SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD

SABGROUP

September 25, 2018

To

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

Symbol: SABTN

Sub.: Proceedings of 23rd Annual General Meeting of the Company held on Tuesday, September 25, 2018

Dear Sir,

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the 23rd Annual General Meeting ("AGM") of the Members of the Company held on Tuesday, September 25, 2018 at 12.30 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053.

Thanking you,

Yours faithfully,

For **Sri Adhikari Brothers Television Network Limited**

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD. MUMBAI

Shilpa Jain
Company Secretary & Compliance Officer
ACS : 24978

Encl.: A/a

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.
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PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, SEPTEMBER 25, 2018

The 23rd Annual General Meeting ("AGM") of the Company was convened and held on Tuesday, September 25, 2018 at 12.30 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai - 400 053.

The meeting commenced at 12.30 p.m.

Mr. Markand Adhikari, Chairman and Managing Director of the Company, chaired the meeting.

Before proceeding with the business of the meeting, the Chairman requested the members present to observe silence of two minutes in memory of late Mr. Gautam Adhikari, former Chairman of the Company.

Total 36(Thirty Six) members were personally present at the AGM.

As the requisite quorum was present, the Chairman called the meeting to order. He introduced the Board Members present on the dais. He informed the members present that:

- The Company has received 1 (One) Proxy and 07 (Seven) Authorized Representations from Bodies Corporates u/s 105 and 113 respectively of the Companies Act, 2013 ("the Act").
- The Notice convening the AGM and the Annual Report containing the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended on March 31, 2018 together with Boards' Report and Auditor's Report thereon along with Notes to the Financial Statements were duly dispatched to the shareholders by e-mail and courier.
- The relevant Registers and documents under the applicable provisions of the Act and the Rules made thereunder were laid on the table and were open for inspection for the members during the AGM.
- He confirmed that the meeting was called, conveyed and conducted as per the applicable laws and Secretarial Standards.

Mr. Markand Adhikari, Chairman & Managing Director, briefed them about the performance of the Company during the financial year under review. With the permission of the shareholders present, the notice of the AGM was taken as read.

The Chairman read the Report submitted by the Statutory Auditors and Secretarial Auditors of the Company which contained certain observations. After providing satisfactory clarification on the aforesaid observations, the Management of the Company preceded the Meeting and with due permission of the members present the reports were taken as read.

The Meeting was then taken ahead to the Agenda items as appended in the Notice of the said AGM.

The Chairman further informed that:

- As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, all the members were provided with the facility to exercise voting by electronic means through E-voting platform of National Securities Depository Limited (NSDL) on the resolutions as set forth in the Notice of the AGM dated August 13, 2018.
- The E-voting period commenced on Saturday, September 22, 2018 at 10.00 a.m. and ended on Monday, September 24, 2018 at 5.00 p.m.
- The Company had also provided the facility for voting through Poll papers to those members who were present at the AGM, either personally or through proxy and who had not cast their vote earlier through E-voting on the resolutions as set forth in the Notice of the AGM.
- The Board of Directors had appointed M/s. Manish Ghia & Associates, Company Secretaries (FCS 6252), Mumbai as the Scrutinizer to scrutinize the E-voting process and voting through Poll Paper at the venue of the AGM, in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated August 13, 2018, were then put to vote through Poll Paper (to be voted by only those shareholders who have not casted their vote earlier through e-voting):

Item No.	Agenda Items	Type of Resolution
	Ordinary Business	
1	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2018 together with the Board's Reports and Auditors' Report thereon.	Ordinary
2	To appoint a Director in place of Mr. Markand Adhikari (DIN: 00032016), Director of the Company, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
3	To re-appoint M/s. P. Parikh & Associates, Chartered Accountants, Mumbai (FRN: 107564W) as the Statutory Auditors of the Company to hold office from the conclusion of 23rd Annual General meeting until the conclusion of 27th Annual General Meeting and to fix their remuneration.	Ordinary
	Special Business	
4	To re-appoint Mr. Markand Adhikari (DIN: 00032016) as Vice-Chairman and Managing Director of the Company.	Ordinary
5	To appoint Dr. Ganesh P Raut (DIN: 08047742) as an Independent Director of the Company.	Ordinary
6	To appoint Mr. Umakanth Bhyravajoshyulu (DIN: 08047765) as an Independent Director of the Company.	Ordinary
7	To appoint Mr. M. Soundara Pandian (DIN: 07566951) as an Independent Director of the Company.	Ordinary
8	To appoint Mrs. Latasha Laxman Jadhav (DIN: 08141498) as a Non - Executive Woman Director of the Company.	Ordinary

Clarifications were provided to the queries raised by the members on the aforesaid Agendas.

The Scrutinizer locked and sealed the empty Poll box in presence of the members. The shareholders/ proxy shareholders after casting their votes deposited filled up Poll papers in the Poll Box. The Poll box with the Poll papers was handed over to the Scrutinizer.

The Chairman further informed the shareholders present that the consolidated results of the voting will be declared within 48 hours from the conclusion of the AGM upon receipt of the Scrutinizer's Report and will be displayed at the Registered Office of the Company situated at 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West),

Mumbai - 400 053. The same will also be made available on the Company's website www.adhikaribrothers.com and on the website of NSDL viz. www.evoting.nsdl.com and be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

After conclusion of the voting process the meeting ended with a vote of thanks to the Chair.

Kindly take the same on your records.

Yours faithfully,
For **Sri Adhikari Brothers Television Network Limited**

Shilpa Jain
Company Secretary & Compliance Officer
ACS : 24978