

2nd September, 2017

To
The Manager – Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Dear Sir,

Symbol: SABTN

Sub: Intimation of 22nd Annual General Meeting to be held on Monday, 25th September, 2017 at 12:00 p.m and Book Closure.

With reference to the above captioned subject, we wish to inform you that the 22nd Annual General Meeting of the Company will be held on Monday, 25th September, 2017 at 12:00 p.m at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053. A copy of the Notice of 22th Annual General Meeting alongwith Attendance Slip and Proxy Form is enclosed with this letter.

Further, pursuant to Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Monday, 25th September, 2017 (both days inclusive). Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Sri Adhikari Brothers Television Network Limited



Shilpa Jain
Company Secretary and Compliance Officer
ACS No.: 24978



(Encl: As above)

Attn. Market Operations Department

Name of the Company: Sri Adhikari Brothers Television Network Limited

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
SABTN	Equity	Tuesday, 19 th September, 2017	Monday, 25 th September, 2017	N.A.	Annual General Meeting & Payment of Dividend

For Sri Adhikari Brothers Television Network Limited



Shilpa Jain
 Company Secretary and Compliance Officer
 ACS No.: 24978



NOTICE

Notice is hereby given that the **22nd (Twenty Second) Annual General Meeting** of the members of Sri Adhikari Brothers Television Network Limited will be held on Monday, 25th day of September, 2017 at 12:00 noon at Celestial Banquets, B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company, for the year ended 31st March, 2017 together with Board's Report and Auditors' Report thereon;
2. To declare dividend on Equity Shares for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Mrs. Kalindi Jani (DIN: 06955542) Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (FRN: 116627W) as the Statutory Auditors of the Company to hold office from the conclusion of 22nd Annual General meeting until the conclusion of 27th Annual General Meeting and to fix their remuneration in place of retiring statutory auditors M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W), who hold office upto the conclusion of 22nd Annual General Meeting.

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (FRN: 116627W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 22nd Annual General Meeting (AGM) upto the conclusion of 27th AGM to be held for financial year ending 31st March, 2022 (subject to ratification by members at every AGM held after this AGM), and to audit the financial statements of the Company for the financial years from 2017-18 to 2021-22 in place of retiring auditors M/s. A. R. Sodha & Co, Chartered Accountants (FRN: 110324W), who hold office upto the conclusion of 22nd AGM and the Board of Directors be and is hereby authorized to fix the remuneration as may be agreed upon between the auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF MR. GAUTAM ADHIKARI AS CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Gautam Adhikari (DIN: 00026444) be and is hereby re-appointed as Chairman and Whole Time Director of the Company for a period of 5 (Five) years w.e.f. 1st October, 2017 to 30th September, 2022 at a remuneration of ₹ 6,00,000/- per annum (inclusive of all perquisites and allowances).

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Gautam Adhikari as Chairman and Whole-time Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration, subject to provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution from time to time."

6. APPOINTMENT OF MR. RAKESH JAIN (DIN: 05125278) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Mr. Rakesh Jain (DIN: 05125278), who was appointed as an Additional (Independent) Director of the Company with effect from 22nd August, 2017 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mr. Rakesh Jain for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such up to 21st August, 2022, who shall not be liable to retire by rotation."

7. AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE OFFER, ISSUE AND ALLOT FURTHER SECURITIES OF THE COMPANY

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 41, 42, 62, 71 and all other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all applicable laws and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and subject to any other necessary approval, consent, permission and/or sanction of the Securities and Exchange Board of India (**"SEBI"**), Government of India (**"GOI"**), Reserve Bank of India (**"RBI"**), Foreign Investment Promotion Board (**"FIPB"**), Department of Industrial Policy & Promotion (**"DIPP"**) and/or any other appropriate authorities, including Banks, Financial Institutions or other Creditors; subject to the provisions of the Foreign Exchange Management Act, 1999 (**FEMA**), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, as amended and all applicable regulations framed and notifications issued there under; SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**"SEBI Regulations"**), including the guidelines for Qualified Institutional Placement prescribed in Chapter VIII thereof; subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee(s) constituted /to be constituted by the Board to exercise its powers including powers conferred on the Board by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, in the course of one or more public/private offerings in domestic and/or in the course of international offerings with or without green shoe options, equity shares (including Qualified Institutions Placement (**QIPs**) under ICDR Regulations) and/or equity shares through Global Depository Receipts (**GDRs**) and/or American Depository Receipts (**ADRs**) or Foreign Currency Convertible Bonds (**FCCBs**) and/or other securities convertible into equity shares at the option of the Company and/or holder(s) of such securities and/or securities linked to equity shares and/or securities including non convertible debentures with warrants or other securities with or without warrants, which may be either detachable or linked and which warrant has a right exercisable by the warrant holder to subscribe for equity shares and/or any instruments or securities representing either equity shares and/or convertible securities linked to equity shares (including the issue and allotment of equity shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred as **"securities"**) to eligible investors under applicable laws, regulations and guidelines whether residents or non residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, and/or multilateral financial institutions and/or individuals and/or trustees and/or stabilizing agents or otherwise and whether or not such investors are members of the Company, through Prospectus and/or Letter of Offer or Circular and/or on public and/or private/preferential basis, such issue and allotment to be made at such times/intervals, in one or more tranches, for cash, at such price or prices, in such manner and where necessary, in consultation with the Book Running Lead Managers and/or other Advisors or otherwise, on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of securities provided that the total amount raised through the issuance of such securities shall not exceed ₹ 250 Crores (Rupees Two Hundred and Fifty Crores Only) or its equivalent in one or more currencies, including premium if any, as may be decided by the Board.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into Equity Shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out under the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or such other date as may be prescribed under applicable law.

RESOLVED FURTHER THAT the Board be and hereby authorized to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the

stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.

By Order of the Board of Directors

Shilpa Jain
Company Secretary & Compliance Officer
ACS No.: 24978

Place: Mumbai
Date: 22nd August, 2017

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights, provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
3. Members/ Proxies are requested to bring their duly filled in Attendance slip along with their copy of Annual Report to the Annual General Meeting (AGM). Corporate members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM (including through e-voting).
4. Brief resume of the Director proposed to be appointed/ re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures/consent from the Directors pertaining to their appointment.
5. (a) Pursuant to Regulation 42 of the Listing Regulations, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th day, September, 2017 to Monday, 25th day of September, 2017 (both days inclusive) for determining the name of members eligible for dividend on Equity shares, if approved by the members at the ensuing AGM.
- (b) The Dividend on Equity Shares, if declared at the AGM, will be credited / dispatched between Tuesday, 3rd October, 2017 and Friday, 6th October, 2017 and those members whose name shall appear on the Company's Register of Member on Monday, 25th day of September, 2017 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.

6. The Register of Directors' and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) form may update such details with their respective Depository Participants.
8. Members are requested to forward all Share Transfers and other communications, correspondence including dividend mandate to the **RTA** – M/s. Sharex Dynamic (India) Private Limited, Unit: Sri Adhikari Brothers Television Network Limited, Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri - Kurla Road, Andheri (East), Mumbai - 400072 and members are further requested to always quote their Folio Number in all correspondence with the Company.
9. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their share certificate(s) to enable the Company to consolidate their holding into one folio for better services.
10. Members desirous of seeking any information on the financials and operations of the Company are requested to address their queries to the Company Secretary & Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.
11. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc. having photo identity) while attending the meeting.
12. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
13. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use National Electronic Clearing Service (NECS) facility to deposit dividend into investors' bank account, as per the details available with the depositories and/or Company. The members who have not updated their bank account details and wish to avail this facility in the future and requested to update their bank account details by submitting the NECS Mandate form enclosed with the Annual Report and the same is also available on the website of the Company i.e. www.adhikaribrothers.com.
14. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid and unclaimed dividend for the financial year 2008-09 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The balance amount lying in Unpaid Dividend Account for the financial year 2009-10 is due for transfer to IEPF on 5th November, 2017. Members whose dividend remained unclaimed for the aforesaid financial year and subsequent financial years are requested to write to the Company immediately claiming the dividends declared by the Company.

15. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 as amended by Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 effective from 28th February, 2017. The said Rules provide for manner of transfer of shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years to DEMAT Account of the Investor Education and Protection Fund (IEPF) Authority.

In compliance with said Rules, the Company has sent communication to those shareholders who have not encashed dividend for a period of 7 years and whose shares are liable to be transferred to IEPF and simultaneously published an advertisement in newspaper to enable the shareholders to make a valid claim for encashment of dividend. In absence of any valid claim, the respective shares will be transferred to DEMAT Account of the IEPF Authority.

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
17. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch,

account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

18. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records.

Members are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form annexed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post/ or by submitting the same at the time of AGM.

