

C O N T E N T S

General Information	2
Notice	3
Chairman's Statement	15
Performance Highlights	19
Directors' Report	20
Auditor's Report	27
Annual Accounts	30
Shareholders' Diary	44
Nomination Form	48



GENERAL INFORMATION

BOARD OF DIRECTORS

Gautam Adhikari
Chairman

Markand Adhikari
*Vice Chairman &
Managing Director*

Jeetendra Kapoor
Director

Arun Khakhar
Director

Anand Pandit
Additional Director

COMPANY SECRETARY

Shilpa Shah

REGISTERED OFFICE:

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

BRANCH:

Delhi Office:
1121/1122/1123,
Ansal Towers,
38, Nehru Place,
New Delhi – 110 019.

Bangalore Office:
S-203, Manipal Centre,
47-Dickenson Road,
Bangalore – 560 042.

Noida Office:
Unit No. 34/1, Sharma Market,
Sector V,
Noida – Uttar Pradesh.

BANKERS

Development Credit Bank Ltd.

AUDITORS:

A.R. SODHA & CO.,
Chartered Accountants,
101, Ashiana, 11th Road,
T.P.S. III, Santacruz (East),
Mumbai – 400 055.

STUDIO:

5B, 5th Floor,
Adhikari Chambers,
Oberoi Complex,
New Link Road, Andheri (West),
Mumbai – 400 053.

E.O.U

5A, 5th Floor,
Adhikari Chambers,
Oberoi Complex,
New Link Road, Andheri (West),
Mumbai – 400 053.

REGISTRAR & SHARE TRANSFER AGENTS

Sharex (India) Pvt. Ltd.,
(Formerly Hamco Share Registry Pvt Ltd.)

Corporate Office:

17/B, Dena Bank Building,
2nd Floor, Horniman Circle,
Fort, Mumbai – 400 001.

Branch Office:

Unit No.1, Luthra Ind. Premises,
Safed Pool, Andheri-Kurla Road,
Andheri (East),
Mumbai – 400 072.

DEPOSITORY REGISTRAR:

Intime Spectrum Registry Pvt. Ltd.,
260, Shanti Industrial Estate,
Sarojini Naidu Road, Mulund (W),
Mumbai – 400 080.

NOTICE



Notice is hereby given that the Sixth Annual General Meeting of the Shareholders of SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED will be held on Friday, 29th September, 2000 at 10.00 a.m. at Shri Bhaidas Maganlal Sabhagriha, Gulmohar Cross Road No. 1, JVPD Scheme, Vile Parle (West), Mumbai – 400 058, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2000 and Profit & Loss Account for the year ended on the date and the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend.

3. To appoint a Director in place of Mr. Jeetendra Kapoor, who retires by rotation and being eligible offers himself for re-appointment.

4. To appoint M/s. A.R. Sodha & Company, Chartered Accountants, as Auditors of the Company to hold office from the conclusion of the Sixth Annual General Meeting to the conclusion of The Seventh Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modifications, the following as an ordinary resolution:

“RESOLVED THAT, pursuant to Section 257 of the Companies Act, 1956, Mr. Anand Pandit be & is hereby appointed as Director of the Company liable to retire by rotation.”

6. To consider and if thought fit, to pass, with or without modifications, the following as a special resolution:

“RESOLVED THAT, pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by inserting the following new Article 54A & 54B after the existing Article 54:

54A Nomination for Shares

Notwithstanding anything contained in Article 54, every holder(s) of shares in the Company, holding either singly or jointly, may at any time, nominate a person in the prescribed manner to whom the shares and/or the interest of the member in the capital of the Company shall vest in the event of his/her death. Such member may revoke or vary his/her nomination, at any time, by notifying the same to the Company to that effect. Such nomination shall be governed by the provisions of Sections 109A and 109B of the Companies Act, 1956 or such other regulations governing the matter from time to time.

54B Transmission in case of nomination

(1) Notwithstanding anything contained in these Articles, any person who becomes a nominee by virtue of the provisions of Article 54A upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect either -

(a) To be registered himself as holder of the share(s) as the case may be, or (b) To make such transfer of the share(s) as the case may be, as the deceased Shareholder as the case may be, could have made.

(2) If the person being a nominee, so becoming entitled, elects to be registered as holder of the share(s), as the case may be, he shall deliver or send to the Company, a notice in writing duly signed by him stating that he so elect and such notice shall be accompanied with the death certificate(s) of the deceased shareholder, as the case may be.

(3) All the limitations, restrictions and provisions of these Articles, relating to the right to transfer and the registration of transfer of share(s) shall be applicable to any such notice or transfer as aforesaid as if the death of the shareholder had not occurred and the notice or transfer were signed by that shareholder, as the case may be.

