



**SADHNA BROADCAST LIMITED**

*(Formerly known as Chirau Broadcast Network Limited)*

**26<sup>th</sup> ANNUAL REPORT**

**2019-20**



<b>CORPORATE INFORMATION</b>	
<b>BOARD OF DIRECTORS</b>	<b>COMPLIANCE OFFICER</b>
Tajinder Kaur                      Managing Director Arpan Gupta                        Director Sakshi Wadhwa                    Director Sanjeev Kumar Jha                Director	TAJINDER KAUR <b>Email I.D.</b> <a href="mailto:cbnl.delhi@gmail.com">cbnl.delhi@gmail.com</a> <b>Contact No.</b> 011-23552627
<b>CEO</b>	<b>CFO</b>
Ms. Pooja Aggarwal <b>Email I.D.</b> <a href="mailto:cbnl.delhi@gmail.com">cbnl.delhi@gmail.com</a> <b>Contact No.</b> 011-23552627	Sanjeev Kumar <b>Email I.D.</b> <a href="mailto:cbnl.delhi@gmail.com">cbnl.delhi@gmail.com</a> <b>Contact No.</b> 011-23552627
<b>REGISTERED OFFICE</b>	<b>STATUTORY AUDITORS</b>
37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055 <b>Email ID:</b> <a href="mailto:cbnl.delhi@gmail.com">cbnl.delhi@gmail.com</a> , <b>Website:</b> <a href="http://www.sadhnabroadcast.com">www.sadhnabroadcast.com</a> <b>Phone:</b> 91-11-23552627 <b>Fax No.:</b> 91-11-23524610	BAS & CO. LLP Chartered Accountants 804, Pearls Omaxe Building , Netaji Subhash Place, Pitampura, Delhi-110034 Contact No. 11 45518901 Email ID <a href="mailto:delhi@basco.in">delhi@basco.in</a> <b>Website:</b> <a href="http://www.basco.in">www.basco.in</a>
<b>SECRETARIAL AUDITOR</b>	<b>REGISTRAR AND TRANSFER AGENT</b>
V Kumar and Associates Company Secretaries 15/18, Basement West Patel Nagar, New Delhi-110008 Mobile: 9910218035 Mail: <a href="mailto:csvivekkumar@gmail.com">csvivekkumar@gmail.com</a> , <a href="mailto:vivek@vkumarassociates.in">vivek@vkumarassociates.in</a>	M/s Skyline Financial Services Private Limited D-153/A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Contact No.: 011-64732681-88, 26812682-83
<b>BANKERS</b>	<b>STOCK EXCHANGE</b>
Yes Bank Axis Bank ICICI Bank State Bank of India Punjab National Bank	1. Bombay Stock Exchange Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai, Maharashtra 400001 Contact No.: 022 6654 5695 2. The Metropolitan Stock Exchange of India Limited Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, BandraKurla Complex, Bandra (E), Mumbai - 400 098 Contact No.: 022 6112 9000 Fax: +912226544000

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## NOTICE

**Notice** is hereby given that **26<sup>th</sup> Annual General Meeting** of members of Sadhna Broadcast Limited will be held on **Monday, 28<sup>th</sup> September 2020** at **01:30 P.M.** through video conferencing (VS)/ other audio visual means (oavm) to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements**

To receive, consider and adopt the standalone Financial Statements of the Company for the year 2020 including audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

#### **2. Declaration of Dividend on Equity Shares for the financial year 2019-20.**

To consider and if thought fit, to pass, with or without modification the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** the final dividend of Rs 0.02 per equity share of Rs.10/- each, fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year 2019-20.”

#### **3. To Appointment of Auditor and Fix their remuneration**

To consider and if thought fit, to pass, with or without modification the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time and pursuant to the recommendation of Audit Committee, the appointment of M/s. BAS & Co. LLP, Chartered Accountants (FRN.: 323347E/E300008), Statutory Auditors of the Company, which has been approved by the members at the 26th Annual General Meeting of the Company for a term of 4 years i.e. from the conclusion of the 26th Annual General Meeting until the conclusion of the 30th Annual General Meeting at such remuneration as may mutually be agreed upon between the auditors and the Board of Directors of the Company.”

**4. Appointment of Mr. Arpan Gupta (DIN 03498884) as a Director, liable to retire by rotation**

To consider and if thought fit, to pass, with or without modification the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Arpan Gupta (DIN 03498884) who retires by rotation at this Meeting, and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

**Date:** 02/09/2020  
**Place:** New Delhi

**Sd/-  
Tajinder Kaur  
06799570  
Managing Director  
302-A LIG Flats, PKT D-6, Sec-6, Rohini,  
Delhi-110085**

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.sadhna.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and <https://www.msei.in/> respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Dividend will be paid to the members whose names appear in the Company's register of members as on the Record Date.
9. Members may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by the company after 1st April, 2020 shall be taxable in the hands of the members. The Company shall therefore, deduct Tax at Sources (TDS) at the time of making payment of the dividend. In order to enable us to determine the appropriate TDS rate, as applicable, members are requested to submit the documents in accordance with the provisions of the Income Tax, 1961. For more details, Please refer to the Notice of the AGM.
10. Those Shareholders whose email IDs are not registered, are requested to register their email ID with the Company at [cbnl.delhi@gmail.com](mailto:cbnl.delhi@gmail.com) and The Skyline Financial Services Private Limited ( RTA) at [compliances@skylinerta.com](mailto:compliances@skylinerta.com) by providing their Name as registered with the company, Address, email ID, PAN, Folio Number and Number of shares held by them or by click <http://www.skylinerta.com/EmailReg.php>.

**11. Manner of registering mandate for receiving dividend:**

- a) Members holding shares in demat form are requested to register/update Bank account details with their respective Depository Participant/s.
- b) Members holding shares in physical form. send a request to RTA of the Company, Skyline Financial Services Private Limited at [compliances@skylinerta.com](mailto:compliances@skylinerta.com) providing :
  - i. Name of member, scanned copy of the share (front and back), PAN (self-attested scanned copy of PAN card),AADHAR (Self-attested scanned copy of Aadhar card) for updating bank account details
  - ii. Name and branch of the bank in which wish to receive the dividend, Bank account type, Bank account number allotted by the Banks after implementations of core banking solution
  - iii. 9digitMICRCodeNumber
  - iv. 11 digitIFSC
  - v. A scanned copy of of the cancelled cheque bearing the name the first Member.

12. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment item no. 4 is as follows:-

<b>Item No.</b>	<b>4</b>
<b>Particulars</b>	Mr. Arpan Gupta
<b>DIN</b>	03498884
<b>Date of Birth</b>	23/02/1987
<b>Terms and Conditions of Re-appointment</b>	Re-appointment as Director of the company liable to retire by rotation
<b>Qualifications</b>	Graduations
<b>Experience in specific functional areas</b>	10 years in Marketing
<b>Directorship held in Other listed entities</b>	NIL
<b>Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	Membership in Audit Committee and Stakeholders' Relationship Committee
<b>Remuneration last drawn (F.Y. 2019-20)</b>	12,00,000 p.a
<b>Number of shares held in the Company</b>	200058

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on September , 25th, 2020 at 09:00A.M. and ends on September, 27, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to*

*NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote,

to the Scrutinizer by e-mail to Mr. Vivek Kumar <[csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com)> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cbnl.delhi@gmail.com](mailto:cbnl.delhi@gmail.com) / [compliances@skylinerta.com](mailto:compliances@skylinerta.com) or click <http://www.skylinerta.com/EmailReg.php>.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([cbnl.delhi@gmail.com](mailto:cbnl.delhi@gmail.com)) / [compliances@skylinerta.com](mailto:compliances@skylinerta.com) click <http://www.skylinerta.com/EmailReg.php>.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent, of the Company will be providing VC/OAVM Services.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id)..
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

The result of voting will be announced at 37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055 by the Chairperson of the **AGM on Monday, 28th September, 2020**. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

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

**Place: Delhi  
Date: 02.09.2020**

**Sd/-  
Tajinder Kaur  
06799570  
Managing Director  
302-A LIG Flats, PKT D-6, Sec-6, Rohini,  
Delhi-110085**

## **DIRECTOR'S REPORT**

**Dear Members,**

Your Directors take pleasure in presenting the 26<sup>th</sup> Annual Report on the business and operations of your Company along with the Annual Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2020.

### **Financial Summary of the Company**

The performance of the Company for the financial year ended on 31<sup>st</sup> March, 2020 is summarized below:

<b>Particulars</b>	<b>Year ended 31.03.2020 (in Lakhs)</b>	<b>Year ended 31.03.2019 (in Lakhs)</b>
Income (Gross)	3,455.95	55,40.74
Expenditure	3,334.20	5,348.54
Profit/(Loss) before Exceptional and extraordinary Items and tax	121.75	1,92.20
Less:- Tax Expense		
- Current Tax/Mat	37.70	51.91
- Deferred Tax Adjustment-Cr/Dr)	-3.36	0.40
- Tax Adjustments for Earlier Year	-0.73	-
<b>Profit after Tax</b>	<b>88.14</b>	<b>139.89</b>

### **Dividend**

The Board recommended a dividend of Rs. 0.02 per equity share to the Equity Shareholders of the Company for the year ended 31 March, 2020. The dividend to be paid on Equity Shares is subject to the approval of the shareholders at the Annual General Meeting (AGM) scheduled on 28<sup>th</sup> September, 2020. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 19<sup>th</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend upon being declared thereat.

