

May 30, 2019

To
The Manager - DCS
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Scrip Code: 530943

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051
SYMBOL: SABTN

Dear Sir,

Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2019

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 enclosed herewith please find the Annual Compliance Report issued by Mrs. Shweta Mundra, Practising Company Secretary for the year ended March 31, 2019.

Kindly take the above in your record.

Thanking you,
Yours faithfully,

For Sri Adhikari Brothers Television Network Limited

Markand Adhikari
Chairman & Managing Director
DIN: 00032016



Encl.: A/a

Secretarial Compliance Report
of Sri Adhikari Brothers Television Network Ltd. for the year ended 31st March 2019.
[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,
The Members,
Sri Adhikari Brothers Television Network Limited
Mumbai

I, Shweta Mundra, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Sri Adhikari Brothers Television Network Limited** (having Corporate Identification Number L32200MH1994PLC083853 and whose equity shares are listed at BSE Limited and National Stock Exchange of India Limited with Scrip Code/Symbol of "530943" and "SABTN" respectively) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein with referred to as LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*No compliances were required to be made during the review period*);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

Shweta Mundra

SHWETA MUNDRA**Practising Company Secretary**

B/202, Chandrakant Residency, 150 Feet Road, Bhayander (W), Dist – Thane (Maharashtra)
 Cell: 9967103438, Email:shwetamundra@gmail.com

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (No compliances were required to be made during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (No compliances were required to be made during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1	Regulation 6 of LODR (reg. appointment of Compliance Officer)	Compliance Officer is not a qualified company secretary for the period from 29.11.2018 to 31.03.2019	The company has appointed a Company Secretary w.e.f. 23.04.2019 and who is also designated as the Compliance Officer.
2	Regulation 14 of LODR (payment of Listing Fee)	Payment made beyond the stipulated time limit.	Payment made on 18.05.2018.
3	Regulation 17(1A) of LODR (reg. Woman Director)	No woman director in the Board of Directors for the period 01.04.2018 to 29.05.2018.	Deviation rectified w.e.f. 30.05.2018.
5	Regulation 17(8) & 33(2) of LODR (reg certification of quarterly and annual financials by CFO)	No certification by Chief Financial Officer (CFO,) as the company does not have a CFO.	The Company has since appointed a CFO w.e.f. 23.04.2019 (who is also a director);
6	Regulation 30 (6)	Non-Disclosure/Delayed Disclosure of the following Events: a. One of the secured lender had approached NCLT under Insolvency and Bankruptcy Code (IBC) and the said application is pending; however no order has been passed. (not disclosed)	As informed by the company, since the application is yet to be considered that's why the Company has not reported. The outcome was informed to

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		b. Outcome of Board Meeting held on 29.03.2019 submitted to the BSE Ltd. on 11.04.2019. (delayed disclosure)	NSE and inadvertently due to technical issue on BSE website the outcome was not been seen even after uploading. Accordingly, the Company re- uploaded the same on BSE.
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- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records;
- (c) as represented to us, no action has been taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder.
- (d) this being the first report, the requirement relating to "observations in the previous reports requiring follow-up actions by the listed entity" are not applicable.



Shweta Mundra

Shweta Mundra

Practising Company Secretary

ACS- 38115, COP - 15387

Place : Mumbai

Date: May 30, 2019