SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai- 400053

ADDENDUM TO THE NOTICE OF POSTAL BALLOT DATED 23rd JANUARY, 2014
(Pursuant to Section 192A(2) of the Companies Act, 1956 read with Companies Act, 2013)

Dear Shareholder(s),

Attention of the shareholders of the Company is invited to the Notice of the Postal Ballot of the Company dated 23rd January, 2014 already been sent to all the shareholders. Notice is further given that the following changes be considered in the said Notice and Explanatory Statement given therewith under Section 102 of the Companies Act, 2013.

CHANGES IN PROPOSED RESOLUTION:

ITEM NO. 1:

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

I. The existing table giving particulars of proposed allottees in the draft Special Resolution be replaced with the following new table:

Sr. No.	Name of the Proposed Allottees	Maximum No. of warrants to be allotted
A.	**Promoters:**	
1.	Prime Global Media Pvt. Ltd.	25,01,786
2.	Global Showbiz Pvt. Ltd.	25,00,000
B.	**Others:**	
3.	Kalash Trading and Investments Pvt. Ltd. (Formerly Arshita Trading and Investments Pvt. Ltd.)	25,20,000
4.	Aranav Trading and Investments Pvt. Ltd. (Formerly Belt Trading and Investment Pvt. Ltd.)	24,78,214
	Total	**1,00,00,000**

CHANGES IN THE EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

II. The existing table giving particulars of proposed allottees in the Explanatory Statement be replaced with the following new table:

(b) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:

The following entities in the promoter group of the Company have conveyed their intention in writing to the Company to subscribe warrants to be issued on preferential basis as proposed under the Special Resolution at item no. 1 above:

Sr. No.	Name of the Proposed Allottees	Maximum No. of warrants to be allotted
1.	Prime Global Media Pvt. Ltd.	25,01,786
2.	Global Showbiz Pvt. Ltd.	25,00,000
	Total	**50,01,786**

None of the Directors / Key Management Persons of the Company are subscribing to the offer.

III. The existing table giving particulars of pre and post shareholding in the Explanatory Statement be replaced with the following new table:

(c) SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE OFFER:

Shareholding pattern before and after the proposed issue of equity shares under preferential issue covered under the resolution of the notice, based on the shareholding pattern as on 31st December, 2013 is as follows:

Particulars	**Before Preferential issue of Equity shares against Warrants.**		**After Preferential issue of Equity shares against Warrants.**	
Category of Shareholder	**No. of Shares**	**%**	**No. of Shares**	**%**
(A) Shareholding of Promoter and Promoter Group				
(1) Indian				
a) Individuals / Hindu Undivided Family				
i. Prime Global Media Pvt. Ltd.	0	0.00	25,01,786	7.16
ii. Global Showbiz Pvt. Ltd.	0	0.00	25,00,000	7.15
iii. Other Promoters	1,09,91,259	44.06	1,09,91,259	31.46
Total (a)	**1,09,91,259**	**44.06**	**1,59,93,045**	**45.77**
Sub Total (A) (1)	**1,09,91,259**	**44.06**	**1,59,93,045**	**45.77**
(2) Foreign	**0**	**0.00**	**0**	**0.00**
Sub Total (A) (2)	**0**	**0.00**	**0**	**0.00**
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	**1,09,91,259**	**44.06**	**1,59,93,045**	**45.77**
(B) Public Shareholding				
(1) Institutions				
a) Mutual Fund / UTI	900	0.00	900	0.00
b) Financial Institutions / Banks	304	0.00	304	0.00
c) Insurance Companies	2,06,950	0.83	2,06,950	0.59
d) FII	1100	0.01	1100	0.00
Sub Total (B)(1)	**2,09,254**	**0.84**	**2,09,254**	**0.60**

Particulars	Before Preferential issue of Equity shares against Warrants.		After Preferential issue of Equity shares against Warrants.	
Category of Shareholder	**No. of Shares**	**%**	**No. of Shares**	**%**
(2) Non-Institutions				
a) Bodies Corporate:				
Kalash Trading and Investments Pvt. Ltd.				
(Formerly Arshita Trading and Investments Pvt. Ltd.)	0	0.00	25,20,000	7.20
Aranav Trading and Investments Pvt. Ltd.				
(Formerly Belt Trading and Investment Pvt. Ltd.)	0	0.00	24,78,214	7.09
Other Bodies Corporate	95,37,545	38.24	95,37,545	27.30
b) Individuals				
I) Individual shareholders holding nominal share capital up to ₹ 1 lakh	18,98,966	7.61	18,98,966	5.43
II) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	22,18,976	8.90	22,18,976	6.35
c) Any Other				
i) Director	100	0.00	100	0.00
ii) Clearing Member	82,217	0.33	82,217	0.24
iii) NRI	6,183	0.02	6,183	0.02
Sub Total (B)(2)	**1,37,43,987**	**55.10**	**1,87,42,201**	**53.63**
Total Public shareholding (B) = (B)(1) + (B)(2)	**1,39,53,241**	**55.94**	**1,89,51,455**	**54.23**
(C) Shares held by Custodians and against which Depository Receipts have been issued				
1) Promoter & Promoter Group	0	0.00	0	0.00
2) Public	0	0.00	0	0.00
Total (C1) +(C2)	**0**	**0.00**	**0**	**0.00**
Total (A)+(B)+(C)	**2,49,44,500**	**100.00**	**3,49,44,500**	**100.00**