### **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 2020 was a period of relative stability. During the year under review, your Company

achieved a profit of Rs. 1,21,75,000/- before tax as against Profit of Rs. 1,92,20,000/- before tax 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.

### **Significant & Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status of the Company**

No significant and material orders were passed by any Regulator(s) or Court(s) or Tribunal(s) which would impact the going concern status of 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:( due to covid)**

No material changes and commitment affecting the financial position of the company have occurred between the end of the financial year to which this financial statements relate and the date of this report.

### **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.

### **Details in Respect of Frauds Reported by Auditors under Sub-Section (12) Of Section 143 other than those which are Reportable to The Central Government**

Auditors have not reported any frauds during the year under review.

### **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.

### **Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations 2015, 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 Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

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

The Company has not given any Loan or Guarantee or made Investment under Section 186 of the Companies Act 2013.

### **Particulars of Contracts or Arrangements with Related Parties**

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. **Form No. AOC-2** marked **Annexure 'A'** is annexed to this report containing disclosure of related party transactions under Section 188 of the Companies Act, 2013.

### **Share Capital**

#### **A. Increase in Authorised Share Capital and Preferential Allotment of Shares**

During the year under review, there is no change in Authorised Capital of the Company.

#### **B. 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

#### **C. 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.

#### **D. 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

#### **E. 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** as per Section 92 of the Companies Act 2013 is annexed as **Annexure ‘B’**.

### **Directors and Key Managerial Personnel**

#### **A: 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.

#### **B: Company Secretary**

Ms. Geetanjali Malhotra, an Associate Member of the Institute of Company Secretaries of India (ICSI) has resigned from post of Company Secretary with effect from June 10, 2020,

### **Number of Meetings of the Board of Directors**

The Board of Directors consisted of Four Directors including two Independent Directors during the period under review.

During the 12 months period ended 31<sup>st</sup> March, 2020, 11 (Eleven) Board Meetings were held on 19.04.2019,28.05.2019,14.06.2019,09.07.2019,20.07.2019,14.08.2019,16.10.2019,14.11.2019, 20.12.2019,18.01.2020, 14.02.2020.

### **Management Discussions and Analysis Report**

The Management Discussion and Analysis Report forms part of this Annual Report in compliance with Regulation 34 of SEBI (LODR) Regulations, 2015 and is annexed marked as **Annexure ‘C’**.

### **Corporate Governance**

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 SEBI (LODR) Regulations 2015, 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.

The Corporate Governance Report of the Company is annexed to this report as **Annexure-‘D’**.

## **Audit Committee**

The Company has an Audit Committee comprising Mr. Sanjeev Kumar Jha (Non Executive & Independent Director), Mrs. Sakshi Wadhwa (Non Executive & Independent Director) and Mr. Arpan Gupta (Non Executive Director). The terms of reference of the Audit Committee, inter alia, include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors.

## **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 behavior, the Company has adopted a vigil mechanism policy. This policy is has been uploaded on the website of the Company- [www.sadhnabroadcast.com](http://www.sadhnabroadcast.com)

## **Nomination and Remuneration Committee**

The Company has constituted a Nomination and Remuneration Committee of Directors. The Committee comprises of Mr. Sanjeev Kumar Jha (Non Executive & Independent Director), Mrs. Sakshi Wadhwa (Non Executive & Independent Director) and Mr. Arpan Gupta (Non-Executive Director).

The Committee's scope of work includes identifying the persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal and carry out evaluation of every director's performance, deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

The Committee has formulated a Nomination and Remuneration Policy relating to the appointment and remuneration for the directors, key managerial personnel and other employees. The nomination and remuneration policy is annexed marked **Annexure 'D'**.

## **Auditors**

### **(i) Statutory Auditors**

M/s. Gambhir & Luthra, Chartered Accountant, Delhi have indicated their unwillingness to continue as Auditors of the Company due to their pre-occupation.

So, the M/s. BAS & Co. LLP, Chartered Accountants, was appointed at Extra Ordinary General meeting held on 15.01.2020 to fill the casual vacancy arises by resignation of M/s. Gambhir & Luthra, Chartered Accountant, Delhi and to audit the accounts of the company for year the 2019-2020.

M/s. BAS & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company hold the office till the conclusion of the ensuing Annual General Meeting.

So, It is proposed to re- appoint M/s. M/s. BAS & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company in the ensuing Annual General Meeting to hold the office from the conclusion of this Annual General Meeting until the conclusion of 30th Annual General Meeting and at such remuneration as may mutually be agreed upon between the auditors and the Board of Directors of the Company."

The Company has received letter from them to the effect that their 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 within the meaning of Section 139 (1) of the said Act.

## **(ii) Secretarial Auditors**

M/s. V Kumar and Associates, Company Secretaries (COP No.:10438, FCS: 8976), are the Secretarial Auditors of the Company to undertake the Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013.

## **Auditors' Report**

All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self explanatory and no qualifications, reservations or adverse remarks have been made by the Statutory Auditors in the said Report.

## **Secretarial Audit Report**

A copy of Secretarial Audit Report as provided by Company Secretary in Practice has been annexed to this Report as **Annexure- E**. The Secretarial Audit Report does not contain any reservation, qualification or adverse remark.

## **Shifting of Registered Office**

During the year under review, the Company has not shifted its registered office.

## **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 partnership for inclusive development.

## **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.

## **Employees**

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the name and other particulars of the employees, whose remuneration falls within the purview of the said rule, are required to be set out in the Annexure to the Directors Report. However during the year under review or any part thereof, the company did not employ any person with remuneration falling within the purview as prescribed under the rule.

## **Details in Respect of Adequacy of Internal Financial Controls with reference to the Financial Statement**

The company has adequate internal financial control system commensurate with the size of the company and the nature of its business with regards to purchase of fixed assets. The activities of the company do not involve purchase of inventories and sale of goods and services.

For the purposes of effective internal financial control, the Company has adopted various procedures for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

To ensure adequacy of internal financial controls, the procedures adopted by the Company are based on the following parameters:

- (a) Familiarity with Policies and Procedures – the related policies and procedures and the changes thereto, if any, are communicated to the employees at the time of joining and it is ensured that such person understands the policies or procedures correctly.
- (b) Accountability of Transactions – There is a proper delegation of authorities and responsibilities so as to ensure accountability of any transaction.
- (c) Accuracy & Completeness of Financial Statements/ Reports – For accuracy and completeness of information, reconciliation procedure and multiple checking at different level have been adopted. To avoid human error, computer softwares are extensively used.
- (d) Retention and Filing of Base Documents – All the source documents are properly filed and stored in a safe manner. Further, important documents, depending upon their significance are also digitized.
- (e) Segregation of Duties – It is ensured that no person handles all the aspects of a transaction. To avoid any conflict of interest and to ensure propriety, the duties have been distributed at different levels.
- (f) Timeliness – It is also ensured that all the transactions are recorded and reported in a timely manner.

The procedures are also reviewed by the Statutory Auditors and the Directors of the Company from time to time. There has also been proper reporting mechanism implemented in the organization for reporting

any deviation from the procedures.

### **Transfer of Unclaimed Dividend to Investor Education and Protection Fund**

Since there was no unpaid/unclaimed dividend which is required to be deposited to IEPF , so the provisions of Section 125 of the Companies Act, 2013, do not apply.

### **Risk Management Policy**

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

### **Director's Responsibility Statement**

Pursuant to Section 134(3)(c) of the Companies Act, 2013, with respect to Directors Responsibility Statement, it is hereby confirmed and stated 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 have 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 have 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

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

**SD/-  
Arpan Gupta  
Director  
DIN: 03498884  
Address: AG, 300,  
Shalimar Bagh  
Delhi-110088**

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

**Place: Delhi  
Date:02.09.2020**

## Annexure 'A'

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

- Details of contracts or arrangements or transactions not at arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts /arrangements/transactions	Duration of the contracts /arrangements/transactions	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

- Details of contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date (s) of approval by the Board, if any	Amount paid as advances, if any
SHARPLINE NETWORK PRIVATE LIMITED	Purchase of Goods/ Services	Normal course of business	As per contract	28/05/2019	NIL
NAMAN BROADCASTING AND TELECOMMUNICATIONS PRIVATE	Purchase of Goods/ Services	Normal course of business	As per contract	28/05/2019	NIL

LIMITED						
Varun Media Private Limited	Purchase of Goods/ Services	Normal course of business	As per contract	28/05/2019	NIL	
SHARP EYE ADVERTISING PRIVATE LIMITED	Investment	Purchase of Goods/ Services	As per contract	28/05/2019	NIL	
SHARP EYE ADVERTISING PRIVATE LIMITED	Sale of Goods/ Services	Normal course of business	As per contract	28/05/2019	NIL	
KDM Media Private Limited	Purchase of Goods/ Services	Normal course of business	As per contract	28/05/2019	NIL	

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

Place: Delhi  
Date:02/09/2020

**SD/-  
Arpan Gupta  
Director  
DIN: 03498884  
Address: AG, 300,  
Shalimar Bagh  
Delhi-110088**

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

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31<sup>st</sup> March 2020**

