



May 28, 2025

To, Manager - CRD BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip No.: 530943	To The Manager - Listing National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: SABTNL
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Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice of the Company

The Board of Directors at their meeting concluded on Tuesday, May 27, 2025 had inter-alia approved the Postal Ballot Notice for seeking approval of Members of the Company on Resolutions as set out in the said Postal Ballot Notice.

Please find enclosed herewith the Notice of Postal Ballot with the Explanatory Statement, which is also being sent through electronic mode to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 23, 2025.

The above notice is also being uploaded on the Company website www.adhikaribrothers.com.

Kindly take the above on your records.

Thanking you,

Yours Faithfully

For Sri Adhikari Brothers Television Network Limited

**Kailasnath Markand Adhikari
Managing Director
DIN: 07009389**

Registered Office:

6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: 022 - 40230000 | Fax: 022 - 26395459

Website: www.adhikaribrothers.com

CIN: L32200MH1994PLC083853



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Thursday, 29 th May 2025 at 9:00 a.m.	Friday, 27 th June 2025 at 5:00 p.m.

Dear Members

NOTICE is hereby given according to Section 110 read with Section 108 and other applicable provisions if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**SS-2**), each as amended, and as per the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means (**'remote e-voting'**).

Under Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (**'Statement'**) is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Sri Adhikari Brothers Television Network Limited (**'Company/SABTNL'**) is sending this Notice ONLY in electronic form to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**)/Depositories. Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars, and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing a remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.adhikaribrothers.com.



Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for the casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Friday, 27th June 2025. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business:

1. To consider and approve the appointment of Ms. Neha Vinod Kothari (DIN: 11022380) as an Independent Director of the Company and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") read with Rule 8 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or reenactment thereof for the time being in force] and Schedule IV to the Act and various Regulation 16, 17, 25 and other relevant regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulation"), as amended from time to time and the Articles of Association of the Company, Ms. Neha Vinod Kothari (DIN: 11022380), who was appointed pursuant to Section 161 of the Act as an Additional Woman Independent Director on w.e.f. 31st March 2025 by the Board on recommendation of Nomination and Remuneration Committee, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI LODR Regulation and who is eligible for appointment, be and is hereby appointed as the "Woman Independent Director" of the Company to hold office for a first term of 5 (five) consecutive years commencing from 31st March 2025 to 30th April 2030 (both days inclusive), and that she shall not be liable to retire by rotation and that she shall be paid sitting fees as approved by the Board and reimbursement of expenses (if any) as may be permissible under the law from time to time.

RESOLVED FURTHER THAT any Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, matters incidental thereto and/or otherwise considered by them to be in the best interest of the Company, inter-alia, filings of required forms/documents with the Ministry of Corporate Affairs and Stock Exchange and/or other authorities as may be required to give effect to this resolution."

2. To consider and approve the Material Related Party Transaction with M/s. Sri Adhikari Brothers Assets Holding Private Limited and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and Section 188 of the Companies Act, 2013 ("Act") read with the related rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the Company's Policy on Related Party Transactions and upon the recommendation(s)/ approval(s)/ consent(s), permission(s) and/ or sanction(s) as may be required from appropriate



regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/ imposed by such authorities while granting such approval(s), consent(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include the Audit Committee), to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, to be entered into and/or carried out and/or continued between / amongst the M/s. Sri Adhikari Brothers Television Network Ltd ("the Company") and M/s. Sri Adhikari Brothers Assets Holding Private Limited ("SABAHPL") a related party of the Company, on such terms and conditions as may be agreed upon between the Company and SABAHPL, for an aggregate value not exceeding ₹ 20 crore during financial year 2025- 26;

RESOLVED FURTHER THAT the Board be and is hereby authorised severally to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary document(s), contract(s), scheme(s), agreement(s) and such other document(s) as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

For Sri Adhikari Brothers Television Network Limited

Sd/-

Kailasnath Markand Adhikari

Managing Director

DIN: 07009389

Date: 27th May 2025

Place: Mumbai



NOTES:

1. The relevant Statement under the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, May 23 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as of the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote concerning the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 23rd May 2025, being the cut-off date fixed for the purpose
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide a remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
6. The remote e-voting shall commence on Thursday, 29th May 2025 at 9:00 a.m. (IST) and shall end on Friday, 27th June 2025 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
7. The Board of Directors has appointed Mr. Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates (Membership No. A48035, CP No. 24147), Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process fairly and transparently.



