



FOR THE ATTENTION OF COMPANY'S SHAREHOLDERS

The Hon'ble High Court of Judicature at Bombay has vide its Order dated 21st November, 2015 sanctioned the Composite Scheme of Amalgamation and Arrangement between Maiboli Broadcasting Private Limited ("MBPL/Transferor Company") and Sri Adhikari Brothers Assets Holding Private Limited ("SAB Assets/First Demerged Company") and Sri Adhikari Brothers Television Network Limited ("SABTNL/Second Demerged Company") and UBJ Broadcasting Private Limited ("UBJ/Third Demerged Company") and HHP Broadcasting Services Private Limited ("HHP/ Fourth Demerged Company") and MPCR Broadcasting Service Private Limited ("MPCR/ Fifth Demerged Company") and TV Vision Limited ("TVL/First Resulting Company") and SAB Events & Governance Now Media Private Limited ("SAB Events/Second Resulting Company") and their Respective Shareholders (**hereinafter referred as "the Scheme"**) under Section under Section 391 to 394 of the Companies Act, 1956 read with Sections 78,100 to 103 and Section 52 and other applicable provisions of Companies Act ,1956 and Companies Act,2013. The Order of the High Court has been made effective on January 15, 2016 (being the date of filing the Court Order with the Registrar of Companies, Mumbai).

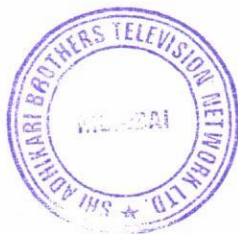
Pursuant to the Scheme, all assets and liabilities pertaining to each of the demerged undertakings i.e. Broadcasting Business Undertaking and Publication Business Undertaking of SABTNL (as defined in the Scheme), on a going concern basis, to the Resulting Companies i.e. TVL and SAB Events respectively with effect from Demerger Appointed Date i.e. January 15, 2016.

In terms of the Scheme, the Board of Directors of TVL and SAB Events respectively at their meeting held on March 30, 2016 have issued and allotted to each member of SABTNL whose name is recorded in the register of members and records of SABTNL as on the Record Date, being March 23, 2016, in the following ratio:

- 1 (one) Equity share of Rs 10/- each in TVL for every 1(one) equity shares of Rs 10/- each held by the equity shareholder in SABTNL; and
- 3 (Three) equity shares of Rs 10/- each in SAB Events for every 10 (Ten) equity shares of Rs 10/- each held in SABTNL.

This Communication is being issued for the general guidance of the shareholders of SABTNL for computing the proportionate cost of the acquisition of the equity shares of TVL and SAB Events vis-à-vis the cost of acquisition of the original equity shares of SABTNL for the purpose of computing capital gain/loss as per the provisions of the Income Tax Act, 1961 ('the Act') arising upon sale of the equity shares.

Section 49(2C) of the Act provides that the cost of acquisition of the shares of the Resulting Companies i.e. TVL and SAB Events, is to be computed by applying the proportion of net book value of the assets of Demerged Undertakings (Broadcasting Business Undertaking and Publication Business Undertaking respectively) to the net worth of the Demerged Company (SABTNL) immediately before the demerger. Accordingly the cost of acquisition of the equity shares of the Demerged Company (SABTNL) shall be the original cost of acquisition reduced by the cost of acquisition ascertained for the shares of TVL and SAB Events under Sec 49(2D) of the Act.



Registered Office:

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CIN: L32200MH1994PLC083853



Based on the Expert's opinion obtained by the Company, to determine post demerger cost of acquisition of equity share(s) of TVL and SAB Events in accordance with the provision of the Act, the shareholders are advised to apportion their pre-demerger cost of equity shares of SABTNL in the following manner: -

Name of the Company	% of cost of acquisition of SABTNL's Shares
Sri Adhikari Brothers Television Network Limited	33.94%
TV Vision Limited	64.92%
SAB Events & Governance Now Media Limited	1.14%
Total	100%

In terms of Section 47(vi)(d) of the Act, the issue of the shares by the Resulting Companies (i.e. TVL and SAB Events) to the shareholder of the Demerged Company (i.e. SABTNL), pursuant to the Scheme, will not be regarded as transfer and hence will not be taxable in the hands of the shareholders. Further in respect of the equity share(s) issued and allotted by TVL and SAB Events, the date of acquisition of equity shares, for the purpose of computation of capital gain/loss in the hands of the shareholder, as and when the shares are sold, will be the date of acquisition of original shares of SABTNL for each shareholder, as per Clause (g) in explanation 1 to section 2(42A) of the Income Tax Act, 1961.

Please note that this communication is merely for the general guidance of the shareholders and should not be considered as a substitute for any independent opinion that the shareholders may obtain. The Concerned regulatory, statutory or judicial authority, including any assessing officer/appropriate appellate authority, could take a different view. SABTNL/ TVL/ SAB Events take no express or implied liability in relation to this guidance.

Please note that if there is a change, including change having a retrospective effect in the statutory laws and regulations, the comments expressed in this communication would necessarily have to re-evaluate in light of the changes. SABTNL/ TVL/ SAB Events do not take the responsibility of updating this communication at any time in future.

Thanking You

For **Sri Adhikari Brothers Television Network Limited**

sd/-
Lehar Arora
Company Secretary and Compliance Officer
ACS No. : 34706

Date: 20th May, 2016



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