

CHIRAU BROADCAST NETWORK LIMITED

[Formerly known as Chirau Finance Investment and Leasing Company Limited]

CIN: L92100DL1994PLC059093

NOTICE

Notice is hereby given that the 21st Annual General Meeting of **Chirau Broadcast Network Limited** will be held on Tuesday 29th September 2015 at 12:00 P.M at the registered office of the Company, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon
2. To appoint Auditor from the conclusion of this Annual General Meeting till Next Annual General Meeting and to fix their remuneration and in this regard pass the necessary resolution with or without modification as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules made there under and pursuant to the recommendations of Audit Committee, M/s Miital Nirbhay & Co., Chartered Accountants, T-11, 3rd Floor, Maruti Plaza, Sanjay Palace, Agra - 282002 as Auditor from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.”

SPECIAL BUSINESS:

ITEM NO. 1

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

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

“RESOLVED THAT pursuant to the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule IV thereto, Mr. Satyabrata Mukherjee, who was appointed as an Additional Director of the Company on 27th October, 2014 by the Board of Directors in terms of Section 161 of the Companies Act, 2013, who holds this office only upto the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing under section 160 of the said Act from a member proposing the candidature of

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Mr. Satyabrata Mukherjee for the office of Director, be and is hereby appointed as Director of the Company.

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

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

ITEM NO. 2

To increase the Authorized Share Capital of the Company

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

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

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

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

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

ITEM NO. 3

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

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

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

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

S. No.	Name	Address of Proposed allottees	Category	Pre-preferential holding		Equity Shares proposed to be allotted	Post-preferential holding	
				No of Shares held	% of Share holding		No of Shares held	% of Share holding
1	Paras Shah	4-A-28,Dadabari Ext.Kota, Dadabari Ext. Kota-324009, Rajasthan	Non-Promoter	0	0	194500	194500	1.99
2	Tajinder Kaur	24/27-28,Front Side West Patel Nagar Delhi- 110008	Non-Promoter	0	0	194500	194500	1.99
3	Madhu Render Singh	B-259/A,Ramesh Enclave Gali N.14,Hansraj Model School Kirari Suleman Nagar Delhi- 110086	Non-Promoter	0	0	194500	194500	1.99
4	Akhtar Jamal	D 2 A Lora Krishna Rd Adarsh Nagar,Delhi- 110033	Non-Promoter	0	0	194500	194500	1.99
5	Chitra Tripathi	J-23,Sai Kunj Hostel, Laxmi Nagar, Nr.Sai Mandir Metro, Delhi- 110092	Non-Promoter	0	0	194500	194500	1.99
6	Jitendra Kumar	9/348,Lalita Park, Laxmi Nagar, Delhi Delhi, 110092, Delhi India	Non-Promoter	0	0	194500	194500	1.99
7	Jyotsna	6380,Block No-7,Gali No-3,		0	0	194500	194500	1.99

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		Dev Nagar, Karol Bagh, Delhi, 110005, Delhi India	Non- Promoter					
8	Kundan Singh Bisht	217,Shah Pur, Jat Panchsheel Vihar, Andrewsganj, S.O.,South Delhi Delhi, 110049, Delhi India	Non- Promoter	0	0	194500	194500	1.99
9	Ritu Sahni	C-8/71, 2nd Floor, Sec-5 Rohini Delhi, 110085, Delhi India	Non- Promoter	0	0	194500	194500	1.99
10	Sanjeev Chaudhri	193 Gali No 4 B Durga Puri Extension Delhi, 110093, Delhi India	Non- Promoter	0	0	194500	194500	1.99
11	Subham Sharma	525 Relway Road, Sitaganj Hapur Ghaziabad, 245101, Uttar Pradesh India	Non- Promoter	0	0	194500	194500	1.99
12	Surender Kumar	B-11/2, Garima Garden Bkgn Ghaziabad, 201001, Uttar Pradesh India	Non- Promoter	0	0	194500	194500	1.99
13	Upender Kumar Pandit	Sadhna Media Pvt Ltd Sadhna Tower, C- 457, Sec-10 Delhi, 201301, Delhi India	Non- Promoter	0	0	194500	194500	1.99
14	Rakesh Kumar	H No-54,Gali No-1 Kanti Nagar West Krishna Nagar East Delhi Delhi, 110051, Delhi India	Non- Promoter	0	0	194500	194500	1.99
15	Pramod	A3/174,Block A-3		0	0	194500	194500	1.99

