



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Members of Sri Adhikari Brothers Television Network Limited will be held at **Celestial Banquets, B/47, Paramount Building, Off New Link Road, Veera Desai Industrial Estate, Andheri (West), Mumbai - 400102, Maharashtra on Friday, 19th June, 2015 at 11.00 a.m. or immediately after the conclusion of the Court Convened Meeting of the Equity Shareholders, whichever is later**, to be held on the directions of the Hon'ble High Court of Judicature at Bombay for approving the Composite Scheme of Amalgamation and Arrangement under Sections 391 to 394 of the Companies Act, 1956 read with Section 78, Sections 100 to 103 of the Companies Act, 1956 and Section 52 and other relevant provisions of the Companies Act, 2013 proposed to be made between Maiboli Broadcasting Private Limited ('Transferor Company') and Sri Adhikari Brothers Assets Holding Private Limited ('First Demerged Company') and Sri Adhikari Brothers Television Network Limited ('Transferee Company' or 'Second Demerged Company') and UBJ Broadcasting Private Limited ('Third Demerged Company') and HHP Broadcasting Services Private Limited ('Fourth Demerged Company') and MPCR Broadcasting Service Private Limited ('Fifth Demerged Company') and TV Vision Limited ('First Resulting Company') and SAB Events & Governance Now Media Private Limited (Formerly known as 'Marvick Entertainment Private Limited') ('Second Resulting Company') and their Respective Shareholders ('the Scheme') for the purpose of transacting the following Special Business by passing Special Resolution set out below through Ballot Form and e-voting:

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 100 to 103 of the Companies Act, 1956, 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 proportionate reduction of 20,000 (Twenty Thousand) Redeemable Preference Shares of the Company that would be issued to the shareholders of SAB Assets pursuant to the demerger of the Publication business of SAB Assets into the Company in accordance with the Scheme.

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”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received by the company at its Registered Office not less than 48 hours before 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. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Extraordinary General Meeting is annexed hereto.
3. 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 Extra Ordinary General Meeting (including through e-voting).
4. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the Meeting Hall.
5. 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 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.
6. 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.

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to all the members of the Company. For the purpose, the Company has engaged services of National Securities Depository Limited (NSDL) for facilitating e-voting to enable the members to cast their votes electronically. Remote e-voting is optional and portal will remain open from Tuesday, 16th June, 2015 (10.00 a.m.) till Thursday, 18th June, 2015 (05.00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialised form as on 12th June, 2015 may cast their votes electronically. For instructions of remote e-voting, please refer page no.5 of the Notice of Postal Ballot and e-voting.
8. A Member desiring to exercise vote by Physical Assent / Dissent Form, kindly refer to the instructions printed overleaf the form.
9. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th June, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
10. The facility for voting through electronic voting system or ballot paper or polling paper shall also be made available at the Court Convened Meeting and the members attending the meeting who have not cast their vote by remote e-voting or by physical assent/dissent form shall be able to exercise their right at the meeting through ballot paper.
11. The members who have cast their vote by remote e-voting or by physical assent/dissent form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai (Membership No. 6252) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the assent/dissent forms received from the members who do not have access to the remote e-voting process) in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing whole shall countersign the same. The Chairman of the Company or a person authorized by him in writing shall declare the result forthwith.
14. The results declared alongwith Scrutinizer Report shall be placed on the Company's website viz. www.adhikaribrothers.com and on the website of NSDL viz. www.evoting.nsdl.com and communicated to the Stock Exchanges where the shares of the Company are listed.

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

Sd/-
Gautam Adhikari
Chairman & Whole Time Director

Place: Mumbai
Date: 15th May, 2015

Registered Office:

6th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai - 400053.
CIN: L32200MH1994PLC083853
Email: investorservices@adhikaribrothers.com
Website: www.adhikaribrothers.com
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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. The Board of Directors of Sri Adhikari Brothers Television Network Limited ('SABTNL' or 'the Company') at its meeting held on 28th August, 2014 have approved 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' 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').
2. The Scheme provides for the following:
 - i. Merger of Maiboli Broadcasting Private Limited ('Transferor Company' or 'MBPL') with Sri Adhikari Brothers Television Network Limited ('Transferee Company' or 'SABTNL');
 - ii. Demerger of Publication business of Sri Adhikari Brothers Assets Holding Private Limited ('First Demerged Company' or 'SAB Assets') into SABTNL;
 - iii. Demerger of Broadcasting business of SABTNL/Second Demerged Company into TV Vision Limited ('First Resulting Company' or 'TVL');
 - iv. Demerger of Broadcasting business of UBJ Broadcasting Private Limited ('Third Demerged Company' or 'UBJ'), HHP Broadcasting Services Private Limited ('Fourth Demerged Company' or 'HHP') and MPCR Broadcasting Service Private Limited ('Fifth Demerged Company' or 'MPCR') into TV Vision Limited ('First Resulting Company' or 'TVL'); and
 - v. Demerger of Publication business of SABTNL ('Second Demerged Company') into SAB Events & Governance Now Media Private Limited (Formerly known as Marvick Entertainment Private Limited) ('Second Resulting Company' or 'SAB Events');
3. Upon coming into effect of the Scheme and in consideration for transfer and vesting of the Publication Business Undertaking in SABTNL, the Company would issue 2,381,068 (Twenty Three Lakh Eight One Thousand Sixty Eight only) fully paid up Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten only) each in SABTNL to the Shareholders of SAB Assets on proportionate basis.
4. Upon coming into effect of the Scheme and demerger of Publication business of SABTNL into SAB Events and demerger of Broadcasting business of SABTNL into TVL, the Redeemable Preference Share Capital issued by SABTNL pursuant to this Scheme as mentioned above would be reduced to the extent of 20,000 (Twenty Thousand only) Redeemable Preference shares of Rs. 10/- (Ten only) each, fully paid up, held by the preference shareholders pursuant to this Scheme, on a proportionate basis
5. Since the Scheme would result in reduction of Preference Share Capital of the Company, the approval of the equity shareholders by a Special Resolution would be required pursuant to provisions of Section 100 of the Companies Act, 1956.
6. The proposed restructuring will not cause any prejudice to the creditors of the Company since it does not involve any financial outlay/outgo on the part of the Company. For the sake of clarity, it is specified that the reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. Further, the proposed restructuring would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.
7. The above restructuring will have no impact on the shareholding pattern and the capital structure of the Company. The pre and post scheme (expected) restructured share capital and shareholding pattern of the Company is as under:

SHARE CAPITAL STRUCTURE OF THE COMPANY - PRE REDUCTION

No	Share Capital	Amount in (Rs.)
	Authorized Share Capital	
	40,000,000 Equity shares of Rs. 10 each	400,000,000
	Total	400,000,000
	Issued, Subscribed, Paid – Up Capital	
	34,944,500 Equity Shares of Rs.10 each	349,445,000
	Total	349,445,000

Note :

Upon coming into effect of the Scheme and in consideration for transfer and vesting of the Publication Business Undertaking in SABTNL, the Company would issue 2,381,068 fully paid up Redeemable Preference Shares of the face value of Rs.10/- each in SABTNL to the Shareholders of SAB Assets on proportionate basis.

Upon coming into effect of the Scheme and demerger of Publication business of SABTNL into SAB Events and demerger of Broadcasting business of SABTNL into TVL, the Redeemable Preference Share Capital issued by SABTNL pursuant to this Scheme as mentioned above would be reduced to the extent of 20,000 Redeemable Preference shares of Rs. 10/- each, fully paid up, held by the preference shareholders pursuant to this Scheme, on a proportionate basis

EXPECTED SHARE CAPITAL STRUCTURE OF THE COMPANY - POST REDUCTION

No	Share Capital	Amount in (Rs.)
	Authorized Share Capital	
	461,00,000 Equity shares of Rs. 10 each	461,000,000
	24,00,000 Preference Shares of Rs. 10 each	24,000,000
	Total	485,000,000
	Issued, Subscribed, Paid – Up Capital	
	34,944,500 Equity Shares of Rs.10 each	349,445,000
	2,361,068 Preference Shares of Rs. 10 each	23,610,680
	Total	373,055,680

SRIADHIKARI BROTHERS TELEVISION NETWORK LIMITED (Transferee Company)

There is no issue of equity shares by the Company pursuant to the Composite scheme of Amalgamation and Agreement and hence, Pre and Post Scheme the equity shareholding of the Company would remain same.

The Pre and Post -Scheme equity shareholding pattern of the Transferee Company as on 31st March, 2015 is as follows:

Category code	Category of Shareholder	Total number of shares	As a % of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided Family	10,991,259	31.45
(b)	Central Government/ State Government(s)	0	0.00
(c)	Bodies Corporate	5,001,786	14.31
(d)	Financial Institutions/ Banks	0	0.00
(e)	Any Others(Specify)	0	0.00
	Sub Total(A)(1)	15,993,045	45.77
2	Foreign		
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00
(b)	Bodies Corporate	0	0.00
(c)	Institutions	0	0.00
(d)	Qualified Foreign Investor	0	0.00
(e)	Any Others(Specify)	0	0.00
	Sub Total(A)(2)	0	0.00
(A)	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	15,993,045	45.77
(B)	Public shareholding		
1	Institutions		
(a)	Mutual Funds/ UTI	900	0.00
(b)	Financial Institutions/ Banks	304	0.00
(c)	Central Government/ State Government(s)	0	0.00
(d)	Venture Capital Funds	0	0.00
(e)	Insurance Companies	206,950	0.59
(f)	Foreign Institutional Investors	1100	0.00
(g)	Foreign Venture Capital Investors	0	0.00
(h)	Qualified Foreign Investor	0	0.00
(i)	Any Other (specify)	0	0.00
	Sub-Total (B)(1)	209,254	0.60

B 2	Non-institutions		
(a)	Bodies Corporate	143,22,807	40.99
(b)	Individuals		
I	Individuals - i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1,385,388	3.96
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2,884,069	8.25
(c)	Qualified Foreign Investor	0	0.00
(d)	Any Other (specify)		
(d-i)	Director	100	0.00
(d-ii)	Clearing Member	138,014	0.39
(d-iii)	NRI	11,823	0.03
	Sub-Total (B)(2)	18,742,201	53.63
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	18,951,455	54.23
	TOTAL (A)+(B)	34,944,500	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	0	0.00
2	Public	0	0.00
	Sub-Total (C)	0	0.00
	GRAND TOTAL (A)+(B)+(C)	34,944,500	100.00

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

Sd/-
Gautam Adhikari
Chairman & Whole Time Director

Place : Mumbai
Date: 15th May, 2015

Registered Office:
6th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai - 400053.
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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extra Ordinary General Meeting - Friday, 19th June, 2015.

Name of the Member(s):	
Name(s) of the Joint Holder, if any:	
Registered Address:	
E-mail ID:	
Folio No/Client ID/DP ID* (*Applicable to investors holding shares in Dematerialised Form)	

I/We being a member(s) of _____ shares of the above named Company hereby appoint:

- Name:.....
Address:.....
Email ID: Signature:..... or falling him;
- Name:.....
Address:.....
Email ID: Signature:..... or falling him;
- Name:.....
Address:.....
Email ID: Signature:..... or falling him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the members of the Company to be held at Celestial Banquets, B/47, Paramount Building, Off New Link Road, Veera Desai Industrial Estate, Andheri (West), Mumbai - 400102 on Friday, 19th June, 2015 at 11.00 a.m or immediately after the conclusion of the Court Convened Meeting of the Equity Shareholders, whichever is later and at any adjournment thereof in respect of such resolution as indicated below:

Resolution Number	Description of Resolutions	Vote (Optional see Note 2) (Please mention no. of share)		
		For	Against	Abstain
1	Special Resolution pursuant to provisions of Sections 100 to 103 of the Companies Act, 1956 for Reduction of Share Capital			

Signed this day of, 2015	<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> Affix Revenue Stamp Re.0.15 </div>
Signature of shareholder	
Signature of Proxy holder(s)	

Note:

- This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.
- In case of multiple proxies, the Proxy later in time shall be accepted.
- Proxy need not to be the shareholder of the Company.

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ASSENT/DISSENT FORM FOR VOTING ON EGM RESOLUTION

(Please carefully read the instructions printed overleaf before exercising the vote)

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 Friday 15 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 100 to 103 of the Companies Act, 1956 for Reduction of Share Capital			

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: Friday, 19th 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 Participants). 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.



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ATTENDANCE SLIP EXTRA ORDINARY GENERAL MEETING - FRIDAY, 19TH JUNE, 2015

Registered Folio/ DP ID & Client ID.	
Name and address of the shareholder(s)	
Joint Holder 1 Joint Holder 2	
No. of share(s) held	

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the Members of the Company held at Celestial Banquets, B-47, Paramount Building, Off New Link Road, Veera Desai Industrial Estate, Andheri (West) – Mumbai 400 102, Maharashtra on Friday, 19th May, 2015 at 11.00 a.m or immediately after the conclusion of the Court Convened Meeting of the Equity Shareholders, whichever is later.

Member's/Proxy's name (in Block Letters)

Member's/ Proxy's Signature

Note:

1. Please fill in the Folio/DP ID/Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Please read the instructions for e-voting given along with Notice. The Voting period starts from Tuesday, 16th June, 2015 (10.00 a.m.) and ends on Thursday, 18th June, 2015 (05.00 p.m.). The voting module shall be disabled by NSDL for voting thereafter.

ELECTRONIC VOTING PARTICULARS

EVEN (REMOTE E-VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN