



CHIRAU BROADCAST NETWORK LIMITED

ANNUAL REPORT

2014-15



BOARD OF DIRECTORS

Arpan Gupta	Director
Tajinder Kaur	Managing Director
Sakshi Wadhwa	Independent Director
Satyabrata Mukherjee	Independent Director

COMPANY SECRETARY

Ms. Tanuj Yadav

REGISTRAR AND TRANSFER AGENT

M/s. Skyline Financial Services Private Limited
D-153A, 1st Floor,
Okhla Industrial Area, Phase-I,
New Delhi-110020

AUDITORS

Mittal Nirbhay & Co.
Chartered Accountants
T-11, 3rd Floor, Maruti Plaza,
Sanjay Place, Agra-282002

SECRETARIAL AUDITOR

V Kumar and Associates
Company Secretaries
T-59, West Patel Nagar,
Near Khanna Market,
New Delhi-110008
Mobile: 9910218035
Mail: csvivekkumar@gmail.com,
vivek@vkumarassociates.in

BANKERS

Yes Bank

REGISTERED OFFICE

24/27/28, Second Floor, Front Side,
West Patel Nagar, New Delhi-110008

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NOTICE

Notice is hereby given that the 21st Annual General Meeting of **Chirau Broadcast Network Limited** will be held on Tuesday 29th September 2015 at 12:00 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 2015 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 pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made there under and pursuant to the recommendations of Audit Committee, 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:

ITEM NO. 1

Appointment of Mr. Satyabrata Mukherjee as the Independent Director of the Company

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 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule IV thereto, Mr. Satyabrata Mukherjee, who was appointed as an Additional Director of the Company on 27th October, 2014 by the Board of Directors in terms of Section 161 of the Companies Act, 2013, who holds this office only 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 said Act from a member proposing the candidature of Mr. Satyabrata Mukherjee for the office of Director, be and is hereby appointed as Director of the Company.

“RESOLVED FURTHER THAT subject to the section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in forced, (hereinafter referred as Act) consent of the members be and is hereby accorded for the appointment of Mr. Satyabrata Mukherjee (DIN 01635601) who has submitted a declaration under section 149(7) of the Act, as Independent Director of the Company for term upto five years, not liable to retire by rotation, effective from 27th October, 2014 upto 26th October, 2019”.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts and deeds as may be necessary in this regard.

ITEM NO. 2

To increase the Authorized Share Capital of the Company

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

“RESOLVED THAT pursuant to section 61, Section 13 and other applicable provisions if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactments thereof for time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lacs only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Ten) each to Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/-(Rupees Ten) each, by further addition of Rs. 6,50, 00, 000/-(Rupees Six Crores Fifty Lacs only) divided into 65,00, 000 (Sixty Five Lacs) Equity Shares of Rs. 10/-(Rupees Ten) each.

FURTHER RESOLVED 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. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT any Director of the Company be and hereby authorised to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”.

ITEM NO. 3

To issue further Equity Shares of the Company to Non Promoter/ Non Promoters' Group on Preferential basis

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

“RESOLVED THAT pursuant to the provision of Section 42 and Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges where the Company’s shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations/guidelines of SEBI, if any and subject to such modifications and considered appropriate by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any committees thereof for the time being to which all or any of the powers hereby conferred on the Board by these resolution, have been delegated) and subject to such consents and approvals of SEBI, Stock Exchange, or such other bodies or authorities as may be required by the law and as may be necessary and subject to such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose the consent of the members of the Company be and is hereby accorded to the Board to offer, issue and allot 65,00,000 (Sixty Five lacs) Equity Shares of the Company of Rs 10 Each at a price of Rs. 10.50 per share (including a premium of 50 paise per share) which is the price decided by the Board of Directors of the Company and is higher than the price as on Relevant date (which is thirty days prior to the date of meeting) as per provision of Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009 for Preferential Issue

RESOLVED FURTHER THAT in accordance with the Provisions of ICDR Regulations, the ‘Relevant Date’ for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 25th August, 2015, being the date 30 days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue

S. No.	Name	Address of Proposed allottees	Category	Pre-preferential holding		Equity Shares proposed to be allotted	Post-preferential holding	
				No of Shares held	% of Share holding		No of Shares held	% of Share holding
1	Paras Shah	4-A-28,Dadabari Ext.Kota, Dadabari Ext. Kota-324009, Rajasthan	Non-Promoter	0	0	194500	194500	1.99
2	Tajinder Kaur	24/27-28, Front Side West Patel Nagar Delhi- 110008	Non-Promoter	0	0	194500	194500	1.99
3	Madhu Render Singh	B-259/A,Ramesh Enclave Gali N.14, Hansraj Model School Kirari Suleman Nagar Delhi- 110086	Non-Promoter	0	0	194500	194500	1.99
4	Akhtar Jamal	D 2 A Lora Krishna Rd Adarsh Nagar,Delhi-110033	Non-Promoter	0	0	194500	194500	1.99
5	Chitra Tripathi	J-23,Sai Kunj Hostal, Laxmi Nagar, Nr.Sai Mandir Metro, Delhi- 110092	Non-Promoter	0	0	194500	194500	1.99
6	Jitendra Kumar	9/348,Lalita Park, Laxmi Nagar, Delhi Delhi, 110092, Delhi India	Non-Promoter	0	0	194500	194500	1.99
7	Jyotsna	6380,Block No-7, Gali No-3, Dev Nagar, Karol Bagh, Delhi, 110005, Delhi India	Non-Promoter	0	0	194500	194500	1.99
8	Kundan Singh Bisht	217,Shah Pur, Jat Panchsheel Vihar, Andrewsganj, S.O., South Delhi Delhi, 110049, Delhi India	Non-Promoter	0	0	194500	194500	1.99
9	Ritu Sahni	C-8/71, 2nd Floor, Sec-5 Rohini Delhi, 110085, Delhi India	Non-Promoter	0	0	194500	194500	1.99
10	Sanjeev Chaudhri	193 Gali No 4 B, Durga Puri Extension, Delhi, 110093, Delhi India	Non-Promoter	0	0	194500	194500	1.99

11	Subham Sharma	525 Relway Road, Sitaganj, Hapur Ghaziabad, 245101, Uttar Pradesh India	Non-Promoter	0	0	194500	194500	1.99
12	Surender Kumar	B-11/2, Garima Garden Bkgn, Ghaziabad, 201001, Uttar Pradesh India	Non-Promoter	0	0	194500	194500	1.99
13	Upender Kumar Pandit	Sadhna Media Pvt Ltd Sadhna Tower, C-457, Sec-10, Delhi, 201301, Delhi India	Non-Promoter	0	0	194500	194500	1.99
14	Rakesh Kumar	H No-54,Gali No-1 Kanti Nagar West Krishna Nagar East Delhi Delhi, 110051, Delhi India	Non-Promoter	0	0	194500	194500	1.99
15	Pramod Singh Rawat	A3/174,Block A-3 New Kondli, Delhi, 110096, Delhi India	Non-Promoter	0	0	194500	194500	1.99
16	Rohit Kanojia	D-301,Pratap Vihar Sec-11, Vijaynagar Ghaziabad, 201009, Uttar Pradesh India	Non-Promoter	0	0	194500	194500	1.99
17	Prabhakar Sharma	9/14 Peelay Quaters Mahial Thana Lohiya Nagar, Ghaziabad, 201001, Uttar Pradesh India	Non-Promoter	0	0	2000	2000	0.01
18	Rakesh Kumar Tripathi	84 Chhitauni Siddharthnagar, 272269, Uttar Pradesh India	Non-Promoter	0	0	194500	194500	0.02
19	Anuj Kumar	B-528, Block-B, Dairy Farm, Gharoli, New Delhi- 110096	Non-Promoter	0	0	194500	194500	1.99
20	Naveen Kumar Jain	H No C-107, Gali No-6, Near Jain Mandir, Sastri Park, Shahdra-110053	Non-Promoter	0	0	2000	2000	0.02
21	Pappu Singh	Street-19, Siddharth Enclave, New Delhi-110014	Non-Promoter	0	0	194500	194500	1.99
22	Santosh Singh	H. No.25, Room No.3, Krishan Colony, Patel Chest, D.U, North Campus	Non-Promoter	0	0	194500	194500	1.99
23	Ranjeet Kumar Dubey	E-687, E-Block, West Vinod Nagar, New Delhi, Delhi-110092	Non-Promoter	0	0	194500	194500	1.99

24	Pawan Kumar	H No 104 Mangalwalli Galli Sahibabad Ghaziabad	Non-Promoter	0	0	194500	194500	1.99
25	Ravikesh Kumar	B-79, Shyam Kunj, Goyla Ext., Nazafghard, New Delhi-110071	Non-Promoter	0	0	194500	194500	1.99
26	Amit Kumar Jaiswal	Bharkuian, P.O- Varauli, Distt-Gopalganj, PC-841405	Non-Promoter	0	0	194500	194500	1.99
27	Deepak Kumar Gupta	S-62,Sunder Block, Shakarpur, East Delhi, Delhi- 110092	Non-Promoter	0	0	194500	194500	1.99
28	Bhupal Datt	A-52 Gali No-17 A Block Dayal Pur Delhi- 110094	Non-Promoter	25000	0.77	194500	194500	1.99
29	Hari Shankar	B-14/A,Block-B, New Ashok Nagar, Delhi - 110096	Non-Promoter	23100	0.71	194500	194500	1.99
30	Ravi Dutt	H No-206,Dundahera, Ghaziabad, Ghaziabad-201009, Uttar Pradesh	Non-Promoter	26400	0.81	194500	194500	1.99
31	Sulabh Dikshit	C-292,MU-1,Greater Noida, Kasana, Gautam Buddha Nagar, Greater Noida, Noida- 201310, Uttar Pradesh	Non-Promoter	25400	0.78	194500	194500	1.99
32	Dushyant Shah	1100 A, Rani Bagh Delhi-110034	Non-Promoter	28000	0.86	194500	194500	1.99
33	Madan Rawat	H. No. 17, Mansari, Tehsil, Distt. Pouri Garhwal, UK	Non-Promoter	13700	0.42	235000	235000	2.41
34	Neha Sharma	Police Campus, Sector-24, House No. 10, IInd Floor, Noida	Non-Promoter	25000	0.77	231500	231500	2.37
35	Arpan Gupta	5/6, S/F Side, West Patel Nagar, New Delhi-110008	Non-Promoter	0	0	194500	194500	1.99
	TOTAL			166600		6500000	6500000	

RESOLVED FURTHER THAT the Equity Shares so issued shall upon allotment have the same rights as the existing shares and be treated for all other purposes pari passu with the existing shares of the Company, and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years.