8. The Scrutinizer will submit his/her report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.adhikaribrothers.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Friday, 27th June 2025 .
11. Members may download the Notice from the website of the Company at www.adhikaribrothers.com or from the website of NSDL at www.evoting.nsdl.com A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investorservices@adhikaribrothers.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID, and Client ID between the e-voting period.

The process to cast votes through remote e-voting:

The way to vote electronically on the NSDL e-Voting system consists of 'Two Steps' which are mentioned below:





Step 1: Access to the NSDL e-Voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020, on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access the e-voting facility.



The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value-added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>2. If you are not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see e-voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p> <p>4. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can log in through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' websites directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. upon logging in, you will be able to see the e-voting option. Click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33</p>



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to the NSDL e-Voting website?

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of the e-voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP, and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in a demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in a demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if the folio number is 001*** and EVEN is 101456 then the user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for the NSDL account, the last 8 digits of the client ID for the CDSL



account, or the folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow the steps mentioned below in the **process for those shareholders whose email IDs are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on the "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request to evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on the "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on the NSDL e-Voting system.

How to cast your vote electronically on the NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote, and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copies (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhaveshchhedaassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under the "**e-voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at evoting@nsdl.com or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user id and passwords and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

1. In case of shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorservices@adhikaribrothers.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorservices@adhikaribrothers.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com to procure user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access the e-voting facility.



STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to Resolution No(s). 1 to 4 mentioned in the accompanying Notice.

ITEM NO. 1:

The Board of Directors at their meeting held on 31st March 2025, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Neha Vinod Kothari (DIN: 11022380), as an Additional Director (in the capacity of Independent Director) of the Company, with immediate effect for a term of five consecutive years commencing from 31st March 2025 to 30th March 2030 (both days inclusive), subject to approval of the Members by way of special resolution.

Ms. Neha Vinod Kothari, having a Degree in Chartered Accountant and M.Com, is a accomplished corporate strategy professional with experience in developing and executing high-impact strategic initiatives. Skilled in market analysis, competitive positioning, and business model innovation, with a proven track record of driving growth and enhancing operational efficiency. Adapt at collaborating with executive teams to align strategic objectives with organizational goals and deliver sustainable business outcomes. She currently works with a listed life insurance company. And has previously worked with both life and general insurance companies in various roles in finance and strategy.

Pursuant to the provisions of Section 161 of the Act, Ms. Neha Vinod Kothari will hold office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for the appointment of a Director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Ms. Neha Vinod Kothari, through this Postal Ballot.

Ms. Neha Vinod Kothari is eligible to be appointed as an Independent Director for a term of up to five consecutive years. The Company has also received a declaration of independence from her. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In conformity with the Company's Nomination and Remuneration Policy Ms. Neha Vinod Kothari will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings and such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Ms. Neha Vinod Kothari appointment are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Ms. Neha Vinod Kothari is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.



In the opinion of the Board, Ms. Neha Vinod Kothari, proposed to be appointed as an Independent Director, fulfills the conditions specified in the Listing Regulations and the Act and the Rules made thereunder and is independent of the Management.

A brief resume and details of Ms. Neha Vinod Kothari as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India is as under:

Name of Director	Ms. Neha Vinod Kothari
DIN	11022380
Date of Birth	23 rd January, 1991
Nationality	Indian
Date of first appointment on the Board	31 st March 2025
Designation	Independent Director
Qualification	Chartered Accountant, M. Com
Experience/ Expertise	Ms. Neha Vinod Kothari, having a Degree in Chartered Accountant and M.Com, is a accomplished corporate strategy professional with experience in developing and executing high-impact strategic initiatives. Skilled in market analysis, competitive positioning, and business model innovation, with a proven track record of driving growth and enhancing operational efficiency. Adapt at collaborating with executive teams to align strategic objectives with organizational goals and deliver sustainable business outcomes. She currently works with a listed life insurance company. And has previously worked with both life and general insurance companies in various roles in finance and strategy.
Terms and Conditions of Appointment or Reappointment	Independent Director w.e.f. 31 st March 2025 not liable to retire by rotation.
Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time.
Remuneration last drawn	NIL
Number of Meetings of the Board attended during FY 2023-24	NIL
Shareholding in the Company (Equity Shares of Rs. 10/- each)	NIL
List of Directorships in Other Companies	0
List of Chairmanship or membership of various Committees in listed company and other Companies	0
Relationship with other Directors of the Company	Not Related



The Board recommends the Special Resolution as set out in item no. 1 of the Notice for approval of the Members.

Ms. Neha Vinod Kothari does not hold any shares in the Company. Except for Ms. Neha Vinod Kothari being the appointee, none of the other Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested in the said resolution.

ITEM NO. 2:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 01, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 01, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Further, the definition of Related Party Transaction as per Regulation 2(1)(zc) of the SEBI Listing Regulations includes the transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand.

The Aggregate value of the related party transaction(s) is crossing the applicable materiality thresholds. Accordingly, as per the SEBI Listing Regulations, approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. The said transactions are on an arm's length basis but not on the Ordinary Course of Business of the Company.

M/s. Sri Adhikari Brothers Assets Holding Private Limited (SABAHPL) is a 'Related Party' of Company as per definition under the Act and SEBI LODR Regulations. Accordingly, the Audit Committee and Board at their meeting held on 27th May 2025 recommended to seek the approval of the Members to continue with the existing contract(s) / arrangement(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise).

As per the Resolution Plan of the Company as approved by Hon'ble National Company Law Tribunal, Mumbai Bench under the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 vide order dated 08.12.2023, the Company is required to make payment of Rs.24 Crores to the Financial Creditors within 7-18 months of the effective date of the Resolution Plan. Further, as per the said Resolution Plan of the Company, the Company is permitted to sale its Non-Core Assets which includes premises 1st Floor, 4th Floor & 5th Floor of Adhikari Chambers Building situated at Oberoi Complex, New Link Road, Andheri West, Mumbai 400049, Maharashtra,



India along with underlying equity shares of M/S. Westwind Realtors Private Limited corresponding to each floor of Adhikari Chambers Building within 7-18 months and make the payment to Financial Creditors as per the said Resolution Plan. The said transactions is necessary for the Company to comply with the Order of Hon'ble NCLT, which stipulates sale of the above mentioned premises to reduce the financial debt of the Company as enumerated in the approved resolution plan. Further, as per contingency infusion clause of the Resolution Plan, as approved by Hon'ble NCLT, if Resolution Applicants or the Company fails to raise funds through the internal accruals of the Corporate Debtor i.e. Company or through the AIF/NBFCs, then any shortage in the resolution plan amount shall be infused by the resolution applicant through its group companies/affiliate. Therefore, in order to comply with the timelines mentioned in the approved resolution plan of the Company, the Company is selling its non-core assets to Sri Adhikari Brothers Assets Holding Private Limited (SABAHPL) a Related Party/Group Company/Affiliate of the Company.

Information as required under SEBI LODR Regulations read with SEBI Master Circular dated 11th November 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025, w.e.f. April 1, 2025, is as follows:

Particulars	Details
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of Related Party: Sri Adhikari Brothers Assets Holding Private Limited (SABAHPL). Relationship with Listed Entity and nature of Interest: SABAHPL is a 'Related Party' of Company as per definition under the Act and SEBI LODR Regulations. Management of the Company and SABAHPL is Controlled either by Common Directors or their relatives or by entities over which they have significant influence/control.
Type/Nature, material terms, monetary value and particulars of contracts or arrangement	(1) The Company is selling its investment in the 1,00,000 Class B Premises Shares of Westwind Realtors Private Limited along with 14,400 shares of parking space representing 1st Floor, admeasuring 2950 square feet, in the Adhikari Chambers Building, situated at off New Link Road, Andheri (west), Mumbai - 400053 for an amount of Rs.6.06 Crores. (2) The Company is selling its investment in the 1,05,000 Class A Premises Shares of Westwind Realtors Private Limited along with 16,200 shares of parking space representing 4th Floor, admeasuring 3850 square feet, in the Adhikari Chambers Building, situated at off New Link Road, Andheri (west), Mumbai - 400053 for an amount of Rs.6.07 Crores.