The e-mail ID provided shall be updated subject to successful verification of their signature/s as per records available with the RTA of the Company.

19. The Notice of the 22nd AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the courier.
20. Route Map for the venue of the proposed AGM 2017 of the Company, is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Annual Report and is also uploaded on the website of the Company, i.e. www.adhikaribrothers.com.
21. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of Listing Regulations and SS-2 issued by ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 22nd AGM of the Company, dated 22nd August, 2017 (the AGM Notice).

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the 22nd AGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, as the Scrutinizer for scrutinizing the e-voting and the voting process at the AGM in a fair and transparent manner.

E- Voting is optional.

Instructions for e-voting are as under:

- I. In case of member receiving e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depository participant(s)).
 - a. Open e-mail and open PDF file viz: "e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains user ID and password/PIN for e-voting. Please note that this password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
 - b. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-login.
 - d. Put your user ID and password. Click Login.
 - e. Password change menu appears. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep the password confidential.
 - f. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - g. Select **"EVEN"** of **"Sri Adhikari Brothers Television Network Limited"**.

- h. Now you are ready for e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify their vote.
 - l. Institutional members (i.e. other than individuals, HUF, NRI etc.) are 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 "scrutinizer@mgconsulting.in" with a copy marked to evoting@nsdl.co.in; mentioning in subject line "E-voting for 22nd AGM of Sri Adhikari Brothers Television Network Limited".
- II. In case of member receiving physical copy of the Notice of AGM by courier [members whose e-mail ID's are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Attendance Slip:
- | EVEN (E-Voting Event Number) | User ID | Password/PIN |
|------------------------------|---------|--------------|
| | | |
- ii. Please follow all steps from Sr. No. (b) to (l) above, to cast vote.
 - iii. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

Other Instructions:

- a. The e-voting period begins on Friday, 22nd September, 2017 (10:00 am) and ends on Sunday, 24th September, 2017 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- b. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 18th September, 2017. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
- c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, 18th September, 2017 may obtain the login ID and Password by sending a request at evoting@nsdl.co.in.
- d. If you have forgot your password, you can reset your password by using "Forgot User details/password" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
- e. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- f. M/s. Manish Ghia & Associates, Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the voting and e-voting process in fair and transparent manner.
- g. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who present at the AGM but have not casted votes by availing the e-voting facility.
- h. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and e-voting, will, not later than 48 hours of conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company www.adhikaribrothers.com and on the website of the NSDL www.evoting.nsdl.com. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 5**

Mr. Gautam Adhikari is promoter and is associated with the Company since incorporation. Mr. Gautam Adhikari was appointed as the Chairman & Whole Time Director of the Company w.e.f. 1st October, 2008 and shoulders a huge responsibility. He was re-appointed again for a further period of three years w.e.f. 1st October, 2014 and his tenure expires on 30th September, 2017.

In order to conserve the resources of the Company for future growth and expansion, Mr. Gautam Adhikari requested the Board to re-consider his remuneration and waive off certain portion from his existing remuneration. Pursuant to his request and as recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 22nd August, 2017 re-appointed Mr. Gautam Adhikari as Whole Time Director for a further period of 5 (Five) years w.e.f. 1st October, 2017, at a revised remuneration of ₹ 6,00,000/- per annum subject to the approval of the members of the Company.

The Board recommends the Ordinary Resolution as set out in item no. 5 of the Notice for approval of the shareholders.

Except Mr. Gautam Adhikari, being the appointee and Mr. Markand Adhikari, relative of the appointee none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No. 6

Mr. Rakesh Jain was appointed as an Additional (Independent) Director of the Company w.e.f. 22nd August, 2017. He is a Law Graduate from the University of Mumbai. He has more than 15 years of experience in Legal field and is also an expert in Arbitration Procedures.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Rakesh Jain holds office as such upto the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation.

Mr. Rakesh Jain has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

In the opinion of the Board, Mr. Rakesh Jain proposed to be appointed as Independent Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and is independent of the management.

Brief resume of Mr. Rakesh Jain as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 of the Notice for approval of the shareholders.

Except, Mr. Rakesh Jain 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. 7

The Company is one of the front runners in the Business of Content Production and Syndication.