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	Singh Rawat	New Kondli Delhi, 110096, Delhi India	Non-Promoter					
16	Rohit Kanojia	D-301,Pratap Vihar Sec-11 Vijaynagar Ghaziabad, 201009, Uttar Pradesh India	Non-Promoter	0	0	194500	194500	1.99
17	Prabhakar Sharma	9/14 Peelay Quaters Mahial Thana Lohiya Nagar Ghaziabad, 201001, Uttar Pradesh India	Non-Promoter	0	0	2000	2000	0.02
18	Rakesh Kumar Tripathi	84 Chhitauni Siddharthnagar, 272269, Uttar Pradesh India	Non-Promoter	0	0	194500	194500	1.99
19	Anuj Kumar	B-528, Block-B, Dairy Farm, Gharoli, New Delhi- 110096	Non-Promoter	0	0	194500	194500	1.99
20	Naveen Kumar Jain	H No C-107, Gali No-6, Near Jain Mandir, Sastri Park, Shahdra- 110053	Non-Promoter	0	0	2000	2000	0.02
21	Pappu Singh	Street-19, Siddharth Enclave, New Delhi-110014	Non-Promoter	0	0	194500	194500	1.99
22	Santosh Singh	H. No.25, Room No.3, Krishan Colony, Patel Chest, D.U, North Campus	Non-Promoter	0	0	194500	194500	1.99
23	Ranjeet Kumar Dubey	E-687, E-Block, West Vinod Nagar, New Delhi, Delhi- 110092	Non-Promoter	0	0	194500	194500	1.99
24	Pawan Kumar	H No 104 Mangalwalli Galli Sahibabad Ghaziabad	Non-Promoter	0	0	194500	194500	1.99

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25	Ravikesh Kumar	B-79, Shyam Kunj, Goyla Ext., Nazafghard, New Delhi-110071	Non-Promoter	0	0	194500	194500	1.99
26	Amit Kumar Jaiswal	Bharkuian, P.O-Varauli, Distt-Gopalganj, PC-841405	Non-Promoter	0	0	194500	194500	1.99
27	Deepak Kumar Gupta	S-62,Sunder Block, Shakarpur East Delhi, Delhi- 110092	Non-Promoter	0	0	194500	194500	1.99
28	Bhupal Datt	A-52 Gali No-17 A Block Dayal Pur Delhi- 110094	Non-Promoter	25000	0.77	194500	194500	1.99
29	Hari Shankar	B-14/A,Block-B, New Ashok Nagar, Delhi - 110096	Non-Promoter	23100	0.71	194500	194500	1.99
30	Ravi Dutt	H No-206, Dundaheera, Ghaziabad Ghaziabad-201009, Uttar Pradesh	Non-Promoter	26400	0.81	194500	194500	1.99
31	Sulabh Dikshit	C-292,MU-1, Greater Noida, Kasana, Gautam Buddha Nagar, Greater Noida, Noida- 201310, Uttar Pradesh	Non-Promoter	25400	0.78	194500	194500	1.99
32	Dushyant Shah	1100 A, Rani Bagh Delhi-110034	Non-Promoter	28000	0.86	194500	194500	1.99
33	Madan Rawat	H. No. 17, Mansari, Tehsil, Distt. Pouri Garhwal, UK	Non-Promoter	13700	0.42	235000	235000	2.41
34	Neha Sharma	Police Campus, Sector-24, House No. 10, IInd Floor, Noida	Non-Promoter	25000	0.77	231500	231500	2.37
35	Arpan Gupta	5/6, S/F Side, West Patel Nagar, New Delhi-110008	Non-Promoter	0	0	194500	194500	1.99
TOTAL				166600		650000	650000	

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

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

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

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

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

Place: New Delhi

Date: 24th August, 2015



Signature:

Name: Tajinder Kaur

Designation: Managing Director

DIN: 06799570

Address: 302 A LIG Flats,
PKT D-6 SEC-6, Rohini,
Delhi- 110085

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NOTES:

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

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

PROCESS FOR E-VOTING:

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

1. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
2. Click on "Shareholder - Login".
3. Put your existing User ID and password.

