

SSPA & CO.

Chartered Accountants

1st Floor, "Arjun", Plot No. 6 A,

V. P. Road, Andheri (W),

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STRICTLY PRIVATE & CONFIDENTIAL

May 15, 2015

**The Board of Directors,
Sri Adhikari Brothers Television Network
Limited**
6th Floor, Adhikari Chambers, Oberoi
Complex, New Link Road, Andheri (W),
Mumbai - 400053.

**The Board of Directors,
Sri Adhikari Brothers Asset Holding Private
Limited**
Adhikari Chambers, Oberoi Complex, New
Link Road, Andheri (W), Mumbai - 400053.

**The Board of Directors,
MPCR Broadcasting Services Private
Limited**
Adhikari Chambers, Oberoi Complex, New
Link Road, Andheri (W), Mumbai - 400053.

**The Board of Directors,
HHP Broadcasting Private Limited**
Adhikari Chambers, Oberoi Complex, New
Link Road, Andheri (W), Mumbai - 400053.

**The Board of Directors,
Maiboli Broadcasting Private Limited**
Adhikari Chambers, Oberoi Complex,
New Link Road, Andheri (W),
Mumbai - 400053.

**The Board of Directors,
TV Vision Limited**
4th Floor, Adhikari Chambers, Oberoi
Complex, New Link Road, Andheri (W),
Mumbai - 400053.

**The Board of Directors,
UBJ Broadcasting Private Limited**
Adhikari Chambers, Oberoi Complex, New
Link Road, Andheri (W), Mumbai - 400053.

**The Board of Directors,
SAB Events & Governance Now Media
Private Limited (Formerly known as
Marvick Entertainment Private Limited)**
3-4 Sukh Shanti, 8th Road, JVPD Scheme,
Vile Parle (West), Mumbai - 400049

Sub: Addendum to Report dated August 28, 2014 in connection with proposed restructuring exercise of Sri Adhikari Brothers Television Network Limited, its subsidiaries and group companies

This Letter is given in addition to the report dated August 28, 2014 for the proposed restructuring exercise of Sri Adhikari Brothers Television Network Limited (hereinafter referred to as "SABTNL"), its subsidiaries and group companies.

We have been informed by the management of SABTNL (hereinafter referred to as the "Management") that they are proposing to amend the scheme, wherein the Appointed Date will



be changed to April 1, 2015 instead of April 1, 2014 in case of amalgamation of Maiboli Broadcasting Private Limited (hereinafter referred to as "MBPL") with SABTNL and demerger of "Publication Business" of Sri Adhikari Brothers Assets Holding Private Limited (hereinafter referred to as "SAB Assets") into SABTNL. We have been informed that the aforesaid amendment to the Composite Scheme is subject to approval of the Shareholders and the Jurisdictional High Court.

We have been provided with financials for financial year 2014-15 for the "Publication Business" of SAB Assets. As per Management certified financials of publication and Event business of SAB Assets, the net Assets as on March 31, 2015 is given below:

Particulars	(INR Lacs)	
	31-Mar-14	31-Mar-15
LIABILITIES		
Non-Current liabilities		
Deferred Tax liabilities (net)	3.98	3.92
Sub Total -Non Current liabilities	3.98	3.92
Current liabilities		
Trade Payable	92.02	39.12
Other Current liabilities	10.17	5.13
Short-term provisions	6.07	7.57
Sub Total -Current liabilities	108.26	51.81
Long Term Borrowings		8.73
TOTAL LIABILITIES	112.24	64.46
ASSETS		
Non-Current Assets		
Fixed Assets	25.32	34.20
Long-term loans & advances	11.88	11.88
Sub Total -Non Current assets	37.20	46.08
Current Assets		
Trade Receivables	238.99	145.50
Cash and cash equivalents	46.84	28.41
Short Terms loans and advances	0.70	40.71
Other Current assets	26.65	47.57
Sub Total -Current assets	313.18	262.19
TOTAL-ASSETS	350.37	308.27
NET WORTH OF THE BUSINESS	238.13	243.81



Conclusion

The net assets in case of "Publication Business" of SAB Assets has increased as compared to FY 2013-14 and we have been informed by the Board of Directors of SAB Assets that Shareholders/Promoters have agreed to forego the additional benefit on account of higher Net Assets pursuant to the change in the Appointed Date.

Further, since MBPL is a wholly owned subsidiary of SABTNL no shares would be issued for merger of MBPL with SABTNL.

Considering the above, we are of the view that there would be no change in share entitlement ratios recommended in our report dated August 28, 2014 if the Appointed Date is changed from April 1, 2014 to April 1, 2015.

Thanks and regards,



SSPA & Co.,
Chartered Accountants,
Firm Registration No: 128851W

Place: Mumbai

Broadcasting Private Limited (hereinafter referred to as "MBPL") with SABTNL and demerger of "Publication Business" of Sri Adhikari Brothers Assets Holding Private Limited (hereinafter referred to as "SAB Assets") into SABTNL. We have been informed that the aforesaid amendment to the Composite Scheme is subject to approval of the Shareholders and the Jurisdictional High Court.

We have been provided with the Addendum to Valuation Report by SSPA & Co. Chartered Accountants, dated May 15, 2015, recommending the No change in the share entitlement ratios, due to change in Appointed Date from April 1, 2014 to April 1, 2015.

Conclusion

The net assets in case of "Publication Business" of SAB Assets for FY 2014-15 has increased as compared to FY 2013-14 and we have been informed by the Board of Directors of SAB Assets that Shareholders/Promoters have agreed to forego the additional benefit on account of higher Net Assets pursuant to the change in the Appointed Date.

Further, since MBPL is a wholly owned subsidiary of SABTNL no shares would be issued for merger of MBPL with SABTNL.

Considering the above, we are of the view that no change in share entitlement ratios, due to change in Appointed Date from April 1, 2014 to April 1, 2015 as recommended by SSPA & Co. Chartered Accountants is fair.

Thanks and regards,

For Fortress Capital Management Services Pvt Ltd.


Authorised Signatory



SEBI Registration Number: INM000011146

Place: Mumbai



ADDENDUM TO REPORT OF THE AUDIT COMMITTEE DATED 28TH AUGUST, 2014 OF SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED AT ITS MEETING HELD ON 15TH May, 2015 AT 6TH FLOOR, ADHIKARI CHAMBERS, OBEROI COMPLEX, NEW LINK ROAD, ANDHERI (WEST), MUMBAI-400053

Members Present:	Designation
Mr. Prasannakumar Gawde	Chairman (Independent)
Mr. Gautam Adhikari	Member (not voted)
Mr. M.S. Kapur	Member
Mrs. Kalindi Jani	Member
In Attendance:	
Ms. Lehar Arora	Company Secretary & Compliance Officer
Invitees:	
Mr. Markand Adhikari	Vice Chairman & Managing Director
Mr. Rakesh Gupta	CFO and AVP- Finance and Accounts
Mr. Sujal Shah	M/S. SSPA & Co. Chartered Accountants
Mr. A. R. Sodha	Statutory Auditor - M/s. A.R. Sodha & Co.

1. Background:

The Audit Committee on 28th August, 2014 had considered and recommended the Composite Scheme of Amalgamation and Arrangement between Maiboli Broadcasting Private Limited ('MBPL') and Sri Adhikari Brothers Assets Holding Private Limited ('SAB Assets') and Sri Adhikari Brothers Television Network Limited ('SABTNL') and UBJ Broadcasting Private Limited ('UBJ') and HHP Broadcasting Services Private Limited ('HHP') and MPCR Broadcasting Service Private Limited ('MPCR') and TV Vision Limited ('TVL') and SAB Events & Governance Now Media Private Limited (Formerly Known as 'Marvick Entertainment Private Limited') ('SAB Events') and their Respective Shareholders ('the Scheme') under Sections 391 to 394 read with Section 78 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013, placed before them by the Management.

The management placed before the Audit Committee the modified Scheme providing for change in Appointed Date of merger of MBPL with the Company and demerger of Publication undertaking of SAB Assets into the Company from 01st April 2014 (as originally proposed) to 01st April, 2015.

This Addendum to report of the Audit Committee is made in order to comply with the requirements of SEBI Circulars and after inter-alia considering the Composite Scheme of Amalgamation & Arrangement with modification.

2. Documents placed before the Committee

The following documents were placed before the Audit Committee:

Composite Scheme of Amalgamation & Arrangement with modification;

Registered Office:

Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.
Tel.: 022-40230000 | Fax: 022-26395459

E-mail: investorservices@adhikaribrothers.com | Website: www.adhikaribrothers.com

CIN: L32200MH1994PLC083353

- b) Addendum to Valuation report dated 28th August, 2014 by M/s. SSPA & Co, Independent Chartered Accountants, describing the methodology adopted by them in arriving at the Fair Share Entitlement Ratio;
- c) Addendum to Fairness Opinion dated 28th August, 2014 by M/s. Fortress Capital Management Services Private Limited, Category I, Merchant Banker, providing the Fairness Opinion on the Share Entitlement Ratio recommended in the Valuation Report prepared by SSPA & Co ("Fairness Opinion"); and

3. Features modified in the Scheme

Following are the features that are modified in the Scheme:

Steps	Modified Appointed Date	Entitlement/Exchange Ratio
Part II of the Scheme		
a) Amalgamation of Maiboli Broadcasting Private Limited with SABTNL	April 1, 2015	NIL
Part III of the Scheme		
a) Demerger of Publication Business Undertaking of SAB Assets into SABTNL	April 1, 2015	"2,381,068 fully paid up Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten only) each in SABTNL shall be issued to the Shareholders SAB Assets on proportionate basis"

Based on the addendum to Valuation Report, there will be no change in Entitlement ratios, as mentioned above if the Appointed Date is changed from 1st April, 2014 (as originally proposed) to 1st April, 2015.

4. Recommendation of the Audit Committee:

- The Audit Committee recommends the Composite Scheme of Amalgamation and Arrangement between MBPL and SAB Assets and SABTNL and UBJ and HHP and MPCR and TVL and SAB Events and their Respective Shareholders with modification, for consideration by the Board of Directors of the Company.

Date: 15th May, 2015

Place: Mumbai



[Handwritten Signature]
CHAIRMAN