

October 1, 2019

To
The Manager - CRD,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Dear Sir(s),

Scrip Code: 530943

Sub: Submission of Scrutinizer Report and Voting Results of the 24th AGM

Enclosed herewith please find the Scrutinizer Report and Voting Results of the 24<sup>th</sup> Annual General Meeting of the Company held on Monday, September 30, 2019 at 2.00 p.m. at VVM Banquets, Venue Hub Compound, Vidya Vikas Mandal, Near Recreation Club, Next to Bhavan's College, Andheri (W), Mumbai – 400058.

Kindly take the same on records.

Thanking You

For Sri Adhikari Brothers Television Network Limited

Komal Jhamnani

Company Secretary & Compliance Officer

Encl: a/a

Tel.: 022 - 40230000 | Fax: 022 - 26395459 Website: www.adhikaribrothers.com

CIN: L32200MH1994PLC083853



;+91 22 2682 6286/2681 5400

🥌 : info@mgconsulting.in 🛕 : www.mgconsulting.in

### CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To The Chairman. Sri Adhikari Brothers Television Network Limited. 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri West, Mumbai - 400053.

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through electronic voting process and voting by poll papers at 24th Annual General Meeting ('AGM') of the Members of Sri Adhikari Brothers Television Network Limited ('the Company') held on Monday, 30th September, 2019.

- 1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 ('the Act') read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time;
  - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
  - c) Scrutinizing the votes cast through polling paper (at the AGM) for those members, who have not casted their votes through e-voting platform,

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 03 as set out in the Notice of 24th AGM of the members of the Company dated 14th August, 2019.



Noida Office

- 2. The management of the Company is responsible to ensure the compliances with the requirements of the Act and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. Our responsibility as Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' on the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by National Services Depositary Limited ('NSDL'), the agency engaged by the Company to provide e-voting facility and poll conducted at the AGM in a fair and transparent manner.
- 3. As per the confirmation received from the Company:
- a. The Notice of the AGM dated 14<sup>th</sup> August, 2019 along with Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders by courier at their registered addresses and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories by Thursday, 5<sup>th</sup> September, 2019.
- b. The said notice was dispatched on the basis of Register of Members made available by Sharex Dynamic (India) Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depository's viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 23rd August, 2019.
- c. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Arthakaran" on Saturday, 7th September, 2019.
- d. In terms of the aforesaid Notice, voting period through electronic means was kept open for 3 (Three) days from Friday, 27<sup>th</sup> September, 2019 (10.00 a.m.) till Sunday, 29<sup>th</sup> September, 2019 (5.00 p.m.).
- e. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2019.
- f. As required under the said rules, after the conclusion of AGM, the votes cast under e-voting platform including voting through poll papers in the poll box were unblocked in the presence of Mr. Bhavya Gala and Ms. Nikita Somaiya, who are not in employment with the Company.



Summary of the e-voting and poll at the AGM is as follows:

### A. ORDINARY BUSINESS

Resolution No.1: Ordinary Resolution

Particulars	To receive, co Financial Stat Reports and A	ements) of th	ie Company, f	ted Financial or the year en	Statements ded March 3	(including 31, 2019 tog	Audited Cor ether with th	nsolidated ne Boards'
Whether prom the agenda/res	oter/promoter g	group are inte	erested in	No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstandin g shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and	E-Voting		2491230	32.2204	2491230	0	100.0000	0.0000
Promoter Group	Poll/Ballot Papers	7731845	3061786	39.5997	3061786	0	100.0000	0.0000
	Total (A)	7731845	5553016	71.8201	5553016	0	100.0000	0.0000
Public-	E-Voting		0	0.0000	0	0	0.0000	0.0000
Institutions	Poll/Ballot Papers	5743827	0	0.0000	0	0	0.0000	0.0000
	Total (B)	5743827	0	0.0000	0	0	0,0000	0.0000
Public- Non Institutions	E-Voting	214(9929	7605	0.0354	2504	5101	32.9257	67.0743
	Poll/Ballot Papers	21468828	5674066	26.4293	5674066	0	100.0000	0.0000
	Total (C)	21468828	5681671	26.4647	5676570	5101	99.9102	0.0898
7	otal (A+B+C)	34944500	11234687	32.1501	11229586	5101	99.9546	0.0454

