant information to reply to the same in the meeting.

7. **Inspection of Documents:** Copies of Memorandum and Article of Association of the Company and all other documents referred to in the notice etc., shall be open for inspection at the registered office of the company on any working days except Saturdays between 11 A.M. To 2 P.M. up to the date of AGM and also at the Annual General meeting venue during the meeting. The Register of Directors' Shareholding, maintained under section 170 of the Companies Act, 2013, shall be available for inspection by the members at the Annual General meeting venue during the meeting.
8. Members /Proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the company for admission to the Meeting Hall.

Members who hold shares in de-materialized form are requested to bring their client ID and DP ID Numbers for easier identification for their attendance at the meeting.
9. **Address Change Intimation:** Members are requested to intimate the change of address immediately to the company. In case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant without any delay.
10. In all correspondence with the Company, members are requested to quote their account/folio numbers and in case their shares are held in dematerialized form, they must quote their client ID and DP ID Numbers.

INFORMATION PURSUANT TO CLAUSE 31 OF THE LISTING AGREEMENT

Name and Addresses of the Stock Exchange at which the Company's shares are listed

1. Delhi Exchange Limited,
DSE House, 3/1
Asif Ali Road, Delhi-110002.

It is hereby confirmed that the Company has paid the Annual Listing Fee to the Delhi Stock Exchange.

Details of Directors Seeking Reappointment at Annual General Meeting

| Particulars | |
|---------------------|------------------|
| Name | Mr. Arpan Gupta |
| Date of Birth | 23/02/1987 |
| Date of Appointment | 29/01/2014 |
| Qualification | Senior Secondary |

| Particulars | |
|---------------------|-------------------|
| Name | Ms. Tajinder Kaur |
| Date of Birth | 24/11/1985 |
| Date of Appointment | 29/01/2014 |
| Qualification | Graduate |

| | |
|---------------------|-------------------|
| Particulars | |
| Name | Ms. Sakshi Wadhwa |
| Date of Birth | 19/02/1983 |
| Date of Appointment | 29/10/2014 |
| Qualification | MBA |

Date: 04.08.2014**Place: New Delhi****By Order of the Board
of Chirau Broadcast Network Limited**

Signature

Name: Arpan Gupta**Designation:** Additional Director**DIN:** 03498884**Address:** AG, 300, Shalimar Bagh, Delhi-110088**ANNEXURE TO THE NOTICE**

Explanatory Statement under Section 102(1) of the Companies Act, 2013

ITEM NO. 3

Mr. Arpan Gupta was appointed as an Additional Director of the Company with effect from 29th January, 2014, his term as an Additional Director expires on the date of this Annual General Meeting pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any. Except Mr. Arpan Gupta, Additional Director of the Company.

ITEM NO. 4

Ms. Tajinder Kaur was appointed as an Additional Director of the Company with effect from 29th January, 2014, his term as an Additional Director expires on the date of this Annual General Meeting pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any. Except Ms. Tajinder Kaur, Additional Director of the Company.

ITEM NO. 5

Ms. Sakshi Wadhwa was appointed as an Additional Director of the Company with effect from 29th January, 2014, his term as an Additional Director expires on the date of this Annual General Meeting pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company.

The Company has received notice in writing from him along with the deposit of requisite amount under Section 160 of the Act (which will be refunded if the appointment is confirmed) proposing himself for the office of Directors of the Company.

The Directors recommend his appointment as a member of the Board in the interest of the Company.

None of the Directors or key managerial personnel of the company or their relatives is concerned or interested in the aforesaid resolution, to the extent of their shareholding in the company, if any. Except Ms. Sakshi Wadhwa, Additional Director of the Company.

Date: 04.08.2014
Place: New Delhi

By Order of the Board
of Chirau Broadcast Network Limited

Signature
Name: Arpan Gupta
Designation: Additional Director
DIN: 03498884
Address: AG, 300, Shalimar Bagh, Delhi-110088

DIRECTOR'S REPORT

The Members of **Chirau Broadcast Network Limited**,

Your Directors have pleasure in presenting the Director's Report of the company together with the Audited Statement of Accounts for the Financial Year ended March 31st, 2014.

FINANCIAL RESULTS:

| Particulars | Current Year Amount (Rs. In Lacs) | Previous Year Amount (Rs. In Lacs) |
|-----------------------------|--------------------------------------|---------------------------------------|
| Total Income | 250.03 | 00.00 |
| Profit before Tax | 05.288 | (0.228) |
| Less: Provision for Tax | 01.75 | 00.00 |
| Profit after Tax Adjustment | 3.538 | (0.228) |

DIVIDEND:

Your Company's Directors do not recommend any dividend to the Shareholders of the Company for the Financial Year 2013-2014.

CHANGE OF NAME

The Company is completely into entertainment business. In order to reflect the name of the company in accordance with the business presently carried on, the Company has changes its name from "Chirau Finance Investment and Leasing Company Limited" to "Chirau Braodcast Network Limited". The present name completely reflects the business activities of the company.

PARTICULARS OF EMPLOYEES:

None of the employees of your company were drawing emoluments exceeding the limits prescribed under section 217 (2A) of the Companies Act, 1956, read with the Companies (Particular of Employees) Rules, 1975 during the year.

DEPOSITS:

The Company has not accepted or renewed any sort of deposits during the Financial Year 2013-2014 under section 73 and 74 of the Companies Act, 2013.

CORPORATE GOVERNANCE:

The Board of Directors supports the principles of Corporate Governance. In addition to the basic governance issues the board lays strong emphasis on transparency, accountability and integrity. Your company strives for excellence with the objective of enhancing the shareholders' value. We ensure the practice of Corporate Governance in your esteemed company. All function is discharged in professionally sound, competent and transparent manner.

A detailed report on the company's efforts at the adopting principles of corporate Governance as prescribed under the clause 49 of the listing agreement is produced as part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

Since the Company has not carried on the Business, which requires the particulars to be set out as prescribed under section 217 (1)(e) of the Companies Act, 1956 read with the companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1998 in the Director's report, the same provision is not applicable.

COMPANY SECRETARY:

As per the requirement of Section 383A, the Management of the Company is trying to appoint a Company Secretary but Company has not found a suitable Candidate for the office of Company Secretary. Hence the company's Balance Sheet for the Financial Year ended 31st March 2014 has not been authenticated by the Company Secretary.

