SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

PRESS RELEASE

SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED ANNOUNCES THE COMPOSITE SCHEME OF AMALGAMATION AND DEMERGER

Board Approves Realignmentof Businesses with a Focus On:

- Unlocking Shareholder Value in Broadcasting Business through listing of growing Broadcasting Business of the Group ;
- Focusing on core business of content to facilitate a level playing field for the Company in new age media and to focus on creating and developing infrastructure related to the new age Media & Entertainment field; and
- Creating a new vertical and rewarding the shareholders through listing of the niche and growth oriented Publication and event Business of the Group ('Publication Business').

Mumbai, 28th August 2014:

The Meeting of the Board of Directors of Sri Adhikari Brothers Television Network Limited was held on 28th August, 2014.

The Board reviewed the proposal to realign the business verticals as contemplated in its earlier meeting. Favourable market and competitive dynamics have opened up opportunities for the Groupto accelerate growth in its various business verticals and achieve a market leadership in the segment operated by the Group. The Board considered plans to realignthe businesses with a view to unlock value created in broadcasting and allied business, create greater financing flexibility and offer investors an opportunity to benefit from sector-focused business entities.

Commenting on the proposal made by the Management to the Board, Mr. Markand Adhikari Vice Chairman &Managing Director, Sri Adhikari Brothers Television Network Limited said,

"In the last few years, the Company has strengthened its content business and ventured into broadcasting business by launching niche category TV Channels and also forayed into allied businesses in the publication and event management, with focus on niche segment of the society. Foreseeing the change business would undergo with penetration of internet and

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD. MUMBAI

Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.
Tel.: 022-40230000 | Fax: 022-26395459
E-mail: admin@adhikaribrothers.com | Website: www.adhikaribrothers.com

government plans to unleash remote connectivity through digital platform, the Company believes that it is the right time to venture into new age technology and create a level playing field in its business segments.

With a track record of success experienced by the Company in the broadcasting business by high revenue growth and average breakeven within 2-3 years of its launch, the Company believes that it would be in a position to take this success story to the next level.

In order to unlock more value for the shareholders, the Management had proposed to independently govern and build these businesses, while retaining the character as a pure content and IP & production company and focusing on creation and development of infrastructure to strengthen the traditional business and venture into new age media & entertainment field."

The Board considered the proposal of unlocking the value and consolidate its broadcasting business into TV Vision Limited, hitherto a wholly owned subsidiary of the Company to enable direct participation of the shareholders, while continuing with management control.

The Company's broadcasting business is spread in various wholly owned subsidiaries. The Management believes that it now demands a focused approach for further growth and expansion as envisaged herein above. In order to enable the same, the Board approved the proposal to demerge and consolidate the broadcasting business housed in the wholly owned subsidiary companies of TV Vision Limited viz UBJ Broadcasting Private Limited, HHP Broadcasting Services Private Limited and MPCR Broadcasting Service Private Limited into TV Vision Limited pursuant to the Composite Scheme and listing of TV Vision Limited thereby unlocking shareholder value.

The Board also approved consolidating the publication business of the group under the Company and the subsequent demerger of the Publication Business as vested into the Company to Marvick Entertainment Private Limited (to be changed to Public Company) thereby further providing liquidity to theshareholders by way of an additional listed entity under the groups fold.

The Board based on the recommendation of the Audit Committee approved the Composite Scheme of Amalgamation and Arrangement and delegated the power to some of the directors

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and officials to take necessary steps, including seeking of high court and regulatory approvals to scheme and / or any other arrangements and its implementation.

The Publication Business has established itself to be one of very high credibility with a distinct positioning in the category. It has rapidly carved its space with the relevant advertisers and developed a foot hold in areas of events, IP creation and continues to grow a as a key platform for its core advertisers.

The aforesaid restructuring would result into creation of two more listed entities where the existing shareholders would become shareholders in same proportion to their holding in the Company. The Share Entitlement Ratio considered and approved by the Board based on the Valuers report M/s. SSPA & Co., and Fairness opinion from M/s. Fortress Management Services Private Limited is as under:

- The shareholders would receive 1 (One) fully paid-up equity shares of Rs. 10/- each of the broadcasting business entity viz TV Vision Limited for every fully paid-up equity share of Rs. 10/- each held in the Company and 10,000Redeemable Preference Shares of Rs. 10/- each of TV Vision Limited to the preference shareholdersof the Company on a proportionate basis; and
- The shareholders would receive 3 (Three) fully paid-up equity shares of Rs. 10/- each of the Publication Business entity vizMarvick Entertainment Private Limited for 10 (Ten) fully paid-up equity share of Rs. 10/- each held in the Company and 10,000 Redeemable Preference Shares of Rs. 10/- each of TV Vision Limited to the preference shareholders of the Company on a proportionate basis.

Additionally, the Company would issue 2,381,068 Redeemable preference shares of Rs. 10/- each fully paid-up of the Company to the equity shareholders of SAB Assets on a proportionate basis pursuant to the transfer of the Publicationbusiness of SAB Assets, based on the networth of SAB Asset as on March 31, 2014 and supported by report from an independent valuer.

