



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

Registered Office: 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West) – 400053

Email: investorservices@adhikaribrothers.com Website: www.adhikaribrothers.com

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

ADDENDUM TO THE NOTICE DATED 15TH MAY, 2015 CONVENING EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF SRIADHIKARI BROTHERS TELEVISION NETWORK LIMITED TO BE HELD ON FRIDAY, 19TH JUNE, 2015

Attention of the shareholders is invited to the Notice of the Extra Ordinary General Meeting (EGM) of the Company dated 15th May, 2015 already sent to all the shareholders. Notice is further given that the following changes are considered in the said Notice and Statement given therewith under Section 102 of the Companies Act, 2013:

CHANGES / MODIFICATION IN THE PROPOSED SPECIAL RESOLUTION FOR REDUCTION IN SHARE CAPITAL AND UTILISATION OF SECURITIES PREMIUM ACCOUNT

- **THAT the existing draft Special Resolution already sent to the shareholders is modified and shall be read as under:**

“**RESOLVED THAT** pursuant to the provisions of Sections 78, 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013, Article No. 8 of the Articles of Association of the Company and subject to the sanction of 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' or 'the Company') 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') by the Hon'ble High Court of Judicature at Bombay or by any of the regulatory or other authorities, the consent of the Company be and is hereby accorded for the following:

1. Proportionate reduction of 20,000 (Twenty Thousand) Redeemable Preference Shares of the Company issued pursuant to Part III of the Scheme to adjust for the excess of book value of assets over the book value of liabilities of the Broadcasting Business being demerged to TVL and the excess of book value of assets over the book value of liabilities of the Publication Business being demerged to SAB Events, which Preference Shares would be issued to the shareholders of SAB Assets in accordance with the Scheme.
2. Utilizing the Securities Premium Account of SABTNL (the Company), to the extent decided by the Board of Directors of the Company, for adjusting the difference, being the excess of book value of assets over the book value of liabilities of the Publication Business being demerged to SAB Events and the excess of book value of assets over the book value of liabilities of the Broadcasting Business being demerged to TVL.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts.”

By Order of the Board of Directors
For Sri Adhikari Brothers Television Network Limited

Place: Mumbai
Date: 29th May, 2015

Sd/-
Gautam Adhikari
Chairman and Whole Time Director

Registered Office:

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Oberoi Complex, New Link Road,
Andheri (West), Mumbai - 400053.
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ADDITIONS / MODIFICATIONS TO THE STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

i) The following points be added after the existing point no. 6 in the Statement:

7. In terms of Clause 26.2 (d) of the Scheme, the excess of the book value of assets over the book value of liabilities, if any, of the Broadcasting Business Undertaking transferred by the Transferee Company to the First Resulting Company pursuant to this Scheme, would be adjusted as under:
 - a. against the amount of Preference Shares reduced pursuant to clause 25.3;
 - b. against the amount standing to the credit of Capital Reserve Account;
 - c. against the amount standing to the credit of Securities Premium Account; and
 - d. the amount standing to the credit of General Reserves, if required.
8. In terms of Clause 34.2 (c) of the Scheme, the excess of the book value of assets over the book value of liabilities, if any, transferred of the SABTNL Publication Business Undertaking transferred by the Transferee Company to the Second Resulting Company would be adjusted as under:
 - a. against the amount of Preference Shares reduced pursuant to clause 33.2;
 - b. against the amount standing to the credit of Capital Reserve Account;
 - c. against the amount standing to the credit of Securities Premium Account; and
 - d. the amount standing to the credit of General Reserves, if required.
9. In terms of Clause 25.3 & Clause 33.3 of the Scheme, 20,000 Redeemable Preference Shares as issued by SABTNL pursuant to the Clause 16.1 of the Scheme and in terms of Clause 26.2 (d) & (e) and Clause 34.2 (c) of the Scheme, the Securities Premium of the Company as may be decided by the Board of Directors upon sanction of the Scheme by the Hon'ble High Court of Judicature at Bombay or by any of the regulatory or other authorities, be reduced in accordance with the provisions of Sections 100 to 103 and Section 78 of the Companies Act, 1956 and/or of Section 52 of the Companies Act, 2013 to the extent applicable.
10. Since the Scheme would result in reduction of 20,000 Redeemable Preference Shares as stated in para 9 above and utilization of Securities

Premium Account of the Company, approval of the Equity Shareholders by a Special Resolution would be required in terms of the provisions of Sections 100 to 103 and Section 78 of the Companies Act, 1956 and/or Section 52 and other applicable provisions, if any, of the Companies Act, 2013.

11. Reduction of the 20,000 Redeemable Preference Shares and the utilization of the Securities Premium Account shall be effected as an integral part of the Scheme without having to follow the process under Sections 100 to 103 of the Companies Act, 1956 separately and the Order of the Hon'ble High Court of Judicature at Bombay sanctioning the Scheme shall be deemed to be also the Order under Section 102 of the Companies Act, 1956 for the purpose of confirming the reduction.
12. The reduction would not involve either a diminution of liability in respect of unpaid share capital, if any or payment of paid-up share capital and hence the provisions of Section 101 of the Companies Act, 1956 will not be applicable. SABTNL shall not be required to add the words "and reduced" as a suffix to its name consequent upon such reduction.
13. Such reduction will not cause any prejudice to the Creditors and the proposed reduction does not involve either diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid up share capital. The rights /interest of Creditors are therefore in no way affected by the proposed reduction of share capital as there is no reduction in the amount payable to any of the Creditors.

ii) **The existing point No. 7 of the Statement be re-numbered as 14.**

iii) **The following paragraphs be added after the new re-numbered point 14. of the Statement:**

In accordance with the provisions of Sections 100 to 103 of the Companies Act, 1956 the reduction of the preference shares pursuant to the Scheme and in accordance with Section 78 of the Companies Act, 1956 and/or with Section 52 of Companies Act, 2013, reduction of share capital includes reduction of securities premium account, if it is utilized other than for the purpose stated in the said section, would require approval of the shareholders by way of a Special Resolution.

The Board of Directors recommends the Special Resolution as set out in this Notice for your approval.

None of the Directors, Key Managerial Personnel of your Company and the relatives of the Directors / Key Managerial Personnel is concerned or interested in the said resolution, except to the extent of their shareholding. The details of their shareholding as on 15th May 2015 are as follows:

Name of the Directors/Key Managerial Personnel (KMP) / Relatives	Shareholding in Number of shares		
	SABTNL	TVL	SAB Events
Mr. Gautam Adhikari - Director	4,193,129	Nil	5,000
Mr. Markand Adhikari - Director	3,621,630	Nil	5,000
Mr. P B Gawde - Director	Nil	Nil	N.A
Mr. M. S. Kapur - Director	Nil	N.A	N.A
Mrs. Kalindi Jani - Director	Nil	N.A	N.A
Mr. Anand Shroff - KMP	N.A	Nil	N.A
Mr. Rakesh Gupta - KMP	2,040	N.A	N.A
Mrs. Payal Garg - KMP	N.A	N.A	N.A
Ms. Lehar Arora - KMP	Nil	N.A	N.A
Mrs. Jyotsna Kashid - KMP	N.A	Nil	N.A
Mr. Ravi Adhikari - Relative	1,300,000	Nil	Nil
Mr. Kailashnath Adhikari - Relative	1,875,000	Nil	Nil
Mr. Heeren Adhikari - Relative	500	Nil	Nil
Mrs. Bindu Raman - Relative	500	Nil	Nil

The above Addendum to the Notice & Statement pursuant to Section 102 of the Companies Act, 2013 alongwith the Notice dated 15th May, 2015 of the ensuing EGM is available on the website of the Company i.e. www.adhikaribrothers.com and website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsd.co.in.

