



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

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

Notice pursuant to Section 192A (2) of the Companies Act, 1956

Dear Member(s),

NOTICE is hereby given that the resolutions as set out in this notice at item nos. 1 to 4 are proposed to be passed by means of postal ballot process as prescribed under Section 192A of the Companies Act, 1956 ("the Act") read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 ("the Rules").

Accordingly, the proposed resolutions and explanatory statement thereto are sent to you along with the postal ballot form for your consideration. The Company has appointed Mr. Manish L. Ghia, Practising Company Secretary, Mumbai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed overleaf of the postal ballot form and return the said form duly completed in all respects, in the enclosed self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Tuesday, the 11th day of January, 2011.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballot forms received and the results of the voting by postal ballot will be announced by the Chairman on Wednesday, the 12th day of January, 2011 at 5.00 p.m. at the registered office of the Company.

PROPOSED RESOLUTIONS:

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

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions of the Companies Act, 1956, the authorized share capital of the company be increased from Rs. 30,00,00,000/- (Rupees thirty crores only) divided into 3,00,00,000 (Three crores) equity shares of Rs. 10/- (Rupees ten only) each to Rs. 35,00,00,000/- (Rupees thirty five crores only) divided into 3,50,00,000 (Three crores fifty lakhs) equity shares of Rs. 10/- (Rupees ten only) each by creation of 50,00,000 (Fifty lakhs) equity shares of Rs. 10/- (Rupees ten only) each, ranking pari-passu with the existing equity shares of the company; and the relevant Capital Clause in the Memorandum & Articles of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to Section 16 of the Companies Act, 1956 the existing Clause V of the Memorandum of Association of the company be substituted by the following new Clause :

V. The authorized share capital of the Company is Rs. 35,00,00,000/- (Rupees thirty five crores only) divided into 3,50,00,000 (Three crores fifty lakhs) equity shares of Rs. 10/- (Rupees ten only) each."

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

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956 the existing Article 3 of Articles of Association of the company be & is hereby substituted by the following new Article:

3. The authorized share capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty five crores only) divided into 3,50,00,000 (Three crores fifty lakhs) equity shares of Rs. 10/- (Rupees ten only) each."

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

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any modification or reenactment thereof, for the time being in force), 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 listing agreements entered into by the Company with the stock exchange(s) where the Company's shares are listed and subject to any other necessary approval, consent, permission and/or sanction of the Central Government, Reserve Bank of India, Ministry of Finance, 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; Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2009, 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 by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution, consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot, in the course of one or more public / private offerings in domestic and /or in the course of an international offering with or without green shoe options, equity shares (including Qualified Institutions Placement (QIP's) under ICDR Regulations) and/ or equity shares through Depository Receipts and / or convertible bonds 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 & 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 & guidelines whether residents or non residents and / or institutions/ banks and / or incorporated bodies , mutual funds, venture capital funds, and /or multi lateral 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 & 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 Rs.125 Crores (One Hundred Twenty Five Crores) or its equivalent in one or more currencies , including premium if any, as may be decided by the Board, to investors mentioned above.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid securities may have all or any terms & conditions or combination of terms in accordance with applicable Regulations, prevalent market practices etc.

RESOLVED FURTHER THAT the Company and/or any agency or body or person authorized by the board, may issue Depository Receipts representing the underlying equity shares in the Capital of the Company or such other securities in negotiable , registered or bearer form (as may be permissible) with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per the market practices and regulations (including listing on one or more stock exchange(s) in or outside India)

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the Depository Receipts and/or securities issued pursuant to QIP shall be the date on which the Board of the Company decides to open the proposed issue, or the date on which the holder of securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said equity shares, as the case may be ("Relevant Date").

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities or as may be necessary in accordance with the terms of the offering, all such equity shares shall rank pari passu with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of securities or securities representing the same or equity shares, as described herein above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation the utilization of issue proceeds, entering into of underwriting and marketing arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit."

By Order of the Board of Directors

Place: Mumbai
Date: 11/12/2010

Gautam Adhikari
Chairman & Whole Time Director

Regd. Office:
6th Floor, Adhikari Chambers, Oberoi Complex,
New Link Road, Andheri (West),
Mumbai - 400053

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO. 1, 2 & 3:

The authorized share capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Company plans to raise funds through issue of equity shares by way of QIPs / GDRs / ADRs / FCCBs and/ or any other permitted instruments/ securities convertible into equity shares. It is, therefore, considered necessary to increase the authorized share capital of the Company from Rs. 30,00,00,000/- to Rs. 35,00,00,000/- by creation of 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs.5,00,00,000/- (Rupees Five Crores Only), which will rank pari passu in all respect with the existing equity shares in the Company. The proposed increase of the authorized share capital of the Company requires the approval of the members in the general meeting. Consequent upon the increase in authorized share capital of the Company, its Memorandum & Articles of Association also require alteration so as to reflect the increase in authorized share capital.

The board recommends the resolutions for your approval at item nos. 1, 2 & 3 of the notice.

None of the Directors of the Company is concerned or interested in the resolutions.

ITEM NO. 4:

Mastiii, a music and comedy television channel was successfully launched by TV Vision Private Limited, a wholly owned subsidiary company in July, 2010 and series of niche television channels are proposed to be launched in the near future through other wholly owned subsidiary Companies. In order to meet the 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 Rs. 10/- each or equity shares underlying securities in the form of QIPs / GDRs / ADRs / FCCBs 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 Rs. 125 Crores (Rupees one hundred twenty five crores) equivalent to US \$ (inclusive of premium on equity shares).

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.

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 81 (1A) of the Companies Act, 1956 and the listing agreement entered into with stock exchange(s), 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. Accordingly, consent of the shareholders is being sought pursuant to the provisions of Section 81 (1A) and all other applicable provisions of the Companies Act, 1956 and in terms of the listing agreement executed by the company with the stock exchange(s) where its shares are listed.

The board recommends the resolution for your approval at item no. 4 of the Notice.

None of the Directors of the Company are concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 11/12/2010

Gautam Adhikari
Chairman & Whole Time Director

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6th Floor, Adhikari Chambers, Oberoi Complex,
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