RESOLVED FURTHER THAT the Company do apply for listing of the above said Securities with the Stock Exchanges on which the existing equity shares of the Company are listed and also make necessary applications with the Depositories for admission of the said Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to lock-in requirements as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and any amendment thereto from time to time.”

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorize to do all such acts, deeds, matters and things as it may needs absolute discretion deem necessary, desirable and expedient for such purpose including without limitations to issue and allot Equity Shares and also authorised to agree and accept all such conditions, modifications and alterations as may be stipulated by any relevant authorities while according approval and consent

**By order of the Board
For Chirau Broadcast Network Limited**

**Place: New Delhi
Date: 24/08/2015**

Signature:
Name: Tajinder Kaur
Designation: Managing Director
DIN: 06799570
Address: 302 A LIG Flats,
PKT D-6 SEC-6, Rohini,
Delhi- 110085

NOTES:

A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD HIM OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

- a) The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive).
- b) The Members/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
- c) The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
- d) All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working till the date of the meeting.
- e) The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.
- f) The Board of Directors has appointed Mr. Vivek Kumar, Company Secretary in Practice as the Scrutinizer for conducting this E-voting process in a fair and transparent manner. His address is **THE SCRUTINIZER, C/o CHIRAU BROADCAST NETWORK LIMITED, T- 59, Ground Floor, West Patel Nagar, Near Khanna Market, New Delhi-110008.**
- g) **E-Voting:** In compliance with Section 108 of the Companies Act, 2013 and Rule 20, chapter 7 thereunder, 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.

PROCESS FOR E-VOTING:

The Company viz; **Chirau Broadcast Network 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:

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" Chirau Broadcast Network 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 Thursday, 24th September, 2015 (9:00 A.M.) till Monday, 28th September, 2015 (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. 28th September, 2015, 5:00 P.M.

8. 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

- h) The result of voting will be announced at **24/27/28, Second Floor, Front Side, West Patel Nagar, New Delhi-110008** by the Chairman of the Meeting of the AGM on 01st October, 2015. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT, 2013

1. A statement setting out the material facts in the nature of concern of interest, financial or otherwise of every Director and the manager and every other key managerial person and relatives thereof, concerning item of special business (allot the Equity Shares on Preferential Basis) to be transacted at Annual General Meeting, (dated 29th September, 2015)
2. Information and facts to enable members to understand the meaning, scope and implications of the items of business and to take decision thereon:-
3. None of the Director of the Company or their respective relative is concerned or interested, financial or otherwise, in passing of the above mentioned resolutions

ITEM NO. 1

Mr. Satyabrata Mukherjee (DIN 01635601) has been appointed by the Board, in its meeting held on 27th October, 2014 as an Additional Director with effect from 27th October, 2014 in accordance with the provisions of section 161 of the Companies Act, 2013 and Mr. Satyabrata Mukherjee holds his office as an Additional Director till the ensuing Annual General Meeting. Thereafter the Board of Directors at their meeting held on 27th October, 2014, has also appointed Mr. Satyabrata Mukherjee as an independent Director of the Company for a term upto Five years, not liable to retire by rotation from 27th October, 2014 upto 26th October, 2019” subject to approval of the members in the Annual General Meeting.

Pursuant to the provisions of the Companies Act, 2013 and Rules made there under which came into effect from 1st April, 2014, every listed public Company is required to have at least one third of the total number of Directors as Independent Directors, who are not liable to retire by rotation and such appointments are subject to certain criteria's and for such terms as stated in the Act. Further SEBI had notified amended clause 49 w.e.f. 01.10.2014 which also lays down certain criteria's and requirements for Independent Directors.

Mr. Satyabrata Mukherjee has given a declaration to the Company that he meets the criteria of Independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Satyabrata Mukherjee fulfils the conditions specified in the Act for appointment as Independent Director and he is Independent of the Management.

In compliance of the Act, the appointment of Mr. Satyabrata Mukherjee as Independent Director is now being placed before the members for their approval.

The Board recommends item No.1 regarding the appointment of Mr. Satyabrata Mukherjee as Independent Director of the Company for your approval.

Except Mr. Satyabrata Mukherjee being Director, none of the Directors, KMP(s) and their relative(s) is/are concerned or interested in the proposed business.

ITEM NO. 2

The Board of Directors of the Company has decided to give wider participation and to encourage to small investor by making allotment on preferential basis, The Board of Directors of the Company decided and approved to issue shares on preferential basis subject to approval of members, stock exchange and any other Statutory and regulatory approval.

Further, fresh issue would require consequential amendments to the existing Clause V “Capital Clause” of the Memorandum of Association of the Company.

ITEM NO. 3

The Board of Directors on 24th August, 2015, subject to necessary approval(s), has approved the proposal for raising funds by way of issue of 65,00,000 (Sixty Five lacs) Equity Shares of the Company of Rs 10 Each at a price of Rs. 10.50 per share (including a premium of 50 paise per share) amounting to Rs. 6,82,50,000 (Six Crores Eighty Two Lacs Fifty thousand only) on preferential basis to mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.

The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

a) Object of the issue: To mobilize funds for funding current/future expansion plans/activities directly by the Company or thorough subsidiaries/ joint venture companies, potential acquisitions, working capital and general corporate purposes.

b) Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer: No Promoters and Key Management Personnel, only Director of the Company are intending to participate/ subscribe to the present offer.

c) Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

S. No.	Category of Shareholders	Pre-issue Shareholding		Post-issue Shareholding	
		No. of shares	%	No. of shares	%
A	Promoters Holding:				
1.	Indian:				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	NIL	NIL	NIL	NIL

	Sub Total	NIL	NIL	NIL	NIL
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	NIL	NIL	NIL	NIL
B.	Non Promoters Holding:				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Non Institution:				
	Private Corporate Bodies	4200	0.13%	4200	0.05%
	Indian Public	3247500	99.87%	9747500	99.95%
	Others(including NRIs)	NIL	NIL	NIL	NIL
	Sub Total (B)	3251700	100%	9751700	100%
	GRAND TOTAL	3251700	100%	9751700	100%

d) The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of passing of the resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority like Stock Exchanges or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

e) There will not be any change in the management control of the Company on account of this proposed preferential allotment except minor change in the shareholding pattern as well as voting rights

f) Lock in Requirements: The shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.

g) Auditors' Certificate: M/s. Miital Nirbhay & Co., Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

h) Relevant Date: Relevant Date for the purpose is 25th August, 2015 which is the date 30 days prior to the date of AGM (being the day preceding the weekend/holiday) where this resolution is being considered for approval.

i) Pricing & Undertaking to re-compute the price: Price is determined in terms of Regulation 76 SEBI (ICDR) Regulations. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

j) Undertaking to put under lock-in till the re-computed price is paid: The Company undertakes that if the amount payable on account of the re-computation of price if not paid

within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

k) Change of Management.

The aforsiad allotment has been made to Non Promoter/non promoters group which is less 3% of post issue Capital so there is no change in control over the Company or the Management of the affairs of the Company and the existing promoters/promoters' group of the Company will continue to be in control of the Company.

**By order of the Board
For Chirau Broadcast Network Limited**

**Place: New Delhi
Date: 24/08/2015**

Signature:
Name: Tajinder Kaur
Designation: Managing Director
DIN: 06799570
Address: 302 A LIG Flats,
PKT D-6 SEC-6, Rohini,
Delhi- 110085

DIRECTOR'S REPORT

Dear Members,

Your Directors take pleasure in presenting the Annual Report of your Company together with the Audited Balance Sheet as on 31st March, 2015 and the Profit & Loss Account for the year ended on that date.

Financial summary of the Company

The performance of the Company for the financial year ended 31st March, 2015 is summarized below:

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Income (Gross)	23,40,80,000	2,50,03,662
Profit/(Loss) before depreciation & interest	49,41,121	5,28,801
Less		
-Depreciation	49,450	-
-Interest	-	-
Profit before Tax	48,91,671	5,28,801
Less:- Provision for Taxation		
- Current Tax/ Mat	14,99,163	1,75,000
- Deferred Tax Adjustment-Cr/Dr)	16,738	-
- Tax Adjustments for Earlier Year		
Profit after Tax	33,75,769	3,53,801

Dividend

The Company express their inability to declare any dividend for the financial year ended March, 31, 2015 because it wants to invest as much as possible into further growth so that it results in increasing its value (and therefore a better job of increasing its share price) by reinvesting its earnings.