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

<b>I. REGISTRATION AND OTHER DETAILS:</b>	
I. CIN:-	L92100DL1994PLC059093
II. Registration Date:-	18/05/1994
III. Name of the Company:-	Sadhna Broadcast Limited <b>(Formerly Known as Chirau Broadcast Network Limited)</b>
IV. Category / Sub-Category of the Company:-	Company limited by shares
V. Address of the Registered office and Contact details:-	37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055
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- 64732681-88/26812682- 83, 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.	6020	99.91 (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
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1	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
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#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Shareholding

Category Code	Category of Shareholders	Number of shareholders	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)
<b>(A)</b>	<b>Shareholding of Promoters and Promoter Group</b>					
(1)	Indian					
(a)	Individual / Hindu Undivided Family	4	2159045	2159045	21.533	21.533
(b)	Central Govt. / State Govt.(s)	0	0	0	0	0
(c)	Bodies Corporate	3	1066045	1066045	10.63	10.63
(d)	Financial Institutions / Banks	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0
	<b>Sub-Total (A)(1)</b>	<b>7</b>	<b>3225090</b>	<b>3225090</b>	<b>32.17</b>	<b>32.17</b>
(2)	<b>Foreign</b>					
(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
	<b>Sub-Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

	<b>(A)= (A)(1)+(A)(2)</b>					
(B)	<b>Public Shareholding</b>					
(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
	<b>Sub-Total (B) (1)</b>	0	0	0	0	0
<b>(2)</b>	<b>Non-Institutions</b>					
(a)	Bodies Corporate	15	1900856	19,00,847	18.96	18.96
(b)	Individuals -					
i.	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	743	157804	136466	1.57	1.36
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	26	4741633	4035552	47.29	40.25
(c)	Any Other ( NRI)	1	750	750	0.01	0
(d)	Hindu Undivided	10	410	241	0.0	0.00

	Family					
	<b>Sub-Total (B) (2)</b>	<b>695</b>	<b>6801453</b>	<b>6073856</b>	<b>67.83</b>	<b>60.58</b>
	<b>Total Public Shareholding B= (B)(1)+(B)(2)</b>	<b>695</b>	<b>6801453</b>	<b>6073856</b>	<b>67.83</b>	<b>60.58</b>
	<b>TOTAL (A)+(B)</b>	<b>802</b>	<b>10026543</b>	<b>9298946</b>	<b>100</b>	<b>92.74</b>
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	0	0

**(iii) Shareholding of Promoters**

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/ encumbered - red to total shares	No. of Shares	%of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	Gaurav Gupta	701860	7	7	701860	7	7	0
2	Pooja Aggarwal	698623	6.97	6.97	698623	6.97	6.97	0
3	Tajinder Kaur	500863	5	5	500863	5	5	0
4	Saurabh Gupta	257699	2.57	2.57	257699	2.57	2.57	0
5	Sadhna Media Private Limited	665929	6.64	6.64	665929	6.64	6.64	0
6	Softline Media Network Private Limited	200058	2.00	2.00	200058	2.00	2.00	0
7	Varun Media Private Limited	200058	2.00	2.00	200058	2.00	2.00	0

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

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 there as on for increase/decrease (e.g. allotment/ transfer/bonus/sweat Equity etc.	0	0	0	0
	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	Particulars	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	2982403	29.74	2982403	29.74
	Date wise Increase/ Decrease in Share holding during the year specifying there as on for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc.	3206	0.01	3206	0.01
	At the End of the year (or on the date of separation, if separated during the year)	2979197	29.73	2979197	29.73

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2019	Shareholding at the end of the year 31 <sup>st</sup> March, 2020
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	<b>For Each of the Directors &amp;KMP</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Arpan Gupta	200058	1.99	200058	1.99
2	Ms. Tajinder Kaur	500863	4.99	500863	4.99
3	Ms. Sakshi Wadhwa	0	0	0	0
4	Mr. Sanjeev Kumar Jha	0	0	0	0
5	Mrs. Pooja Aggarwal (CEO)	698623	6.96	698623	6.96

## V INDEBTNESS

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

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtness at the beginning of the financial year	NIL	610,61,000	NIL	610,61,000
I) Principal Amount				
II) Interest due but not paid				
III) Interest accrued but not due				
<b>Total (I+II+III)</b>	<b>NIL</b>	<b>610,61,000</b>	<b>NIL</b>	<b>610,61,000</b>
Change in Indebtedness during the financial year				
• Addition	NIL	(36087000)	NIL	(36087000)
• Reduction				

Net Change	NIL		NIL	
Indebtedness at the end of the financial year	NIL	24974000	NIL	24974000
I) Principal Amount				
II) Interest due but not paid				
III) Interest accrued but not due				
Total (I+II+III)	NIL	24974000	NIL	24974000

## VI. Remuneration of Directors and Key Managerial Personnel

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

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	3,96,000
	Stock Option	NIL	NIL
	Sweat Equity	NIL	NIL
	Commission - as % of profit - others, specify	NIL	NIL
	Others, please specify	NIL	NIL
	Total (A)	NIL	3,96,000
	Ceiling as per the Act	NIL	5%

**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 (A+B)	NIL	NIL
	Overall Ceiling as per the Act	NIL	11%

**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  (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	Geetanjali Malhotra 1,32,000	Sanjeev Kumar 1,80,000	3,12,000
		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	1,32,000	1,80,000	3,12,000

**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



By order of the Board  
For Sadhna Broadcast Limited

Sd/-  
Arpan Gupta  
Director  
DIN: 03498884  
Address: AG, 300,  
Shalimar Bagh  
Delhi-110088

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

Place: Delhi  
Date:02/09/2020

## 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 2019–20 stood at Rs. 88,14,000 /- as against Net Profit of Rs. 1,39,89,000 /- in the year 2018–19. Furthermore, the total Revenue for the year ended March 31<sup>st</sup>, 2020 is Rs. 34,55,95,000/- as compared to Rs. 55,40,74,000/- revenue for the year 2018–19.

### 2. INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy. It is making high growth strides and is witnessing increased corporatization. The country is today producing some of the finest films based on varied subjects and winning accolades on all counts.

The Foreign Direct Investment (FDI) inflows in the information and broadcasting (I & B) sector in the period April 2000 – December 2015 stood at US\$ 4.55 billion, as per data released by Department of Industrial Policy and Promotion (DIPP).

### 3. OPPORTUNITY

The Government of India has supported Media and Entertainment industry's growth by taking various initiatives such as digitizing the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

The Indian Media and Entertainment industry is on an impressive growth path. The revenue from advertising is expected to grow at a CAGR of 13 per cent and will exceed Rs 81,600 crore (US\$ 12.29 billion) in 2020 from Rs 41,400 crore (US\$ 6.24 billion) in 2014.

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.

### 4. THREATS

i) With the increase in business segment, the competition has increased from Domestic and other Developed countries.

ii) Viewers no longer solely want a passive experience with a TV programme.

iii) An 'access anywhere, any time and on any platform' consumer is having a profound impact on

broadcasters, content owners and post houses – and they need to radically re–think how they set up and integrate their workflows and business processes. With an explosion in content and platforms to view media on, content owners have to fight much harder for the consumer’s attention.

iv) The appetite of the viewers is increasing and nowadays people are not satisfied with the conventional broadcasting only. Broadcasters need to provide their content on all possible carriage ways. New media including IPTV, mobile TV, YouTube, and the like, would complement traditional broadcasting.

The foremost challenges on the technology front are digitization of infrastructure and migration to HDTV. Broadcasters need to define how they traverse on the digitization path and put in serious efforts to decide what services they have to deliver to viewers. Systematic phasing out of analog system in broadcasting is a prominent task to meet the analog switch–off deadlines. Digital TV is not restricted to traditional home devices alone but is also available on personal devices.

## **5. PROSPECT & OUTLOOK**

The management is of view that the future prospects of your company are bright and the performance in the current year is expected to be good. Television industry in India is on a transformation path. Multiple channels in each genre competing with each other for TRP, increasing pay TV penetration, expanding yet fragmented local as well as overseas viewership of Indian channels, demand for more specific content – clearly set the stage for the next level of growth and transition for players across the television value chain. Therefore, the Company needs to be cognizant of the ever increasing demand for differentiated content. While on one hand, new digital content distribution platforms are emerging; on the other hand, new formats of entertainment – computers, mobiles and other handheld devices are gaining importance. Monetization of content through these new opportunities in existing platforms and new media platforms are going to be key focus areas for the management of the Company. This outlook is based on assessment of the current business environment. It may vary keeping in view the further economic & other developments, both in India and abroad in coming future.

## **6. RISKS AND CONCERNS**

The Company has taken adequate preventive and precautionary measures to overcome all the threats prevailing in the industry 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. HUMANRESOURCES**

Human Resources are highly valued assets at M/s Sadhna Broadcast 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.

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

**Sd/-  
Arpan Gupta  
Director  
DIN: 03498884  
Address: AG, 300,  
Shalimar Bagh  
Delhi-110088**

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

**Place: Delhi  
Date:02/09/2020**

## 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 SEBI (LODR) Regulations 2015.

## 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
Sanjeev Kumar Jha	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 31<sup>st</sup> March, 2020, 11 (Eleven) Board Meetings were held on 19.04.2019,28.05.2019,14.06.2019,09.07.2019,20.07.2019,14.08.2019,16.10.2019,14.11.2019, 20.12.2019,18.01.2020, 14.02.2020.

(iii) 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 Attended	Last AGM attended	Number of Directorships in other Companies		Number of positions held in other Public Companies	
					Chairman	Member	Chairman	Member

Tajinder Kaur	Managing Director	Executive Director	11	YES	-	-	-	-
Arpan Gupta	Director	Non-Executive	11	YES	-	-	-	-
Sakshi Wadhwa	Director	Non-Executive & Independent Director	11	YES	-	-	-	-
Sanjeev Kumar Jha	Director	Non-Executive & Independent Director	11	NO	-	1	-	3

**(IV) Details of equity shares of the Company held by the Directors as on March 31, 2020 are given below:**

Name of the Director	Category	Number of equity shares
Tajinder Kaur	Executive Director	500863
Arpan Gupta	Non-Executive Director	200058
Sakshi Wadhwa	Non-Executive & Independent Director	NIL
Sanjeev Kumar Jha	Non-Executive & Independent Director	NIL

**(V)** The details of the familiarization programme of the Independent Directors are available on the Website of the Company ([www.sadhnabroadcast.com](http://www.sadhnabroadcast.com)).

**(VI) 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 Regulation 18 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

The terms of the reference of Audit Committee are broadly as under:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

- 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 sub-section 3 of section 134 of the Act.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  - 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 utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  - Review and monitor the auditors' independence and performance, and effectiveness of audit process;
  - Approval or any subsequent modification of transactions of the Company with related parties;
  - Scrutiny of inter-corporate loans and investments;
  - Examination of the financial statement and the auditors' report thereon;
  - Valuation of undertakings or assets of the company, wherever it is necessary;
  - Evaluation of internal financial controls and risk management systems;
  - Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
  - Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
  - 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.
  - Discussion with internal auditors any significant findings and follow up thereon.
  - 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.
  - 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.
  - 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.
  - To review the functioning of the Whistle Blower mechanism, in case the same is existing
  - 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



**(ii) The composition of the Audit Committee and the details of meetings attended by its members are given below:**

Name	Category	Number of meetings during the financial year 2019 –20	
		Held	Attended
Mrs. Sakshi Wadhwa (Chairman)	Non – Executive & Independent Director	4	4
Mr. Sanjeev Kumar Jha	Non – Executive & Independent Director	2	2
Mr. Arpan Gupta	Non – Executive Director	4	4

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

During the year under review, the Committee met Four times on 29.05.2018, 14.08.2018, 14.11.2018, 14.02.2019 The gap between two meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

#### **(VII) SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:**

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulation.

The broad terms of reference of the stakeholders' relationship committee are as under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc. ii

**(i) The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:**

Name	Category	Number of meetings during the financial year 2018 –19	
		Held	Attended
Mrs. Sakshi Wadhwa (Chairman)	Non – Executive & Independent Director	4	4
Mr. Sanjeev Kumar Jha	Non – Executive & Independent Director	2	2
Mr. Arpan Gupta	Non – Executive Director	4	4

During the year under review, the Committee met four times on 16.04.2018, 16.07.2018, 15.10.2018, 18.01.2019.

**(ii) Name, designation and address of Compliance Officer:**

**Ms. TAJINDER KAUR**

Compliance Officer

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

**(iii) Status For Shareholders' Complaints For The Period 01.04.2018 to 31.03.2019**

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.

**(iv)** Share Transfers are processed and duly approved by the committee. Investor's Grievances are placed before the committee.

**(v) The roles and responsibilities of Shareholders/ Investors Grievances Committee are as follows:**

- 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.

**(VIII) NOMINATION AND REMUNERATION COMMITTEE**

The Board constituted a Nomination and Remuneration Committee on pursuant to Regulation 19 of SEBI Listing Regulations. 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 regulations.

**(i) The broad terms of reference of the nomination and remuneration committee are as under:**

- Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).

- Carry out evaluation of every director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarization programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.
- Recommend to the Board on voting pattern for appointment and remuneration of directors on the Boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

**(ii) The composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:**

Name	Category	Number of meetings during the financial year 2019 –18	
		Held	Attended
Mrs. Sakshi Wadhwa (Chairman)	Non – Executive & Independent Director	1	1
Mr. Sanjeev Kumar Jha	Non – Executive & Independent Director	1	1
Mr. Arpan Gupta	Non – Executive Director	1	1

During the year under review, the Committee met once in a year on 20.12.2020.

**(iii) Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

**(IX) NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved

by the Board of Directors.

### **Definitions**

**“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

**“Key Managerial Personnel”** means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

**“Senior Managerial Personnel”** means the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

### **Objective**

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

### **Role of the Committee:**

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its

duties.

### **Appointment and Removal of Director, Key Managerial Personnel and Senior Management**

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's requirements.
- (b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- (c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

### **Term/Tenure**

#### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

### **Evaluation**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

### **Removal**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company.

## **Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in compliance with the provisions of the Act.

## **Policy for Remuneration To Directors/KMP/Senior Management Personnel**

### (1) Remuneration to Managing Director/ Whole-time Directors:

- (a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

### (2) Remuneration to Non- Executive/ Independent Directors:

- (a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- (d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - i) The Services are rendered by such Director in his capacity as the professional; and
  - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

### (3) Remuneration to Key Managerial Personnel and Senior Management:

- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund,

contribution to pension fund, pension schemes, etc. as decided from to time.

- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

### **Implementation**

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.

### **The details of the Remuneration to Executive Director for the year ended March 31, 2019:**

#### **Executive Director Amount in Rupees**

<b>Name</b>	<b>Salary</b>
Ms. Tajinder Kaur	3,96,000 Per Annum

### **(X) GENERAL BODY MEETING**

- (i) **Location and time for the last 3 AGMs were as follows:-**

<b>Particulars</b>	<b>FY 2016-2017</b>	<b>FY 2017-2018</b>	<b>Fy 2018-2019</b>
Date and time	27 <sup>th</sup> July, 2017 at 12:00 P.M.	24 <sup>th</sup> August, 2018 at 12:00 P.M	Monday, 12 <sup>th</sup> August 2019 at 11:00 A.M
Venue	37, Second Floor, Rani Jhansi Road, Motia Khan, Pahargan Delhi- 110055	37, Second Floor, Rani Jhansi Road, Motia Khan, Pahargan Delhi- 110055	37, Second Floor, Rani Jhansi Road, Motia Khan, Pahargan Delhi- 110055
Special Resolution	No	No	YES

Extra- Ordinary General Meeting were held on 15.01.2020 during FY 2019-20.

- (ii) **Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern.**

During the year under review, no special resolution has been passed through the exercise of postal ballot.

- (iii) **Details of special resolution proposed to be conducted through postal ballot:**

No special resolution is proposed to be conducted through postal ballot at the AGM to be held on September 28<sup>th</sup>, 2020.

## (XI) MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual results of the Company are generally published in newspapers in India which include “The Financial Express” (English) and “Jansatta” (Hindi). The results are also displayed on the Company’s website “www.sadhnabroadcast.com”.

## (XII) OTHER DISCLOSURES

### (i) Related party transactions

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 board has approved a policy for related party transactions which has been uploaded on the Company’s website at the following link–

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

### (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2016–17 and 2017–18: Nil .

Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI for the FY 2019–2020 as below mentioned:

S.No	Compliance Requirement	Deviations	Remarks of PCS
1.	Regulation 33 of SEBI (LODR) Regulations, 2015	Delay in submission of Financial Result for the Quarter and Year ended 31 <sup>st</sup> March, 2019.	The Company has paid penalty for the same to Stock Exchange via UTR NO. SBIN819172111744 to MSEI and UTR No. SBINB819172111507 to BSE dated 21- June-2019
2.	Non-compliance of Reg. 42 of SEBI (LODR) Regulations, 2015	Non- submission of Date of intimation of record date to the Exchange as the Board declared final dividend June 05, 2019	The Company has paid penalty for the same to Stock Exchange via UTR NO. <a href="#">022231807271</a> to MSEI dated 07-May-2020.

### (iii) The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations and Companies Act 2013 for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link–

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

### (iv) Material Subsidiary Companies:

The Company does not have any material subsidiary companies.



**(v) Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

**(vi) Code of Conduct:**

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, 2020 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.

**(vii) 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.

**(viii) 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.

**(XIII) GENERAL SHAREHOLDER INFORMATION**

**(i) Annual General Meeting for FY 2019–2020**

Date: 28<sup>th</sup> September, 2020 Time: 01:30 P.M

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

**(ii) Financial Calendar (Tentative)**

Financial Year : 1<sup>st</sup> April to 31<sup>st</sup> March

AGM in : September

**(iii) Date of Book Closure:**

The Book Closure date is 19<sup>th</sup> September, 2020 to 28<sup>th</sup> September, 2020.

**(iv) Listing on Stock Exchanges**

**Bombay Stock Exchange**

Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda,  
Fort, Mumbai, Maharashtra 400001

**Metropolitan Stock Exchange of India Limited,**

4th Floor, Vibgyor tower,  
Opposite Trident Hotel,  
Bandra-Kurla Complex  
Mumbai - 400098

**(v) Stock Codes/Symbol:**

11519(BSE) AND CHIRAU(MSEI)

Listing Fees as applicable have been paid for F.Y. 2019-20.