IV. The existing table giving particulars of proposed allottees in the Explanatory Statement be replaced with the following new table:

(e) IDENTITY OF THE PROPOSED ALLOTTEES AND / OR THEIR ULTIMATE BENEFICIAL OWNERS AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM:

PROPOSED ALLOTTEES:

The details of the proposed allottees of 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each as a result of exercise of option attached to the warrants to be issued pursuant to the Special Resolution as set out at Item No.1 of the notice and the percentage of expanded capital to be held by them after the proposed allotment of the said equity shares to them as per the said resolution are as under:

Sr. No	Name of the proposed Allottee	Category	Before Preferential issue of Equity shares against Warrants.		After Preferential issue of Equity shares against Warrants.	
			No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
1.	Prime Global Media Pvt. Ltd.	Promoter Group	0	0.00	25,01,786	7.16
2.	Global Showbiz Pvt. Ltd.	Promoter Group	0	0.00	25,00,000	7.15
3.	Kalash Trading and Investments Pvt. Ltd. (Formerly Arshita Trading and Investments Pvt. Ltd.)	Others	0	0.00	25,20,000	7.20
4.	Aranav Trading and Investments Pvt. Ltd. (Formerly Belt Trading and Investment Pvt. Ltd.)	Others	0	0.00	24,78,214	7.09

V. Following particulars of ultimate beneficial owners be added before the particulars of ultimate beneficial owners given in original notice:

Details of the ultimate beneficial owners of the proposed allottees:

Prime Global Media Pvt. Ltd. - Mr. Markand Adhikari and Mr. Gautam Adhikari each hold 50% shares in this company.

Global Showbiz Pvt. Ltd. - Mr. Markand Adhikari and Mr. Gautam Adhikari each hold 50% shares in this company.

By Order of the Board of Directors

Place: Mumbai
Date: 7th February, 2014

Payal Garg
Company Secretary

Registered Office:
6th Floor, Adhikari Chambers, Oberoi Complex,
New Link Road, Andheri (West), Mumbai- 400053

NOTE: A NEW POSTAL BALLOT FORM IS BEING SENT HEREWITH FOR THE USE OF THE SHAREHOLDERS. THE SHAREHOLDERS MAY USE POSTAL BALLOT FORM SENT WITH ORIGINAL POSTAL BALLOT NOTICE OR SENT HEREWITH. IF ANY SHAREHOLDER HAS ALREADY SENT HIS / HER DECISION BEFORE RECEIVING THIS ADDENDUM, HE / SHE MAY RECAST HIS / HER VOTE IN THE ENCLOSED POSTAL BALLOT FORM, IF WISHES SO, OTHERWISE OLD POSTAL BALLOT FORM RECEIVED WOULD BE CONSIDERED HIS/HER FINAL DECISION TO THE PROPOSAL INCLUDING TO THE AMENDMENTS MADE THROUGH THIS ADDENDUM. IN CASE COMPANY RECEIVES BOTH POSTAL BALLOT FORMS DULY FILED AND SIGNED FROM ANY SHAREHOLDER, THE NEW POSTAL BALLOT FORM ENCLOSED HEREWITH WOULD BE CONSIDERED.

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POSTAL BALLOT FORM

(THIS FORM CAN BE USED IF YOU WISH TO RECAST YOUR VOTE IN CASE YOU HAVE ALREADY CASTED YOUR VOTE IN FORM SENT ALONGWITH ORIGINAL POSTAL BALLOT NOTICE DATED 23rd JANUARY, 2014)

Serial No.:

1. Name & Registered Address of Shareholder (IN BLOCK LETTERS) :

2. Name of Joint holders, if any :

3. Registered folio No./ DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form) :

4. Number of share(s) held :

5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the company dated 23rd January, 2014 (read with addendum dated 7th February, 2014) by sending my/our assent or dissent to the said Resolution by placing a tick (✓) mark at the appropriate box below.

Item No.	Description of the Resolution	No. of share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution u/s 81(1A) of the Companies Act, 1956 to offer, issue and allot, in one or more tranche(s), not exceeding 1,00,00,000 (One Crore) Convertible Warrants carrying an option / entitlement to subscribe for equivalent number of Equity Shares of ₹ 10/- each, to promoter group and others on preferential basis.			

Place :

Date :

(Signature of the shareholder)

Notes: Please return duly filed and signed postal ballot form in the envelope enclosed herewith.

NOTE : PLEASE READ CAREFULLY THE INTSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING YOUR VOTE.

P.T.O.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. However, envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the shareholder, will also be accepted.

2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/Depository Participant) by the first named shareholder and in his/her absence, by the next named shareholder.

4. Postal ballot cannot be exercised by proxies.

5. Incomplete / Unsigned Postal Ballot Forms will be rejected.

6. There will be one postal ballot form for every Folio/Client ID irrespective of the number of joint holder(s).

7. The Scrutinizer's decision on the validity of a Postal Ballot will be final.

8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, 27th February, 2014. Postal Ballot Forms received after this date will be strictly treated as if the reply from the shareholder(s) has not been received.

9. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / authority together with specimen signatures of the duly authorised signatories.

10. Voting rights shall be reckoned on the paid up value of the share registered in the name of Members / beneficial owners as on Friday, the 24th day of January, 2014.

11. A member need not use all his/her votes in the same manner.

12. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.