Reserves

The Company has not transferred any amount from the statement of profit and loss to general reserve during the year under review.

Brief description of the Company's working during the year

The fiscal year 2015 was a period of relative stability, during the year under review; your Company achieved a profit of Rs. 48, 91,671/- before tax as against Profit of Rs. 5, 28,801/- in the preceding financial year.

Change in the nature of business

The Company is engaged in the business of launching television channels, for the news, films, music, serial, and others programmes and to carry on the business of T.V. News, films, music, serials and feature agency on a worldwide network having stringers, special correspondence, and representatives at different centres and other allied activities and there has been no change in the nature of business during the year under review by the Company.

Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report

There has been no material changes and commitments affecting the financial position of the Company to which the financial statement relates.

Details in respect of adequacy of internal financial controls with reference to the Financial Statement

There is an adequate internal financial control with reference to the Financial Statements. Company has well trained staff who look after accuracy of internal financial Control.

The Internal financial control system is periodically reviewed by the Directors who are highly educated and well experienced.

Details of Subsidiary/Joint Venture/ Associate Companies

During the year under review, the Company has no Subsidiary/Joint Venture/ Associate Company.

Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement

The Company has no subsidiaries, associates and joint venture companies so this point is not applicable on the Company.

Public Deposits

During the year under review, the Company has not accepted any deposit under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 1975.

Auditors

(i) Statutory Auditors

M/s. Mittal Nirbhay & Co., Chartered Accountants, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter from them to the effect that their appointment/re-appointment, if made, would be within the prescribed limits under Section 139(2) of the Companies Act, 2013 and that they are not disqualified for such appointment/re-appointment within the meaning of Section 139 (1) of the said Act.

(ii) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. V Kumar and Associates (CP No.:10438, ACS: 21295), Company Secretaries to undertake the secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure-3'.

Auditors' Report

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and do not call for any further comments under section 197(12) of the Companies Act, 2013.

Share Capital

A. Issue of equity shares with differential rights

Company has not issued any equity shares with differential rights so no disclosure is required as per rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014

B. Issue of sweat equity shares

Company has not issued sweat equity shares, so no disclosure is required as per rule 8 (13) of the Companies (Share Capital and Debentures) Rules 2014

C. Issue of employee stock options

Company has not issued employee stock options, so no disclosure is required as per rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014

D. Provision of money by Company for purchase of its own share by employees or by trustee for the benefit of employees

Company has not made any provision for purchase of its own share by employees or by trustee for the benefit of employees so no disclosure is required as per rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014

Extract of the Annual Return

The extract of the Annual Return in Form No.MGT – 9 has been enclosed with the report herewith as per section 92 of the Companies Act 2013 is annexed as '**Annexure-1**'.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The details of conservation of energy, technology absorption, foreign exchange and outgo are as follows:

A Conservation of energy

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding conservation of energy are not applicable.

B Technology absorption

Company is not engaged in any manufacturing or processing activity, as such particulars required to be given in terms of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding Technology absorption are not applicable.

C Foreign exchange earnings and outgo

There has been no expenditure and/or earning in foreign exchange.

Corporate Social Responsibility

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are not attracted to the Company yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

Directors

A: Appointment of Mr. Satyabrata Mukherjee as an Additional Director

Mr. Satyabrata Mukherjee (DIN 01635601) has been appointed by the Board, in its meeting held on 27th October, 2014 as an Additional Director with effect from 27th October, 2014 in

accordance with the provisions of section 161 of the Companies Act, 2013 and Mr. Satyabrata Mukherjee holds his office as an Additional Director till the ensuing Annual General Meeting.

B: Declaration by an Independent Director(s) and re-appointment, if any

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

C: Appointment of Company Secretary

The Company has appointed Ms. Tanuj Yadav an Associate Member of the Institute of Company Secretaries of India, as Company Secretary of the Company pursuant to the provisions of Section 203 and other applicable provisions of the Companies Act, 2013 and any amendments thereto, on such terms and conditions as may be decided by the Management.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

Number of Meetings of the Board of Directors

The Board of Directors consists of Four Directors including Three Independent Directors during the period under report

During the 12 months period ended March, 2015, 15 (Fifteen) Board Meetings were held on 05.04.2014, 21.05.2014, 29.05.2014, 04.08.2014, 14.08.2014, 01.10.2014, 27.10.2014, 28.10.2014, 14.11.2014, 01.01.2015, 08.01.2015, 10.02.2015, 14.02.2015, 06.03.2015 and 20.03.2015

Audit Committee

The Company has an Audit Committee comprising Mr. Satyabrata Mukherjee (Independent Director), Mrs. Sakshi Wadhwa (Independent Director) and Mr. Arpan Gupta (Non-Executive

Director). The terms of reference of the Audit Committee interalia include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors. There is no recommendation made by Audit Committee

Details of Establishment of Vigil Mechanism/ Whistle Blower Policy for Directors and Employees

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the Company has adopted a vigil mechanism policy. This policy is explained in corporate governance report.

Nomination and Remuneration Committee

The Company has constituted a Nomination and Remuneration Committee of Directors in compliance with provisions of the Companies Act, 2013 and clause 49 of the listing agreement as amended from time to time. The Committee's scope of work includes deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

The Committee comprises Mr. Satyabrata Mukherjee (Independent Director), Mrs. Sakshi Wadhwa (Independent Director) and Mr. Arpan Gupta (Non-Executive Director).

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act 2013

Company has made investment in KDM Media Private Limited of Rs. 85, 00,000/- under section 186 of the Companies Act 2013.

Company has not entered into any contract or agreements with related parties under sub-section (1) of section 188 of the Companies Act 2013.

Particulars of Contracts or Agreements with Related Parties

There were no contracts or arrangements entered into by the Company in accordance with provisions of section 188 of the Companies Act, 2013. However, there were material related party transactions in terms of clause 49 of the listing agreement. All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Secretarial Audit Report

A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed with the Report.

Corporate Governance Certificate

The Company believes that the essence of Corporate Governance lies in the phrase “Your Company”. It is “Your” Company because it belongs to you-“the Shareholders”. The Chairperson and Directors are “Your” fiduciaries and trustees. Their objective is to take the business forward in such a way that it maximizes “Your” long term value. Your Company is committed to benchmark itself with global standards in all areas including highest standards of Good Corporate Governance. Besides adhering to the prescribed Corporate Governance practices as per clause 49 of the Listing Agreement, the Company also endeavors to share information with its stakeholders openly and transparently on matters which have a bearing on its economic and reputational interest.

A certificate from Statutory Auditors of the Company regarding the compliance of the conditions of Corporate Governance by the Company as stipulated under Clause 49 of the Listing Agreement is also attached to this Report.

Risk Management Policy

Company has implemented proper risk management policy including identification therein of element of risk.

Code of Conduct

The chairman of the Board Meetings has given a declaration that all Directors and senior Management Personnel concerned affirmed compliance with the code of conduct with reference to the year ended March, 31 2015.

Corporate Governance

In compliance with the requirements of clause 49 of the Listing Agreement entered into with the Stock Exchange, a separate report on Corporate Governance along with Auditors Certificate confirming its compliance is annexed and form part of this report as **ANNEXURE-2**.

Director’s Responsibility statement

Pursuant to section 134(3)(m) of the Companies Act, 2013, with respect to Directors Responsibility statement, it is hereby confirmed that :-

- i. In the preparation of the Annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.
- v. The Directors, has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgement

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from Government agencies and the shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels

**For on behalf of the Board of Directors
Chirau Broadcast Network Limited**

**Place: New Delhi
Date: 24/08/2015**

**(Arpan Gupta)
Director
DIN: 03498884**

**(Tajinder Kaur)
Managing Director
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. Net Profit for the year 2014-15 stood at Rs. 33, 75,769/- as against Net Profit of Rs.3, 53,801/- in the year 2013-14. Furthermore the total Revenue for the year ended March 31st, 2015 is 23, 40, 80,000/- as compared to Rs.2, 50, 03,662/- revenue for the year 2013-14.

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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- I. CIN:- L92100DL1994PLC059093
- II. Registration Date:- 18/05/1994
- III. Name of the Company:- Chirau Broadcast Network Limited
- IV. Category / Sub-Category of the Company:- Company limited by shares
- V. Address of the Registered office and Contact details: - 24/27/28, Second Floor, Front Side, West Patel Nagar, New Delhi- 110008
- VI. Whether listed company:- Yes
- VII. Name, Address and Contact details of Registrar and Transfer Agent, if any: - Skyline Financial Services Private Limited, D153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110 020
Phone: 011- 64732681/82,
Contact Person: Mr. Virender Rana
Mobile No: 9818456709

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products/services	NIC Code of the product/ service	% to total turnover of the Company
1	To carry on the business of television channels, news, film, music, serials.	74	99.99 (From Broadcasting)

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

The Company has no holding, subsidiary and associate companies during the current financial year.