The Company intends to expand its business further wherein a good amount of funds need to be infused in the business. To meet such capital expenditure, long term working capital requirements, other requirements arising out of expansion of business activities, and for general corporate purposes including but not limited to repayment or prepayment of loans taken, the Company proposes to mobilize the funds by way of offer / issue and allot in the course of international/ domestic offering (s) in one or more tranches to foreign investors/ domestic financial institution/ mutual funds/ other eligible entities, equity shares of nominal value of ₹ 10/- each or equity shares underlying securities in the form of QIP(s) / GDR(s) / ADR(s) / FCCB(s) and/ or any other permitted instruments/ securities convertible into equity shares (at a later date as may be determined by the Board of Directors) for an aggregate value not exceeding ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only).

The detailed terms and conditions of the offer will be determined in consultation with Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required to be consulted by the company considering the prevailing market conditions and other relevant factors.

Pursuant to Sections 41, 42, 62 and 71 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended a Company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the Special Resolution. If approved by shareholders, QIP issue shall be completed within one year from the date of passing of Special Resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the shareholders of the Company to offer, create, issue and allot above Securities, in one or more tranches, to Investors inter alia through QIP by way of private placement or otherwise and to authorize the Board of Directors (including any Committee(s) thereof authorized for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discounts as may be permitted under said SEBI Regulations.

The proposed resolution is an enabling resolution conferring authority on the Board of Directors to cover all the present and future contingencies and corporate requirements in terms of Section 41, 42, 62 and 71 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Listing Regulations, which requires that new shares are first to be offered on pro-rata basis to the existing shareholders of the Company, unless the shareholders at a general meeting decides otherwise by passing a Special Resolution.

The Board recommends the Special Resolution as set out at Item no. 7 of the Notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

By Order of the Board of Directors

Shilpa Jain
Company Secretary & Compliance Officer
ACS No.: 24978

Place: Mumbai
Date: 22nd August, 2017

In pursuance of the provisions of Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Director(s) seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	Mrs. Kalindi Jani	Mr. Gautam Adhikari	Mr. Rakesh Jain
DIN	06955542	00026444	05125278
Date of Birth (Age)	14 th July, 1969 (48 years)	23 rd September, 1950 (67 years)	24 th January, 1976 (41 years)
Nationality	Indian	Indian	Indian
Date of Appointment as Director	23 rd August, 2014	19 th December, 1994	22 nd August, 2017
Designation	Non - Executive Director	Chairman and Whole Time Director	Independent Director
Qualification	Bachelor of Arts from University of South Gujarat	Diploma in Commercial Art from Govt. of Maharashtra - Higher Art Examinations.	Bachelor of Commerce and Law Graduate from University of Mumbai
Experience/ Expertise	She is having a vast experience of more than 22 years in various fields including Media and Entertainment Industry.	He is having an experience of more than three decades in the Media & Entertainment Industry	He is Practicing Advocate in High Court of Bombay City Civil and Sessions Court since 2001 .
Shareholding in the Company (Equity Shares of ₹ 10/- each)	NIL	41,93,129 Equity Shares	Nil
Terms and Conditions of appointment or re-appointment	There is no change in terms of appointment including remuneration.	5 (Five) years w.e.f 1 st October, 2017 to 30 th September, 2022	Independent Director for a term of 5 (Five) years up to 21 st August, 2022.
Remuneration sought to be paid	No remuneration is paid, except sitting fees	₹ 6,00,000/- per annum	No remuneration is proposed to be paid except sitting fees
Remuneration last drawn	No remuneration is paid, except sitting fees	₹ 7,00,000/- per month	Not Applicable
Number of meetings of the Board attended during the financial year	9 (Nine)	9 (Nine)	Not Applicable
Justification for choosing the appointee for appointment as Independent Director	Not Applicable	Not Applicable	He is a qualified as Law Graduate from Mumbai University having rich experience in the Legal field. He is an expert in the Arbitration process which will be helpful for the Company
List of Directorship held in various other Companies	Nil	1. TV Vision Limited 2. HHP Broadcasting Services Private Limited 3. UBJ Broadcasting Private Limited 4. MPCR Broadcasting Service Private Limited 5. Dream Merchant Content Private Limited 6. SAB Entertainment Network Private Limited 7. Marvel Media Private Limited 8. Global Showbiz Private Limited 9. Prime Global Media Private Limited 10. SABGROUP Content Network Private Limited (formerly known as "Magnificent Media Vision Private Limited") 11. SAB Global Entertainment Media Private Limited 12. Krishna Showbiz Services Private Limited 13. Titanium Merchant Private Limited 14. Sri Lotus Value Realty Private Limited 15. SAB Media Networks Private Limited	1. Rivendell Developers Private Limited 2. Arim Developers Private Limited
List of Chairmanship(s) and Membership (s) in other listed Companies	NIL	Chairmanship: Nil Membership in TV Vision Limited in: a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders' Relationship Committee	Nil
Relationship with other Directors of the Company	Not Related	Brother of Mr. Markand Adhikari, Vice Chairman & Managing Director	Not Related