**Result:** We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.



### Resolution No. 2: Ordinary Resolution

Particulars					lhav (DIN: 08) gible, offers h			
Whether pron the agenda/re	noter/promoter			No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstandi ng shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter	E-Voting		2491230	32.2204	2491230	0	100.0000	0.0000
Promoter	Poll/Ballot Papers	7731845	3061786	39.5997	3061786	0	100.0000	0.0000
Group	Total (A)	7731845	5553016	71.8201	5553016	0	100.0000	0.0000
Public-	E-Voting		0	0.0000	0	0	0.0000	0.0000
Institutions	Poll/Ballot Papers	5743827	0	0.0000	0	0	0.0000	0.0000
	Total (B)	5743827	0	0.0000	0	0	0.0000	0.0000
Public- Non	E-Voting		7605	0.0354	3004	4601	39.5003	60.4997
Institutions	Poll/Ballot Papers	21468828	5674066	26,4293	5674066	0	100.0000	0.0000
	Total (C)	21468828	5681671	26.4647	5677070	4601	99.9190	0.0810
Total (A+B+C	()	34944500	11234687	32.1501	11230086	4601	99.9590	0.0410

**Result:** We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.



### B. SPECIAL BUSINESS

Resolution No. 3: Special Resolution

Particulars	Authority to Company.	the Board (	Of Directors	to Create,	Offer, Issue	& Allot Fi	urther Securi	ities of the
Whether pron the agenda/re	noter/promoter solution?	group are int	erested in	No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstandi ng shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter	E-Voting		2491230	32.2204	2491230	0	100.0000	0.0000
Promoter	Poll/Ballot Papers	7731845	3061786	39.5997	3061786	0	100,0000	0.0000
Group	Total (A)	7731845	5553016	71.8201	5553016	0	100.0000	0.0000
Public-	E-Voting		0	0.0000	0	0	0.0000	0.0000
Institutions	Poll/Ballot Papers	5743827	0	0.0000	0	0	0.0000	0.0000
	Total (B)	5743827	0	0,0000	0	0	0.0000	0.0000
Public- Non	E-Voting		7605	0.0354	2504	5101	32.9257	67.0743
Institutions	Poll/Ballot Papers	21468828	5674066	26.4293	5674066	0	100.0000	0.0000
	Total (C)	21468828	5681671	26.4647	5676570	5101	99.9102	0.0898
Total (A+B+C		34944500	11234687	32.1501	11229586	5101	99.9546	0.0454

Result: We report that the number of votes cast in favour of the aforesaid Special Resolution is three times more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.



### We further report that:

- a. We have received all the documents as mentioned in Sections 105 and 113 of the Act and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Registers; and
- b. The Registers, all other papers and relevant records relating to E-Voting and voting through Poll papers at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You

For Manish Ghia & Associates

Company Secretaries

CS Manish L. Ghia

Partner

M. No. FCS 6252; C. P. No. 3531

Place: Mumbai Date: 01.10.19

Countersigned by

Chairman / Authorized Signatory

Sri Adhikari Brothers Television Network Limited

Place: Mumbai

Date: 110 2019

# 24th ANNUAL GENERAL MEETING OF SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

Date of AGM: 30th September, 2019
Total number of shareholders on record date i.e. 23rd September, 2019: 14223
No. of shareholders present in the meeting either in person or through proxy: 41
Promoters and Promoter Group: 4
Public: 37
No. of shareholders attended the meeting through video conferencing: Not Applicable
Promoters and Promoter Group:
Public

Resolution required: (Ordinary/ <del>Special</del> )	Special)		To receive, consider and adopt the Consolidated Financial Statement together with the Boards' Reports	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2019 together with the Boards' Reports and Auditor's Report thereon.	ne Audited Fina nts) of the Comp s and Auditor's	Audited Financial Statements (including Auditeds) of the Company, for the year ended March 31, 20 and Auditor's Report thereon.	its (including / ear ended Maron.	Audited :h 31, 2019
Whether promoter/promoter group are interested in agenda / resolution?	oup are interested in age	enda/resolution?	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in % of votes favour on against on votes polled votes poll	% of votes against on votes polled
Promoter and Promoter Group	E-Voting		2491230	32.2204	2491230	0	100.0000	0.0000
1	Poll/Ballot Papers	7731845	3061786	39.5997	3061786	0	100.0000	0.0000
	Postal Ballot (if	//01010						1
	Total	7731845	5553016	71.8201	5553016	0	100.0000	0.0000
Public- Institutions	E-Voting			0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers	5743827	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if		T.	ī	ī	ī	1	ī
	Total	5743827	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		7605	0.0354	2504	5101	32.9257	67.0743
	Poll/Ballot Papers	21168828	5674066	26.4293	5674066	0	100.0000	0.0000
	Postal Ballot (if applicable)	07000±17	ı	ī	í	ī	ı	
	Total	21468828	5681671	26.4647	5676570	5101	99.9102	0.0898
	Total	34944500	11234687	32.1501	11229586	5101	99.9546	0.0454
								IASM!