S.No	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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

i) Category-wise Share Holding

Category Code	Category of Shareholders	Number of share holders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(A)	Shareholding of Promoters and Promoter Group					
(1)	Indian					
(a)	Individual / Hindu Undivided Family	0	0	0	0	0
(b)	Central Govt. / State Govt.(s)	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0
(d)	Financial Institutions / Banks	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(1)	0	0	0	0	0
(2)	Foreign					
(a)	Individual (Non-Resident Indian / Foreign Individuals)	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0
(c)	Institutions	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group	0	0	0	0	0

	(A)= (A)(1)+(A)(2)					
(B)	Public Shareholding					
(1)	Institutions	0	0	0	0	0
(a)	Mutual Funds / UTI	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0
(c)	Central Government / State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0
	Sub-Total (B) (1)	0	0	0	0	0
(2)	Non-Institutions					
(a)	Bodies Corporate	2	4,200	0	0.13	0.13
(b)	Individuals -					
i.	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	551	738720	10000	22.72	22.72
ii.	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	23	2508780	2113480	77.15	77.15
(c)	Any Other (subsidiary company)	0	0	0	0	0

	(specify)					
(d)	Hindu Undivided Family	0	0	0	0	0
	Sub-Total (B) (2)	576	3251700	2123480	100.00	100.00
	Total Public Shareholding B= (B)(1)+(B)(2)	576	3251700	2123480	100.00	100.00
	TOTAL (A)+(B)	576	3251700	2123480	100.00	100.00
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	0	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Medicloud Softwares Limited	0	0	0	0	0	0	0

(iii) Change in Promoter's shareholding (please specify if there is no change)

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer /bonus/sweat Equity etc.	0	0	0	0
	Equity etc.				
	At the end of the Year	0	0	0	0

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the Year	1332480	40.98	1332480	40.98
	Date wise Increase/Decrease in (other than Directors, Promoters and Holders of GDRs and ADRs) Share holding during the year specifying the reasons for increase/decrease(e.g.allotment/transfer/bonus/sweat equity etc. (Changes in shareholding due to transfer of shares on 1st October,	865900	26.63	865900	26.63

	2014, 27th October, 2014, 27th October, 2014 , 8th January,2015, 10th February 2015and 6th March 2015)				
	At the End of the year (or on the date of separation, if separated during the year)	2198380	67.61	2198380	67.61

(V) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors &KMP	Shareholding at the beginning of the year 1st April, 2014		Shareholding at the end of the year 31st March, 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the compan
1	Arpan Gupta	0	0	0	0
2	Tajinder Kaur	0	0	0	0
3	Sakshi Wadhwa	0	0	0	0
4	Satyabrata Mukherjee	0	0	0	0

V INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year	NIL	NIL	NIL	NIL
I) Principal Amount				
II) Interest due but not paid				
III) Interest accrued but not due				

Total (I+II+III)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year <ul style="list-style-type: none"> • Addition • Reduction 	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year <ul style="list-style-type: none"> I) Principal Amount II) Interest due but not paid III) Interest accrued but not due 	NIL	NIL	NIL	NIL
Total (I+II+III)	NIL	NIL	NIL	NIL

VI. Remuneration of Directors and Key Managerial Personnel

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager:- The Company has not appointed any Managing Director, Whole-time Directors and/or Manager during the year so this point is not applicable on the company.

Sl. no	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Tajinder Kaur	3,00,000

	Stock Option	NIL	NIL
	Sweat Equity	NIL	NIL
	Commission - as % of profit - others, specify	NIL	NIL
	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

B. Remuneration to other Directors: The Company has not provided remuneration to other Directors during the current financial year.

Sl. no.	Particulars of Remuneration	Name of Directors	Total Amount
	1. Independent Directors · Fee for attending board committee meetings · Commission -Others, please specify	NIL	NIL
	Total (1)	NIL	NIL
	Other Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration	NIL	3,00,000
	Overall Ceiling as per the Act	NIL	5%

C. Remuneration to Key Managerial Personnel Other than MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total

1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	Tanuj Yadav 54,000	Sanjeev Kumar 1,80,000	2,34,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	54,000	1,80,000	2,34,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

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 and 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.

MANDATORY REQUIREMENTS

A. BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the Company.

i) CATEGORY AND COMPOSITION

In compliance with the Listing Agreement, the Company has a balanced mix of executive, non-executive and Independent Directors. As on date of this report, the Board of Directors consists of 4 (Four) Directors: out of which 1 (One) is Executive Director, 1 (One) is Non-Executive Director and Two (2) are Non-Executive and Independent Directors.

The composition of Board during the year as follows:

Name of the Director	Designation	DIN	Category
Tajinder Kaur	Managing Director	06799570	Executive Director
Arpan Gupta	Director	03498884	Non-Executive Director
Sakshi Wadhwa	Director	06799593	Non-Executive & Independent Director
Satyabrata Mukherjee	Additional Director	01635601	Non-Executive & Independent Director

ii) BOARD MEETING

The Board Meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board Meetings 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 is also dispatched with the Notice. The members of Board discussed each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. 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 12 months period ended March, 2015, 15 (Fifteen) Board Meetings were held on 05.04.2014, 21.05.2014, 29.05.2014, 04.08.2014, 14.08.2014, 01.10.2014, 27.10.2014,

28.10.2014, 14.11.2014, 01.01.2015, 08.01.2015, 10.02.2015, 14.02.2015, 06.03.2015 and 20.03.2014

Details of attendance of each Director at various meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
Tajinder Kaur	Managing Director	Executive Director	15	Yes
Arpan Gupta	Director	Non-Executive Director	15	Yes
Sakshi Wadhwa	Director	Non-Executive & Independent Director	15	Yes
Satyabrata Mukherjee	Additional Director	Non-Executive & Independent Director	6	No

B. 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.

i) BOARD TERMS OF REFERENCE

The composition of Audit Committee meets the requirements of Section 177 of the Companies Act, 2013 and revised Clause 49 of the Listing Agreement. The terms of reference of this Committee covers the matters specified for Audit Committee under clause 49(II)(C) & (D) of the Listing Agreement read with Section 177 of the Companies Act, 2013. The terms of the reference of Audit Committee include inter alia the following:

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 (c) of section 134(3) of the Companies Act, 2013.
 - 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 guarantees to be disclosed, 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, 2013.

THE COMPOSITION AND MEETING OF AUDIT COMMITTEE:

The Audit Committee of the Company has been constituted as per the requirements of clause 49 of listing agreement. Audit Committee consists of three Directors, namely Mr.

Satyabrata Mukherjee (Independent Director), Mrs. Sakshi Wadhwa (Independent Director) and Mr. Arpan Gupta (Non-Executive Director). The Constitution of Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The Chairman of the Committee is Mrs. Sakshi Wadhwa, a Non-Executive and Independent Director nominated by the Board.

The Statutory Auditors and Internal Auditors are also the invitee to the meetings. During the year under review, the Committee met Four times on 21.05.2014, 14.08.2015, 14.11.2014 and 14.02.2015. The gap between two meetings did not exceed four months. Constitution of Audit Committee and other related information as on 31st March 2015 are as under:

The Composition of Audit Committee is as follows

Name of the Director	Designation	Category
Mrs. Sakshi Wadhwa	Director	Non – Executive & Independent Director
Mr. Satyabrata Mukherjee	Additional Director	Non – Executive & Independent Director
Mr. Arpan Gupta	Director	Non – Executive Director

Details of attendance of each member of Audit Committee meetings of the Company is as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mrs. Sakshi Wadhwa	Director	Non – Executive & Independent Director	4
Mr. Satyabrata Mukherjee	Additional Director	Non – Executive & Independent Director	2
Mr. Arpan Gupta	Director	Non – Executive Director	4

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:

Terms of Reference

The broad terms of reference includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc., and

- Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of shares issued by the Company.

Composition, meetings and attendance

In compliance with the Listing Agreement requirements and provisions of the Companies Act, 2013, the Company has constituted an Investor Grievance Committee consisting of majority of Non-Executive Independent Directors. As on 31st March 2015, Committee consists of three members comprising of Mr. Satyabrata Mukherjee (Independent Director), Mrs. Sakshi Wadhwa (Independent Director) and Mr. Arpan Gupta (Non-Executive Director).

The Composition of Shareholders'/Investors' Grievance Committee is as follows

Name of the Director	Designation	Category
Mrs. Sakshi Wadhwa	Director	Non – Executive & Independent Director
Mr. Satyabrata Mukherjee	Additional Director	Non – Executive & Independent Director
Mr. Arpan Gupta	Director	Non – Executive Director

During the year under review, the Committee met four times on 21.05.2014, 14.08.2014, 14.11.2014 and 14.02.2015

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 Meeting attended
Mrs. Sakshi Wadhwa	Director	Non – Executive & Independent Director	4
Mr. Satyabrata Mukherjee	Additional Director	Non – Executive & Independent Director	2
Mr. Arpan Gupta	Director	Non – Executive Director	4

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 31.03.2015.

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.

NOMINATION AND REMUNERATION COMMITTEE

The Board constituted a Nomination and Remuneration Committee on pursuant to Clause 49 of Listing Agreement. The role, term of reference, authority and powers of the Nomination and Remuneration Committee are in conformity with the requirements of the Companies Act, 2013 and listing agreement.

Name of the Director	Designation	Category
Mrs. Sakshi Wadhwa	Director	Non – Executive & Independent Director
Mr. Satyabrata Mukherjee	Additional Director	Non – Executive & Independent Director
Mr. Arpan Gupta	Director	Non – Executive Director

The Broad terms of reference of the Nomination and Remuneration Committee are:

- Determining remuneration packages payable to Executive/ Managing Director of the Company.
- Determining remuneration packages payable to key managerial personnel of the Company.

During the year under review, the Committee met Four times on 21.05.2014, 14.08.2014, 14.11.2014 and 14.02.2015

Details of attendance of each member of Nomination and Remuneration Committee meetings of the Company are as follows:

Name of the Director	Designation	Category	No. of Meeting attended
Mrs. Sakshi Wadhwa	Director	Non – Executive & Independent Director	4
Mr. Satyabrata Mukherjee	Additional Director	Non – Executive & Independent Director	2
Mr. Arpan Gupta	Director	Non – Executive Director	4

The details of the Remuneration to Executive Director for the year ended March 31, 2015:

Executive Director

Amount in Rupees

Name	Salary
Ms. Tajinder Kaur	3,00,000 per annum

SUB-DELEGATION

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Services Private Limited as Share Transfer Agent and registrar of the Company. The transfer agent 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 Company Secretary in Practice and a certificate to that effect is issued by them.

CODE OF CONDUCT:

As per Clause 49 (I) (D), the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well and the same has been posted on Website of the Company. Annual Compliance Report for the year ended 31st March, 2015 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

MATERIAL NON-LISTED SUBSIDIARY COMPANIES:

Clause 49 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves)

exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding Company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.

COMPLIANCE OFFICER OF THE COMPANY

Ms. Tajinder Kaur, Managing 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. The Compliance Officer can be contacted at:

Chirau Broadcast Network Limited

Registered Office:

24/27/28, Second Floor, Front Side,
West Patel Nagar, New Delhi-110008

GENERAL MEETING:-

Location and time for the last 3 AGMs were as follows:-

Particulars	FY 2011-2012	FY 2012-2013	FY 2013-2014
Date and time	29 th September, 2012, at 10:00 A.M.	28 th September, 2013, at 09.00 A.M.	15 th September, 2014, at 3:30 P.M.
Venue	16B-9, D.B.Gupta Road, Karol Bagh, Delhi-110005	16B-9, D.B.Gupta Road, Karol Bagh, Delhi-110005	24/27-28, 2nd Floor, West Patel Nagar, New Delhi-110008
Special Resolution	No	No	No

POSTAL BALLOT

During the year under review, we have not conducted any postal ballot in pursuance of Section 108 of the Companies Act, 2013 and Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

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 passed by the Stock Exchanges, SEBI.

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 the audit committee as well as to the Board of Directors in terms of Clause 49(IV) (A) and other applicable laws for approval.

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.

ANNUAL GENERAL MEETING

Date: 29th September 2015

Time: 12:00 P.M.

Venue: 24/27/28, Second Floor, Front Side,
West Patel Nagar, New Delhi-110008

FINANCIAL CALENDAR (tentative)

Financial Year- 1st April to 31st March

Financial Reporting for the First Quarter ending 30th June 2014: 14.08.2014

Financial Reporting for the Half Year ending 30th September 2014: 14.11.2014

Financial Reporting for the Third Quarter ending 31st December 2014: 14.02.2015

Financial Reporting for the Quarter & Year ending 31st March 2015: 28.05.2015

DATE OF BOOK CLOSURE:

22nd September, 2015 to 28th September, 2015 (both days inclusive)

LISTING ON STOCK EXCHANGE:

MCX Stock Exchange Limited
4th Floor, Vibgyor tower,
Opposite Trident Hotel,
Bandra-Kurla Complex,
Mumbai - 400098

CORPORATE IDENTIFICATION NUMBER: L92100DL1994PLC059093

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2014 TO 31.03.2015

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.

SAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH 2015

Category	Total No. of Shares	% age
Promoter		
a) Indian	-	-
b) Foreign	-	-
Public		
a) Institutional Shareholding	-	-
b) General Public	32,51,700	100%

DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company shares are traded in dematerialized form and have to be delivered in the dematerialized form to the stock exchange. To enable that shareholders have an easy access to the Demat system, the Company has executed agreements with both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has appointed M/s Skyline Financial Services Private Limited, Registrar for the purpose of electronic connectivity as well as for physical mode of transfer of shares.

ISIN for Demat: INE994R01010

ADDRESS FOR CORRESPONDENCE

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

ADDRESS OF THE REGISTRAR

M/s Skyline Financial Services Private Limited
D 153-A, 1st Floor Okhla Industrial Area,
Phase – 1, New Delhi-110020

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.

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital, A Reconciliation of Share Capital Audit Report under clause 55A of Depository Participants Act, is carried out by a Company Secretary in Practice on Quarterly basis.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
Chirau Broadcast Network Limited

We have examined the compliance of conditions of Corporate Governance by **Chirau Broadcast Network Limited** for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to procedures and implementation thereof, adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: New Delhi
Dated: 28/05/2015

For Mittal Nirbhay & Co
Chartered Accountants
Firm Registration No.013097C

(Kamal Kumar)
Partner
M. No. 502549

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

I, **Mr. Sanjeev Kumar**, Chief Financial Officer, 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: 24/08/2015

Place: New Delhi

By Order of the Board

Chirau Broadcast Network Limited

Signature:

Name: Sanjeev Kumar

Designation: CFO

Address: N-122, Vijay Vihar,
Delhi-110085

**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, 2015, 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, 2015.

Date: 24/08/2015
Place: New Delhi

By Order of the Board
Chirau Broadcast Network Limited

Name: Tajinder Kaur
Designation: Managing Director
DIN: 06799570
Address: 302 A LIG Flats,
PKT D-6 SEC-6, Rohini,
Delhi-110085

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Chirau Broadcast Network Limited,
24/27/28, Second Floor, Front Side,
West Patel Nagar,
New Delhi-110008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chirau Broadcast Network Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Chirau Broadcast Network Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Chirau Broadcast Network Limited** ("the Company") for the financial year ended on **31st March, 2015** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) No other law is applicable on the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) The Listing Agreement entered into by the Company with MCX Stock Exchange Limited
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned as above.
- The Company has filed DIR-12 of one of the Director with additional fees for the appointment of Director during the financial year 2014-15.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for

seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has taken the ISIN Number from both the Depositories. Ie. CDSL and NSDL and listed its shares on MCX Stock Exchange Limited.

Date: -24/08/2015

Place: -New Delhi

Signature

V Kumar and Associates

ACS No: - 21295

CP No: - 10438

This report is to be read with our letter of even date which is annexed as '**Annexure- A**' and form part of an integral part of this report.

**To,
The Members,
Chirau Broadcast Network Limited,
24/27/28, Second Floor, Front Side,
West Patel Nagar,
New Delhi-110008**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.
2. We have the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**Date: -24/08/2015
Place: - New Delhi**

**Signature
V Kumar and Associates
ACS No: - 21295
CP No: - 10438**

INDEPENDENT AUDITOR'S REPORT

To the Members of CHIRAU BROADCAST NETWORK LIMITED Report on the Financial Statements

We have audited the accompanying financial statements of **CHIRAU BROADCAST NETWORK LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, 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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the

purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

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, of the state of affairs of the Company as at March 31, 2015, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

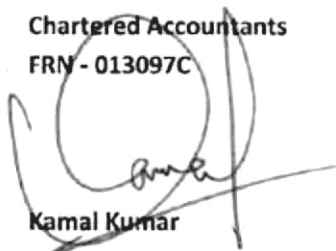
1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2015, we give in the Annexure a statement on the matters specified in paragraph 3 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.

MITTAL NIRBHAY & CO.
CHARTERED ACCOUNTANTS

36,2ND FLOOR, GOLA MARKET, BEHIND
GOLCHA CINEMA, DARYAGANJ
NEW DELHI-110002
M-9899729200

- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

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



Kamal Kumar
Partner
Membership No. 502549
Date - 28-05-2015
Place - NEW DELHI



CHIRAU BROADCAST NETWORK LIMITED
Annexure to Independent Auditors' Report for the period ended March 2015
(Referred to in Paragraph 1 under the Heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date)

(i) Fixed Assets

- a) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) The fixed assets have been physically verified by the management during the year, which in our opinion is reasonable. No material discrepancies were noted on such verification.

(ii) Inventories

- a) As per the information & explanation given by the management, physical verification of the inventory has been conducted by the management at reasonable interval.
- b) As per the information & explanation given by the management, procedure of physical verification of inventory is reasonable and adequate as per the size of the company.
- c) Company is maintaining proper record of inventory. No any material discrepancies were noticed on physical verification and the same have been properly dealt with in the books of accounts.

(iii) Loans given

The Company has not granted any loan to Secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act.

(iv) Internal Control

According to the information and explanations given to us and in our opinion, there are adequate internal control systems commensurate with the size of the company and the nature of its business, for purchase of fixed assets and for sales of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

(v) Public Deposit

During the year, the Company has not accepted any deposits from the public, therefore, Thus paragraph 3 (v) of the order is not applicable.


- a) According to the information and explanations given to us and on the basis of examination of the books of account, The Company has generally been regular in depositing its undisputed statutory dues including Provident Fund, Employee insurance, income-tax, Sales-Tax, Wealth Tax, Service tax, duty of Custom, duty of value added tax, cess and Entertainment Tax etc. There are no undisputed dues outstanding as on 31st March, 2015 for a period of more than six months from the date they became payable.
 - b) According to the information and explanations given to us, there are no amounts due in respect of income tax, service tax etc. that have not been deposited with the appropriate authorities on account of any dispute.
 - c) There was no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 and rules thereunder.
- (viii) The company does not have any accumulated losses. The company has not incurred any losses during the financial year covered by our audit and during immediately preceding financial year.
- (ix) The Company has not taken any loans from financial institutions or bank or debenture holders during the audit period.
- (x) As per information given to us, the Company has not given any guarantee for loans to others from Banks or Financial Institutions.
- (xi) The company has not obtained term loans during the year under audit.