(4) A person, being a nominee becoming entitled to the share(s) by reason of the death of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share(s), except that he shall not before being registered a member in respect of his share(s), be entitled in respect of it to exercise any right conferred by membership in relation to meeting of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share(s) and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses, or other moneys payable in respect of the share(s), until the requirements of the notice have been complied with."

7. To consider and if thought fit, to pass, with or without modifications, the following as a special resolution:

"RESOLVED THAT, in accordance with the provisions contained in the Articles of Association and section 79A, 81 and all other applicable provisions of the Companies Act, 1956 ("the Act") and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions 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 including ESOS Compensation Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the Company,

including Directors of the Company, whether working in India or out of India under a Scheme titled "Employee Stock Option Scheme" (hereinafter referred to as the "ESOS" or "Scheme") such number of equity shares (hereinafter collectively referred to as "Shares") of the Company which could give rise to the issue of equity shares not exceeding 1.07% of the issued Equity Share Capital as on 31st March, 2000 i.e.90,000 equity shares at such price, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board in accordance with the Guidelines or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT, the said Securities may be allotted directly to such employees/directors or in accordance with a Scheme framed in that behalf through a trust which may be setup in any permissible manner and that the scheme may also envisage for providing any financial assistance to the trust to enable the employee/trust to acquire, purchase or subscribe to the securities of the Company.

RESOLVED FURTHER THAT, the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company; except that they shall be entitled for dividend on pro-rata basis from the date of allotment till the end of the relevant financial year in which the new Equity Shares are allotted.

RESOLVED FURTHER THAT, for the purpose of giving effect to any creation, offer, issue, allotment or listing of Securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such act, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

8. To consider and if thought fit, to pass, with or without modifications, the following as a special resolution:

"RESOLVED THAT, in accordance with the provisions contained in the Articles of Association and Section 79A, 81 and all other applicable provisions of the Companies Act, 1956 ("the Act") and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions 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 including ESOS Compensation Committee which the Board may constitute to exercise its powers including the powers conferred by this resolution) consent of the Company be and is hereby accorded to the Board to extend the benefits of Employee Stock Option Scheme proposed in the resolution under item No. 7. In this Notice to the eligible employees/directors of the holding/subsidiary companies as and when formed, and/or to such other persons, as may from time to time be allowed under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board.

RESOLVED FURTHER THAT, for the purpose of giving effect to any creation, offer, issue, allotment or listing of Securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Scheme and make any modifications, changes, variations, alterations or revisions in the said Scheme from time to time or

to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

9. To consider and if thought fit, to pass, with or without modifications, the following as a special resolution:

“RESOLVED THAT, subject to the provisions of the relevant laws as applicable from time to time and subject to such consents, permissions and sanctions as may be required from appropriate authorities, the consent of the Company be and is hereby accorded for issuing to, acquiring and holding of equity shares of the Company by the Foreign Institutional Investors (FII) up to an aggregate limit of 40% of the paid up equity share capital of the Company and by Overseas Corporate Bodies/Non-Residents Indians up to an aggregate limit of 10% of the paid up equity share capital of the Company or up to such other limit as may be permitted by law and approved by the Board of Directors of the Company, provided however that the equity share holding of a single FII or a sub account of the FII in the Company shall not at any time exceed 10% or more of the paid up equity share capital or such other limit as may be permitted by law and approved by the Board of Directors of the Company.”

10. To consider and if thought fit, to pass with or without modifications, the following as an ordinary resolution:

“RESOLVED THAT, pursuant to the provisions of sections 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) read with Schedule XIII to the Act, the Company hereby accords its approval to the appointment of Mr. Gautam Adhikari as Chairman of the Company in an Executive capacity, for a period of five years on the terms and conditions as set out in the Agreement dated August 18, 2000, entered into by the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company (“the Board”) be and is hereby authorized to vary the terms & conditions including the monetary benefits thereof as specified in the Agreement to the extent the Board may consider appropriate as enumerated hereunder, may be permitted or authorized in accordance with any provision under the Act or Schedule XIII to the Act and/or Rules or Regulations framed thereunder for the time being in force or any statutory modification or re-enactment thereof or amendment thereto and the terms of the aforesaid Agreement shall be suitably modified to give effect to such variation or increase as the case may be:

- (a) Salary: Nil.
- (b) Perquisites as follows:
 - i) Housing: Rent free accommodation will be provided to the appointee. In addition, he shall be allowed free use of the Company owned furniture and other consumer durables, if required.
 - ii) The expenditure incurred by the appointee on gas, electricity, water and furnishings shall be reimbursed by the Company.
 - iii) All medical expenses incurred by him and his family shall be reimbursed.
 - iv) Leave Travel Concession for self and family will be allowed once in a year as may be sanctioned by the Board.
 - v) Fees of Clubs subject to a maximum of two Clubs. This will not include admission and life membership fees.
 - vi) Personal Accident Insurance, the premium of which shall not exceed Rs.10,000/- per annum.
 - vii) Provision of car with driver for use on Company’s business and telephone at the residence.
 - viii) Leave unavailed of to be allowed to be encashed as per rules of the Company.

11. To consider and if thought fit, to pass with or without modification(s), the following as an ordinary resolution:

“RESOLVED THAT, pursuant to the provisions of sections 269, 309, 311 and other applicable provisions, if any, of the

Companies Act, 1956 ("the Act") read with Schedule XIII to the Act, the Company hereby accords its approval to the appointment of Mr. Markand Adhikari as Vice Chairman and Managing Director of the Company for a period of five years on the terms and conditions as set out in the Agreement dated August 18, 2000, entered into by the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company ("the Board") be and is hereby authorized to vary terms & conditions including the monetary benefits thereof as specified in the Agreement to the extent the Board may consider appropriate as enumerated hereunder, may be permitted or authorized in accordance with any provision under the Act or Schedule XIII to the Act and/or Rules or Regulations framed thereunder for the time being in force or any statutory modification or re-enactment thereof or amendment thereto and the terms of the aforesaid Agreement shall be suitably modified to give effect to such variation or increase as the case may be:

- (a) Salary: Nil.
- (b) Perquisites as follows:
 - i) Housing: Rent free accommodation will be provided to the appointee. In addition, he shall be allowed free use of the Company owned furniture and other consumer durables, if required.
 - ii) The expenditure incurred by the appointee on gas, electricity, water and furnishings shall be reimbursed by the Company.
 - iii) All medical expenses incurred by him and his family shall be reimbursed.
 - iv) Leave Travel Concession for self and family will be allowed once in a year as may be sanctioned by the Board.
 - v) Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
 - vi) Personal Accident Insurance, the premium of which shall not exceed Rs.10,000/- per annum.
 - vii) Provision of car with driver for use on Company's business and telephone at the residence.
 - viii) Leave unavailed of to be allowed to be encashed as per rules of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

SHILPA SHAH
(COMPANY SECRETARY)
Mumbai, August 18th, 2000.

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



NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

2. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

3. Member/Proxy should bring the Attendance Slip duly filled in for attending the meeting.

4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

5. The Register of Members and Transfer Books of the Company will remain closed from 25th September to 29th September, 2000 (both the days inclusive).

6. Final Dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2000, if approved by the members, will be paid to those members whose names stand registered in the Register of Members as on 29th September, 2000, and will be paid on or before 11th November, 2000.

7. Shareholders seeking information with regard to Accounts are requested to write on or before 25th September, 2000, at the following address to enable the Company to keep the information ready:

The Company Secretary,

SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED,

6TH Floor, Adhikari Chambers, Oberoi Complex,

New Link Road, Andheri (West), Mumbai – 400 053.

8. Members can now avail of the facility of nomination in respect of shares held by them pursuant to the amendment to the Companies Act, 1956. The prescribed form (Form 2B) is being sent with the Notice. Members desiring to avail of this facility may send their nomination form duly filled in, to the Company or its Share Transfer Agents by quoting their respective folio numbers.
9. Shareholders who have not encashed their dividend warrant for the year ended 31st March, 1996, 31st March, 1997, 31st March, 1998, 31st March, 1999 and 31st March, 2000 (interim dividend) are requested to approach the Registrar and Transfer Agent, M/s. Sharex (India) Pvt. Ltd., Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072 for obtaining revalidated/duplicate dividend warrants.
10. Shareholders are kindly requested to bring their copies of the Annual Report to the meeting.





EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 AND FORMING PART OF THE NOTICE DATED 18th AUGUST, 2000.

Item No. 5

Mr. Anand Pandit was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 26th July, 2000, under Sec. 260 of the Companies Act, 1956. He is holding office up to the ensuing Annual General Meeting. The Company has received a notice under Sec. 257 of the Companies Act, 1956 from Mr. Manish Rach, a shareholder proposing his candidature for the office of the Director of the Company.

Mr. Anand Pandit is a businessman of repute. He has over 10 years of experience in managing the affairs of Corporate business. His inclusion on the Board will immensely benefit the Company. Your Directors recommend his candidature for the office of the Director.

Except Mr. Anand Pandit, none of the Directors of the Company are interested in the resolution.

Item No. 6

The Companies Act, 1956 which has been amended by the Companies (Amendments) Act, 1999 w.e.f. 31.10.1998 by inserting Section 109A & Section 109B, has provided for the nomination facility to the members in respect of their holdings in the Company. In order to enable members to enjoy the nomination facility, alteration of Articles of Association by introduction of two articles bearing Clause No. 54A & 54B, has been proposed under resolution No. 6.

As per the provisions of Section 31 of the Companies Act, 1956, the alteration of articles is to be approved by the members by passing of a special resolution.

The Board of Directors recommend the resolution.

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