**(vi) Corporate Identification Number: L92100DL1994PLC059093**

**(vii) Registrars and Transfer Agents:**

M/s Skyline Financial Services Private Limited  
D-153A, 1<sup>st</sup> Floor,  
Okhla Industrial Area, Phase-I,  
New Delhi-110020  
Contact No.: 011-64732681

**(viii) Places for acceptance of documents:**

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

**(ix) Share Transfer System:**

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.

(X) Shareholding as on March 31, 2020:

(a) Distribution of Shareholding as on March 31, 2020 :

Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	719	0.19	231660	0.16
5001 To 10,000	16	0.10	122470	1.89
10001 To 20,000	11	0.17	156810	0.82
20001 To 30,000	6	0.12	140710	0.77
30001 To 40,000	2	0.08	77620	0.39
40001 To 50,000	2	0.05	98430	0.27
50001 To 1,00,000	4	0.51	347140	2.47
1,00,000 and Above	42	98.78	99090590	56.77
<b>Total</b>	<b>702</b>	<b>100</b>	<b>100265430</b>	<b>100</b>

(b) Categories of equity shareholders as on March 31, 2020:

Category	Total No. of Shares	Percentage
Promoter		
a) Indian	3225090	32.17
b) Foreign	-	-
Public		
a) Institutional Shareholding	-	-
b) General Public	6801453	67.83

(C) Top ten equity shareholders of the Company as on March 31, 2020 :

Sr. No	Name of Shareholder	Number of Share Held	% of Holding
1	MAHENDER SINGH	685783	6.84
2	SANJEEV KUMAR JHA	390459	3.89
3	RAJSHREE GOEL	323500	3.23
4	MONICA ASRI	315622	3.15
5	SARABJIT SINGH	236363	2.36
6	ANGAD DEEP SINGH	227273	2.27
7	AMIT KUMAR JAISWAL	200058	2.00
8	SANJEEV CHAUDHRI	200058	2.00
9	ARPAN GUPTA	200058	2.00
10	SURENDER KUMAR	200023	1.99

#### **(IX) 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

#### **(X) ADDRESS FOR CORRESPONDENCE**

Sadhna Broadcast Limited  
37, Second Floor, Rani Jhansi Road,  
Motia Khan, Paharganj, Delhi- 110055  
Email ID: [cbnl.delhi@gmail.com](mailto:cbnl.delhi@gmail.com),  
Website: [www.sadhnabroadcast.com](http://www.sadhnabroadcast.com)  
Phone: 91-11-23552627

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of  
**Sadhna Broadcast Limited**

We have examined the compliance of conditions of Corporate Governance by **Sadhna Broadcast Limited** for the year ended on March 31, 2020 as stipulated in SEBI (LODR) Regulations 2015.

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.

**For BAS & Co. LLP**  
**Chartered Accountants**  
**FRN: 323347E/E300008**

**Place: New Delhi**  
**Dated: 02/09/2020**

**Sd/-**  
**(RITIKA AGARWAL)**  
**M .NO. 527731**

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

I, **Mr. Sanjeev Kumar**, Chief Financial Officer, of **Sadhna Broadcast 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.

**By Order of the Board  
Sadhna Broadcast Limited**

Sd/-

**Signature:**

**Name: Sanjeev Kumar**

**Designation: CFO**

**Address: N-122, Vijay Vihar**

**Delhi-110085**

**Date: 02/09/2020**

**Place: New Delhi**

**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, 2020, 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, 2020.

**By Order of the Board  
Sadhna Broadcast Limited**

**Sd/-**

**Name: Tajinder Kaur**

**Designation: Managing Director**

**DIN: 06799570**

**Address: 302 A LIG Flats, PKT D-6 Sec-6**

**Rohini, Delhi-110085**

**Date: 02/09/2020**

**Place: New Delhi**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020**

[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,**  
**Sadhna Broadcast Limited,**  
**37, Second Floor, Rani Jhansi Road,**  
**Motia Khan, Paharganj, Delhi- 110055**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sadhna Broadcast 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 **Sadhna Broadcast 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, 2020** 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 **Sadhna Broadcast Limited** ("the Company") for the financial year ended on **31st March, 2020** 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;

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (c) Equity Listing Agreement up to the extent applicable.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned as above.

**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.

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 not issued any shares as bonus shares.

**Date:-02/09/2020**

**Place:-New Delhi**

**Sd/-**

**Signature**

**V Kumar and Associates**

**FCS No: - 8976**

**CP No: - 10438**

This report is to be read with our letter of even date which is annexed as '**Annexure- 1**' and forms an integral part of this report.

**Annexure-1**

To,  
The Members,  
M/s Sadhna Broadcast Limited,  
37, Second Floor, Rani Jhansi Road, Motia  
Khan, Paharganj,  
Delhi- 110055

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

09/07/2019  
Place:-New Delhi

Sd/-  
Signature  
V Kumar and Associates  
FCS No: - 8976  
CP No: - 10438

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of SADHNA BROADCAST LIMITED

### **Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of SADHNA BROADCAST LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

### **Management's Responsibility for the Standalone 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued thereunder.

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 Ind AS 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 Ind AS 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 of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Ind AS 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 Ind AS financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs of the Company as at 31st March, 2019, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. 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 purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rule issued thereunder;
  - e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The 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.

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

**For & on Behalf of**  
**BAS & CO. LLP**  
**Chartered Accountant**  
**FRN 323347E/E300008**

**Sd/-**  
**(Ritika Agarwal)**  
**M. No: 527731**  
**UDIN : 20527731AAAABL8454**  
**Date: 28th July, 2020**  
**Place: New Delhi**

1

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

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

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub - section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Sadhna Broadcast Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively or ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained, are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting of future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For & on Behalf of  
BAS & CO. LLP  
Chartered Accountant  
FRN 323347E/E300008**

**Sd/-  
(Ritika Agarwal)  
M. No: 527731  
UDIN: 20527731AAAABL8454  
Date: 28th July, 2020  
Place: New Delhi**



**SADHNA BROADCAST LIMITED**  
**CIN NO: L92100DL1994PLC059093**  
**BALANCE SHEET AS AT 31 MARCH, 2020**

<b>SADHNA BROADCAST LIMITED</b> <b>CIN NO: L92100DL1994PLC059093</b> <b>BALANCE SHEET AS AT 31 MARCH, 2020</b>			
Particulars	Note No.	As at 31.03.2020 (Rs. 'Lakhs)	As at 31.03.2019 (Rs. 'Lakhs)
<b>A. ASSETS</b>			
<b>1. Non-current assets</b>			
<b>Fixed Assets</b>			
(a) Property, Plant and Equipment	3	182.62	206.32
(b) Financial Assets			
(i) Others financial assets	4	87.80	88.10
(d) Non Current Tax Assets			
(b) Deferred tax assets (Net)		-	-
(c) Other non-current assets	5	243.86	294.57
		<u>514.28</u>	<u>588.99</u>
<b>2. Current assets</b>			
(a) Inventories	6	158.96	69.16
(b) Financial Assets			
(i) Other investments	7	85.00	85.00
(ii) Trade receivables	8	575.08	1,991.91
(iii) Loans	9	1,395.06	1,130.96
(iv) Cash and cash equivalents	10	6.10	11.51
(v) Other financial assets		-	0.00
(c) Other current assets	11	114.22	95.96
		<u>2,334.42</u>	<u>3,384.49</u>
<b>TOTAL Assets</b>		<u><b>2,848.70</b></u>	<u><b>3,973.49</b></u>
<b>B. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	12	1,002.65	1,002.65
(b) Other Equity		432.11	346.39
		<u>1,434.77</u>	<u>1,349.04</u>
<b>Liabilities</b>			
<b>1. Non-current liabilities</b>			
(a) Deferred tax liabilities (net)	24	1.53	4.89
		<u>1.53</u>	<u>4.89</u>
<b>2. Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	13	249.74	610.61
(i) Trade payables	14	813.18	1,818.07
(ii) Other financial liabilities	15	18.22	33.97
(b) Other current liabilities	16	330.85	156.50
(c) Current tax liabilities (Net)	17	0.41	0.42
		<u>1,412.41</u>	<u>2,619.57</u>
<b>Total equity and liabilities</b>		<u><b>2,848.70</b></u>	<u><b>3,973.49</b></u>

See accompanying notes forming part of the financial statements

As per our report of even date attached

FOR AND ON BEHALF OF

**BAS & CO. LLP**

CHARTERED ACCOUNTANTS

FRN 323347E/E300008

Sd/-

(RITIKA AGARWAL)

**M.No. 527731**

UDIN : 20527731AAAA8454

Place : NEW DELHI

Date : 28th July, 2020

For and on behalf of the Board of Directors of

**SADHNA BROADCAST LIMITED**

Sd/-

Director

Name : TAJINDER KAUR

DIN No: 06799570

Sd/-

Director

Name : ARPAN GUPTA

DIN No: 03498884

**SADHNA BROADCAST LIMITED**  
**CIN NO: L92100DL1994PLC059093**  
**STATEMENT CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020**