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4. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
5. Select “EVEN” Chirau Broadcast Network Limited.
6. Now you are ready for “e-Voting” as “Cast Vote” page opens.
7. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.

Members can cast their vote online from Thursday, 24th September, 2015 (9:00 A.M.) till Monday, 28th September, 2015 (5:00 P.M.). Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 28th September, 2015, 5:00 P.M.

8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

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

EXPLANATORY STATEMENT AS PER SECTION 102 OF COMPANIES ACT, 2013

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

ITEM NO. 1

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

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

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

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

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

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

ITEM NO. 2

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

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

ITEM NO. 3

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

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

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

b) Intention of Promoters / Directors / Key Management Personnel to subscribe to the offer:

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

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

S. No.	Category of Shareholders	Pre-issue Shareholding		Post-issue Shareholding	
		No. of shares	%	No. of shares	%
A	Promoters Holding:				
1.	Indian:				
	Individual	NIL	NIL	NIL	NIL
	Bodies Corporate	NIL	NIL	NIL	NIL
	Sub Total	NIL	NIL	NIL	NIL
2.	Foreign Promoters	NIL	NIL	NIL	NIL
	Sub Total (A)	NIL	NIL	NIL	NIL
B.	Non Promoters Holding:				
1.	Institutional Investors	NIL	NIL	NIL	NIL
2.	Non Institution:				
	Private Corporate Bodies	4200	0.13%	4200	0.05%
	Indian Public	3247500	99.87%	9747500	99.95%
	Others(including NRIs)	NIL	NIL	NIL	NIL
	Sub Total (B)	3251700	100%	9751700	100%
	GRAND TOTAL	3251700	100%	9751700	100%

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

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

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

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

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

Email ID: tk.sadhna@gmail.com, Website: www.chiraubroadcast.com

Phone: 91-11-23552627

CHIRAU BROADCAST NETWORK LIMITED

[Formerly known as Chirau Finance Investment and Leasing Company Limited]

CIN: L92100DL1994PLC059093

the certificate is kept for inspection at the Registered Office of the Company during the business hours.

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

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

j) Undertaking to put under lock-in till the re-computed price is paid: The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

k) Change of Management.

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

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

**Place: New Delhi
Date: 24th August, 2015**



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

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

CIN: **L92100DL1994PLC059093**

Name of the Company: **CHIRAU BROADCAST NETWORK LIMITED**

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

Name of member (s):

Registered Address:

E-mail Id:

Folio No/Client ID:

DP ID:

I/We, being the member(s) of _____ Shares of **CHIRAU BROADCAST NETWORK LIMITED**, hereby appoint

1. Name:

Address:

E-mail Id

Signature: _____ or failing him _____

2. Name:

Address:

E-mail Id

Signature: _____ or failing him _____

3. Name:

Address:

E-mail Id

Signature: _____ or failing him _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the Company, to be held on Tuesday, 29th day of September, 2015 at 12:00 PM at 24/27/28, Second Floor, Front Side, West Patel Nagar, New Delhi-110008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. _____

Signed this _____ day of _____ 2015

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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CIN: L92100DL1994PLC059093

ATTEDANCE SLIP

DP Id*			Regd. Folio No	
Client Id*				

Name _____ and _____ address _____ of
shareholder/Proxy _____

No. _____ of _____ shares _____ (s)
held _____

I/We hereby record my /our presence at Annual General Meeting of Chirau Broadcast Network Limited held on Tuesday, 29th September, 2015 at 12:00 PM at 24/27/28, Second Floor, Front Side, West Patel Nagar, New Delhi-110008

Signature of the Shareholder / Proxy

*Applicable for Investors holding shares in Electronic Form

Please Affix Re.1/- Revenue Stamp
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Note: No gift/snacks will be distributed in Annual General Meeting

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