

**SADHNA BROADCAST LIMITED**

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

Email ID: [cbnl.delhi@gmail.com](mailto:cbnl.delhi@gmail.com), Website: [www.sadhna.com](http://www.sadhna.com)

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

To,

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Metropolitan Stock Exchange Limited**  
205(A), 2<sup>nd</sup> Floor, Piramal Agastya Corporate Park,  
Kamani Junction, LBS Road, Kurla (West),  
Mumbai-400070

Sub: Submission of Annual Secretarial Compliance Report vide SEBI Circular NoCIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI(Listing Obligation and Disclosure Requirement) Regulation, 2015 for the year ended 31<sup>st</sup> March, 2023

Dear Sir,

In pursuant to SEBI Circular No CIR/CFD/CMD 1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, we are attaching herewith the Annual Secretarial Compliance Report of Sadhna Broadcast Limited issued by M/s V Kumar & Associates, Practicing Company Secretaries dated 29 May, 2023 for the financial year ended 31<sup>st</sup> March, 2023.

Please find the same enclosed herewith.

Kindly consider and take our submission in your records.

Thanking You

Yours faithfully

For Sadhna Broadcast Limited



**BAL MUKUND TIWARI**  
DIN: 02566683  
Managing Director



# V KUMAR AND ASSOCIATES

**Company Secretaries**

15/18, Basement, West Patel Nagar, New Delhi-110008

Ph. : +91-11-2588 5492, M. : +91-99102 18035

E-mail : csvivekkumar@gmail.com

## Secretarial Compliance Report of Sadhna Broadcast Ltd

**For The Year Ended 31<sup>st</sup> March, 2023**

To:

The Board of Directors  
Sadhna Broadcast Ltd.

I have examined:

- a) all the documents and records made available to us and explanation provided by Sadhna Broadcast Ltd ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31 March 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable to the listed entity during the Review Period)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable to the listed entity during the Review Period)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the listed entity during the Review Period)
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the listed entity during the Review Period)
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) (other regulations as applicable)

and circulars/ guidelines issued thereunder hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	--
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	--



3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	Yes	--
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	--
5.	<p><b><u>Details related to Subsidiaries of listed entities :</u></b></p> <p>a) Identification of material subsidiary companies, and</p> <p>b) Disclosure requirement of material as well as other subsidiaries</p>	NA	Company does not any subsidiary

6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	--
7.	<p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	--
8.	<p><b><u>Related Party Transactions:</u></b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes  NA	--  No such instances observed



9.	<p><b><u>Disclosure of events or information:</u></b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	--
10.	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	--
11.	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></p> <p>1. SEBI has taken action against Promoters of Sadhna Broadcast Limited i.e. GAURAV GUPTA, POOJA AGGARWAL, SHREYA GUPTA, SAURABH GUPTA, VARUN MEDIA PRIVATE LIMITED)</p> <p>SEBI by Interim Order -WTM / AN / ISD / ISD-SEC-1 /24333 / 2022-23 on violation of Securities and Exchange Board of India Act, 1992 and SEBI(Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market)Regulations,2003 has frozen the Demat Account and Securities are not transferred / redeemed</p> <p>2. SEBI has taken action against Director of Sadhna Broadcast Limited i.e. Arpan Gupta</p> <p>SEBI by Interim Order -WTM / AN / ISD / ISD-SEC-1 /24333 / 2022-23 on violation of Securities and Exchange Board of India Act, 1992 and SEBI(Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market)Regulations,2003 has frozen the Demat Account and Securities are not transferred / redeemed</p>	No	<p>Secretarial Auditor has concern against the order of SEBI and address the company In this regard.</p> <p>Investigation is going on and company has submitted the reply</p>
		No	<p>Secretarial Auditor has concern against the order of SEBI and address the company In this regard.</p> <p>Investigation is going on and company has submitted the reply</p>
12.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>Late submission of Disclosure under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p> <p>Several of the trades undertaken by entity Shreya Gupta was not reflected in the System Driven Disclosures under Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations 2015.</p>	Yes	<p>Disclosure was submitted and reason for delay was filled.</p>



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	--
2.	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	--

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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	
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(a) listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					



Date: 29<sup>th</sup> May, 2023

Place: New Delhi

Signature

For V Kumar and Associates

(Company Secretaries)

  
Vivek Kumar



M. No. : F8976

COP No: 10438

UDIN: F008976E000410223