	For the Year Ended March 31, 2020 (Rs. 'Lakhs)	For the Year Ended March 31, 2019 (Rs. 'Lakhs)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax	121.75	192.20
<b>Adjustments for:</b>		
Depreciation and amortisation expense	46.55	20.91
Finance costs	0.00	0.00
Liabilities/ excess provisions written back (net)	0.00	0.00
<b>Operating profit before working capital changes</b>	<b>168.30</b>	<b>213.11</b>
<b>Changes in working capital:</b>		
	0	
Trade Receivables	1,416.83	-656.56
Other current financial assets	0.00	216.52
Other current non- financial assets	-18.26	98.51
Other non current financial assets	0.30	-77.00
Other non current assets	50.71	-170.80
Inventories	-89.80	-4.46
Short term Loans & Advances	-264.10	-375.40
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade Payables	-1,004.89	638.37
Current financial Liabilities	-15.75	-22.73
Current non-financial Liabilities	174.35	86.40
Other non current financial Liabilities	0.00	0.00
Other non current Liabilities	0.00	0.00
Long Term Provisions	0.00	0.00
Short term provisions	0.00	0.00
Non current provisions	0.00	0.00
<b>Cash generated from operations</b>	<b>417.68</b>	<b>-105.97</b>
Taxes paid / (received)	-36.97	-7.21
<b>Net Cash from Operating Activities</b>	<b>380.71</b>	<b>-113.18</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Capital expenditure on fixed assets, including capital advances	-22.84	-183.23
<b>Net Cash used in Investing Activities</b>	<b>-22.84</b>	<b>-183.23</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/(Repayment) of short term borrowings	-360.87	204.97
Payment of Equity dividend including DDT	-2.42	-2.42
<b>Net Cash from Financing Activities</b>	<b>-363.28</b>	<b>202.55</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>-5.41</b>	<b>-93.86</b>
<b>Cash and Cash Equivalents at the beginning of the period</b>	<b>11.51</b>	<b>105.37</b>
<b>Cash and Cash Equivalents at the end of the period</b>	<b>6.10</b>	<b>11.51</b>
<b>Cash and Cash Equivalents at the end of the period comprise of:</b>		
Cash on Hand	2.92	0.27
Balances with Banks in Current Accounts	3.19	11.24
	<b>6.10</b>	<b>11.51</b>

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Note : The above Cash Flow Statement has been prepared under the indirect method set out in IND AS - 07 "Statement of Cash Flow" issued by the Central Government under Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (Companies Indian Accounting Standard Rules, 2015)

As per our report of even date attached  
FOR AND ON BEHALF OF  
**BAS & CO. LLP**  
CHARTERED ACCOUNTANTS  
FRN 323347E/E300008

**For and on behalf of the Board of Directors**  
**SADHNA BROADCAST LIMITED**

Sd/-  
(RITIKA AGARWAL)  
**M.No. 527731**  
UDIN : 20527731AAAAABL8454  
Place : NEW DELHI  
Date : 28th July, 2020

Sd/-  
Director  
Name : TAJINDER KAUR  
DIN No: 06799570

Sd/-  
Director  
Name : ARPAN GUPTA  
DIN No: 03498884

**SADHNA BROADCAST LIMITED**  
**CIN NO: L92100DL1994PLC059093**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MAR. 2020**

Particulars	Note No.	For the year ended 31.03.2020 (Rs. 'Lakhs)	For the year ended 31.03.2019 (Rs. 'Lakhs)
<b>1 REVENUE</b>			
(a) Revenue from operations	18	3,452.75	5,540.74
(b) Other income	19	3.20	-
<b>2 TOTAL INCOME</b>		<b>3,455.95</b>	<b>5,540.74</b>
<b>3 EXPENSES</b>			
(a) Purchase of Traded Goods	20	914.73	690.71
(b) Increase/ (Decrease) of Traded goods		(89.80)	-4.46
(c) Employee benefits expense	21	253.33	139.48
(d) Finance costs	22	1.88	2.47
(e) Depreciation and amortisation expenses	3	46.55	20.91
(f) Other expenses	23	2,207.52	4,499.43
<b>4 TOTAL EXPENSES</b>		<b>3,334.20</b>	<b>5,348.54</b>
<b>5 PROFIT/(LOSS) BEFORE TAX (2-4)</b>		121.75	192.20
<b>6 TAX EXPENSE</b>	24		
(a) Current tax expense		37.70	51.91
(b) Current tax expense			
(c) Less : MAT credit adjustment relating to previous year		-	0.00
(d) Excess provision for tax relating to prior years			0.00
(e) Reversal of excess MAT credit taken in prior years			
(a) Net current tax expense		37.70	51.91
(a) Tax Expenses Earlier Year		(0.73)	0.00
(b) Deferred tax		(3.36)	0.40
<b>NET TAX EXPENSE</b>		<b>33.61</b>	<b>52.31</b>
<b>7 PROFIT / (LOSS) AFTER TAX (5-6)</b>		88.14	139.89
<b>8 Other Comprehensive Income</b>		-	-
<b>9 Total Comprehensive Income for the period (7+8)</b>		<b>88.14</b>	<b>139.89</b>
<b>10 Earnings per equity share</b>	25		
(Face value of Rs. 10 per share)			
Basic (Rs. per share)		0.88	1.40
Diluted (Rs. per share)		0.88	1.40

See accompanying notes forming part of the financial statements

As per our report of even date attached

FOR AND ON BEHALF OF

**BAS & CO. LLP**

CHARTERED ACCOUNTANTS

FRN 323347E/E300008

**For and on behalf of the Board of Directors**

**SADHNA BROADCAST LIMITED**

Sd/-

(RITIKA AGARWAL)

**M.No. 527731**

UDIN : 20527731AAAA8454

Place : NEW DELHI

Date : 28th July, 2020

Sd/-

Director

Name : TAJINDER KAUR

DIN No: 06799570

Sd/-

Director

Name : ARPAN GUPTA

DIN No: 03498884

**SADHNA BROADCAST LIMITED**  
CIN NO: L92100DL1994PLC059093  
**Statement of Change in Equity for the Year ended March 31, 2020**

**A. Equity Share Capital**

For the Year Ended 31st March, 2020

			(Rs. 'Lakhs)
Balance as at 01st April, 2019	Changes in equity share capital during the year		Balance as at 31st March, 2020
1,002.65	-		1,002.65

For the Year Ended 31st March, 2019

			(Rs. 'Lakhs)
Balance as at 01st April, 2018	Changes in equity share capital during the year		Balance as at 31st March, 2019
1,002.65	-		1,002.65

**B. Other Equity**

(Rs. 'Lakhs)

**Statement of Change in Equity for the Year ended March 31, 2020**

Particulars	Reserves and Surplus				Other comprehensive income	Total
	Securities premium	General reserve	Capital Redemption Reserve	Retained earnings	Actuarial Gain / (Loss)	
Balance at the beginning of April 1, 2019	32.48	-	-	313.91	-	346.39
Premium on shares issued during the year	-	-	-	-	-	-
Share issue costs	-	-	-	-	-	-
ESOP compensation expense	-	-	-	-	-	-
Equity instruments of other entity	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	88.14	-	88.14
Transfer to retained earnings	-	-	-	-	-	-
Redemption of Preference shares-CRR	-	-	-	-	-	-
Proposed Dividend	-	-	-	(2.42)	-	(2.42)
<b>Balance at the end of March 31, 2020</b>	<b>32.48</b>	<b>-</b>	<b>-</b>	<b>399.63</b>	<b>-</b>	<b>432.11</b>

**Statement of Change in Equity for the Year ended March 31, 2019**

(Rs. 'Lakhs)

Particulars	Reserves and Surplus				Other comprehensive income	Total
	Securities premium	General reserve	Capital Redemption Reserve	Retained earnings	Actuarial Gain / (Loss)	
Balance at the beginning of April 1, 2018	32.48	-	-	176.44	-	208.92
Premium on shares issued during the year	-	-	-	-	-	-
Share issue costs	-	-	-	-	-	-
ESOP compensation expense	-	-	-	-	-	-
Equity instruments of other entity	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	139.89	-	139.89
Transfer to retained earnings	-	-	-	-	-	-
Redemption of Preference shares-CRR	-	-	-	-	-	-
Proposed Dividend	-	-	-	(2.42)	-	(2.42)
<b>Balance at the end of March 31, 2019</b>	<b>32.48</b>	<b>-</b>	<b>-</b>	<b>313.91</b>	<b>-</b>	<b>346.39</b>

See accompanying notes forming part of the financial statements

As per our report of even date attached  
FOR AND ON BEHALF OF  
**BAS & CO. LLP**  
CHARTERED ACCOUNTANTS  
FRN 323347E/E300008

**For and on behalf of the Board of Directors**  
**SADHNA BROADCAST LIMITED**

Sd/-  
(RITIKA AGARWAL)  
**M.No. 527731**  
UDIN : 20527731AAAA8454  
Place : NEW DELHI  
Date : 28th July, 2020

Sd/-  
Director  
Name : TAJINDER KAUR  
DIN No: 06799570

Sd/-  
Director  
Name : ARPAN GUPTA  
DIN No: 03498884

**SADHNA BROADCAST LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**

**3 Property, plant and equipment**

(Rs. 'Lakhs)

	As at 31 March, 2020	As at 31 March, 2019
<b>Carrying amounts of :</b>		
Plant and equipments	174.63	192.35
Computers	6.94	12.92
Office and other equipment	1.04	1.04
	<b>182.62</b>	<b>206.31</b>
Capital work in progress	-	-
	<b>182.62</b>	<b>206.31</b>

	Plant and equipment			Total
	Plant and equipments	Computers	Office and other equipment	
<b>Deemed cost</b>				
Balance at 1 April, 2018	34.45	17.36	2.20	54.01
Additions	173.24	9.99	-	183.23
Disposals	-	-	-	-
<b>Balance at 31 March, 2019</b>	<b>207.69</b>	<b>27.35</b>	<b>2.20</b>	<b>237.24</b>
Additions	19.84	3.02	-	22.86
Disposals	-	-	-	-
<b>Balance at 31 March, 2020</b>	<b>227.53</b>	<b>30.37</b>	<b>2.20</b>	<b>260.10</b>
<b>Accumulated depreciation</b>				
Balance at 1 April, 2018	(2.19)	(6.87)	(0.977)	(10.04)
Adjustment in Depreciation	(0.04)	(0.59)	0.620	(0.01)
Depreciation expenses	(13.15)	(7.57)	(0.19)	(20.90)
Elimination on disposals of assets	-	-	-	-
<b>Balance at 31 March, 2019</b>	<b>(15.37)</b>	<b>(15.03)</b>	<b>(0.55)</b>	<b>(30.95)</b>
Adjustment in Depreciation	-	-	-	-
Depreciation expenses	(37.56)	(8.99)	-	(46.55)
Eliminated on disposals of assets	-	-	-	-
<b>Balance at 31 March, 2020</b>	<b>(52.93)</b>	<b>(24.02)</b>	<b>(0.55)</b>	<b>(77.50)</b>
<b>Carrying amount</b>				
Balance at 1 April, 2018	32.26	10.49	1.22	43.974
Additions	173.24	9.99	-	183.23
Disposals	-	-	-	-
Depreciation expenses	(13.15)	(7.57)	(0.19)	(28.63)
<b>Balance at 31 March, 2019</b>	<b>192.35</b>	<b>12.92</b>	<b>1.04</b>	<b>206.31</b>
Additions	19.84	3.02	-	22.86
Disposals	-	-	-	-
Depreciation expense	(37.56)	(8.99)	-	(46.55)
Adjustment in Depreciation*	-	-	-	-
<b>Balance at 31 March, 2020</b>	<b>174.63</b>	<b>6.94</b>	<b>1.04</b>	<b>182.62</b>

**SADHNA BROADCAST LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Particulars	As at 31.03.2020	As at 31.03.2019
<b>4. Other financial assets</b>		
<b>Considered good</b>		
a. Security deposits	87.80	88.10
	<u>87.80</u>	<u>88.10</u>
<b>5. Other non-current assets</b>		
a. Balances with government authorities	243.86	259.37
b. Other Non- Current Assets		
- Preliminary Expenses	-	35.20
	<u>243.86</u>	<u>294.57</u>

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**SADHNA BROADCAST LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Particulars	As at 31.03.2020 (Rs. 'Lakhs)	As at 31.03.2019 (Rs. 'Lakhs)
<b>6. Inventories</b>		
Traded Goods (at lower of Cost and netRealisable value)	158.96	69.16
	<u>158.96</u>	<u>69.16</u>
<b>7. Current investments (Carried at FVTPL)</b>		
a. Other investments		
Unquoted Investment in Equity Instruments	85.00	85.00
	<u>85.00</u>	<u>85.00</u>
<b>8. Trade receivables*</b>		
<u>Current</u>		
Trade receivables		
(a) secured, considered good	-	-
(b) unsecured, considered good	575.08	1,991.91
(c) Doubtful	-	-
Allowance for doubtful debts (Expected credit loss allowance)	-	-
	<u>575.08</u>	<u>1,991.91</u>
<u>Movements in the allowance for doubtful debts</u>		
Opening balance of provision bad and doubtful debts	-	-
Add: Provision for bad and doubtful debts made during the year	-	-
Less: Excess provision written back during the year	-	-
Closing balance of provision for bad and doubtful debts	-	-
<b>9. Loan</b>		
<u>Current</u>		
Loans to Others		
- Unsecured, considered good	1,395.06	1,130.96
	<u>1,395.06</u>	<u>1,130.96</u>
<b>10. Cash and cash equivalents*</b>		
a. Balance with scheduled banks		
in current accounts	0.77	11.24
b. Fixed Deposits with Bank	2.42	
c. Cash on hand	2.92	0.27
<b>Cash and cash equivalent</b>	<u>6.10</u>	<u>11.51</u>
<b>11. Other current assets</b>		
<u>Other non-financial assets</u>		
a. Prepaid expenses	45.69	-
b. Balance with government authorities	-	95.96
c. Advance Paid	68.53	-
	<u>114.22</u>	<u>95.96</u>

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**SADHNA BROADCAST LIMITED**  
**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MAR 2020**

Particulars	As at 31.03.2020 (Rs. 'Lakhs)	As at 31.03.2019 (Rs. 'Lakhs)
<b>12. EQUITY SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
10,500,000 Equity Shares of Rs. 10/- each	1,050.00	1,050.00
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP</b>		
Equity Shares of Rs. 10/- each, fully paid up	1,002.65	1,002.65
	<b>1,002.65</b>	<b>1,002.65</b>

a) The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2020 and March 31, 2019 is set out below:

Particulars	(Rs. 'Lakhs)			
	March 31, 2020		March 31, 2019	
	No of shares	Amount	No of shares	Amount
Numbers of shares at the Beginning	100.27	1,002.65	100.27	1,002.65
Add: Shares issued during the year	-	-	-	-
Numbers of shares at the End	100.27	1,002.65	100.27	1,002.65

b) Number of Shares held by each shareholder having more than 5% shares:

Particulars	March 31, 2020		March 31, 2019	
	No of shares	% Holding	No of shares	% Holding
Gaurav Gupta	701860	7.00%	701860	7.00%
Tajinder Kaur	500863	5.00%	500863	5.00%
Pooja Aggarwal	698623	6.97%	698623	6.97%

d) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Equity Shareholders are eligible to dividend proposed by the Board of Directors as approved by Shareholders in the ensuing Annual General Meeting.

e) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

f) Securities Premium Account: This account is created when shares are issued at premium. The Company may issue fully paid-up bonus shares to its members out of the security premium account and company can use this account for buyback of its shares.

**SADHNA BROADCAST LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Particulars	As at 31.03.2020 (Rs. 'Lakhs)	As at 31.03.2019 (Rs. 'Lakhs)
<b>13. Borrowings</b>		
<b>Short-term borrowings (Unsecured) at amortised Cost</b>		
a. Loans repayable on demand from banks		
-from banks	30.74	55.96
c. Other Loans	219.00	554.65
	<b>249.74</b>	<b>610.61</b>
<b>14. Trade payables</b>		
Trade payables - Other than acceptances*		
a. total outstanding dues of micro enterprises and small enterprises	-	-
b. total outstanding dues of creditors other than micro enterprises and small enterprises		
-Payable for goods and services	813.18	1,818.07
	<b>813.18</b>	<b>1,818.07</b>
* 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.		
<b>15. Other financial liabilities</b>		
a. Unpaid Dividends	2.32	2.32
b. Statutory remittances	15.90	31.65
	<b>18.22</b>	<b>33.97</b>
<b>16. Other current liabilities</b>		
<b>Other non financial liabilities</b>		
c. Other payables		
(i) Security deposits received	86.98	100.48
(ii) Advances from customers	7.04	38.99
(iii) Salary Payable	29.93	16.09
(iv) Other Payable	206.90	0.94
	<b>330.85</b>	<b>156.50</b>
<b>17. Current tax liabilities (Net)</b>		
Provision for Dividend Tax	0.41	0.42
	<b>0.41</b>	<b>0.42</b>



