

September 8, 2020

To
**The Manager - CRD,
BSE Limited**
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street, Fort,
Mumbai - 400 001

Scrip Code: 530943

Dear Sir,

Sub: Intimation of 25th Annual General Meeting to be held on Wednesday, 30th September, 2020 and Book Closure.

With reference to the above captioned subject, we wish to inform you that 25th Annual General Meeting ("AGM") of the Company will be held on Wednesday, 30th September, 2020 through Video Conferencing facility to transact the Ordinary Business as set out in the Notice convening the 25th AGM, dated 04th September, 2020. A Copy of the Notice of 25th Annual General Meeting is attached with this letter.

Further, pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 28th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of AGM. Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on record and acknowledge the receipt.

Thanking you.

Yours faithfully,

For Sri Adhikari Brothers Television Network Limited



Komal Jhamnani
Company Secretary & Compliance Officer
ACS: 59224

(Encl.: a/a)

Registered Office:

6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: 022 - 40230000 | Fax: 022 - 26395459

Website: www.adhikaribrothers.com

CIN: L32200MH1994PLC083853

Attn. Market Operations Department

Name of the Company: Sri Adhikari Brothers Television Network Limited

Scrip Code	Type of Security	Book Closure		Record date	Purpose
		From	To		
530943	Equity	Monday, 28 th September, 2020	Wednesday, 30 th September, 2020	N.A.	Annual General Meeting

For Sri Adhikari Brothers Television Network Limited



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CIN: L32200MH1994PLC083853



SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

CIN: L32200MH1994PLC083853

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400 053

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

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

NOTICE

Notice is hereby given that the 25th (Twenty Fifth) Annual General Meeting ("AGM") of the members of Sri Adhikari Brothers Television Network Limited will be held on Wednesday, September 30, 2020 at 1.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") (under COVID 19 circumstances), to transact business as stated herewith:

BACKGROUND:

The Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT"), had vide its order dated December 20, 2019 ("Order") admitted the application for initiation of the Corporate Insolvency Resolution Process ("CIRP") of Sri Adhikari Brothers Television Network Limited in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time ("Code"). Further, the NCLT vide the Order had appointed Mr. Vijendra Kumar Jain as the Interim Resolution Professional and he was subsequently confirmed as the Resolution Professional in first CoC Meeting, dated 15th January, 2020. Pursuant to the Order and in accordance with the provisions of the Code, the powers of the Board of Directors of the Company stand suspended and the same have been vested with the Resolution Professional.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company, for the year ended March 31, 2020, together with the Reports of the Resolution Professional/Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Markand Adhikari (DIN: 00032016), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

**By Order of the Resolution Professional
For Sri Adhikari Brothers Television Network Ltd.**

**Place: Mumbai
Date: September 04, 2020**

**Komal Jhamnani
Company Secretary & Compliance Officer
ACS No.:59224**

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, issued by the Securities and Exchange Board of India ("SEBI") wherein the Companies are permitted to hold the Annual General Meeting ("AGM") through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 25th AGM of the Company is being held through VC/OAVM. Hence, members can participate in the AGM through VC/OAVM only.

The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer Point no. B) and the same is also available on the Company's website www.adhikaribrothers.com.

2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

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3. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.adhikaribrothers.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
4. Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Companies Act, 2013. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sapscrutinizers@gmail.com with a copy marked to evoting@nsdl.co.in.
5. Members seeking any information with regard to any matter to be placed at the AGM, can write to the Company atleast 5 (five) days in advance i.e. before September 25, 2020 through email at investorservices@adhikaribrothers.com.
6. Brief resume of Director proposed to be appointed / re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice forming part of this Annual Report. The Company is in receipt of relevant disclosures/consent from the Director pertaining to their appointment/re-appointment.
7. Pursuant to Section 91 of the Act, Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 28, 2020 to Wednesday, September 30, 2020 (both days inclusive).
8. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred the unpaid and unclaimed dividend for the financial year 2011-12 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
9. Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company for the financial year 2012-13. The balance amount lying in Unpaid Dividend Account for the financial year 2012-13 is due for transfer to the IEPF on November 3, 2020. Members, who have not encashed their dividend for the financial year 2012-13, are advised to write to the Company immediately for claiming their dividends declared by the Company.
10. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.
11. Members are requested to forward all Share Transfers and other communications, correspondence to the RTA – M/s. Sharex Dynamic (India) Private Limited, Unit: Sri Adhikari Brothers Television Network Limited ,C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai - 400083, and members are further requested to always quote their Folio Number in all correspondences to be made with the Company.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. To comply with the provisions of Section 88 of the Act, read with the Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating some additional details of its members.



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Members who have not registered their email addresses with the Company are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form annexed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and sending it by an email to support@sharexindia.com and investorservices@adhikaribrothers.com.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

14. The Register of Directors and Key Managerial Personnel and their Shareholdings and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investorservices@adhikaribrothers.com. All the relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Securities Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT Form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the Company/RTA of the Company.
17. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the members are provided with the facility to cast their votes electronically, through the e-voting services provided by the NSDL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below.

- II. The remote e-voting period commences on Saturday, September 26, 2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- IV. 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.
- V. The Resolution Professional has appointed Mr. Prakash Shenoy, Company Secretary (Membership No. A14026) failing him Mr. Anil C Shah, Company Secretary (Membership No. F03088), Partners, SAP & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

VI. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

VII. The details of the process and manner for remote e-voting are explained herein below:

- Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>
 Step 2: Cast your vote electronically on NSDL e-voting system.

Details of Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.



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6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**"(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details of Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
- b. In case any queries relating to e-voting, you may refer Frequently Asked Question (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free number 1800-222-990 or a send a request at evoting@nsdl.co.in.
- c. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- d. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.adhikaribrothers.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited, where the shares of the Company are listed.



Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Sharex Dynamic (India) Private Limited at support@sharexindia.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <p>a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.</p>
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

- Members can participate in AGM through smart phone/laptop, however, for better experience and smooth participation it is advisable to join the Meeting through Laptops connected through broadband. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- The facility of participation at the AGM through VC/OAVM will be made available for **1000 members on first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Ms. Pallavi Mhatre, Manager – NSDL at pallavid@nsdl.co.in/ 022-24994545.
- Members who would like to express their views during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorservices@adhikaribrothes.com from September 23, 2020 (9:00 a.m. IST) to September 27, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their view during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, September 30, 2020.



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9. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

**By Order of the Resolution Professional
For Sri Adhikari Brothers Television Network Ltd.**

**Place: Mumbai
Date: September 04, 2020**

**Komal Jhamnani
Company Secretary & Compliance Officer
ACS No.:59224**

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In pursuance to the provisions of Regulation 26(4) and 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	Mr. Markand Adhikari
DIN	00032016
Date of Birth (Age)	August 26, 1957(63 years)
Nationality	Indian
Date of Appointment as Director	August 18, 2015
Designation	Managing Director
Qualification	Intermediate in Arts from University of Mumbai
Experience/ Expertise	He is having an experience of more than 30 years in the Media & Entertainment Industry
Terms and Conditions of Appointment or Re-appointment	3 (Three) years w.e.f. August 18, 2018 to August 17, 2021, liable to retire by rotation and on such terms and conditions as detailed in the Agreement.
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Justification for choosing the appointees for appointment as Independent Directors	NA
Number of Meetings of the Board attended during the year 2019-20	4(Four)
Shareholding in the Company (Equity Shares of Rs. 10/- each)	24,89,730 Equity shares
List of Directorships in other Companies	<ol style="list-style-type: none"> 1. TV Vision Limited 2. SAB Events & Governance Now Media Limited 3. HHP Broadcasting Services Private Limited 4. UBJ Broadcasting Private Limited 5. MPCR Broadcasting Service Private Limited 6. Dream Merchant Content Private Limited 7. SAB Entertainment Network Private Limited 8. Marvel Media Private Limited 9. Global Showbiz Private Limited 10. Prime Global Media Private Limited 11. SABGROUP Content Network Private Limited 12. SAB Global Entertainment Media Private Limited 13. Krishna Showbiz Services Private Limited 14. Titanium Merchant Private Limited 15. SAB Media Networks Private Limited 16. Ruani Media Service Private Limited 17. Abhivadan Media Services Private Limited (Under Process of Striking Off) 18. Ashpreet Production Service Private Limited(Under Process of Striking Off)
List of Chairmanship or membership of various Committees in listed company (The Committee membership and chairpersonship includes membership of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee)	<p>Chairmanship Nil</p> <p>Membership</p> <ul style="list-style-type: none"> • TV Vision Limited-AC, SRC and CSR. • SAB Events & Governance Now Media Limited- AC, NRC and SRC. • Sri Adhikari Brothers Television Network Limited-AC, SRC
Relationship with other Directors of the Company	Not Related