FOREIGN EXCHANGE EARNING AND OUTGO:

The company has not earned any foreign exchange from its business operation during the current year. There is no outgo of foreign exchange during the year 2013-14.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of sub – section (2AA) of Section 217 of the Companies Act, 1956, your Directors hereby confirm:

(I) That in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(II) That the Directors had 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 as on 31st March, 2014 and of Profit of the company for that period.

(III) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and

(IV) That the directors had prepared the annual accounts on a going concern basis.

DIRECTORS:

In accordance with the Articles of Association of the Company no Director is liable to retire by rotation at this Annual General Meeting.

AUDITORS:

M/s Mittal Nirbhay & Co., Chartered Accountants, Statutory Auditors of the company retire at the conclusion of the Annual General Meeting and being eligible, offer themselves for re-appointment.

AUDITORS REPORT:

The Directors have gone through the Auditors reports and are in agreement with the same.

LISTING:

The Equity Shares of Company are listed with Delhi Stock Exchange Association Limited.

CASH FLOW STATEMENT:

As required under clause-31(2) of the Listing Agreement, a cash flow statement, as prepared in accordance with the Accounting Standard-3 issued by the Institute of Chartered Accountants of India, is given along with Balance Sheet and Profit and Loss Account.

CAUTIONARY STATEMENT:

Statement in this report, particularly those which relate to Management Discussion and Analysis describing the Company's objective, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied in the statement depending on the circumstances.

INTERNAL CONTROL SYSTEM:

The company has a reasonable control system commensurate with its size and the nature of services provided by the company, which is being reviewed, periodically for more effectiveness. The company has an audit committee, which regularly reviews the internal audit observations and put corrective measures through justified actions.

HUMAN RESOURCES DEVELOPMENT:

The Company continues to enjoy cordial and warm relations with the employees and executives at all levels. It provides direction for the people working in the organization. Special training programs, workshops, seminars, etc. were continued during the year with a focus towards infusion of technical skill and quality consciousness in order to improve productivity, efficiency and quality.

INDUSTRIAL RELATIONS:

The industrial relation among all with in the organization was cordial. They maintained highest level of discipline and decency for the growth of the organization.

GENERAL:

The note forming part of the accounts being self-explanatory, the comments made by the auditors in their report are not required to be dealt separately.

APPRECIATION:

The Directors wish to place on record its appreciation for the continued co-operation extended by various Financial Institutions, Bankers, Govt. Departments and the members. The Directors also express their appreciation to the employees at all levels, for their dedicated services rendered to the Company.

Date: 04.08.2014**Place: New Delhi****By Order of the Board
of Chirau Broadcast Network Limited**

Signature
Arpan Gupta
DIN: 03498884

Signature
Tajinder Kaur
DIN: 06799570

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**1. OPERATING RESULTS OF THE COMPANY**

During the Financial Year under consideration the performance of the Company was satisfactory and there was a marked improvement. Net Profit for the year 2013-14 stood at Rs.3, 53,800.64 /- as against net loss of Rs 22,809/- in the year 2012-13. Furthermore the total Revenue from operation for the year ended March 31st, 2014 stood at Rs. 250,00,000/-, as compared to Nil revenue for the year 2012-13.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian film industry is witnessing increased corporatization and several companies, especially those in film distribution and exhibition. The country is today producing some of the finest films based on varied subjects and winning accolades on all counts.

3. OPPORTUNITY:

- i) The television industry is witnessing the mushrooming of more niche channels. Here again, emerging technologies such as broadband, OTH, IP and digitalization will bring about more growth
- ii) Technology is changing the rules of the film industry just as it did for the music industry. With the growing interest from consumers to get movies and video content in different ways with different options, filmmakers and distributors are turning to technology to meet their demands. New technology like Windows Media 9 Series strives to achieve higher quality, greater efficiency, and greater audience reach all while driving down costs. All of these benefits open up new distribution opportunities to the film industry.

Threats

- i) With the increase in business segment, the competition has increased from Domestic and other developed countries.
- ii) Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

4. PROSPECT & OUTLOOK

The company presents the analysis of the company for the year 2014-2015 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

5. RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel

& play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at Chirau Broadcast Network Limited. The company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the set of best practices. Corporate governance refers to the set of systems, principles and processes by which a company is governed. They provide the guidelines as to how the company can be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the company and is also beneficial for all stakeholders in the long term. Stakeholders in this case would include everyone ranging from the board of directors, management, shareholders to customers, employees and society. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The aim of "Good Corporate Governance" is to ensure commitment of the board in managing the company in a transparent manner for maximizing long-term value of the company for its shareholders and protection of the rights of the shareholders and your Board of Directors are putting their best efforts to fulfill its commitment towards good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The Company's philosophy of Corporate Governance is to strengthen the investor's trust and ensures a long-term partnership that helps in achieving company's objectives, meeting its obligations towards stakeholders, and is guided by a strong emphasis on transparency, accountability, integrity and environment responsibility.

Our Company's framework is designed to enable the Board to provide strategic guidelines for the company the effective over-sight of management. The respective roles and responsibilities of Board Members and Senior Executives are clearly defined to facilitate accountability to company as well as its shareholders. This ensures a balance of authority so that no single individual has unfettered powers.

Our Company has taken adequate steps to form various Committees at the Board level to focus attention on crucial issues before placing the same before the Board for consideration. These include 'Audit Committee' and 'Shareholders/Investors Grievance Committee' Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

The Company is in compliance with all the requirements of the corporate governance code as enshrined in Clause 49 of the listing agreement.

BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company. Your company is maintaining the independence of the board and company has the independent and Non-Executive directors. As on date of this report, the board of directors of the company consists of five members and it meets the requirement of the Clause 49 of the listing agreement.

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, board meeting are also held whenever required. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting also dispatch with the notice. The members of board also discuss each agenda in the meeting and take discussion after make a proper discussion and getting all members views. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

During the year Ten Board Meetings have taken place on 29th May 2013, 19th July 2013, 09th August 2013, 30th August 2013, 14th November 2013, 29th January 2014, 30th January 2014, 12th February 2014, 19th March 2014, & 31st March 2014.