By Order of the Board of Directors
For Sri Adhikari Brothers Television Network Limited

Place: Mumbai
Date: 29th May, 2015

Sd/-
Gautam Adhikari
Chairman and Whole Time Director

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NOTE:

1. A NEW ASSENT/DISSENT FORM IS BEING SENT HERewith FOR THE USE OF THE SHAREHOLDERS. THE SHAREHOLDERS MAY USE ASSENT/DISSENT FORM SENT WITH ORIGINAL NOTICE OR SENT HERewith. IF ANY SHAREHOLDER HAS ALREADY SENT HIS / HER DECISION BEFORE RECEIVING THIS ADDENDUM, HE / SHE MAY RECAST HIS / HER VOTE IN THE ENCLOSED ASSENT/DISSENT FORM, IF WISHES SO, OTHERWISE OLD ASSENT/DISSENT FORM RECEIVED WOULD BE CONSIDERED HIS/HER FINAL DECISION TO THE PROPOSAL INCLUDING AMENDMENTS MADE THROUGH THIS ADDENDUM. IN CASE COMPANY RECEIVES BOTH ASSENT/DISSENT FORMS DULY FILED AND SIGNED FROM ANY SHAREHOLDER, THE NEW ASSENT/DISSENT FORM ENCLOSED HERewith WOULD BE CONSIDERED.
2. FURTHER, AS PER REVISED CLAUSE 35B OF THE LISTING AGREEMENT, FACILITY FOR CASTING VOTE ELECTRONICALLY IS AVAILABLE TO THE MEMBERS IN RESPECT OF THE AFORESAID RESOLUTION THROUGH E-VOTING SERVICES OF NATIONAL SECURITIES DEPOSITORY LIMITED (NSDL). THE REMOTE E-VOTING PERIOD AS SPECIFIED IN ORIGINAL NOTICE DATED 15TH MAY, 2015 FOR CONVENING OF EXTRAORDINARY GENERAL MEETING SHALL REMAIN THE SAME.



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ASSENT / DISSENT FORM

(THIS FORM CAN ALSO BE USED IF YOU WISH TO RECAST YOUR VOTE IN CASE YOU HAVE ALREADY CASTED YOUR VOTE IN FORM SENT ALONGWITH ORIGINAL NOTICE DATED 15TH MAY, 2015)

1.	Name & Registered Address of Shareholder (IN BLOCK LETTERS)			
2.	Name(s) of Joint holders, if any			
3.	Registered folio No./ DP ID No./Client ID No.* (*Applicable to investors holding shares in dematerialized form)			
4.	Number of share(s) held			
5.	I/We hereby exercise my/our vote in respect of the following resolution to be passed for the business stated in the Notice of the Extra Ordinary General Meeting dated 15 th May, 2015 (read with Addendum Notice dated 29 th May, 2015) by conveying my/our assent or dissent to the Resolution by placing a tick(✓) mark at the appropriate box below.			
Item No.	Description of the Resolution	No. of share(s)	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution pursuant to provisions of Sections 78, 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 for Reduction of Share Capital and utilization of Securities Premium Account			

Place :

Date :

(Signature of the shareholder)

- Notes : (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
(ii) Last date for receipt of Assent/Dissent Form: Thursday, 18th June, 2015 (05.00 p.m.)
(iii) Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. Shareholders have option to vote either through remote e-voting i.e. electronic means or to convey assent/dissent in physical form. If a shareholder has opted for Physical Assent / Dissent Form, then he/she should not vote by remote e-voting and vice versa. However, in case Shareholders cast their vote through both physical assent/dissent form and remote e-voting, then vote casted through remote e-voting shall be considered, and vote cast through physical assent/dissent form shall be treated as invalid.
2. The Notice of Extra Ordinary General Meeting is dispatched/e-mailed to the members whose names appear on the Register of Members as on 15th May, 2015. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of Friday, 12th June, 2015. 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 as well as voting at the meeting through ballot paper.
3. Voting through Physical Assent / Dissent Form cannot be exercised by a proxy.

Instructions for Voting Physical Assent/ Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Manish L. Ghia, Partner, M/s Manish Ghia & Associates, Company Secretaries, Mumbai (Membership No. 6252) and send the same at their cost to reach the Scrutinizer at the Registered Office of the Company by 05.00 p.m. till Thursday, 18th June, 2015. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participant(s)). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. A Member may request for a duplicate Assent / Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.1 above.
7. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature. If any other paper is sent along with the form the same will be destroyed by the Scrutinizer.
8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.