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SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD

- The No.1 Television Software Company in India
- Creating television history with the highest television software hours.
- Redefining Prime Time, time after time





SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

BOARD OF DIRECTORS:

Mr. Gautam Adhikari	- Chairman & Managing Director
Mr. Markand Adhikari	- Jt. Managing Director
Mr. Jeetendra Kapoor	- Director
Mr. Arun Khakhar	- Director

MD	✓		BKC	✓
CS	✓		DPY	✓
RO	✓		DIV	✓
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		✓

REGISTERED OFFICE:

3/4, Sukh-Shanti, Plot No.65,
Nutan Laxmi Society, 8th Road,
JVPD Scheme, Vile Parle (W),
Mumbai - 400 049

BRANCH:

1-9, Lajpat Nagar- III,
New Delhi- 110 024

BANKERS:

Central Bank of India

AUDITORS:

A. R. SODHA & CO.
Chartered Accountants.

STUDIO:

Chandragupta Estate
1st Floor, Unit No.19-21
Opp. Maharashtra Plastic Factory
New Link Road, Mumbai - 400 053

REGISTRAR & SHARE TRANSFER AGENTS:

Online Management Services Limited
3rd Floor, No.2, Bandra Hill View Co-op Hsg. Scty.
Behind Robinson Dept. Stores, 85, Hill Road,
Bandra (W), Mumbai - 400 050

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Members are requested to bring their copy of the Annual Report at the Annual General Meeting.



SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

PERFORMANCE AT GLANCE FOR THREE YEARS

(Rupees in Lacs)

	1997-98	1996-97	1995-96
Sales	2656.65	1999.13	960.00
Profit before Depreciation Interest and Tax	574.09	291.66	213.33
Interest	29.13	14.07	6.45
Depreciation	14.32	11.69	4.68
Profit before Tax	530.64	265.90	202.20
Taxation	66.00	26.00	32.00
Profit after Tax	464.64	239.90	170.20
Equity Dividend %	20% (Proposed)	18%	16% (Prorata)
Dividend Payout	100.00	90.00	71.02
Dividend Tax	10.00	9.00	-
Equity Share Capital	500.00	500.00	500.00
Reserves & Surplus	603.80	249.16	108.25
Net Worth	1103.80	749.16	608.25
Gross Fixed Assets	395.49	236.00	176.34
Net Fixed Assets	364.80	224.30	171.66

KEY INDICATORS

	1997-98	1996-97	1995-96
Earning per share Rs.	9.29	4.80	4.08 (Prorata)
Book Value per Share Rs.	22.08	14.98	11.67
Debt: Equity Ratio	0.06	0.16	0.13
Net Profit Margin %	17.49%	12.00%	17.29%
Return on Networth	42.84%	32.99%	29.16%
Return on Capital Employed	40.40%	27.76%	25.83%



SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the Shareholders of **SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED** will be held on Tuesday 29th September, 1998 at 10.30 a.m. at Bombay Suburban Branch of Indian Medical Association, BWSB - IMA Bldg. J. R. Mhatre Marg, Juhu, Mumbai - 400 049 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 1998 and Profit and Loss account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare dividend for the year ended 31st March, 1998.
3. To appoint a Director in place of Mr. Markand Adhikari, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. A. R. Sodha & Co., Chartered Accountants who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider, and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT, subject to all applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and 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 and which may be agreed to or accepted by the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to acquire/purchase any of its own fully paid shares on such terms and conditions and up to such limits as may be prescribed by law from time to time and that the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary or proper to implement this Resolution.

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

RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956, the Articles of Association of the Company be and they are hereby altered by addition of a new Article 50A after Article 50 as follows:

Buy Back of Shares:

Notwithstanding anything contained in the Articles of Association of the Company, but subject to the provisions of the Act and all other applicable provisions of law as may be in force at any time and from time to time, the Company may acquire, purchase, hold, resell any of its own shares whether fully/partly paid and may make payment out of funds at its disposal for and in respect of such acquisition/purchase on such terms and conditions and at such times as the Board may in its discretion decide and deem fit.

7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provision of Section 198, 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby granted to the increase in the remuneration and perquisites payable to Mr. Gautam Adhikari, Chairman and Managing Director, of the Company for the balance period of his tenure that is from 1st April, 1998 to 19th December, 1999 as under :

1) BASIC SALARY

Basic salary per month shall be Rs.1,00,000/- (Rupees One Lakh Only).



SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

For the purpose of this part, 'Family' means wife, dependent children and dependent parents of Mr. Markand Adhikari.

Part 'B' (not included in the computation of ceiling of perquisites)

(i) **Company's contribution to Provident Fund:**

As per rules of the Company.

(ii) **Company's contribution to Superannuation Fund:**

At 15% of the basic salary.

(iii) **Gratuity:**

Gratuity not exceeding half a month's salary for each completed year of service.

(iv) Encashment of leave at the end of the tenure.

Part 'C'

(i) **Provision of Car & Telephone:**

Mr. Markand Adhikari will be provided with a car and chauffeur and telephone at residence for Company's business. Use of car for personal purposes and use of telephone for long distance personal calls will be billed by the Company to Mr. Markand Adhikari.

(ii) **Reimbursement of Conveyance and Entertainment Expenses:**

The Company will reimburse such conveyance and entertainment expenses actually incurred for Company's business.

FURTHER RESOLVED THAT, where in any financial year during the currency of the tenure of the appointee, the Company has no profit or inadequate profit, the Company will pay remuneration by way of salary, perquisites and allowance specified above.

FURTHER RESOLVED THAT the draft Supplemental Agreement setting out the remuneration and other terms and conditions of the above appointment, as placed before the meeting and signed by the Chairman for the sake of identification, be and is hereby approved and the Company do sign and execute the Supplemental Agreement by affixing its Common Seal in the presence of any one Director of the Company.

By Order of the Board of Directors
for **SRI ADHIKARI BROTHERS
TELEVISION NETWORK LIMITED**

GAUTAM ADHIKARI
Managing Director

Date : 7th July, 1998

Place : Mumbai

Registered Office:
3/4, Sukh Shanti,
Plot No. 65,
Nutan Laxmi Society,
8th Road, Juhu Scheme,
Vile Parle (West),
Mumbai - 400 049



SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

NOTES:

- 1) The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under Item Nos. 5 to 8 of the Notice set out above is annexed hereto.
- 2) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not to be a member. 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) The Dividend when declared will be paid on or after 29th September, 1998, to those members whose name appear on the Company's Register of Members as on 29th September, 1998.
- 4) Members are requested to inform the changes, if any, in their registered addresses to the Company's Registrars and Share Transfer Agents M/s. Online Management Services Limited, 3rd Floor, No. 2 Bandra Hill View Co-op. Society 85, Hill Road Behind Robinson Departmental Stores, Bandra (West), Mumbai - 400 050.
- 5) The Register of Members and the Share Transfer Books of the Company will be closed from Monday, 21st September, 1998 to Tuesday, 29th September, 1998 (both days inclusive).
- 6) For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of the meeting.
- 7) Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the meeting so that the answers may be readily available at the meeting.
- 8) The unpaid dividends that are due for transfer to the Central Government are as follows:

<u>Financial year ended</u>	<u>Due for transfer on</u>
31.03.1995	29.08.1998
31.03.1996	12.11.1999
31.03.1997	10.11.2000

- 9) Members who have not encashed their dividend warrants for the aforesaid financial years are requested to approach M/s. Online Management Services Limited, the Company's Registrar & Transfer Agents, for obtaining revalidated/duplicate dividend warrants.

Annexure to the Notice

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 5 & 6

The Central Government is considering making radical changes to the Companies Act, 1956 ("the Act"), and an Amendment Bill is expected to be introduced in the Parliament in the near future. At present the Companies Act, 1956, restricts the purchase of shares by a Company except to reduce the authorised share capital after complying with the prescribed formalities. The new Bill is expected to provide for purchase of its own shares by a Company to hold or to reissue or to reduce the capital and is based on the provisions of the Company law in advanced countries.

In anticipation of the proposed amendments to the Act, the Board of Directors of your Company may be empowered to buy-back shares with a view to protecting the interests of Investors, Shareholders, Creditors and Management. With this empowerment to buy shares, the Company's Board would be in a position to the use of surplus funds of the Company more advantageously with minimum risk. It will have a positive effect on the investing community and will provide an exit route to the shareholders.

To enable the Company to buy-back its shares and authorise the Board of Directors to determine the terms and conditions of such offer to shareholders, the Articles of Association of the Company will have to be amended.

The Board recommends passing of the resolution at item nos. 5 & 6 of the accompanying notice. Directors may be considered interested to the extent of their shareholdings.