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400 053

Email: investorservices@adhikaribrothers.com **Website:** www.adhikaribrothers.com

Phone: 91- 22 - 40230000, **Fax:** 91- 22 - 26395459

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Registered Folio / DP ID & Client ID	
Name of the Shareholder(s)	
Father's / Mother's / Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail ID	
PAN or CIN (in case of Body Corporate)	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Place: _____

Date: _____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company viz. Sharex Dynamic (India) Pvt. Ltd.; Unit No. 1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai -400072.

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you,

For Sri Adhikari Brothers Television Network Limited

Gautam Adhikari
Chairman & Whole Time Director
DIN : 00026444



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

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Email: investorservices@adhikaribrothers.com **Website:** www.adhikaribrothers.com

Phone: 91- 22 - 40230000, **Fax:** 91- 22 - 26395459

ATTENDANCE SLIP

22ND ANNUAL GENERAL MEETING ON MONDAY, 25TH SEPTEMBER, 2017

Registered Folio/ DP ID & Client ID	
Name and address of the shareholder(s) Joint Holder 1 Joint Holder 2	
No. of shares held	

I/We hereby record my/our presence at the 22nd Annual General Meeting of the members of the Company held at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053, on Monday, 25th September, 2017 at 12.00 noon.

.....
Member's/Proxy's name **(in Block Letters)**

.....
Member's/Proxy's Signature

Note:

1. Please fill in the Folio/DP ID/Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE HALL OF THE MEETING**.
2. Please read the instructions for E-Voting given along with this Notice. The E- Voting period commences from Friday, 22nd September, 2017 (10.00 a.m.) and ends on Sunday, 24th September, 2017 (05:00 p.m.). The Remote E-Voting module shall be disabled by NSDL for voting thereafter.

ELECTRONIC VOTING PARTICULARS

EVEN (REMOTE E-VOTING EVENT NUMBER)	USER ID	PASSWORD



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400 053

Email: investorservices@adhikaribrothers.com **Website:** www.adhikaribrothers.com

Phone: 91- 22 - 40230000, **Fax:** 91- 22 - 26395459

PROXY FORM

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

22ND ANNUAL GENERAL MEETING ON MONDAY, 25TH SEPTEMBER, 2017

Name of the member(s):	
Name(s) of the Joint holder, if any:	
Registered address:	
E-mail Id:	
Folio No./DPID*/ClientID (*Applicable to investors holding shares in Dematerialized Form)	

I/We being a member(s) of Shares of the above named Company hereby appoint:

- (1) Name
Address
Email Id: Signature or failing him/her;
- (2) Name
Address
Email Id: Signature or failing him/her;
- (3) Name
Address
Email Id: Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 12 pm. at Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053, and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of share(s))		
	Ordinary Business:	For	Against	Abstain
1.	Ordinary Resolution for adoption of Audited Financial Statements (including the Consolidated Audited Financial Statements) for the year ended 31 st March, 2017 along with Board's Report and Auditors' Report thereon.			
2.	Ordinary Resolution for declaration of Dividend on Equity Shares for the Financial Year ended 31 st March, 2017			
3.	Ordinary Resolution for appointment of a director in place of Mrs. Kalindi Jani (DIN: 06955542) Director who retires by rotation and being eligible, offers herself for re-appointment.			
4.	Ordinary Resolution for appointment M/s. Pravin Chandak & Associates (having FRN: 116627W), as the Statutory Auditors of the Company in place of M/s. A. R. Sodha and Co., Chartered Accountants, Mumbai and to fix their remuneration.			
	Special Business:			
5.	Ordinary Resolution for re-appointment of Mr. Gautam Adhikari as Chairman And Whole Time Director of the Company.			
6.	Ordinary Resolution for appointment of Mr. Rakesh Jain (DIN: 05125278) as an Independent Director of the Company			
7.	Special Resolution for authorizing the Board of Directors to create offer, issue and allot further securities of the Company .			

Affix
Revenue
Stamp
Re.0.15

Signed this day of , 2017

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. 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.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deemed appropriate.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Proxy need not to be the shareholder of the Company.

ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING

