



SRI ADHIKARI BROTHERS  
TELEVISION NETWORK LTD.



**ANNUAL REPORT  
2014 - 2015**





# SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

## 20<sup>TH</sup> ANNUAL REPORT 2014-2015

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### GENERAL INFORMATION

#### BOARD OF DIRECTORS

**Mr. Gautam Adhikari**  
Chairman and  
Whole-Time Director

**Mr. Markand Adhikari**  
Vice Chairman and  
Managing Director

**Mr. Arun Khakhar**  
Independent Director  
(upto 15.04.2015)

**Mr. Prasannakumar Gawde**  
Independent Director

**Mr. M. S. Kapur**  
Independent Director

**Mrs. Kalindi Jani**  
Non- Executive /  
Woman Director  
(w.e.f 23.08.2014)

**Mr. Pritesh Rajgor**  
Independent Director  
(w.e.f 14.07.2015)

#### STATUTORY AUDITORS

M/s. A. R. Sodha & Co.  
Chartered Accountants

#### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Lehar Arora  
(w.e.f. 12.02.2015)

#### BANKERS

Punjab National Bank  
Canara Bank  
Central Bank of India  
Indian Overseas Bank

#### REGISTERED OFFICE

6<sup>th</sup> Floor, Adhikari Chambers,  
Oberoi Complex, New Link Road,  
Andheri (West), Mumbai - 400 053.

Tel.: 91-22-40230000  
Fax: 91-22-26395459

E-mail: [investorservices@adhikaribrothers.com](mailto:investorservices@adhikaribrothers.com)  
Website: [www.adhikaribrothers.com](http://www.adhikaribrothers.com)

#### REGISTRAR & SHARE TRANSFER AGENTS

M/s. Sharex Dynamic (India) Pvt. Ltd.,  
Unit No. 1, Luthra Industrial Estate,  
Safed Pool, Andheri Kurla Road,  
Andheri (East), Mumbai -400 072.

Tel.: 91-22-2851 5644/ 2851 5606  
Fax.: 91-22-2851 2885

E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)  
Website: [www.sharexindia.com](http://www.sharexindia.com)



## CHAIRMAN'S SPEECH

### Dear Shareholders,

It gives me immense pleasure to interact with you once again in the Annual General Meeting through the foreword for the 20<sup>th</sup> Annual Report of your Company for the year ended 31<sup>st</sup> March, 2015.

With Media and Entertainment Industry witnessing a slow transformational shift powered by digital growth & digitisation. Media companies are in the process of evolving new practices and positioning themselves for growth. The Television Industry is estimated at ₹ 475 billion in 2014 & is expected to grow at a CAGR of 15.50% to reach ₹ 975 billion in 2019.

Increasing digitisation across sub sectors of the Media & Entertainment Industry, Innovative strategies to monetise digital content, rapid growth of new Media powered by increasing smart phone penetration are the key drivers of growth for Indian Media & Entertainment Industry in 2015. With digitisation there is an increase in localisation of content as well as an increase in the offering of channels in the niche genre. Regional Channels are attractive for advertisers due to lower cost of connect with the right audience. Regionalization has caught the eyes of most established broadcasters and newer and niche channels continue to be launched, catering to specific interests of the viewers.

Your Company has been closely monitoring the developments and are taking strategic steps to respond positively to the changing environments. Your company is working on a blue print to make a bouquet of ten plus channels in various genres which includes existing bouquet of five channels and also having big plans to enter into the Hindi GEC space.

At present, the group is operating 5 (Five) channels namely, MASTIII, DABANGG, DHAMAAL, MAIBOLI and DILLAGI. MASTIII, the music television channel continues to maintain the number one position in the target market. DABANGG, the Regional Entertainment Channel has continued its leadership position against its competitors. "DHAMAAL", the Regional Entertainment Channel, also increased its reach. The regional Marathi channel 'MAIBOLI' has established itself as a strong player into the Marathi segment with its unique programming mix. In continuation of the growth strategy the group has launched a new channel 'DILLAGI'. 'DILLAGI' aims to revolutionize the television space by being the first channel in national language catering to LC1 regions which caters to large Indian population base across all age groups.

Taking its production business a step further, your Company, in previous year has also forayed into movie production segment. Your Company is co-producing two super hit film franchises in association with leading directors and producers of the industry. It is also in the process of signing up more movies, the details of which shall be announced in due course. Your Company sees the movie business model as a forward integration and to create a profitable model out of it.

Digitisation has opened up exciting new avenues of revenue generation of already expensed out content. Our digital division is working towards a revenue generation model by launching channels on various digital platforms. Your Company has initiated to create the network of channels on Youtube. Apart from showcasing the rich content base, the group has our digital division shall also produce original content targeted at the new age viewers with a view to understand the patterns and create a robust business model out of it.

Apart from above, the Management has already taken steps to create tangible assets in order to build studios for in-house production; which shall be used to meet its own requirements as well as to meet the growing demands of the industry. The world is looking towards India as an outsourcing hub for Media related products and your Company intends to position itself for the same.

During the year under review, to create shareholder's value through growth drivers, Company has filed a Composite Scheme of Amalgamation and Arrangement in August 2014. The Scheme focuses on realigning the businesses of the group with a view to encash value created in broadcasting business, create greater financing flexibility and offer investors and shareholders an opportunity to benefit from sector-focused business entities. I congratulate shareholders for their approval to the Scheme at the General Meeting held on 19<sup>th</sup> June, 2015. The Scheme is now pending for approval from the Hon'ble High Court of Judicature at Bombay.

Your Company with a clear cut road map is suitably poised to capitalize on the opportunities being presented. We will always continue our quest for reaching leadership positions in each of the Genre or region we represent.

I would like to convey my appreciation for the support and the patience you, as shareholders, have extended to the Company over the years. I also would like to acknowledge the contribution of the advertisers, producers, artists, bankers, employees and all other stakeholders - without your support and trust, this Company would not have been able to deliver the quality entertainment it has always produced.

With warm regards,

**Gautam Adhikari**  
Chairman & Wholetime Director

Place: Mumbai  
Date: 12<sup>th</sup> August, 2015





# SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

CIN: L32200MH1994PLC083853

**Registered Office :** 6<sup>th</sup> Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400 053

**Email:** [investorservices@adhikaribrothers.com](mailto:investorservices@adhikaribrothers.com) **Website:** [www.adhikaribrothers.com](http://www.adhikaribrothers.com)

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

## NOTICE

Notice is hereby given that the **20<sup>th</sup> Annual General Meeting** of the members of Sri Adhikari Brothers Television Network Limited will be held on Saturday, 26<sup>th</sup> of September, 2015 at 01.00 p.m., at Celestial Banquets, B-47, Paramount Building, Monginis Factory Lane, Opp. City Mall, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors' and Auditors' thereon;
2. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mrs. Kalindi Jani, (DIN: 06955542) Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.
4. To re-appoint M/s. A. R. Sodha and Co., Chartered Accountants, Mumbai (having FRN:110324W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSINESS:**

#### **5. Appointment of Mr. Pritesh Rajgor as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pritesh Rajgor (DIN: 07237198), who was appointed as an Additional (Independent) Director of the Company w.e.f. 14<sup>th</sup> July, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company, holds office upto the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years upto 13<sup>th</sup> July, 2020, who shall not be liable to retire by rotation."

#### **6. Increase in limits for making Loans and Investments**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, 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 of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate, to give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of any body corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and



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securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/guarantee given / security provided by the Company shall not exceed the sum of ₹ 750 Crores (Rupees Seven Hundred and Fifty Crores only) at any point of time.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution."

## 7. Authority to the Board of Directors to create offer, issue and allot further securities of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62, 71 and all other applicable provisions of the Companies Act, 2013 ('the Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and 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 Agreement 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 on the Board by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, in the course of one or more public/private offerings in domestic and/or in the course of international offerings with or without green shoe options, equity shares (including Qualified Institutions Placement (QIPs) under ICDR Regulations) and/or equity shares through Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) or Foreign Currency Convertible Bonds (FCCBs) 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 and 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 and guidelines whether residents or non residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds, and/or multilateral 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 and 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 ₹ 250 Crores (Rupees Two Hundred Fifty Crores Only) or its equivalent in one or more currencies, including premium if any, as may be decided by the Board.

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

**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 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 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."

## 8. Re-appointment of Mr. Markand Adhikari as Vice – Chairman and Managing Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, the re-appointment of Mr. Markand Adhikari (DIN: 00032016) as Vice-Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. 18<sup>th</sup> August, 2015 to 17<sup>th</sup> August, 2018 at a remuneration of ₹ 7,00,000/- per month be and is hereby approved.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during the tenure of Mr. Markand Adhikari as Vice-Chairman and Managing Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution from time to time."

By Order of the Board of Directors

Place: Mumbai  
Date: 12<sup>th</sup> August, 2015

Gautam Adhikari  
Chairman & Whole Time Director

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO 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 Section 102 of the Companies Act, 2013, in respect of the special businesses is annexed hereto and forms part of the Notice.
3. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting. 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 Annual General Meeting (including through remote e-voting).
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Clause 49 (VIII)(E) of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.
5. (a) Pursuant to Clause 16 of the Listing Agreement, Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21<sup>st</sup> September, 2015 to Saturday, 26<sup>th</sup> September, 2015 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing Annual General Meeting.