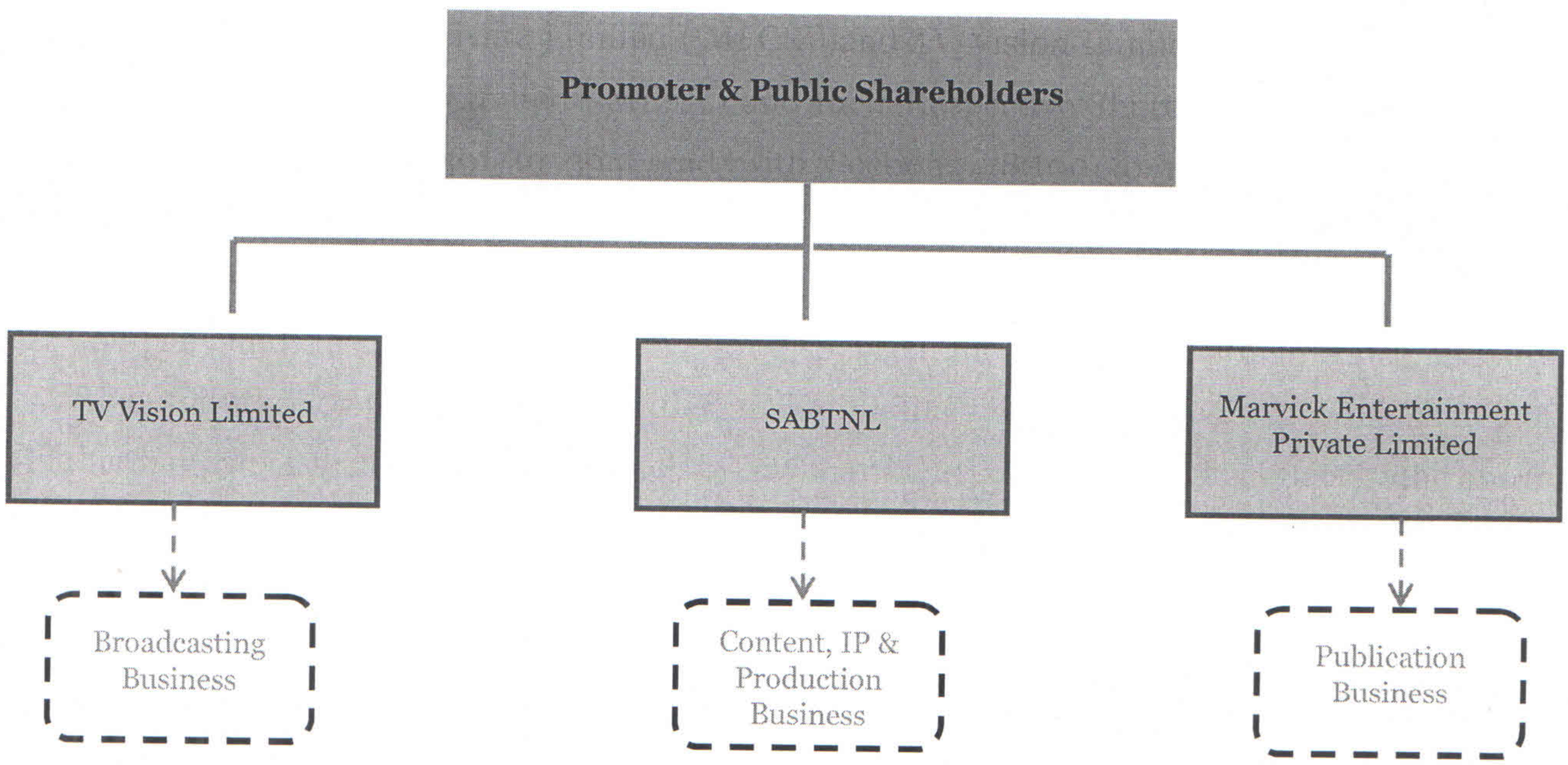
The aforesaid restructuring would be undertaken through a Composite Scheme Amalgamation and Arrangement between Maiboli Broadcasting Private Limited ('MBPL') and Sri Adhikari Brothers Assets Holding Private Limited ('SAB Assets') and Sri Adhikari Brothers Television Network Limited ('SABTNL' or 'the Company') and UBJ Broadcasting Private Limited ('UBJ') and HHP Broadcasting Services Private Limited ('HHP') and MPCR

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Broadcasting Service Private Limited ('MPCR') and TV Vision Limited ('TVL') and Marvick Entertainment Private Limited ('MEPL') and their Respective Shareholders ('the Scheme'), pursuant to Sections 391 to 394 read with Sections 78,100 to 103 and other relevant provisions of the Companies Act, 1956 and/or Section 52 and other relevant provisions of the Companies Act, 2013is subject to consent by the requisite majority of Shareholders of the Company and the creditors, if meeting not dispensed, the jurisdictional high court, and any other statutory or regulatory authorities, including the stock exchanges where the shares of the Company is listed and SEBI, which by law may be necessary for giving effect to the above decision.

The revised Group structure would be as under:



For further information, please contact:

Mr. Anand Shroff, Vice President (Finance)

Adhikari Chambers, Oberoi Complex,

New Link Road, Andheri (west), Mumbai – 53

Tel: +91 - 22 - 4023 0000

Email: anand@sabgroup.in

Website: www.adhikaribrothers.com

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