MITTAL NIRBHAY & CO.
CHARTERED ACCOUNTANTS




36,2ND FLOOR, GOLA MARKET, BEHIND
GOLCHA CINEMA, DARYAGANJ
NEW DELHI-110002
M-9899729200

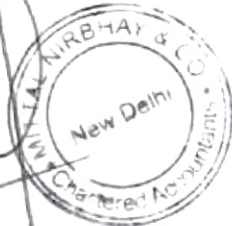



- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.


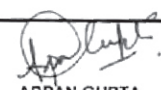
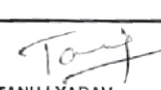
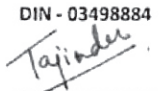
For MITTAL NIRBHAY & CO.
Chartered Accountants
FRN - 013097C



Kamal Kumar
Partner
Membership No. 502549
Date - 28-05-2015
Place - NEW DELHI

CHIRAU BROADCAST NETWORK LIMITED			
(formerly known as Chirau Finance Investment and Leasing Company Limited)			
CIN - L92100DL1994PLC059093			
BALANCE SHEET AS AT 31ST MARCH, 2015			
PARTICULARS	NOTE No.	As At 31st March, 2015	As At 31st March, 2014
I EQUITY & LIABILITIES			
1 SHARE HOLDERS' FUND			
Share Capital	2	3,25,17,000	3,25,17,000
Reserves & Surplus	3	33,50,241	(25,528)
		<u>3,58,67,241</u>	<u>3,24,91,472</u>
2 NON-CURRENT LIABILITIES			
Deferred Tax Liabilities (Net)	4	16,738	-
		<u>16,738</u>	<u>-</u>
3 CURRENT LIABILITIES			
Sundry Creditors	5	12,08,29,472	-
Other Current Liabilities	6	25,39,707	8,32,044
Short Term Borrowings	7	-	95,47,000
		<u>12,33,69,179</u>	<u>1,03,79,044</u>
TOTAL		<u>15,92,53,158</u>	<u>4,28,70,516</u>
II ASSETS			
1 NON-CURRENT ASSETS			
Fixed Assets			
Tangible Assets	8	2,95,947	-
Long Term Loans & Advances	9	32,15,473	3,25,000
		<u>35,11,420</u>	<u>3,25,000</u>
2 CURRENT ASSETS			
Current Investments	10	85,00,000	-
Inventories	11	57,47,720	57,47,720
Trade Receivables	12	9,93,26,352	-
Cash & Cash Equivalents	13	(78,73,221)	1,60,86,746
Short Term Loans & Advances	14	5,00,40,888	57,84,208
Other Current Assets	15	-	1,49,26,842
		<u>15,57,41,739</u>	<u>4,25,45,516</u>
TOTAL		<u>15,92,53,158</u>	<u>4,28,70,516</u>
Significant Accounting Policies and Notes on Financial Statements		1 to 28	
<i>Schedule referred to above and notes attached there to form an integral part of Balance Sheet</i>			
<i>As per our Statute Report of even date annexed</i>			
<p>For MITTAL MIRBHAY & CO. Chartered Accountants FRN - 013097C</p> <p>Kamal Kumar Partner Membership No. 502549</p> <p>DATE : 29-05-2015 PLACE : NEW DELHI</p>		<p style="text-align: center;"> ARPAN GUPTA Director DIN - 03498884</p> <p style="text-align: center;"> TAJINDER KAUR Director DIN - 06799570</p>	
		<p style="text-align: center;"> TANUJ YADAV Company Secretary M.No. 38054</p>	

CHIRAU BROADCAST NETWORK LIMITED			
(formerly known as Chirau Finance Investment and Leasing Company Limited)			
CIN - L92100DL1994PLC059093			
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015			
PARTICULARS	NOTE No.	As At 31st March, 2015	As At 31st March, 2014
INCOME			
I Revenue From Operations	16	23,40,67,000	2,50,00,000
II Other Income	17	13,000	3,662
III Total Revenue		23,40,80,000	2,50,03,662
EXPENDITURE			
IV Operating Cost	18	22,56,03,813	2,43,70,968
Employee Benefits Expense	19	5,77,902	52,500
Depreciation & Amortization Expense	8	49,450	
Other Expenses	20	29,57,164	51,393
Total Expenditure		22,91,88,329	2,44,74,861
Profit before Exceptional and extraordinary Items and tax		48,91,671	5,28,801
Exceptional Items		-	-
Profit before extraordinary Items and tax		48,91,671	5,28,801
Extraordinary Items		-	-
V Profit before tax		48,91,671	5,28,801
VI Less: Tax Expense			
Current Tax		14,99,163	1,75,000
Deferred Tax Adjustment - Cr / (Dr)		16,738	-
Tax Adjustments for Earlier Year			
Profit / (Loss) After Taxes		33,75,769	3,53,801
VII PROFIT / (LOSS) FOR THE YEAR		33,75,769	3,53,801
EARNINGS PER EQUITY SHARE:			
Profit After Tax attributable to Equity Shareholders		33,75,769	3,53,801
Number of Equity Shares		32,51,700	32,51,700
Basic Earnings per share	21	1.0382	0.0011
Diluted Earnings per share			
Significant Accounting Policies and Notes on Financial Statements		1 to 28	
Schedule referred to above and notes attached there to form an integral part of Balance Sheet			
As per our Separate Report of even date annexed			
For MITTAL NIRBHAY & CO. Chartered Accountants FRN - 013097C		 ARPAN GUPTA Director DIN - 03498884	 TANUJ YADAV Company Secretary M.No. 38054
Kamal Kumar Partner Membership No. 502549		 TAJINDER KAUR Director DIN - 06799570	
DATE : 23-05-2015 PLACE : NEW DELHI			

CHIRAU BROADCAST NETWORK LIMITED		
(formerly known as Chirau Finance Investment and Leasing Company Limited)		
CIN - L92100DL1994PLC059093		
Cash Flow Statement For The Year Ended 31st March,2015		
Particulars	As At 31st March,2015	As At 31st March,2014
A Cash Flow From Operating Activities		
Net Profit Before Tax	48,91,671	5,28,801
Adjustments For:		
Interest Income	-	(3,662)
Depreciation & Amortization Expenses	49,450	-
Operating Profit Before Working Capital Changes	49,41,121	5,25,139
<i>Adjustment For Working Capital Changes:</i>		
(Increase) /Decrease In Trade & Other Receivables	(9,93,26,352)	87,86,375
(Increase) /Decrease In Other Current Liabilities	17,07,663	8,29,235
(Increase) /Decrease In Short Term Loans and Advances	(4,42,56,680)	1,17,81,680
(Increase) /Decrease In Other Current Assets	1,49,26,842	(1,49,26,842)
Increase/(Decrease) In Trade & Other Payables	12,08,29,472	-
Cash Generated From Operations:	(11,77,934)	69,95,587
Direct Tax Paid	43,89,636	5,00,000
Net Cash From Operating Activities	(55,67,570)	64,95,587
B Cash Flow From Investing Activities		
Purchase of Fixed Assets	(3,45,397)	-
Interest Income	-	3,662
Current Investment	(85,00,000)	-
Net Cash Used In Investing Activities	(88,45,397)	3,662
C Cash Flow From Financing Activities:		
Proceeds Of Short Term Borrowings	(95,47,000)	95,47,000
Net Cash Generated From Financing Activities	(95,47,000)	95,47,000
Net Increase/(Decrease) In Cash & Cash Equivalents	(2,39,59,967)	1,60,46,249
D Cash Balance & Cash Equivalents At The Beginning Of The Year	1,60,86,746	40,497
E Cash Balance & Cash Equivalents At The End Of The Year	(78,73,221)	1,60,86,746
Net Increase/(Decrease) In Cash & Cash Equivalents	(2,39,59,967)	1,60,46,249
<p>Note : The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 issued by the Central Govt. under the Companies (Accounts) Rule 2014</p>		
<p>As per our report of even date attached For MITTAL NIRBHAY & CO. Chartered Accountants FRN - 013097C</p>		
<p>Kamal Kumar Partner Membership No. 502549 DATE : 28-05-2015 PLACE : NEW DELHI</p>		
<p style="text-align: center;"></p>		
<p style="text-align: right;">  ARPAN GUPTA Director DIN - 03498884 </p>		
<p style="text-align: right;">  TANUJ YADAV Company Secretary M.No. 38054 </p>		
<p style="text-align: right;">  TAJINDER KAUR Director DIN - 06799570 </p>		

CHIRAU BROADCAST NETWORK LIMITED
(formerly known as Chirau Finance Investment and Leasing Company Limited)
CIN - L92100DL1994PLC059093
Company Overview

BACKGROUND AND OPERATIONS

The Company is presently engaged in the business of advertising, publicity, mass communications, advertising research, graphic designing, etc. The registered office of the company is situated at 605, Reliable's Pride, Oshiwara, Jogeshwari (W), Mumbai whereas corporate office is situated at 15/240-G, Civil Lines, Kanpur-208001.

1 Significant accounting policies

1.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation as more fully described in Note 1.6

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the results of operations during the reporting period. Examples of such estimates include estimates of income taxes, employment retirement benefit plans, provision for doubtful debts and advances and estimated useful life of fixed assets. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

1.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company, the revenue can be reliably measured and as per the management's assessment no significant uncertainty exists regarding realisation of the consideration.

i) Service Revenue

Income from services is recognised upon completion of services as per the term of contract. Period based services are accrued and recognised pro-rata over the contractual period.

