



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:

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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


CHAIRMAN