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- (b) The Dividend on Equity Shares, if declared at the Annual General Meeting, will be credited / dispatched between Thursday, 1<sup>st</sup> October, 2015 and Monday, 5<sup>th</sup> October, 2015 to those members whose name shall appear on the Company's Register of Member on Saturday, 26<sup>th</sup> September, 2015 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
6. The Register of Directors' and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contract or Arrangement in which Directors are interested under Section 189 of the Companies Act, 2013 will be open for inspection by the members during the Annual General Meeting.
  7. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agent (RTA) quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) form may update such details with their respective Depository Participants.
  8. Members are requested to forward all Share Transfers and other communications including dividend mandate to the RTA – M/s. Sharex Dynamic (India) Private Limited, Unit: Sri Adhikari Brothers Television Network Limited, Unit No.1, Luthra Industrial Estate, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072 and members are further requested to always quote their Folio Number in all correspondence with the Company.
  9. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their share certificate(s) to enable the Company to consolidate their holding in one folio for better services.
  10. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (seven) days in advance of the meeting to enable the Company to provide the information required at the meeting.
  11. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the meeting.
  12. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
  13. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available if the Company propose to avail the NECS facility. The Company will be availing the NECS facility for the payment of dividend of financial year 2014-15. The Bank details are required to be updated by the members who wish to avail this facility. In the absence of NECS required details, the Company will print the bank account details, as available, on the Payment Instrument for distribution of dividend, if payment of dividend is approved by the members in the ensuing Annual General Meeting. The NECS Form is enclosed with the Annual Report.
  14. The balance amount lying in Unpaid Dividend Account for the financial year 2007-08 is due for transfer to IEPF administered by the Central Government in the month of November, 2015 as per the provisions Section 205C of the Companies Act, 1956. The Members whose dividend remained unclaimed for the aforesaid financial year and subsequent financial years are requested to claim it immediately from the Company.
  15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
  16. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
  17. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records.





Members are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form enclosed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per the records available with the RTA of the Company.

18. The Notice of the 20<sup>th</sup> Annual General Meeting and instructions for remote e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by the courier.
19. Route Map for the venue of the proposed Annual General Meeting of the Company is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Annual Report.
20. Voting through electronic means:

The Company has provided 'remote e-voting' [e-voting from a place other than venue of the Annual General Meeting ('AGM')] facility through National Securities Depository Limited (NSDL) as an alternative, to its members to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 20<sup>th</sup> Annual General Meeting of the Company, dated 12<sup>th</sup> August, 2015 (the AGM Notice).

The facility of voting through polling papers shall also be made available at the venue of the 20<sup>th</sup> AGM. The members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in fair and transparent manner. E- Voting is optional.

**Instructions for remote e-voting are as under:**

- (A) In case of member receiving e-mail from NSDL (for members whose e-mail IDs are registered with the Company/Depository participant(s)).
  - a. Open e-mail and open PDF file viz: "remote e-voting.pdf" with Client ID or Folio No. as password. The PDF file contains User ID and password/PIN for remote e-voting. Please note that this password is an initial password.
  - b. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-login.
  - d. If the shareholder is already registered with NSDL for e-voting, then put the User ID and password for casting vote. Member logging in for the first time, please enter the User ID and password as initial password noted in step (a) above. Click login.
  - e. The password change menu appears. Change the password/PIN with a new password of their choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share the password with any other persons and take utmost care to keep the password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "Sri Adhikari Brothers Television Network Limited".
  - h. Now the Members are ready for remote e-voting as Cast Vote page opens.
  - i. Cast vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once voted on the resolution, Members will not be allowed to modify their vote.
  - l. Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through E-mail at "[scrutinizer@mngconsulting.in](mailto:scrutinizer@mngconsulting.in)" with a copy marked to "[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)".



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(B) In case of member receiving physical copy of the Notice by post/ courier [shareholders whose e-mail ID's are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip

EVEN (Remote e-voting Event Number)	User ID	Password/PIN

(ii) Please follow all steps from Sr No. (b) to (l) above, to cast vote.

(C) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

## **Other Instructions:**

- The remote e-voting period commences on Wednesday, 23<sup>rd</sup> September, 2015 (10:00 a.m.) and ends on Friday, 25<sup>th</sup> September, 2015, (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 19<sup>th</sup> September, 2015, may cast their vote(s) by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast vote again.
- 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. Saturday, 19<sup>th</sup> September, 2015.
- Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e Saturday, 19<sup>th</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- However, if any member is already registered with NSDL for remote e-voting then they can use their existing User ID and Password for casting their vote. If member(s) have forgot their password, they can reset their password by using "Forgot Use details/password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- 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 remote e-voting or voting at the AGM through polling paper.
- M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- The Chairman shall, at the AGM, at the end of discussion on the resolutions 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 AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.