Service revenue comprises of income from subscription, placement of channels, advertisement revenue and other services. These are recognised to the extent the amount is billable.

ii) Revenue billed but not recognised at the end of the year has been disclosed as deferred revenue under current liabilities.

1.4 Expenditure

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

1.5 Fixed assets

i) Tangible Assets

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation. The actual cost capitalized includes material cost, freight, installation costs, duties and taxes, finance charges and other incidental expenses incurred during the construction / installation stage.

1.10 Earnings per share

In determining earnings per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary /exceptional item. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed using the weighted average number of equity shares outstanding during the year and dilutive equity equivalent shares outstanding at the year end, except where the results would be anti dilutive.

1.11 Impairment of assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

Recoverable amount is higher of an asset's net selling price, and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

1.12 Provisions and Contingent liabilities

A provision is recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. A disclosure of a contingent liability is made when there is a possible obligation, or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.13 Borrowing Costs

Borrowing Costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of cost of the asset. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

1.14 Investments

Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as long term or current investments, based upon management's intention at the time of purchase. Long term investments are stated at cost and provision is made to recognize any decline, other than temporary determined separately for each investment. Current investments are stated at lower of the cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Fixed Assets acquired during business acquisitions are accounted for at the fair market value of the assets.

Fixed assets under construction and cost of assets not ready for use before the year-end, are disclosed as capital work in progress.

ii) Intangible Assets

Intangible assets acquired in a business acquisition are recorded at fair value basis determined by the management of the Company. Other Intangible Assets are stated at cost.

1.6 Depreciation /Amortization

Depreciation on fixed assets except leasehold improvements is provided on the straight-line method over their estimated useful lives, as determined by the management, at the rates which are equal to or higher than the rates prescribed under Schedule II of the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year. The management's estimate of the useful life of the various fixed assets is as follows:

Furniture & Fixtures 6 Years
Computers 3 Years
Office Equipments 5 Years

Intangible assets are amortized on a straight line method over their estimated useful lives. The estimated useful life of the intangible assets and the amortisation period are reviewed at the end of each financial year and the

Fixed assets acquired through acquisition of business purchase are depreciated over remaining useful life of 5 years as estimated by an approved valuer.

Leasehold improvements are amortised over the lower of the useful life or the period of the lease.

For these class of assets based on internal assessment carried out by technical team , the management believes

1.7 Leases

Operating leases

Lease payments under an operating lease are recognised as an expense in the profit and loss account on a straight line basis over the lease term.

1.8 Taxation

Income tax expenses comprise current tax and deferred tax charge or credit (reflecting the tax effects of the timing differences between the accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed for the appropriateness of their carrying values at each balance sheet date.

1.9 Retirement benefits, if any

Gratuity:

The Company provides for gratuity, a defined benefit retirement plan. The plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company.

Liability with regard to gratuity is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. Gains and losses arising out of actuarial evaluations are recognised immediately in the Profit and Loss account as income or expense.

1.10 Earnings per share

In determining earnings per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary /exceptional item. Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed using the weighted average number of equity shares outstanding during the year and dilutive equity equivalent shares outstanding at the year end, except where the results would be anti dilutive.

1.11 Impairment of assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

Recoverable amount is higher of an asset's net selling price, and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

1.12 Provisions and Contingent liabilities

A provision is recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. A disclosure of a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

1.13 Borrowing Costs

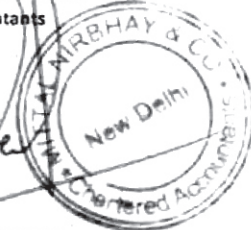
Borrowing Costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of cost of the asset. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

1.14 Investments

Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as long term or current investments, based upon management's intention at the time of purchase. Long term investments are stated at cost and provision is made to recognize any decline, other than temporary determined separately for each investment. Current investments are stated at lower of the cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

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

Kamal Kumar
Partner
Membership No. 502549
DATE : 28-05-2015
PLACE : NEW DELHI



Arpan Gupta

ARPAN GUPTA
Director
DIN - 03498884

Tajinder

TAJINDER KAUR
Director
DIN - 06799570

Tanuj Yadav

TANUJ YADAV
Company Secretary
M.No. 38054



CHIRAU BROADCAST NETWORK LIMITED
(formerly known as Chirau Finance Investment and Leasing Company Limited)
CIN - L92100DL1994PLC059093
Notes Forming Part of the Financial Statements for the Year Ended 31st Mar, 2015

2 Share Capital

Particular	As At 31st March, 2015		As At 31st March, 2014	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Share Of Rs 10 Each	35,00,000	3,50,00,000	35,00,000	3,50,00,000
Issued, Subscribed And Paid Up Capital				
Equity Share Of Rs 10 Each	32,51,700	3,25,17,000	32,51,700	3,25,17,000
Total	32,51,700	3,25,17,000	32,51,700	3,25,17,000

2(i) Reconciliation Of The Number Of Shares Outstanding At The Beginning And At The End Of The Year

Particulars	As At 31st March, 2015		As At 31st March, 2014	
	Number	Amount	Number	Amount
Equity Shares				
At The Beginning Of The Year	32,51,700	3,25,17,000	32,51,700	3,25,17,000
Issued During The Year	-	-	-	-
Outstanding At The End Of The Year	32,51,700	3,25,17,000	32,51,700	3,25,17,000

2(ii) Details Of The Shares Of The Company Held By Each Shareholder Holding More Than 5% Shares

Particulars	As At 31st March, 2015		As At 31st March, 2014	
	Number of Shares hold	% of Holding	Number of Shares hold	% of Holding
Pooja Aggarwal	3,86,280	11.88%	-	-
Ritu Ahuja	3,50,000	10.76%	-	-
Simply Sandhal	3,03,400	9.33%	-	-
Manju Chopra	2,74,900	8.45%	-	-
Anil Kumar Yadav	2,06,200	6.34%	-	-
Madhu Render Singh	3,50,000	10.76%	-	-
Sunil Kumar	2,42,700	7.46%	-	-
	21,13,480	64.98%		

3 Reserve & Surplus

Particulars	As At 31st	As At 31st
	March, 2015	March, 2014
a Surplus In Statement Of Profit And Loss		
As Per Last Balance Sheet	(25,528)	(3,79,329)
Add:- Profit/(Loss) Of Amalgated Company		
Add:- Profit/(Loss) For The Year	33,75,769	3,53,801
Less:- Proposed Equity Dividend	-	-
Less:- Tax On Proposed Equity Dividend	-	-
Closing Balance (a)	33,50,241	(25,528)
b Share Premium A/c		
Closing Balance (b)	-	-
Total	33,50,241	(25,528)



CHIRAU BROADCAST NETWORK LIMITED
 (formerly known as Chirau Finance Investment and Leasing Company Limited)
 CIN - L92100DL1994PLC059093

Notes Forming Part of the Financial Statements for the Year Ended 31st Mar, 2015

4	Deferred Tax	As At 31st March, 2015	As At 31st March, 2014
	Particulars		A /
	Deferred Tax		
	Fixed Assets	16,738	-
		<u>16,738</u>	<u>-</u>
5	Trade Payables	As At 31st March, 2015	As At 31st March, 2014
	Particulars		
	Trade Payables	12,08,29,472	-
		<u>12,08,29,472</u>	<u>-</u>
	The Company has not received intimation from suppliers regarding the status under Micro Small and Medium Enterprises Development Act, 2006 and based on the information available with the Company there are no dues to Micro, Small and Medium Enterprises Development Act, 2006.		
6	Other Current Liabilities	As At 31st March, 2015	As At 31st March, 2014
	Particulars		A /
	Audit Fees Payable	45,000	2,809
	Salary Payable	80,120	52,500
	TDS Payable(Contractors)	23,88,337	7,72,235
	TDS Payable Professional	26,250	4,500
		<u>25,39,707</u>	<u>8,32,044</u>
7	Short term Borrowing	As At 31st March, 2015	As At 31st March, 2014
	Particulars		
	<u>Advance From Customers</u>		
	Naman Broadcasting	-	-
	Delight Telecom Solutions	-	67,97,000
	R.K News	-	25,50,000
	Swati Media	-	2,00,000
		<u>-</u>	<u>95,47,000</u>
9	Long Term Loans & Advances	As At 31st March, 2015	As At 31st March, 2014
	Particulars		
	Advance Tax (Net of Provision for Income Tax Rs. 1509213/- (previous year 175000/-)	32,15,473	3,25,000
		<u>32,15,473</u>	<u>3,25,000</u>
10	Current Investment	As At 31st March, 2015	As At 31st March, 2014
	Particulars		
	Equity Shares in KDM Media Private Limited	85,00,000	-
		<u>85,00,000</u>	<u>-</u>
11	Inventory	As At 31st March, 2015	As At 31st March, 2014
	Particulars		
	Inventories	57,47,720	57,47,720
		<u>57,47,720</u>	<u>57,47,720</u>
12	Trade Receivable	As At 31st March, 2015	As At 31st March, 2014
	Particulars		A /
	Unsecured, Considered Good- unless otherwise stated		
	Trade Receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
	Considered Good	-	-
	Considered Doubtful	-	-
	Other debts	9,93,26,352	-
		<u>9,93,26,352</u>	<u>-</u>



CHIRAU BROADCAST NETWORK LIMITED
 *(formerly known as Chirau Finance Investment and Leasing Company Limited)
 CIN - L92100DL1994PLC059093

Notes Forming Part of the Financial Statements for the Year Ended 31st Mar, 2015

13 Cash & Cash Equivalent			
Particulars	As At 31st March, 2015	As At 31st March, 2014	A /
Cash On Hand	1,37,388	34,147	
Balance With Bank			
Axis Bank	17,913	63,591	
Escrow A/c	75,000		
ICICI Bank Limited	(80,58,983)	1,59,37,552	
State Bank of India	6,059	51,456	
Yes Bank	(50,598)		
Total	(78,73,221)	1,60,86,746	
14 Short Term Loan & Advances			
Particulars	As At 31st March, 2015	As At 31st March, 2014	
Balance with Govt. Authorities	40,888	40,888	
Sadhna Media Pvt. Ltd.	-	57,43,320	
Antrix Corporation Ltd.	3,00,00,000	-	
Noida Software Technology Park Limited	2,00,00,000	-	
Total	5,00,40,888	57,84,208	
15 Other Current Assets			
Particulars	As At 31st March, 2015	As At 31st March, 2014	
Prepaid Advertisement Exp.	-	1,33,54,032	
Service Tax CENVAT	-	15,72,810	
Total	-	1,49,26,842	
16 Revenue from Operation			
Particulars	As At 31st March, 2015	As At 31st March, 2014	
Sale of Services			
Telecast Income	-	2,50,00,000	
Advertisement Income	21,78,50,000	-	
Hoarding Income	1,62,17,000	-	
Total	23,40,67,000	2,50,00,000	
17 Other Income			
Particulars	For the Year 31st March, 2015	For the Year 31st March, 2014	F /
Interest	-	3,662	
Discount Received	13,000	-	
Total	13,000	3,662	
18 Operating Cost			
Particulars	For the Year 31st March, 2015	For the Year 31st March, 2014	
Advertising Contract Expenses	21,26,00,476	2,43,70,968	
Hoarding Expenses	1,30,03,337	-	
Total	22,56,03,813	2,43,70,968	
19 Employees Benefits Expenses			
Particulars	For the Year 31st March, 2015	For the Year 31st March, 2014	F /
Salary And Wages	5,77,902	52,500	
Total	5,77,902	52,500	
20 Other Expenses			
Particulars	For the Year 31st March, 2015	For the Year 31st March, 2014	F /
Audit Fee	50,000	-	
Bonus	12,500	-	
Bank Charges	23,673	4,893	
Commission	5,50,000	-	
Filing, Listing & Custodial Fee	9,81,842	1,500	
Legal & Professional Fee	13,17,841	45,000	
Interest on Service Tax	49	-	
Interest on TDS	14,159	-	
Misc Expenses	1,100	-	
ROC Filing fees	6,000	-	
Total	29,57,164	51,393	
21 Earning Per Shares			
Particulars	For the Year 31st March, 2015	For the Year 31st March, 2014	F /
Profit After Tax	33,75,769	3,431	
Weighted Average Number Of Equity Shares Basis & Diluted	32,51,700	32,51,700	
Nominal Value Of Shares(Rs)	10	10	
Earning Per Share Basis & Diluted(Rs)	1	0	



CHIRAU BROADCAST NETWORK LIMITED (formerly known as Chirau Finance Investment and Leasing Company Limited) CIN - L92100DL1994PLC059093										
PARTICULARS	GROSS BLOCK			DEPRECIATION & AMORTIZATION			NET BLOCK			
	As At 01.04.2014	Addition	Deletion/ Adjustment/ Impairment	As At 31.03.2015	Tax Rate	For the Year	Deletion/ Adjustment/ Impairment	Up to 31.03.2015	As At 31.03.2015	As At 31.03.2014
TANGIBLE ASSETS										
Computer	-	3,45,397	-	3,45,397	31.67	49,450	-	49,450	2,95,947	-
TOTAL TANGIBLE ASSETS	-	3,45,397	-	3,45,397		49,450	-	49,450	2,95,947	-
GRAND TOTAL	-	3,45,397	-	3,45,397		49,450	-	49,450	2,95,947	-
PREVIOUS YEAR	-	-	-	-		-	-	-	-	-

Pursuant to "AS28 - Impairment of Assets" issued by the Central Government under the Companies Accounts Rule 2014 for determining impairment in carrying amount of the fixed assets, the Company has concluded that since recoverable amount of fixed assets is not less than its carrying amount, therefore, no provision for impairment is required in respect of fixed assets owned by the Company.

During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company has revised the estimated useful life of some of its assets to align the useful life with those specified in Schedule II. Further, assets individually costing Rs. 5,000/- or less that were depreciated fully in the year of purchase are now depreciated based on the useful life considered by the Company for the respective category of assets. The details of previously applied depreciation method, rates / useful life are as follows:



Ag.

T.K.

CHIRAU BROADCAST NETWORK LIMITED
 (formerly known as Chirau Finance Investment and Leasing Company Limited)
 CIN - L92100DL1994PLC059093
Depreciation As Per Income Tax Act

PARTICULARS	GROSS BLOCK			DEPRECIATION & AMORTIZATION				NET BLOCK			
	As At 01.04.2014	Addition during the year	Deletion / Adjustment / Impairment	As At 31.03.2015	Up to 31.03.2014	Tax Rate	For the Year	Deletion / Adjustment / Impairment	Up to 31.03.2015	As At 31.03.2015	As At 31.03.2014
Computers	-	3,45,397	-	3,45,397	-	60	1,03,619	-	1,03,619	2,41,778	-
Grand Total	-	3,45,397	-	3,45,397	-	-	1,03,619	-	1,03,619	2,41,778	-



T.K.

A.K.

22 Related Party Transactions

i) In accordance with the requirements of Accounting Standard – 18 on Related Party Disclosures, the names of the related parties where control exists and with whom transactions have taken place during the year and description of relationships as identified and certified by the management are given below:

a) Person Having Substantial Interest

b) Key Managerial Person

ARPAN GUPTA
TAJINDER KAUR

ii) The following transactions were carried out during the year with the related parties in the ordinary course of business

Particulars	Key Managerial Person			Persons having substantial Interest			Total
							-
							-
							-
							-
Closing Balance							
No Closing Balance as on 31/03/2015							
							-

Previous year figures have
*Figures Net of Service Tax

23 Earnings per Equity share (EPS)

S.No	Particulars	Reference	Year ended	Year ended
			31.03.2015	31.03.2014
a.	Net profit/ (Loss) attributable to equity shareholders (R)	A	3,375,769	353,801
b.	Weighted Average Number of Equity Shares	B	3,251,700	3,251,700
c.	Face Value per Share (Rs.)	C	10	10
d.	Basic Earnings/(Loss) per equity shares (Rs.)	A/B	1.04	0.11
e.	Diluted Earnings/ (loss) per equity shares (Rs.)	A/B	1.04	0.11

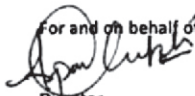
24 The Company is providing advertisement services hence has only one reportable segment. The operations of the Company are located in India.

25 Certain Debit/Credit balances included in Trade Receivables, Trade Payables, Short/Long Term Loans and Advances, Other Current Assets and Current Liabilities are pending for confirmation and consequential reconciliation.

26 The Company has not received intimation from suppliers regarding the status under Micro Small and Medium Enterprises Development Act, 2006 and based on the information available with the Company there are no dues to Micro, Small and Medium Enterprises Development Act, 2006.

27 Previous year figures are regrouped / reclassified to the extent necessary for reporting purposes.

28 All figures are in Indian Rupees.

For and on behalf of the Board of Directors

Director
Place: New Delhi
Date: 28-05-2014




Director
Place: New Delhi
Date: 28-05-2014

-----Tear Here-----
CHIRAU BROADCAST NETWORK LIMITED
Regd. Off: 24/27/28, Second Floor, Front Side, West Patel Nagar, New Delhi-110008
CIN: L92100DL1994PLC059093, E-Mail: cbnl.delhi@gmail.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 Annual General Meeting of the Company at 24/27/28, Second Floor, Front Side, West Patel Nagar, New Delhi-110008 on Tuesday, 29th September, 2015.

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, Second Floor, Front Side, 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

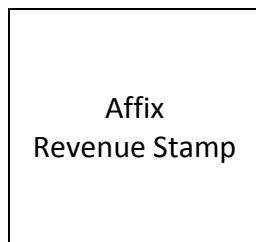
3. Name :, Email ID:.....

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 Annual General Meeting of the Company, to be held on Tuesday, 29th day of September, 2015 At 12:00 P.M. at 24/27/28, Second Floor, Front Side, 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
	<u>ORDINARY BUSINESS</u>		
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015		
2.	Appointment of M/s. Mittal Nirbhay & Co., Chartered Accountants, New Delhi, as Statutory Auditors of the Company and to fix their remuneration		
	<u>SPECIAL BUSINESS</u>		
1.	Appointment of Mr. Satyabrata Mukherjee (DIN: 01635601) as Non-Executive Independent Director for 5 years		
2.	To increase the Authorized Share Capital of the Company		
3.	To issue further Equity Shares of the Company to Non Promoter/ Non Promoters' Group on Preferential basis		



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.

1. 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.

FORM A

**Format of covering letter of the Annual Audit Report to be filed with the
Stock exchanges**

1	Name of the Company	Chirau Broadcast Network Limited
2	Annual financial statements for the year ended	31 st March 2015
3	Type of Audit observation	None
4	Frequency of observation	---N.A---
5	To be signed by- CEO/Managing Director (Tajinder Kaur) CFO (Sanjeev Kumar) Auditor of the Company (Kamal Kumar) Audit Committee Chairman (Sakshi Wadhwa)	 sd/- sd/- sd/- sd/-

