SRI ADHIKARI BROTHERS
TELEVISION NETWORK LTD.

27th September, 2014

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

Dear Sir,

SYMBOL: SABTNL
Sub.: Proceedings of the 19th Annual General Meeting held on 26th September, 2014

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 19th Annual General Meeting of the Company held on Friday, 26th September, 2014 at 10.30 a.m. at Celestial Banquets, B-47, Paramount Building, Monginis Factory Lane, opp. Citi Mall, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided e-voting facility to the members to vote on the matters to be transacted at the 19th Annual General Meeting. Further, physical Assent/Dissent forms were also sent to the members to vote who did not have facility to use e-voting platform. CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as the Scrutinizer for the E-voting process.

The Annual General Meeting was attended by requisite quorum and following businesses were transacted:

1. **APPROVAL OF ACCOUNTS:**

   The members approved the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended as on that date together with Reports of the Board of Directors' and Auditors' thereon by passing Ordinary Resolution with requisite majority.

2. **DECLARATION OF DIVIDEND:**

   The members approved the payment of dividend of Rs.0.60/- per Equity share, being 6% of the paid-up equity capital of Company for the year ended 31st March, 2014 by passing Ordinary Resolution unanimously.

3. **RE-APPOINTMENT OF MR. GAUTAM ADHIKARI, WHOLE TIME DIRECTOR:**

   The members re-appointed Mr. Gautam Adhikari as Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing Ordinary Resolution with requisite majority.

Initials

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD. MUMBAI

Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.
Tel.: 022-40230000 | Fax: 022-26395459
E-mail: admin@adhikaribrothers.com | Website: www.adhikaribrothers.com
CIN - L32200MH1994PLC083853

4. **RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

The members re-appointed M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W) as Statutory Auditors of the Company, who shall hold the office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing Ordinary Resolution with requisite majority.

5. **APPOINTMENT OF MR. PRASANNAKUMAR GAWDE AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The members appointed Mr. Prasannakumar Gawde as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

6. **APPOINTMENT OF MR. ARUN KHAKHAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The members appointed Mr. Arun Khakhar as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

7. **APPOINTMENT OF MR. MANMOHAN S. KAPUR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The members appointed Mr. Manmohan S. Kapur as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

8. **APPOINTMENT OF MRS. KALINDI JANI AS A DIRECTOR OF THE COMPANY:**

The members appointed Mrs. Kalindi Jani as a Director of the Company w.e.f. 23rd August, 2014, who shall be liable to retire by rotation by passing Ordinary Resolution with requisite majority.

9. **ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY:**

The members approved and adopted the new set of Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company by passing Special Resolution with requisite majority.

10. **RE-APPOINTMENT MR. GAUTAM ADHIKARI AS CHAIRMAN & WHOLE TIME DIRECTOR OF THE COMPANY**

The members re-appointed Mr. Gautam Adhikari as Chairman & Whole Time Director of the Company for a period of 3 years w.e.f. 1st October, 2014 to 30th September, 2017 by passing Special Resolution with requisite majority. Initials

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11. REVISION IN REMERATION OF MR. MARKAND ADHIKARI, VICE-CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

The members approved revision in remuneration of Mr. Markand Adhikari, Vice- Chairman & Managing Director of the Company for remaining period of his tenure w.e.f. 18th August, 2014 to 17th August, 2015 by passing Special Resolution with requisite majority.

12. AUTHORIZE BOARD OF DIRECTORS TO CREATE, OFFER, ISSUE AND TO ALLOT FURTHER SECURITIES FOR AN AMOUNT NOT EXCEEDING RS. 150 CRORES

The members approved to authorize Board of Directors to create, offer, issue and to allot further securities for an amount not exceeding Rs.150 crores by passing Special Resolution with requisite majority.

Please take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Sri Adhikari Brothers Television Network Limited**

Gautam Adhikari
Chairman & Whole Time Director
DIN: 00026444

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