The composition of Board during the year as follows:

| Name of the Director | Designation | Category |
|-----------------------------|---------------------|------------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director |

Details of attendance of each director at various meetings of the company are as follows:

| Name of the Director | Designation | Category | No. of Board Meetings | Last AGM attended |
|-----------------------------|---------------------|------------------------------|------------------------------|--------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director | 5 | No |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent | 5 | No |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director | 5 | No |

COMMITTEE OF DIRECTORS**AUDIT COMMITTEE:**

An Audit committee is a key element in corporate governance process of any company. The emergence of corporate governance, which refers to the establishment of a structural framework or reforming the existing framework to ensure the working of the company to best

serve the interest of all stakeholders, is a vital concept which has become indispensable in the present capital market state of affairs so as to safeguard the interest of stakeholders.

Powers of Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key responsibilities of Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual/Quarterly financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
 - h. The quality and acceptability of:
 - i) The accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and
 - ii) financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;
 - i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any disclosable guarantees, indemnification

agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;

j. the policies and process for identifying and assessing business risks and the management of these risks;

k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;

l. possible impairments of the Group's assets;

m. compliance with financial reporting standards and relevant financial and governance reporting requirements;

5. 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.

6. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.

7. 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.

8. Discussion with internal auditors any significant findings and follow up there on.

9. 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.

10. 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.

11. 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.

12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

13. Mandatory reviews 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

14. Overseeing the relationships with the external auditors as follows:

- i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;
 - ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;
 - iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;
 - iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;
 - v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and
 - vi. To ensure that there are no restrictions on the scope of the statutory audit;
15. Such other function, as may be assigned by the Board of directors from time to time or as may be stipulated under any law, rule or regulation including the Listing Agreement and the Companies Act, 1956.

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE:

As per the provisions of clause 49 of listing agreement, the audit committee met four times during the year 2013-14 as 29th May 2013, 09th August 2013, 14th November 2013 & 12th February 2014.

The Chairman of the Committee is Mr. Tajinder Kaur, Non –Executive & Independent Director nominated by the Board.

The Composition of audit committee is as follows:

| Name of the Director | Designation | Category |
|-----------------------------|---------------------|------------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director |

Details of attendance of each member of Audit Committee meetings of the company are as follows:

| Name of the Director | Designation | Category | No. of Meetings attended |
|-----------------------------|---------------------|------------------------------|---------------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director | 1 |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent | 1 |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director | 1 |

REMUNERATION COMMITTEE:

Constitution of remuneration committee by listed public company pursuant to the listing agreement is voluntary. Presently the Company not constituted any remuneration committee.

The Composition of Remuneration Committee is as follows:

| Name of the Director | Designation | Category |
|-----------------------------|---------------------|------------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director |

Details of attendance of each member of Remuneration Committee meetings of the company are as follows:

| Name of the Director | Designation | Category | No. of Meetings attended |
|-----------------------------|---------------------|------------------------------|---------------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director | 1 |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent | 1 |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director | 1 |

SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE:

The Shareholders/ Investors Grievances Committee are constituted for good corporate governance report.

The Composition of Shareholders/ Investors Grievances Committee is as follows:

| Name of the Director | Designation | Category |
|-----------------------------|---------------------|------------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director |

Details of attendance of each member of Shareholders/ Investors Grievance Committee meetings of the company are as follows:

| Name of the Director | Designation | Category | No. of Meetings attended |
|-----------------------------|---------------------|------------------------------|---------------------------------|
| Mr. Arpan Gupta | Additional Director | Executive Director | 1 |
| Ms. Tajinder Kaur | Additional Director | Non –Executive & Independent | 1 |
| Ms. Sakshi Wadhwa | Additional Director | Executive Director | 1 |

Share Transfers are processed and duly approved by the committee. Investor's Grievances are placed before the committee. There were no investors complaints pending at the end of the financial year ended on 31.03.2014.

The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:

ROLE AND RESPONSIBILITIES

The role of Shareholders/ Investors Grievances Committee includes the review of following:

- To monitor the process of expeditious transfer of shares or debentures.
- To monitor and review the shareholders complaints related to transfer of shares, non-receipt of Balance Sheet, non- receipt of declared dividend etc.
- To monitor and review from time to time the systems/ procedures relating to processing of transfer of shares, dematerialization/ re-materialization of share certificates, re-issued of share certificates against split, cancellation, consolidation and lost share certificates etc.
- To investigate any activity and seek information from any employee of the company, in discharging its duties.
- To obtain outside legal or professional services, if consider necessary.
- To fix the record date for the purposes as required under the Companies act and/or listing agreement.
- To consider and approve issue of duplicate share certificate in lieu of those reported lost, misplaced, torn, mutilated etc.

- Any other powers which are specifically delegated by the board from time to time.

SUB-DELEGATION

In order to expedite the process of shares transfers, the Board has in House Share Transfer Agent and registrar of the Company. The Company will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investors Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by a Practicing Company Secretary and a certificate to that effect is issued by them.

COMPLIANCE OFFICER OF THE COMPANY

Mr. Arpan Gupta, Additional Director is the Compliance Officer for complying with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & clause 47 (a) of listing agreement and is responsible for complying with the requirements of Listing Agreement with the Stock Exchanges.

GENERAL BODY MEETING:-

| Particulars | FY 2010-2011 | FY 2011-2012 | FY 2012-2013 |
|--------------------|--|--|--|
| Date and time | 30 th September, 2011, 3:00 P.M. | 29 th September, 2012, 10:00 A.M. | 28 th September, 2013, 09:00 A.M. |
| Venue | 33 LGF, Babar Road, Bengali Market, New Delhi-110001 | 16B-9, D.B. Gupta Road, Karol Bagh, Delhi-110005 | 16B-9, D.B. Gupta Road, Karol Bagh, Delhi-110005 |
| Special Resolution | No | No | No |

All resolutions proposed for the above said meetings were duly passed by show of hands. None of the resolution was passed nor proposed to be passed through Postal Ballot last year.

STATUTORY DISCLOSURES:-

No transactions of material nature have been entered into by the company with any of the promoters, directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company.

The company has not been penalized, nor have any strictures been imposed by the Stock Exchanges, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.

MEANS OF COMMUNICATIONS

Up-to-date financial results, annual reports, shareholding patterns, official news releases, financial analysis reports and latest presentation have been made to the institutional investors.

The notice of the AGM along with Annual Report will be sent to the shareholders well in advance of the AGM.

DISCLOSURES:

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The details of the Related Party Transactions are placed before and reviewed by the Company's Audit Committee.

The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/Statutory Authorities on all matters relating to capital markets, during the last three years.

RISK MANAGEMENT:

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

SHAREHOLDERS INFORMATION:**ANNUAL GENERAL MEETING**

Date: 15th September 2014

Time: 03:30 A.M.

Venue: 24/27-28, West Patel Nagar,
New Delhi-110008

FINANCIAL CALENDAR (tentative)

Financial Year- 1st April 2014 to 31st March 2015

Financial Reporting for the First Quarter ending 30th June 2014: 14th August 2014

Financial Reporting for the Half Year ending 30th September 2014: November 2014

Financial Reporting for the Third Quarter ending 31st December 2014: February 2015

Financial Reporting for the Quarter & Year ending 31st March 2015: May 2015

DATE OF BOOK CLOSURE:

08th September, 2014 to 15th September, 2014 (both days inclusive)

LISTING ON STOCK EXCHANGE:

- 1) Delhi Stock Exchange Limited, DSE House, 3/1 Asaf Ali Road, Delhi-110002

Corporate Identification Number: L92100DL1994PLC059093

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2013 TO 31.03.2014

Complaint received from the shareholders of the company during the year was duly resolved upto the satisfaction of our shareholders & no complaint was pending at the end of financial year.

SHAREHOLDING PATTERN OF THE COMPANY

| Holders | No. of Shares | % of Total |
|------------------------------------|----------------------|-------------------|
| Promoters | | |
| (a) Indian | - | - |
| (b) Foreign | - | - |
| Financial Institution and Banks | | |
| Non-Resident, OCB's, Foreign Banks | - | - |
| Other Bodies Corporate | - | - |
| Mutual Funds | - | - |
| Clearing member | - | - |
| Public Shareholding | 3251700 | 100.00 |
| Total | 3251700 | 100.00 |

ADDRESS FOR CORRESPONDENCE

Chirau Broadcast Network Limited,
24/27-28, West Patel Nagar,
New Delhi-110008

DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

SECRETARIAL AUDIT

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital a secretarial audit is carried out by a Practicing Company Secretary on half yearly basis.

CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

I, Mr. Arpan Gupta, Additional director, of Chirau Broadcast Network Limited, to the best of my knowledge and belief hereby certify that:

(a) I have reviewed financial statements and the cash flow statements for the year and that 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 statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and 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 and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit Committee:

(i) Significant changes in the internal control over financial reporting during the year under reference;

(ii) Significant changes in the accounting policies during the year and that the same has been 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 an employee having a significant role in the Company's internal control system over financial reporting.

Date: 04.08.2014

Place: New Delhi

**By Order of the Board
of Chirau Broadcast Network Limited**

Signature

Name: Arpan Gupta

Designation: Additional Director

DIN: 03498884

Address: AG, 300, Shalimar Bagh,
Delhi-110088

MITTAL NIRBHAY & COMPANY
CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200

Independent Auditor's Report

TO THE MEMBERS OF M/S CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of the **M/S CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**, which comprise the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control 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.

Auditors Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

Contd....2



MITTAL NIRBHAY & COMPANY
CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200

---2---

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- (b) in the case of the Statement of Profit and Loss of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. **As required by section 227(3) of the Act, we report that:**
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (e) On the basis of the written representation received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956.
 - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441 A of the Companies Act 1956 nor has it issue any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For MITTAL NIRBHAY & CO.
Chartered Accountants
FRN : 013097C



KAMAL KUMAR
Partner
M. No. 502549
Place : Delhi
Date : 29/05/2014

MITTAL NIRBHAY & COMPANY
CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200

COMPANIES (AUDITOR'S REPORT) ORDER, 2003

COMPANY: CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED

(Annexure to Auditor's Report dated 28/05/2014 for the Financial Year 2012-13 under Companies Act, 1956)

| PARTICULARS | REMARKS |
|--|------------|
| (As certified by Directors of the company) | |
| 1 FIXED ASSETS | |
| (I) (a) Whether the company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets. | N.A. |
| (b) whether these fixed assets have been physically verified by the management at reasonable intervals whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account. | N.A. |
| (c) If a substantial part of fixed assets have been disposed off during the year, whether it has affected the going concern. | N.A. |
| 2 INVENTORIES | |
| (II) (a) whether physical verification of inventory has been conducted at reasonable intervals by the management. | N.A. |
| (b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported. | N.A. |
| (c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account. | N.A. |
| 3 LOANS GRANTED OR TAKEN | |
| (iii) (a) has the company granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. If so, give the number of parties and amount involved in the transactions; and | No N.A. |



MITTAL NIRBHAY & COMPANY
CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200

COMPANIES (AUDITOR'S REPORT) ORDER, 2003

COMPANY: CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED

(Annexure to Auditor's Report dated 29/08/2014 for the Financial Year 2012-13 under Companies Act, 1956)

| PARTICULARS | REMARKS (As certified by Directors of the company) |
|--|--|
| (b) whether the rate of interest and other terms and conditions of loans given by the company secured or unsecured, are prima facie prejudicial to the interest of the company; and | N.A. |
| (c) whether receipt of the principal amount and interest are also regular; and | N.A. |
| (d) If overdue amount is more than Rs. 1,00,000 whether reasonable steps have been taken by the Company for recovery of the Principal and interest; and | N.A. |
| (e) has the company taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Act. If so, give the number of parties and amount involved in the transactions; and | N.A. |
| (f) whether the rate of interest and other terms and conditions of loans taken by the company secured or unsecured, are prima facie prejudicial to the interest of the company; and | N.A. |
| (g) whether payment of the principal amount and interest are also regular; | N.A. |
| 4 INTERNAL CONTROL PROCEDURE FOR THE PURCHASE OF INVENTORY AND FIXED ASSETS AND FOR THE SALE OF GOODS | |
| (iv) is there an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and Fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system; | Yes, by the Directors personally looks into the same There is no other control No failure reported |
| 5 TRANSACTIONS TO BE ENTERED INTO A REGISTER IN PURSUANCE OF SECTION 301 | |
| (v) (a) whether the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section; and | No |



MITTAL NIRBHAY & COMPANY
CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200

COMPANIES (AUDITOR'S REPORT) ORDER, 2003

COMPANY: CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED

(Annexure to Auditor's Report dated 29/05/2014 for the Financial Year 2012-13 under Companies Act, 1956)

| PARTICULARS | REMARKS |
|---|--|
| (As certified by Directors of the company) | |
| (b) whether transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market price at the relevant time ; | No |
| 6 DEPOSIT FROM THE PUBLIC | |
| (vi) in case the company has accepted deposits from the public, whether the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there under, where applicable have been complied with. If not, the nature of contravention's should be stated. If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal whether the same has been complied with or not? | N.A. |
| 7 INTERNAL AUDIT SYSTEM | |
| (vii) in the case of listed companies and/or other companies having a paid-up capital and reserves exceeding Rs. 50 lakhs as at the commencement of the financial year concerned, or having an average annual turnover exceeding five crore rupees for a period of three consecutive financial years immediately preceding the financial year concerned, whether the company has an internal audit system commensurate with its size and nature of its business. | Yes The directors are looking into all relevant matters personally. There is no other Control. |
| 8 COST RECORDS | |
| (VIII) where maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act, whether such accounts and records have been made and maintained. | N.A. |



MITTAL NIRBHAY & COMPANY

CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200COMPANIES (AUDITOR'S REPORT) ORDER, 2003COMPANY: CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED(Annexure to Auditor's Report dated 29/05/2014 for the Financial Year 2012-13 under Companies Act, 1956)

| PARTICULARS | REMARKS |
|---|---|
| (As certified by Directors of the company) | |
| 9 <u>DEPOSITING UNDISPUTED STATUTORY DUES INCLUDING PROVIDENT FUND INVESTOR EDUCATION AND PROTECTION FUND EMPLOYEES STATE INSURANCE ETC</u> | |
| (ix) (a) is the company regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, employees' State Insurance, Income - Tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable shall be indicated by the auditor. | Yes |
| | N.A. |
| 10 <u>NON-PAYMENT OF DUES OF SALES TAX / INCOME TAX / CUSTOM TAX / WEALTH TAX EXCISE DUTY / CESS ON ACCOUNT OF ANY DISPUTE</u> | |
| (b) in case dues of Income Tax / Sales-Tax / Wealth Tax / Service Tax / Custom Duty / Excise Duty / cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. | No Dues |
| 11 <u>ACCUMULATED LOSS/ CASH LOSSES</u> | |
| (x) whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty percent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year. | There are no cash losses. |
| 12 <u>DEFAULTED IN REPAYMENT OF DUES TO A FINANCIAL INSTITUTION OR BANK OR DEBENTURE HOLDER?</u> | |
| (xi) (a) whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holder? If yes, the period and amount of default to be reported. | No Dues |
| 13 <u>GRANTED LOANS AND ADVANCES</u> | |
| (xii) whether adequate document and records are maintained in cases where the company has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. If not, the deficiencies to be pointed out. | The Company has not given any loans and advances covered under this clause, on the basis of any security. |



MITTAL NIRBHAY & COMPANY
CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200

COMPANIES (AUDITOR'S REPORT) ORDER, 2003

COMPANY: CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED

(Annexure to Auditor's Report dated 29/05/2014 for the Financial Year 2012-13 under Companies Act, 1956)

| PARTICULARS | REMARKS |
|---|---|
| (As certified by Directors of the company) | |
| 14 CHIT FUND / NIDHI / MUTUAL BENEFIT FUND / SOCIETIES | |
| (xiii) whether the provisions of any special statute applicable to chit fund have been duly complied with? In respect of nidhi / mutual benefit fund / societies:- | N.A. |
| (a) whether the net-owned funds to deposit liability ratio is more than 1:20, as on the date of balance sheet. | N.A. |
| (b) whether the company has complied with the prudential norms on income recognition and provisioning against substandard / doubtful / loss assets. | N.A. |
| (c) whether the company has adequate procedures for appraisal of credit proposals / requests, assessment of credit needs and repayment capacity of the borrowers. | N.A. |
| (d) whether the repayment schedule of various loans granted by the nidhi is based on the repayment capacity of the loan amount. | N.A. |
| 15 DEALING OR TRADING IN SHARES, SECURITIES, DEBENTURES AND OTHER INVESTMENTS | |
| (xiv) if the company is dealing or trading in shares, securities, debentures and other investments, whether proper records have been maintained of the transactions and contracts and whether timely entries have been made therein; also whether the shares, securities, debentures and other investments have been held by the company, in its own name except to the extent of the exemption, if any, granted under section 49 of the Act. | NO Yes All the investment have been made in its own name. |
| 16 GUARANTEE FOR LOANS TAKEN BY OTHERS FROM BANKS OR FINANCIAL INSTITUTIONS | |
| (xv) whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company. | NO |
| 17 TERM LOAN | |
| (xvi) whether term loans were applied for the purpose for which the loans were obtained. | NO |



MITTAL NIRBHAY & COMPANY
CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA
SANJAY PLACE, AGRA-282002
Ph.No. 9899729200

COMPANIES (AUDITOR'S REPORT) ORDER, 2003

COMPANY: CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED

(Annexure to Auditor's Report dated 29/05/2014 for the Financial Year 2012-13 under Companies Act, 1956)

| PARTICULARS | REMARKS |
|--|---|
| (As certified by Directors of the company) | |
| 18 APPLICATION OF FUND RAISED ON SHORT-TERM BASIS | |
| (xvii) whether the funds raised on short-term basis have been used for long-term investment if yes, the nature and amount is to be indicated. | No There are no stipulation for the use and retention period of loans, though shown as short term borrowings. As per directors, these are repayable on demand or on very short notice of about 3 months. |
| 19 PREFERENTIAL ALLOTMENT OF SHARES | |
| (xviii) whether the company has made any preferential allotment of shares to parties and companies covered in the Register maintain under section 301 of the Act and if so whether the price at which shares have been issued is prejudicial to the interest of the company. | No |
| 20 CREATION OF SECURITIES IN RESPECT OF DEBENTURES ISSUED | |
| (xix) whether security or charge has been created in respect of debentures issued ? | N A. |
| 21 END USE OF MONEY RAISED BY PUBLIC ISSUES | |
| (xx) whether the management has disclosed on the end use of money raised by public issues and the same has been verified. | Yes |
| 22 NATURE AND AMOUNT INVOLVED IN FRAUD | |
| (xxi) whether any fraud on or by the company has been noticed or reported during the year. If yes the nature and the amount involved is to be indicated. | None Reported |

FOR MITTAL NIRBHAY & CO.
CHARTERED ACCOUNTANTS
FRN NO. 013097C

KAMAL KUMAR
PARTNER
M.No. 502549

Place :- New Delhi
Date :- 29/05/2014

FOR CHIRAU FINANCE INVESTMENT & LEASING CO. LTD.

Tajinder
DIRECTOR

Apurva
DIRECTOR

Sakshi Wadhwa
DIRECTOR

CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**Balance sheet for the year ended 31st March, 2014**

| Particulars | Note No | As at 31st March, 2014 | As at 31st March, 2013 |
|---|---------|------------------------|------------------------|
| I. EQUITY AND LIABILITIES | | | |
| Shareholder's Funds | | | |
| Share Capital | 1 | 3,25,17,000.00 | 3,25,17,000.00 |
| Reserves and Surplus | 2 | (25,528.36) | (3,79,329.00) |
| Share application money pending allotment | | | |
| Non-Current Liabilities | | | |
| Long-Term borrowings | | | |
| Current Liabilities | | | |
| Trade payables | | | |
| Other current liabilities | 3 | 8,32,044.00 | 2,809.00 |
| Short Term Provisions | 4 | 1,75,000.00 | |
| Short Term Borrowings | 5 | 95,47,000.00 | |
| Total | | 4,30,45,515.64 | 3,21,40,480.00 |
| II. Assets | | | |
| Non-current assets | | | |
| Fixed assets | | | |
| (i) Tangible assets | | | |
| (ii) Intangible assets | | | |
| (iii) Capital work-in-progress | | | |
| (iv) Intangible assets under development | | | |
| Deferred tax assets (net) | | | |
| Current assets | | | |
| Current Investments | | | |
| Inventories | 6 | 57,47,720.00 | 57,47,720.00 |
| Trade receivables | 7 | | 87,86,375.00 |
| Cash and cash equivalents | 8 | 1,60,86,745.64 | 40,497.00 |
| Short-term loans and advances | 9 | 57,84,208.00 | 1,75,65,888.00 |
| Other current assets | 10 | 1,54,26,842.00 | |
| Total | | 4,30,45,515.64 | 3,21,40,480.00 |

Note No. 16 Notes to Accounts

As per our Report of even date attached.

For : CHIRAU FINANCE INVESTMENT & LEASING CO. LIMITED

FOR MITTAL NIRBHAY & Co.
CHARTERED ACCOUNTANTS

(DIRECTOR)


(DIRECTOR)


(DIRECTOR)


(CA. KAMAL KUMAR)
Partner
PLACE : NEW DELHI
DATED : 29/05/2014Membership No. : 502549
Firm Reg. No.: 013097C

CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**Statement of Profit and Loss for the year ended 31st March, 2014**

| Particulars | Note No | As at 31st March, 2014 | As at 31st March, 2013 |
|--|---------|------------------------|------------------------|
| Revenue | | | |
| Revenue from operations | 11 | 2,50,00,000.00 | - |
| Other Income | 12 | 3,662.00 | - |
| I. Total Revenue | | 2,50,03,662.00 | - |
| Expenditure | | | |
| Advertising Contract Exp. | 13 | 2,43,70,968.00 | - |
| Employee benefit expense | 14 | 52,500.00 | - |
| Financial costs | | - | - |
| Depreciation and amortization expense | | - | - |
| Other expenses | 15 | 51,393.36 | 22,809.00 |
| II. Total Expenses | | 2,44,74,861.36 | 22,809.00 |
| III. Profit before tax (I - II) | | 5,28,800.64 | (22,809.00) |
| Tax Expenses | | | |
| Current tax | | 1,75,000.00 | - |
| Deferred tax | | - | - |
| Profit for the year | | 3,53,800.64 | (22,809.00) |
| Earning per equity share of face value of Rs. 10 each | | | |
| Basic and Diluted (in Rs.) | | 0.11 | (0.01) |

Note No. 16 Notes to Accounts

As per our Report of even date attached.

For : CHIRAU FINANCE INVESTMENT & LEASING CO. LIMITED

FOR MITTAL NIRBHAY & Co.
CHARTERED ACCOUNTANTS

Tajinder
(DIRECTOR)

Aman Singh
(DIRECTOR)

Sakshi Wadhwa
(DIRECTOR)

[Signature]
ICA - RAMAL KUMAR
Partner



PLACE : NEW DELHI
DATED : 29/05/2014

Membership No. : 502549
Firm Reg. No. : 013097C

CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**Notes on Financial Statements for the year ended 31st March, 2014**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--|------------------------|------------------------|
| 1. SHARE CAPITAL | | |
| AUTHORISED | | |
| 3,500,000 Equity Shares of ₹ 10/- Each | 3,50,00,000.00 | 3,50,00,000.00 |
| ISSUED | | |
| 3,251,700 Equity Shares of ₹ 10/- Each Fully Paid up | 3,25,17,000.00 | 3,25,17,000.00 |
| SUBSCRIBED AND FULLY PAID UP | | |
| 3,251,700 Equity Shares of ₹ 10/- Each Fully Paid up | 3,25,17,000.00 | 3,25,17,000.00 |
| Total | 3,25,17,000.00 | 3,25,17,000.00 |

1.1 Detail's of the Shareholders holding more than 5% Shares :-

| Name of the shareholder | No. of shares | %Held | No. of shares | %Held |
|-------------------------|---------------|-------|---------------|-------|
|-------------------------|---------------|-------|---------------|-------|

1.2 Share Reconciliation Statement

| Particulars | As at 31.03.2014 Equity | As at 31.03.2013 Equity |
|--|----------------------------|----------------------------|
| a) Shares Outstanding At The Beginning Of The Year | 32,51,700.00 | 32,51,700.00 |
| b) Shares Issued During The Year | - | - |
| c) Shares Bought Back During The Year | - | - |
| Shares Outstanding At The End Of The Year(a+b-c) | 32,51,700.00 | 32,51,700.00 |

2. RESERVES & SURPLUS

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|--------------------------------|------------------------|------------------------|
| Opening Balance | (3,79,329.00) | (3,56,520.00) |
| Less: Provision for tax | - | - |
| Transfer Profit from P & L A/c | 3,53,800.64 | (22,809.00) |
| TOTAL A. | (25,528.36) | (3,79,329.00) |
| SHARES PREMIUM A/C | | |
| TOTAL B | | |
| Closing Balance | (25,528.36) | (3,79,329.00) |

(DIRECTOR)

Tajinder

(DIRECTOR)

Shaminder

(DIRECTOR)

Sakshinder



CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**Notes on Financial Statements for the year ended 31st March, 2014**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|-------------|---------------------------|---------------------------|
|-------------|---------------------------|---------------------------|

3. OTHER CURRENT LIABILITIES

| | | |
|---------------------------|-------------------|-----------------|
| Audit Fee Payable | 2,809.00 | 2,809.00 |
| Salary Payable | 52,500.00 | - |
| TDS Payable (Contractors) | 772,235.00 | - |
| TDS Payable Professional | 4,500.00 | - |
| Total | 832,044.00 | 2,809.00 |

4. SHORT TERM PROVISION

| | | |
|--------------------------|-------------------|----------|
| Provision for Income Tax | 175,000.00 | - |
| Total | 175,000.00 | - |

5. SHORT TERM BORROWINGS

| | | |
|------------------------------------|---------------------|----------|
| Others | 1,297,000.00 | - |
| Advance from Customers (Refer 4.1) | 8,250,000.00 | - |
| Total | 9,547,000.00 | - |

5.1 :- Advance From Customers Received From :-

| | | |
|--------------------|---------------------|----------|
| a) Delight Telekom | 5,500,000.00 | - |
| b) R.K. News | 2,550,000.00 | - |
| c) Swathi Media | 200,000.00 | - |
| Total | 8,250,000.00 | - |

6. INVENTORIES

| | | |
|--------------|---------------------|---------------------|
| Inventories | 5,747,720.00 | 5,747,720.00 |
| Total | 5,747,720.00 | 5,747,720.00 |

7. TRADE RECEIVABLE

| | | |
|------------------|----------|---------------------|
| Trade Receivable | - | 8,786,375.00 |
| Total | - | 8,786,375.00 |

8. CASH & CASH EQUIVALENT

| | | |
|----------------------|----------------------|------------------|
| Cash In Hand | 34,147.00 | 35,647.00 |
| Balance with Bank :- | | |
| Axis Bank | 63,590.64 | - |
| ICICI Bank Ltd. | 15,937,552.00 | - |
| Punjab National Bank | 51,456.00 | 4,850.00 |
| Total | 16,086,745.64 | 40,497.00 |

9. SHORT TERM LOAN & ADVANCES

| | | |
|-----------------------------------|---------------------|----------------------|
| Balance With Govt. Authorities | 40,888.00 | 40,888.00 |
| Sadhna Media Pvt. Ltd. | 5,743,320.00 | - |
| Other Short Term Loans & Advances | - | 17,525,000.00 |
| Total | 5,784,208.00 | 17,565,888.00 |

10. OTHER CURRENT ASSETS

| | | |
|----------------------------|----------------------|----------|
| Prepaid Advertisement Exp. | 13,354,032.00 | - |
| Service Tax CENVAT | 1,572,810.00 | - |
| TDS Receivable | 500,000.00 | - |
| Total | 15,426,842.00 | - |

(DIRECTOR)

(DIRECTOR)

(DIRECTOR)



CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**Notes on Financial Statements for the year ended 31st March, 2014**

| Particulars | As at 31st March, 2014 | As at 31st March, 2013 |
|-------------|---------------------------|---------------------------|
|-------------|---------------------------|---------------------------|

11. REVENUE FROM OPERATIONS

| | | |
|-----------------|-----------------------|----------|
| Telecast Income | 2,50,00,000.00 | - |
| Total | 2,50,00,000.00 | - |

12. OTHER INCOME

| | | |
|-----------------|-----------------|----------|
| Interest Income | 3,662.00 | - |
| Total | 3,662.00 | - |

13. ADVERTISING EXP.

| | | |
|---------------------------|-----------------------|----------|
| Advertising Contract Exp. | 2,43,70,968.00 | - |
| Total | 2,43,70,968.00 | - |

14. EMPLOYEE BENEFITS EXP.

| | | |
|--------------|------------------|----------|
| Salary | 52,500.00 | - |
| Total | 52,500.00 | - |

15. OTHER EXPENSES

| | | |
|---------------------------------|------------------|------------------|
| Advertising Expenses | | 4,000.00 |
| Auditors Remuneration | | 2,809.00 |
| AGM & EGM Exp. | | 2,800.00 |
| Bank Charges | 4,893.36 | 150.00 |
| Filing, Listing & Custodial Fee | 1,500.00 | 2,000.00 |
| Miscellaneous Expenses | - | 8,152.00 |
| Postage & Courier | - | 546.00 |
| Printing & Stationery | - | 1,352.00 |
| Legal & Professional fee | 45,000.00 | 1,000.00 |
| Total | 51,393.36 | 22,809.00 |

Tajinder
(DIRECTOR)

Sumanpreet
(DIRECTOR)

Sakshi Bhatnagar
(DIRECTOR)



MITTAL NIRBHAY & COMPANY

T-11, 3rd FLOOR, MARUTI PLAZA

CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED

Ph.No. 9899729200

**NOTES ON ACCOUNTS FORMING PART OF
ANNUAL ACCOUNTS AS ON 31-03-2014**

SCHEDULE - : NOTES ON ACCOUNTS

Board of directors certify the following :

- 1) The Accounts have been prepared on following basis:
 - (a) Mercantile,
 - (b) Going Concern,
 - (c) Consistency,
 - (d) Historical Cost
 - (e) Applicable Accounting Standards
 - (f) Prudence

However petty expenses are on payment basis.
- 2) The provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended are not applicable, as there is no employee drawing remuneration beyond the stipulated amount provided in the said rules.
- 3) The Company is a small and Medium Sized Company (SMC) as defined in the General Instruction in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the company has complied with the Accounting Standards as applicable to Small and Medium Sized Company.
- 4) There is no amount due to any small scale Industrial unit.
- 5) No interest is paid or due to any Micro, Small or Medium Enterprises under The Micro, Small & Medium Enterprises Development Act: 2006.
- 6) The current assets loans and advances will fetch the value atleast as shown in the balance sheet, if realized in the ordinary course of business.
- 7) The balances due to/from the Parties are subject to their confirmations. All the amounts recoverable and payable are as per the books of accounts
- 8) All payments exceeding Rs.20,000/- have been made by 'Account Payee' crossed cheques / Bank Drafts / Pay Orders only for all kinds of expenses as required under Income Tax Act, 1961 & Rules made there under (Not verified by auditors as issued / received cheques are with banks).
- 9) In case of loans and advances taken and given, all such receipts and payments were by 'Account Payee' crossed Cheques / Bank Drafts/Pay Orders as required under Income Tax Act, 1961 and rules made thereunder. (Not verified by auditors as issued / received cheques are with banks).
- 10) In case of loans and advances taken and given, all such receipts and payments were by 'Account Payee' crossed Cheques / Bank Drafts/Pay Orders as required under Income Tax Act, 1961 and rules made thereunder. (Not verified by auditors as issued / received cheques are with banks).
- 11) (i) That in the preparation of the annual accounts for the financial year ended **31st March 2014** the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss the Company for the year under review;