# 24th ANNUAL GENERAL MEETING OF SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

No. of shareholders attended the meeting through video conferencing: Not Applicable No. of shareholders present in the meeting either in person or through proxy: 41 Total number of shareholders on record date i.e. 23rd September, 2019: 14223 Date of AGM: 30th September, 2019 Public: 37 Public: Promoters and Promoter Group: Promoters and Promoter Group: 4

Resolution required: (Ordinary/Special)	ecial)		To appoint a Director in place of Mrs. Latasha Jadhav (DIN: 08141498), Non-Executive Dire the Company, who retires by rotation and being eligible, offers herself for re-appointment.	ctor in place of M o retires by rotatic	rs. Latasha Jadha m and being elig	Latasha Jadhav (DIN: 08141498), Non-Executive Director of and being eligible, offers herself for re-appointment.	8), Non-Executi elf for re-appoi	ve Director of ntment.
Whether promoter/promoter group are interested in agenda / resolution?	are interested in agenda	/resolution?	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting		2491230	32.2204	2491230	0	100.0000	0.0000
	Poll/Ballot Papers	7721845	3061786	39.5997	3061786	0	100.0000	0.0000
	Postal Ballot (if applicable)	V-0101/	1	-	ī	1	1	1
	Total	7731845	5553016	71.8201	5553016	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers	5743877	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if							(
	Total	5743827	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		7605	0.0354	3004	4601	39.5003	60.4997
	Poll/Ballot Papers	21 468828	5674066	26.4293	5674066	0	100.0000	0.0000
	Postal Ballot (if applicable)	A A A A A A A A A A A A A A A A A A A	ī			1	1	and the second s
	Total	21468828	5681671	26.4647	5677070	4601	99.9190	0.0810
	Total	34944500	11234687	32.1501	11230086	4601	99.9590	0.0410
								1

# 24th ANNUAL GENERAL MEETING OF SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

Date of AGM: 30th September, 2019
Total number of shareholders on record date i.e. 23rd September, 2019: 14223
No. of shareholders present in the meeting either in person or through proxy: 41
Promoters and Promoter Group: 4
Public: 37
No. of shareholders attended the meeting through video conferencing: Not Applicable
Promoters and Promoter Group:
Public:

0.0454	99.9546	5101	11229586	32.1501	11234687	34944500	Total	
0.0898	99.9102	5101	5676570	26.4647	5681671	21468828	Total	
	1	1		ī	T		applicable)	
						07000117	Postal Ballot (if	
0.0000	100.0000	0	5674066	26.4293	5674066	21468828	Poll/Ballot Papers	2
67.0743	32.9257	5101	2504	0.0354	7605		E-Voting	Public- Non Institutions
0.0000	0.0000	0	0	0.0000	0	5743827	Total	
	T	1		1	T		applicable)	
						3/4362/	Postal Ballot (if	
0.0000	0.0000	0	0	0.0000	0	7,0007	Poll/Ballot Papers	
0.0000	0.0000	0	0	0.0000	0		E-Voting	Public- Institutions
0.000	100.000		5555016	/1.8201	5553016	7/31845	Lotal	
							applicable)	
							Postal Ballot (if	
0.0000	100.0000	0	3061786	39.5997	3061786	7731845	Poll/Ballot Papers	
0.0000	100.0000	0	2491230	32.2204	2491230		E-Voting	Promoter and Promoter Group
% of votes against on votes polled	% of votes in % of votes favour on against on votes polled votes polle	No. of votes - against	No. of Votes in favour	% of votes Polled on outstanding shares	No. of votes polled	No. of shares held	Mode of Voting	Category
					No		up are interested in ag	Whether promoter/promoter group are interested in agenda / resolution?
ecurities of the	\llot Further S.	)ffer, Issue & A	tors to Create, C	Authority to the Board Of Directors to Create, Offer, Issue & Allot Further Securities of the Company.	Authority to the Company.		Special)	Resolution required: (Ordinary/Special)