**SRI ADHIKARI BROTHERS
TELEVISION NETWORK LTD**

Registered Office:

6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: 022 - 40230000 | Fax: 022 - 26395459

Website: www.adhikaribrothers.com

CIN: L32200MH1994PLC083853

	<p>(3) The Company is selling its investment in the 1,05,000 Class A Premises Shares of Westwind Realtors Private Limited along with 16,200 shares of parking space representing 5th Floor, admeasuring 3850 square feet, in the Adhikari Chambers Building, situated at off New Link Road, Andheri (west), Mumbai – 400053 for an amount of Rs.6.07 Crores.</p>
Name of the director or key managerial personnel who is related, if any and nature of relationship.	N.A.
Tenure of Transaction	The Transaction is expected to be completed in the Financial Year 2025-26.
Value of Transaction	Not Exceeding Rs.20 Crores.
Percentage of annual consolidated turnover of the Company considering FY2024-25 as the immediately preceding financial year	<p>The Company was under Corporate Insolvency Resolution Process (CIRP) till 08.12.2023. Pursuant to an order of Hon’ble NCLT, Mumbai Bench dated 08.12.2023 the Resolution Plan of the company was approved and CIRP of the company came to an end.</p> <p>Post 08.12.2023 the management/board of the company took over the affairs of the company and resumed day to day business activities. For the year FY 2024-2025, wherein the company just started getting back on its feet by resuming humble commercial operations, it achieved a consolidated turnover of Rs. 6.39 Crore. The above value of the transaction is derived from the value mentioned in the approved Resolution Plan of the Company to reduce debt of the company to that extent. Thus, even though the percentage calculation comes to 312.98% but comparison between transaction value and consolidated turnover of the company for the immediately preceding financial year needs to analyzed with different lens taking into account the immediate financial background of the company.</p>
Justification for the transaction	<p>The said 1st Floor, 4th Floor and 5th Floor premises is being sold as per the Resolution Plan of the Company submitted by (1) M/s. Sab Events & Governance Now Media Limited, (2) M/s. Marvel Media Private Limited, (3) Mr. Ravi Adhikari and (4) Mr. Kailasnath Markand Adhikari (hereinafter referred to as “Resolution Applicants”), and as approved by Hon’ble National Company Law Tribunal, Mumbai Bench under the Insolvency &</p>



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	Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 vide order dated 08.12.2023 to reduce the financial debt of the company to that extent.
Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	<p>Not Applicable, as the said floors (Premises) are sold at the value as mentioned in the Resolution Plan of the company submitted by (1) M/s. Sab Events & Governance Now Media Limited, (2) M/s. Marvel Media Private Limited, (3) Mr. Ravi Adhikari and (4) Mr. Kailasnath Markand Adhikari (hereinafter referred to as "Resolution Applicants"), and as approved by Hon'ble National Company Law Tribunal, Mumbai Bench under the Insolvency & Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 vide order dated 08.12.2023 to reduce the financial debt of the company to that extent.</p> <p>Copy of Resolution Plan of the Company & Hon'ble NCLT Order dated 08.12.2023 is available for inspection at the registered office of the Company.</p>
Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 2 of this Notice, for approval by the Members of the Company.

Mr. Kailasnath Markand Adhikari and his relatives are deemed to be concerned or interested in Resolution No. 2 of this Notice to the extent of the Company's interest in the transaction and to the extent of their shareholding in Company and Related Party.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 2 of this Notice.



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For Sri Adhikari Brothers Television Network Limited

Sd/-

Kailasnath Markand Adhikari

Managing Director

DIN: 07009389

Date: 27th May, 2025

Place: Mumbai