

SADHNA BROADCAST LIMITED

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

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

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



SADHNA BROADCAST LIMITED

ANNUAL REPORT

2022-23

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CORPORATE INFORMATION

BOARD OF DIRECTORS		COMPANY SECRETARY AND COMPLIANCE OFFICER
Bal Mukund Tiwari	Managing Director	Hobin Duggal
Arpan Gupta	Director	Email I.D. cbnl.delhi@gmail.com
Sakshi Wadhwa	Director	Contact No.011-23552627
Vinod Aggarwal	Director	
CHIEF EXECUTIVE OFFICER		CHIEF FINANCIAL OFFICER
Ms. Pooja Aggarwal		Sonia Sharma
Email I.D. cbnl.delhi@gmail.com		Email I.D. cbnl.delhi@gmail.com
Contact No.011-23552627		Contact No.011-23552627
REGISTERED OFFICE		STATUTORY AUDITORS
37, Second Floor, Rani Jhansi Road, Motia Khan, Paharganj, Delhi- 110055 Email ID: cbnl.delhi@gmail.com , Website: www.sadhnabroadcast.com Phone: 91-11-23552627 Fax No.: 91-11-23524610		BAS & CO. LLP Chartered Accountants 804, Pearls Omaxe Building, Netaji Subhash Place, Pitampura, Delhi-110034 Contact No. 011 45518901 Email ID: delhi@basco.in Website: www.basco.in
SECRETARIAL AUDITOR		REGISTRAR AND TRANSFER AGENT
V Kumar and Associates Company Secretaries 15/18, Basement		M/s Skyline Financial Services Private Limited D-153A, 1 ST Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020

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West Patel Nagar, New Delhi-110008 Mobile: 9910218035 Mail: csvivekkumar@gmail.com , vivek@vkumarassociates.in	Contact No.: 011-64732681-88, 26812682-83
INTERNAL AUDITOR	STOCK EXCHANGES
M/S A D Goyal & Associates Chartered Accountant (Firm Registration No. 0031058N) 7320B, Street No.13, Prem Nagar, Shakti Nagar, Delhi- 110007 IX/2412, Street No. 13, Kailash Nagar, Gamdhi Nagar, Delhi- 110031 +91 9992768003, 9811538170	1. <u>Bombay Stock Exchange</u> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra-400001 Contact No.: 022 6654 5695, 022-22721233 2. <u>The Metropolitan Stock Exchange of India Limited</u> 205(A), 2nd floor, Piramal Agastya Corporate Park, Kamani Junction, LBS Road, Kurla (West), Mumbai– 400070.
BANKERS	
ICICI Bank State Bank of India IDBI Bank	Contact No.: 022 6112 9000, 02261129009 Fax:+912226544000

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NOTICE

Notice is hereby given that **29th Annual General Meeting** of members of **Sadhna Broadcast Limited** will be held on **Monday, 18th September, 2023** at **12:30 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 2023 including audited Balance Sheet as at 31st March, 2023, 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. Appointment of Mr. Bal Mukund Tiwari (DIN: 02566683) 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. Bal Mukund Tiwari** (DIN 02566683) 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.”

SPECIAL BUSINESS:

3. Regularization of additional director, Mr. Vinod Aggarwal (DIN- 02069422) by appointing him as a Non-Executive Independent Director of the Company

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

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“RESOLVED THAT Mr. Vinod Aggarwal (DIN- 02069422), who was appointed as an Additional Director with effect from **16th November, 2022** on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a period of 5 (Five) years.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. **Appointment of Mr. Bal Mukund Tiwari (DIN 02566683) as a Managing Director of the Company.**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) as on **28th November 2022**, approval of the Members of the Company be and is hereby accorded to appoint **Mr. Bal Mukund Tiwari** (DIN 02566683) as Managing Director of the Company, for a period of 5 (Five) years with effect from 28th November, 2022, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Bal Mukund Tiwari subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

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5. **Regularization of additional director, Mrs. Vandana Birla (DIN- 10100507) by appointing him as a Non-Executive Independent Director of the Company**

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

“RESOLVED THAT Mrs. Vandana Birla (DIN- 10100507), who was appointed as an Additional Director with effect from **31st May, 2023** on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a period of 5 (Five) years.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

6. **Approval for remuneration of Mr. Bal Mukund Tiwari, Managing Director (DIN: 02566683)**

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

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Board of Directors (hereinafter referred to as “the Board”) of the Company on the recommendation of Nomination & Remuneration Committee and Audit Committee and subject to such other approvals as may be necessary, the approval of the Members of the company, be and is hereby accorded for payment of remuneration to **Mr. Bal Mukund Tiwari, Managing Director (DIN: 02566683)** of the Company, upto the maximum limit of Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum with effect from 1st April, 2021, provided that such

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variation or increase is within specified limit as under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the approval of the shareholders of the company, be and is hereby accorded for the remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of the Mr. Bal Mukund Tiwari, Managing Director (DIN: 02566683) of the company, the company can pay the aggregate of remuneration as specified above to Mr. Bal Mukund Tiwari, Managing Director (DIN: 02566683), as and when required subject to any approvals as may require for the payment of same.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

7. Increase in Borrowing Powers of the Company under Section 180 of the Companies Act, 2013

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

RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and (2) and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) consent of the members of the Company by way of Special Resolution, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institution or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time

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exceed the limit of Rs.100 Crores (Rupees One Hundred Crores only) over and above the paid up capital of the Company and its free reserves.”

8. Authorisation under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the members of the Company by way of Special Resolution, be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.100 crores (Rupees One Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Date: 21st August, 2023

Place: New Delhi

Sd/-

**Bal Mukund Tiwari
Managing Director
DIN: 02566683**

**Address: HNO. 450, Vrindavan, Raman Rati,
PS-Vrindavan, Tehsil- Mathura, Distt-
Mathura, Uttar Pradesh- 281121**

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 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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 there at 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,