**SADHNA BROADCAST LIMITED**  
**NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MAR 2020**

Particulars	For the year ended 31.03.2020 (Rs. 'Lakhs)	For the year ended 31.03.2019 (Rs. 'Lakhs)
<b>18. REVENUE FROM OPERATIONS</b>		
a. Operating revenue		
- Sale of Product	831.71985	848.48
- Sale of Services	2621.03411	4,688.50
b. Other operating revenue		
i. Miscellaneous income		3.76
	<b>3,452.75</b>	<b>5,540.74</b>
<b>19. OTHER INCOME</b>		
a. Interest income		
i. On Investments	0.80	
ii. on income tax refund	2.40	-
b. Liabilities/ excess provisions written back		-
	<b>3.20</b>	<b>-</b>
<b>20. PURCHASE OF TRADED GOODS</b>		
- Purchase of Traded Goods	914.73	690.71
	<b>914.73</b>	<b>690.71</b>
<b>21. EMPLOYEE BENEFIT EXPENSE</b>		
Salaries and allowances	212.04	130.21
Director Remuneration	38.76	0.99
Gratuity expense	0.16	0.87
Bonus Paid	0.00	1.71
Staff welfare expenses	2.37	5.70
	<b>253.33</b>	<b>139.48</b>
<b>22. FINANCE COSTS</b>		
Bank Charges	0.18	-
Other Interest costs	1.70	2.47
	<b>1.88</b>	<b>2.47</b>
<b>23. OTHER EXPENSES</b>		
Operating Expenses ( Refer Note 22.1)	2,067.83	4,356.90
Commission Expenses		9.50
Electricity Expenses	1.26	2.90
Legal & Professional Fee	33.37	48.52
Conveyance Expenses	0.27	0.52
Rates & Taxes	0.72	
Rent	10.83	16.10
Repair & Maintenance Expenses		
- Plant & Equipments	11.53	12.98
- Other	2.80	5.60
Printing & Stationary	2.22	1.00
Postage & Courier	3.24	0.32
Telephone Expenses	0.43	0.47
Security Guard Expenses	0.81	1.40
Travelling Expenses		4.93
Business Promotion	23.26	15.07
Audit Fee*	1.00	1.75
Vehicles Running & Maint.	4.30	8.61
Miscellaneous Expenses	43.65	12.86
	<b>2,207.52</b>	<b>4,499.43</b>
<b>Operating Cost</b>		
a. Advertising Contract Expenses	245.74	1,170.92
b. Carriage Fees Expenses	1,581.30	2,579.12
c. Hoarding Expenses	131.61	560.04
d. Tour Travel & Transportation Exp.	19.62	31.31
e. Uplinking & Downloading Expenses	88.62	14.00
f. Misc Expenses	0.93	1.51
	<b>2,067.83</b>	<b>4,356.90</b>
* Consultancy, professional and legal charges includes Auditor's remuneration as under :		
a. To statutory auditors		
For audit	0.60	0.30
For other services	0.40	0.20
	<b>1.00</b>	<b>0.50</b>

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**SADHNA BROADCAST LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**24 TAX EXPENSE**

**(a) Income Tax Expense**

Particulars	Year ended 31.03.2020 (Rs. 'Lakhs)	Year ended 31.03.2019 (Rs. 'Lakhs)
<b>Current Tax:</b>		
Current Income Tax Charge	37.70	-
Tax Expenses Earlier Year		
<b>Deferred Tax</b>		
In respect of current year origination and reversal of temporary differences	(3.36)	0.40
	<b>34.34</b>	<b>0.40</b>
<b>Total Tax Expense recognised in profit and loss account</b>	<b>34.34</b>	<b>0.40</b>

**(b) Deferred Tax Assets (Net)**

<b>(i) Movement of Deferred Tax for 31.03.2020</b>		<b>(Rs. 'Lakhs)</b>		
Particulars	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing balance
<u>Tax effect of items constituting deferred tax assets</u>				
Property, Plant and Equipment	(4.89)	3.36		(1.53)
Employee Benefits		-	-	-
<b>Deferred Tax Asset (Net)</b>	<b>(4.89)</b>	<b>3.36</b>	<b>-</b>	<b>(1.53)</b>

**(ii) Movement of Deferred Tax for 31.03.2019**

<b>(ii) Movement of Deferred Tax for 31.03.2019</b>		<b>(Rs. 'Lakhs)</b>		
Particulars	Opening Balance	Year ended 31.03.2018 Recognised in profit and Loss	Recognised in OCI	Closing balance
<u>Tax effect of items constituting deferred tax assets</u>				
Property, Plant and Equipment	(4.49)	(0.40)		(4.89)
Employee Benefits		-	-	-
Other Items		-		-
<b>Deferred Tax Asset (Net)</b>	<b>(4.49)</b>	<b>(0.40)</b>	<b>-</b>	<b>(4.89)</b>

## Sadhna Broadcast Limited

### 25 Earnings per equity share (EPS)\*

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
a. Profit/(Loss) for the year attributable to Owners of the Company (in INR)	8,813,941	13,988,957
b. Weighted average number of equity shares outstanding used in computation of basic EPS	10,026,543	10,026,543
c. Basic earning per share from continuing operations	0.88	1.40
d. Dilutive effect of preference shares outstanding	-	-
e. Weighted average number of equity shares and equity equivalent shares outstanding used in computing diluted EPS	10,026,543	10,026,543
f. Diluted earning per share from continuing operations (in INR)	0.88	1.40

\* There are no potential equity shares as at 31 March, 2020

\*\*There is no discontinued operation of the company

### 26 Related Party Transactions

In accordance with the requirements of Ind AS -24 on Related Party Disclosures, the names of the related parties where control exists and with whom transactions have taken place during the year and descriptions as identified and certified by the

#### A. Companies Under Common Control

Sharpline Network Private  
Naman Broadcasting and Telecommunication Private Limited  
Ishwar Media Private Limited  
Varun Media Private Limited  
Sadhna Communications Private Limited  
Sharp Eye Advertising Private Limited  
KDM Media Private Limited  
IPK Exports Private Limited  
Sadhna Media Private Limited

#### B. Key Management Personnel

Pooja Aggarwal  
Arpan Gupta  
Tajinder Kaur  
Sanjeev Kumar Jha

#### Related Party Disclosures (All amounts in INR, unless otherwise stated)

Disclosure of transactions between the Group and Related Parties and the status of outstanding balances as at 31st March 2020

Related Parties Transaction Summary	Companies under Common Control HY Ended on 31st March 2020	Key Management Personnel HY Ended on 31st March 2020
Purchase of Goods/ Services*	8,950,000	
Sale of Goods/ Services*	3,000,000	
Deposits Given**	188,644,649	
Deposits Taken**	137,912,538	
Remuneration		1,938,000
<b>Outstanding Balances:</b>		
Deposits Given	78,673,855	
Deposits Taken	1,886,147	
Payables	1,327,000	
Advances Given		1,000,000

\* Purchase and Sales figures are net of taxes, as applicable

\*\* Deposits Given and Taken includes reimbursements and payments made on behalf.

**SADHNA BROADCAST LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**27 Financial Instruments**

**(a) Financial risk management objective and policies**

This section gives an overview of the significance of financial instruments for the company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of

**Financial assets and liabilities:**

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

**As at 31 March, 2019**

Financial assets	FVTPL	FVTOCI	Amotised Cost	(Rs. 'Lakhs) Total carrying value
Other Investments	-	-	85.00	85.00
Loan	-	-	1,395.06	1,395.06
Cash and cash equivalents	-	-	6.10	6.10
Trade receivables	-	-	575.08	575.08
Other current financial asse	-	-	-	-
	-	-	2,061.24	2,061.24
Financial liabilities	FVTPL	FVTOCI	Amotised Cost	Total carrying value
Current borrowings	-	-	250	250
Trade payables	-	-	813.18	813.18
Other current financial liabil	-	-	18.22	18.22
	-	-	1,081.15	1,081.15

**As at 31 March, 2018**

Financial assets	FVTPL	FVTOCI	Amotised Cost	(Rs. 'Lakhs) Total carrying value
Other Investments	-	-	85.00	85.00
Loan	-	-	1,130.96	1,130.96
Cash and cash equivalents	-	-	11.51	11.51
Trade and other receivables	-	-	1,991.91	1,991.91
Other current financial asse	-	-	0.00	0.00
	-	-	3,219.38	3,219.38
Financial liabilities	FVTPL	FVTOCI	Amotised Cost	Total carrying value
Short term borrowings	-	-	611	611
Trade payables	-	-	1,818.07	1,818.07
	-	-	2,428.68	2,428.68

**As at 31 March, 2017**

Financial assets	FVTPL	FVTOCI	Amotised Cost	11.51 Total carrying value
Cash and cash equivalents	-	-	105.37	105.37
Trade and other receivables	-	-	1,335.35	1,335.35
Other current financial asse	-	-	0.00	0.00
	11.10	-	1,440.72	1,451.82
Financial liabilities	FVTPL	FVTOCI	Amotised Cost	Total carrying value
Short term borrowings	-	-	406	406
Trade payables	-	-	1,179.70	1,179.70
Other current financial liabil	-	-	-	-
	-	-	1,585.34	1,585.34

**(b) FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES:**

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables and advances from Customers. The Company's principal financial assets include Investment, loans and advances, trade and other receivables and cash and bank balances that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of

**Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial assets will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial Assets affected by market risk include loans and borrowings, deposits and derivative financial

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations

**Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when

**Credit Risk**

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its

**Trade Receivables**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date.

**Financial Instruments and Cash Deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved authorities. Credit limits of all authorities are reviewed by the

**Liquidity Risk**

The Company monitors its risk of a shortage of funds using a liquidity planning tool. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, Letter of Credit and working capital limits.

**SADHNA BROADCAST LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**28 Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity and internal accruals.

**29 Post Reporting Events**

No adjusting or significant non-adjusting events have occurred between the reporting date and the date of authorisation.

**30 Authorisation Of Financial Statements**

The financial statements for the year ended March 31, 2020 were approved by the Board of Directors on 28/07/2020. The management and authorities have the power to amend the Financial Statements in accordance with Section 130 and 131 of The Companies Act, 2013."

**31** In the opinion of the Management, Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.

**32** The Board of director of the company is chief operating desicion maker (CODM) monitors the operating result of the company. CODM has identified only one repotable segment as the company is providing cable television network and allied services only. The operations of the Company are located in India.