Contd.,...2

MITTAL NIRBHAY & COMPANY

CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA

SANJAY PLACE, AGRA-282002

CP No. 189/72/100

CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**NOTES ON ACCOUNTS FORMING PART OF
ANNUAL ACCOUNTS AS ON 31-03-2014**

...2....

(iii) That the directors had taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- 12) There is no Deferred tax Liability / Asset.
- 13) No preliminary Expenses have been written off during the year.
- 14) The Company did not accept any public deposit u/s 58A during the year under the provisions of Companies Act, 1956.
- 15) Earning Per Share
- | | |
|--------------------------------------|----------------|
| Net Profit available to Shareholders | Rs. 1028800.00 |
| Number of Shares | 32,51,700 |
| Earning Per share | Rs. .31 |
| Nominal Value of Share | Rs. 10/- |
- 16) No personal expenses of any director of the company have been charged to the revenue account of the company.
- 17) Previous year figures have been regrouped/rearranged wherever necessary to make them comparable with this year figures.
- 18) There are no foreign currency Expenditure during the year.
- 19) There are no contingent liabilities\ commitments other than as shown in the balance sheet. All the known liabilities have been provided.
- 20) There have been no major events subsequent to the date of balance sheet affecting the financial position of the Company till date.
- 21) The Accounts have been prepared by the directors and are certified by them to be true and correct as per their knowledge & belief. There are no such entries / statements / documents which is not believed by the Directors to be true and correct or based on any other person's explanation /statement or documents as same has been verified by them properly. These notes clarify the various matters of accounts, financial matters & business of the company.
- 22) Closing Stock has been taken, valued and certified by directors to be at cost and he same has been shown in Annual accounts accordingly.



Contd.....3

MITTAL NIRBHAY & COMPANY

CHARTERED ACCOUNTANTS

T-11, 3rd FLOOR, MARUTI PLAZA

SANJAY PLACE, AGRA-282002

Ph.No. 9899729200

CHIRAU FINANCE INVESTMENT & LEASING COMPANY LIMITED**NOTES ON ACCOUNTS FORMING PART OF
ANNUAL ACCOUNTS AS ON 31-03-2014**

--3--

- 23) Previous Year figures : During the year ended March 31, 2014, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company. The company has reclassified previous year figures to conform to this year's classification. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it significantly impacts presentation and disclosures made in the financial statements, particularly presentation of balance sheet. Previous year's figures have been regrouped wherever necessary to conform to this year's classification.
- 24) Schedule I to 16 form an integral part of the Balance Sheet and have been authenticated by Board of Directors.

AS APPROVED BY BOARD OF
DIRECTORSSUBJECT TO OUR REPORT OF
EVEN DATE ATTACHED.
FOR MITTAL NIRBHAY & CO.
CHARTERED ACCOUNTANTS
FRN No. 013097C

DIRECTOR



DIRECTOR



DIRECTOR


(KAMAL KUMAR)
PARTNER

M. No. 502549

PLACE : NEW DELHI

DATED : 29/05/2014

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director. The Code of Conduct as adopted is available on the Company's website. I confirm that the Company has in respect of the Financial Year ended March 31, 2014, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Presidents, Sr. Vice Presidents and Vice President Cadre as on March 31, 2014.

Date: 04.08.2014
Place: New Delhi

By Order of the Board
of Chirau Broadcast Network Limited

Signature
Name: Arpan Gupta
Designation: Additional Director
DIN: 03498884
Address: AG, 300, Shalimar Bagh,
Delhi-110088

-----Tear Here-----

CHIRAU BROADCAST NETWORK LIMITED
Regd. Off: 24/27-28, West Patel Nagar, New Delhi-110008
CIN: L92100DL1994PLC059093, E-Mail: sanjeevkumar0808@rediffmail.com

ATTENDANCE SLIP

Regd. Folio No. _____
DP. Id. No.* _____
Client Id No.* _____
Mr./Ms. _____
Father's/Husband's Name _____

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

I hereby record my presence at the 20th Annual General Meeting of the Company at 24/27-28, West Patel Nagar, New Delhi-110008 at 03:30 P.M on Monday the 15th September, 2014.

Members'/Proxy's Name in BLOCK Letters

Members'/Proxy's Signature

Note:

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

* Applicable for investors holding shares in electronic form.

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: Chirau Broadcast Network Limited

Registered office: 24/27-28, West Patel Nagar, New Delhi-110008

Name of the Member(s) :

Registered Address:

Email id:

Folio No/Client Id:

DP ID:

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

1. Name :, Email ID:

Address:

Signature:....., or failing him

2. Name :, Email ID:

Address:

Signature:....., or failing him

3. Name :, Email ID:

Address:

Signature:....., or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual general meeting of the company, to be held on the 15th day of September, 2014 At 03:30 p.m. at 24/27-28, West Patel Nagar, New Delhi-110008, and at any adjournment thereof in respect of such resolutions as are indicated below:

| Res No. | Description | For | Against |
|---------|---|-----|---------|
| 1. | Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014 | | |
| 2. | Appointment of M/s Miital Nirbhay & Co. Chartered Accountants, New Delhi, as Statutory Auditors of the Company and to fix their remuneration. | | |
| 3. | Appointment of Mr. Arpan Gupta as a Director of the Company. | | |
| 4. | Appointment of Ms. Tajinder Kaur as a Director of the Company. | | |
| 5. | Appointment of Ms. Sakshi Wadhwa as a Director of the Company. | | |

Affix
Revenue
Stamp

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. Please put 'X' in appropriate Column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. 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.