



SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

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

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

Serial No.:

1. Name & Registered Address of Shareholder (IN BLOCK LETTER) :

2. Name 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 Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the company dated 30th May, 2014 by sending my/our assent or dissent to the said Resolutions 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 u/s 186 of the Companies Act, 2013 for increase in the powers of the Company to give loan to any person or other body corporate/give guarantee or provide security in connection with a loan to any person or other body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate upto Rs. 500 Crores.			
2	Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for increase in borrowing powers of the Company upto Rs. 500 Crores.			
3	Special Resolution u/s 180(1)(a) of the Companies Act, 2013 to authorize Board of the Directors of the Company to create mortgages / charges / hypothecation on all or any of the immovable and movable assets of the Company, both present and future upto an amount as approved by the shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013.			
4	Special Resolution u/s 62(1)(b) of the Companies Act, 2013 and SEBI (ESOP) Guidelines, 1999 to issue and offer of Options upto 1,00,000 to the employees under Employee Stock Option Scheme convertible into equivalent number of Equity Shares of the Company.			

Place :

Date : _____
(Signature of the shareholder)

Note: Please return duly filed and signed postal ballot form in the envelope enclosed herewith.

Details for e-voting :

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

P.T.O.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the attached self addressed Business Reply envelope. Postage will be paid by the Company. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the Member, will also be accepted.
2. The self addressed Business Reply envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The form should be filled and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/ Depository Participant) by the first named Member and in his/her absence, by the next named Member.
4. Postal ballot cannot be exercised by proxies.
5. Incomplete or unsigned Postal Ballot Forms will be rejected.
6. There will be one postal ballot form for every Folio/ Client ID irrespective of the number of joint holder(s).
7. The Scrutinizer's decision on the validity of Postal Ballot will be final.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday, 22nd day of July, 2014. Postal Ballot Form received after this date will be strictly treated as if reply from such Member has not been received and the same will not be considered for the purpose of postal ballot.
9. In case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of Board Resolution / authority together with specimen signatures of the duly authorized signatories.
10. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on Friday, 13th day of June, 2014.
11. A member need not use all his/her votes in the same manner.
12. Members are requested not to send any other paper along with the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

INSTRUCTIONS FOR E-VOTING

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "SABTNL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN

noted in step (i) above. Click Login.

- (v) Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Sri Adhikari Brothers Television Network Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG 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 to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided in Postal Ballot form.
 - (ii) Please follow steps as mentioned at Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The e-voting period commences on Monday, 23rd June, 2014 (9:00 a.m.) and ends on Tuesday, 22nd July, 2014 (6:00 p.m.). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 13th June, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) i.e. Friday, 13th June, 2014.
7. Mr. Manish L. Ghia, Partner, Manish Ghia & Associates, Company Secretaries, Mumbai (Membership No.: 6252) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.