



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053

Tel: 91 22 40230000 | Fax: 91 22 26395459

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting (EGM) of the Members of Sri Adhikari Brothers Television Network Limited will be held on Tuesday, the 29th day of May, 2018 at 11.30 a.m. at GMS Banquets, Manmandir Co-Operative Housing Society, Sitladevi Complex, D. N. Nagar, New Link Road, Andheri (W), Mumbai - 400 053 to transact the following business.

SPECIAL BUSINESS:

ITEM NO.1 : APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') as amended from time to time read with Companies (Audit and Auditors) Rules, 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. P. Parikh & Associates, Chartered Accountants, Mumbai (Firm Registration No. 107564W) as the Statutory Auditors of the Company be and is hereby approved to fill the casual vacancy caused by the resignation of M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (Firm Registration No. 116627W).

RESOLVED FURTHER THAT M/s. P. Parikh & Associates, Chartered Accountants, Mumbai shall hold the office until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit of the Company for the year ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution and matters incidental thereto."

By Order of the Board of Directors

Sd/-

Shilpa Jain

Company Secretary & Compliance Officer

ACS: 24978

Date: 16th March, 2018

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY 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 business is annexed hereto and forms part of the Notice.
3. Members/ Proxies are requested to bring their duly filled in Attendance slip along with the copy of notice to the EGM. 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 EGM (including through e-voting).
4. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Registrar / Company.
6. The Notice of EGM and instructions for e-voting alongwith Attendance Slip and Proxy Form are being sent by electronic mode to all the members whose email address are registered with the Company/ Depository Participant(s) unless member has requested hard copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent by courier.
7. To support the 'Green Initiative', members who have not registered their email addresses are requested to register their Email IDs with the RTA, M/s. Sharex Dynamic (India) Private Limited for receiving the notice and other communications through electronic mode pursuant to Section 101 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time.
8. Route Map alongwith prominent landmark for the venue of the proposed EGM of the Company, is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Notice and is also uploaded on the website of the Company, i.e. www.adhikaribrothers.com.
9. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to cast their vote by electronic means on the resolution mentioned in notice of EGM dated 16th March 2018. The company has engaged the services of National Securities Depository Limited (NSDL) to provide evoting facility.

The facility of voting through polling papers shall also be made available at the venue of the EGM. The members attending the meeting who have not cast their vote through e-voting shall be able to exercise their voting rights at the Meeting. The Members who have already cast their votes through e-voting may attend the Meeting but shall not be entitled to cast their vote in the EGM.

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

E-Voting is optional.

Instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details of Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Members' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option is available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option is available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details of Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of "Sri Adhikari Brothers Television Network Limited".

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for members

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer 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 or send a request at evoting@nsdl.co.in

Other Instructions:

1. The e-voting period begins on Saturday, 26th May, 2018 (09:00 am) and ends on Monday, 28th May, 2018 (05:00 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 Tuesday, 22nd May, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
2. 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. Tuesday, 22nd May, 2018. 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 cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
3. 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. Tuesday, 22nd May, 2018 may obtain the login ID and Password by sending a request at evoting@nsdl.co.in.
4. The Chairman of the meeting shall, at the EGM, at the end of the discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the EGM but have not casted votes by availing the e-voting facility.
5. 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 Vice Chairman & Managing Director or any other person authorised in this behalf. 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 PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:

M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai, have resigned from the office of Statutory Auditors of the Company due to their pre-occupation, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 (Act). Any casual vacancy caused by resignation in the office of the Statutory Auditor can be filled by the members in general meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company at its meeting held on 16th March, 2018 has recommended the appointment of M/s. P. Parikh & Associates, Chartered Accountants, Mumbai, (FRN: 107564W) as Statutory Auditors of the Company to fill the casual vacancy caused in such office.

M/s. P. Parikh & Associates, Chartered Accountants, if appointed in the Extra Ordinary General Meeting shall hold office until the conclusion of the ensuing Annual General Meeting.

The Company has received the consent letter from M/s. P. Parikh & Associates, Chartered Accountants, Mumbai, to act as Statutory Auditors of the Company and that the appointment, if approved by the members, would be in compliance with the conditions as prescribed under Section 139 of the Companies Act, 2013 and that they satisfy the criteria as prescribed under Section 141 of the Companies Act, 2013.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise in the said resolution.

By Order of the Board of Directors
Sd/-
Shilpa Jain
Company Secretary & Compliance Officer
ACS: 24978

Date: 16th March, 2018
Place: Mumbai



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PROXY FORM

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

EXTRA ORDINARY GENERAL MEETING ON TUESDAY, 29TH MAY, 2018

Name of the member(s):	
Name(s) of the Joint holder, if any:	
Registered address:	
E-mail Id:	
Foilo 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 Extra Ordinary General Meeting of the Company to be held on Tuesday, 29th May, 2018 at 11.30 a.m. at GMS Banquets, Manmandir Co-operative Housing Society, Sitladevi Complex, D. N. Nagar, New Link Road, Andheri (W), Mumbai 400053 and at any adjournment thereof in respect of such resolution as indicated overleaf:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of share(s))		
		For	Against	Abstain
	Special Business:			
1	Ordinary Resolution for appointment of Statutory Auditors to fill the casual vacancy			
Signed this day of, 2018				Affix Revenue Stamp
Signature of shareholder(s)				
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 the resolution, 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.



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

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING ON TUESDAY, 29TH MAY, 2018

Registered Folio/ DP ID & Client ID :	
Name and address of The shareholder(s) :	
Joint Holder 1	
Joint Holder 2	
No. of share (s) held	
I/We hereby record my/our presence at the Extra Ordinary General Meeting of the members of the Company held on Tuesday, 29th May, 2018 at 11.30 a.m. at GMS Banquets, Manmandir Co-operative Housing Society, Sitladevi Complex, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053.	
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 Saturday, 26th May, 2018 (09.00 a.m.) and ends on Monday, 28th May, 2018 (05.00 p.m.). The Remote E-Voting module shall be disabled by NSDL for voting thereafter.

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN