

September 03, 2018

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

Dear Sir(s),

Scrip Code: 530943

**Sub: Intimation of 23<sup>rd</sup> Annual General Meeting to be held on Tuesday, September 25, 2018 and Book Closure**

With reference to the above captioned subject, we wish to inform you that the 23<sup>rd</sup> Annual General Meeting ("AGM") of the Company will be held on Tuesday, September 25, 2018 at 12:30 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai - 400 053 to transact the Ordinary and Special Business as set out in the Notice convening the Annual General Meeting.

The Notice of the AGM and Financial Statements including Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2018, have been sent by Electronic Mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. Dispatch of physical copies of the Annual Reports including Notice of the 23<sup>rd</sup> AGM, has been completed on September 01, 2018 and the same is also available on the Company's website [www.adhikaribrothers.com](http://www.adhikaribrothers.com). Further, Notice along with Attendance sheet and Proxy form is enclosed herewith for your kind perusal.

We wish to further inform you that pursuant to the provision of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (both days inclusive) for the purpose of AGM. Intimation of book closure in prescribed format is also enclosed herewith as *Annexure I*.

We also wish to inform you that in order to comply with 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) the Listing Regulations 2015, the Company is pleased to provide its members with the facilities to exercise their right to vote on the agenda items as stated in the notice of the Annual General Meeting by Electronic means and the business may be transacted through E-voting services provided by National Securities Depositories Limited (NSDL).



The details pursuant to the provisions of Section 108 of the Companies Act, 2013 and the relevant Rules prescribed thereunder are as follows;

- 1) Period for which E-voting facility is available and open to Members of the Company: FROM Saturday, September 22, 2018 at 10:00 a.m. TO Monday, September 24, 2018 up to 5:00 p.m.
- 2) Cut-off date for determining the eligible Members for Remote E-voting: Tuesday, September 18, 2018

Further, the facilities for voting through Poll paper shall be made available at the venue of AGM and the Members attending the Meeting who have not cast their vote by Remote E-voting shall be able to exercise their right at the Meeting through Poll paper and the Members who have cast their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Kindly take the same on your records and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,

For Sri Adhikari Brothers Television Network Limited

  
Shilpa Jain

Company Secretary & Compliance Officer  
ACS No.: 24978



Annexure I

Attn. Market Operations Department

Name of the Company: Sri Adhikari Brothers Television Network Limited

Scrip Code / SYMBOL	Type of Security	Book Closure		Record date	Purpose
		From	To		
530943 SABTN	Equity	Wednesday, September 19, 2018	Tuesday, September 25, 2018	N.A.	23 <sup>rd</sup> Annual General Meeting





# SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

CIN: L32200MH1994PLC083853

**Registered Office :** 6<sup>th</sup> 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](mailto:investorservices@adhikaribrothers.com) **Website:** [www.adhikaribrothers.com](http://www.adhikaribrothers.com)

## NOTICE

Notice is hereby given that the 23<sup>rd</sup> (Twenty Third) Annual General Meeting (AGM) of the members of Sri Adhikari Brothers Television Network Limited will be held on Tuesday, September 25, 2018, at 12.30 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company, for the year ended March 31, 2018 together with the Boards' Report and Auditors' Report 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.
3. To re-appoint M/s. P. Parikh & Associates, Chartered Accountants, Mumbai (FRN: 107564W) as the Statutory Auditors of the Company to hold office from the conclusion of 23<sup>rd</sup> Annual General meeting until the conclusion of 27<sup>th</sup> Annual General Meeting and to fix their remuneration.

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. P. Parikh & Associates, Chartered Accountants, Mumbai (FRN:107564W) were appointed as Statutory Auditors in the Extra Ordinary General Meeting of the Company held on May 29, 2018 who holds office upto the conclusion of ensuing 23<sup>rd</sup> Annual General Meeting (AGM), be and are hereby re-appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of 23<sup>rd</sup> Annual General Meeting (AGM) upto the conclusion of 27<sup>th</sup> AGM to be held in the financial year 2021-22 and audit the financial statements of the Company for the financial years 2018-19 to 2021-22 and to fix the Auditor's remuneration to be payable for the financial years 2018-19 to 2021-22, as may be agreed upon between the auditors and the Board of Directors of the Company.

### **SPECIAL BUSINESS:**

4. **RE-APPOINTMENT OF MR. MARKAND ADHIKARI (DIN: 00032016) AS VICE-CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Markand Adhikari (DIN: 00032016), be and is hereby re-appointed as Vice-Chairman and Managing Director of the Company for a period of 3 (Three) years w.e.f. August 18, 2018 to August 17, 2021 without any remuneration and on such terms and conditions as provided in the explanatory statement.

**RESOLVED FURTHER THAT** remuneration, if any paid during the tenure of Mr. Markand Adhikari, as Vice-Chairman and Managing Director of the Company, shall be subject to ceiling and such other terms and conditions as specified in Schedule V to the Act, and subject to approvals, if any, required under the Companies Act, 2013 read with rules thereunder;

**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 may be required to give effect to the above resolution from time to time."



# SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

## 5. APPOINTMENT OF DR. GANESH P RAUT (DIN:08047742) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Dr. Ganesh P Raut (DIN: 08047742), who was appointed as an Additional (Independent) Director of the Company with effect from January 17, 2018 pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Dr. Ganesh P. Raut as required under Section 160 of the Act, signifying his candidature as an Independent Director, and as recommended by the Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from January 17, 2018 to January 16, 2023, who shall not be liable to retire by rotation."

## 6. APPOINTMENT OF MR. UMAKANTH BHYRAVAJOSHYULU (DIN: 08047765) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Umakanth Bhyravajoshiyulu (DIN: 08047765), who was appointed as an Additional (Independent) Director of the Company with effect from January 17, 2018 pursuant to the provisions of Section 161 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Mr. Umakanth Bhyravajoshiyulu as required under Section 160 of the Act, signifying his candidature as an Independent Director, and as recommended by Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from January 17, 2018 to January 16, 2023, who shall not be liable to retire by rotation".

## 7. APPOINTMENT OF MR. M SOUNDARA PANDIAN (DIN:07566951) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. M. Soundara Pandian (DIN: 07566951), who was appointed as an Additional (Independent) Director of the Company with effect from January 17, 2018 pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and with respect to that the Company has received a notice in writing from Mr. M. Soundara Pandian as required under Section 160 of the Act, signifying his candidature as an Independent Director, and as recommended by Nomination & Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from January 17, 2018 to January 16, 2023, who shall not be liable to retire by rotation."

## 8. APPOINTMENT OF MRS. LATASHA LAXMAN JADHAV (DIN: 08141498) AS A NON-EXECUTIVE WOMAN DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mrs. Latasha Laxman Jadhav (DIN:08141498), who was appointed as an

Additional Non-Executive Woman Director of the Company with effect from May 30, 2018, pursuant to the provisions of Section 161 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of this ensuing Annual General Meeting of the Company and in respect of that the Company has received the notice in writing from Mrs. Latasha Laxman Jadhav signifying her candidature as a Director, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Woman Director of the Company, who shall be liable to retire by rotation."

By Order of the Board of Directors

Shilpa Jain  
Company Secretary & Compliance Officer  
ACS No.: 24978

Place: Mumbai  
Date: August 13, 2018

#### NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENT APPOINTING PROXY, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF 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.
- The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses is annexed hereto and forms part of this Notice.
- Members / Proxies are requested to bring in their duly filled in Attendance slip along with their copy of Annual Report to the venue of Annual General Meeting (AGM). Corporate members are requested to send duly certified copy of the Board Resolution passed pursuant to Section 113 of the Act, authorizing their representative to attend and vote at the AGM (including through e-voting).
- Brief resume of Directors 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 Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to this Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/ re-appointment.
- Pursuant to Section 91 of the Act, Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2018 to Tuesday, September 25, 2018 (both days inclusive).
- The Register of Directors and Key Managerial Personnel and their Shareholdings, as maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested as maintained under Section 189 of the Act, will be kept open for inspection for the members during the AGM.
- 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.
- BSE has vide Circular dated July 05, 2018 in reference to amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018,



# SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

mandated the transfer of securities in dematerialized form only. Members are therefore requested to contact the RTA of the Company for converting their physical shares into demat form.

9. Members are requested to forward all Share Transfers and other communications, correspondence to RTA – M/s. Sharex Dynamic (India) Private Limited, Unit: Sri Adhikari Brothers Television Network Limited, Unit No. 1, Luthra Industrial Estate, Safed Pool, Andheri - Kurla Road, Andheri (East), Mumbai - 400072 and members are further requested to always quote their Folio Number in all correspondence with the Company.
10. Members holding shares in identical order of names in one or more folio are requested to write to the Company / RTA enclosing their share certificate(s) to enable the Company to consolidate their holding in one folio for better services.
11. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to address their queries to the Company Secretary and Compliance Officer of the Company at least 7 (Seven) days in advance of the meeting to enable the Company to provide the required information at the meeting.
12. Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the AGM.
13. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
14. Pursuant to the provisions of Section 124 and 125 of the Act, the Company has transferred the unpaid and unclaimed dividend for the financial year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government.
15. 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 2010-11. The balance amount lying in Unpaid Dividend Account for the financial year 2010-11 is due for transfer to the IEPF on November 4, 2018. Members, who have not encashed their dividend for the financial year 2010-11, are advised to write to the Company immediately for claiming their dividends declared by the Company.
16. The Ministry of Corporate Affairs (MCA) had notified the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 7, 2016 as amended by Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 effective from February 28, 2017. The said Rules provide for manner of transfer of shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years to DEMAT Account of the IEPF Authority.  
  
In compliance with said rules, the Company has transferred unpaid/unclaimed dividend alongwith shares for F.Y. 2009-10 to DEMAT Account of the Authority.
17. 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 RTA of the Company.
18. 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.
19. To comply with the provision 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.

Members 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 returning the same by post/e-mail.

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.

20. The Notice of the 23<sup>rd</sup> AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent by courier.
21. Route Map for the venue alongwith the prominent landmark of the proposed AGM of the Company, is appearing at the back of the Attendance Slip (loose leaf), dispatched along with the Annual Report and are also made available on the website of the Company i.e. [www.adhikaribrothers.com](http://www.adhikaribrothers.com).

### **Voting through electronic means:**

Pursuant to 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, Regulation 44 of Listing Regulations and SS-2 issued by ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 23<sup>rd</sup> AGM of the Company, dated August 13, 2018 (the AGM Notice).

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The facility of voting through polling papers shall also be made available at the venue of the 23<sup>rd</sup> AGM. The members who have already cast their votes through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries (FCS 6252), Mumbai, as the Scrutinizer for scrutinizing the process of e-voting and the voting through poll paper at the AGM in a fair and transparent manner.

### **E- Voting is optional.**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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.
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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 mentioned 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 click 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.

**Other Instructions:**

- a. The e-voting period begins on Saturday, September 22, 2018 from (10:00 am) and ends on Monday, September 24, 2018 at (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized

form, as on the cut-off date i.e. Tuesday, September 18, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- b. The voting rights of members shall be in proportion to their shares held of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 18, 2018. A person whose name is recorded in the Register of Members as maintained by RTA or in the Register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of e-voting as well as voting at the meeting through polling paper.
- c. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Tuesday, September 18, 2018. may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- d. If you have forgot your password, you can reset your password by using "Forgot User details/password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- e. Institutional Shareholder (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. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote to the Scrutinizer by email to [scrutinizer@mgconsulting.in](mailto:scrutinizer@mgconsulting.in) with a copy mark to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- f. In case any queries, 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](http://www.evoting.nsdl.com) or call on toll free number 1 800 222 990 or a send a request at [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).
- g. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- h. The Vice-Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted votes by availing the e-voting facility.
- i. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and e-voting, will, not later than 48 hours from the conclusion of the Meeting, make a Consolidated Scrutinizer's Report and submit the same to the Vice-Chairman or the authorised person of the Company. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company [www.adhikaribrothers.com](http://www.adhikaribrothers.com) and on the website of the NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited where the shares of the company are listed.



## STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013:

### Item No.4

Mr. Markand Adhikari aged 61 years has rich experience of more than three decades in the field of Media & Entertainment Industry. Mr. Markand Adhikari began his career with an advertising firm in the Eighties. He began this venture in association with his brother, Late Shri Gautam Adhikari. With television industry's commercialization, he set his eyes on broader horizons. He pioneered the trend of offering sponsorship-based programmes on Doordarshan. This was a new concept and had high stakes involved. He succeeded with the marketing of the Adhikari Brothers' productions in regional as well as national languages on the National Network. He is associated with the Company since its inception and his creative vision continues to guide the Company to set newer milestones.

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company in its Meeting held on August 13, 2018, re-appointed Mr. Markand Adhikari as the Vice-Chairman and Managing Director of the Company for a further period of three years with effect from August 18, 2018 to August 17, 2021 without any remuneration except that he shall be eligible for all perquisites, allowances, reimbursement of expenses etc., subject to the approval of the members of the Company.

The Board Recommends the Ordinary Resolution as set out at Item no. 4 of the Notice for approval of the Members.

Brief resume of Mr. Markand Adhikari as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of this Notice.

Except Mr. Markand Adhikari, being an appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

### Item No. 5

Dr. Ganesh P Raut was appointed as an Additional (Independent) Director of the Company w.e.f. January 17, 2018. He is a Mechanical Engineer (1984) from B.I.T., Sindri. He has vast experience of 33 years in engineering, operation, maintenance, construction, commissioning, quality assurance and management. He possesses the unique skill set & qualifications of Science, Engineering, Post Graduate Diploma in Management (Operation Management) and Ph.D done in (Business Administration). His Doctoral Thesis titled, "Corporate Governance Practices: A Comparative Study between India & UK" provides comparative insight into corporate governance practices across different dimensions, countries, time period & nature of companies. His doctoral works on Corporate Governance, analyzes difference in the corporate structure, functioning bodies, roles of Independent Directors & various officials, performance evaluation, accountability etc., which shall be beneficial to the Company.

Pursuant to the provisions of Section 161 of the Act, Dr. Ganesh P Raut holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Act, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Dr. Ganesh P Raut is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

Dr. Ganesh P Raut has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Dr. Ganesh P Raut under Section 160 of the Companies Act, 2013 signifying his candidature for the office of Independent Director.

In the opinion of the Board, Dr. Ganesh P Raut, proposed to be appointed as Independent Director fulfills the conditions specified in the Act and the Rules made thereunder and is independent to the management.

The Board recommends the Ordinary Resolution as set out at item no. 5 of the Notice for approval of the Members.

Brief resume of Dr. Ganesh P Raut as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Dr. Ganesh P Raut being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

**Item No. 6**

Mr. Umakanth Bhyravajoshiyulu was appointed as an Additional (Independent) Director of the Company w.e.f. January 17, 2018. He is a Science Graduate from Government College, Ananthapuram and has also obtained Professional Qualifications such as MA (Economics), MBA (Finance), CAIB & PGDIRPM. He has worked with Syndicate Bank as the Senior Management Grade-V - Assistant General Manager. He has more than three decades of experience in banking sector. Mr. Umakanth Bhyravajoshiyulu is expert in charting out the Group's financial growth strategy.

Pursuant to the provisions of Section 161 of the Act, Mr. Umakanth Bhyravajoshiyulu holds office as such up to the date of this ensuing Annual General Meeting. In terms of provisions of Section 149 and 152 of the Act, an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Mr. Umakanth Bhyravajoshiyulu is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

Mr. Umakanth Bhyravajoshiyulu has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Mr. Umakanth Bhyravajoshiyulu under Section 160 of the Companies Act, 2013 signifying his candidature for the office of Independent Director.

In the opinion of the Board, Mr. Umakanth Bhyravajoshiyulu, proposed to be appointed as Independent Director, fulfills the conditions specified in the Act and the Rules made thereunder and is independent of the management.

The Board recommends the Ordinary Resolution as set out at item no. 6 of the Notice for approval of the Members.

Brief resume of Mr. Umakanth Bhyravajoshiyulu as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Mr. Umakanth Bhyravajoshiyulu being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

**Item No. 7**

Mr. M Soundara Pandian was appointed as an Additional (Independent) Director of the Company w.e.f. January 17, 2018. He is a Graduate in 'Business Management' from Madurai Kamaraj University and has also obtained professional qualifications such as "Certified Associate of Indian Institute of Banking & Finance", Mumbai, "Certified in 'IT Security' and 'Customer Service & Banking Codes and Standards' by IIBF". He is a Banking Professional having 31 years of Banking Experience and has served in various capacities including 'Head' of Bank Branches. He is having a flair for Corporate Governance.

Pursuant to the provisions of Section 161 of the Act, Mr. M. Soundara Pandian holds office as such up to the date of this ensuing Annual General Meeting. In terms of the provisions of Section 149 and 152 of the Act an Independent Director of a Company can be appointed for a term of 5 (Five) consecutive years and shall not be liable to retire by rotation. Thus, Mr. M. Soundara Pandian is proposed to be appointed for 5 (Five) consecutive years w.e.f. January 17, 2018 up to January 16, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting.

Mr. M. Soundara Pandian has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice from Mr. M. Soundara Pandian under Section 160 of the Act signifying his candidature for the office of Independent Director.

In the opinion of the Board, Mr. M. Soundara Pandian, proposed to be appointed as Independent Director fulfills the conditions as specified in the Act and the Rules made thereunder and is independent of the management.

The Board recommends the Ordinary Resolution as set out at item no. 7 of the Notice for approval of the Members.

Brief resume of Mr. M. Soundara Pandian as stipulated under Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Mr. M. Soundara Pandian being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.



## Item No. 8

Mrs. Latasha L. Jadhav was appointed as an Additional Non-Executive Woman Director of the Company w.e.f. May 30, 2018. Mrs. Latasha L. Jadhav belongs to a Media Family and possesses fair knowledge of Media Industry. She is an active Social Worker and takes participation in various socio-cultural activities.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mrs. Latasha L. Jadhav holds office as such up to the date of this ensuing Annual General Meeting. The Company has also received notice from Mrs. Latasha L. Jadhav under Section 160 of the Companies Act, 2013 signifying her candidature for the office of Non- Executive Director.

In the opinion of the Board, Mrs. Lathasah L. Jadhav, proposed to be appointed as Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

The Board recommends the Ordinary Resolution as set out at item no. 8 of the Notice for approval of the members.

Brief resume of Mrs. Latasha Jadhav as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

Except, Mrs. Latasha L. Jadhav, being the appointee, none of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution.

**By Order of the Board of Directors**

**Shilpa Jain**  
**Company Secretary & Compliance Officer**  
**ACS No.: 24978**

**Place: Mumbai**  
**Date: August 13, 2018**

In pursuance to the provisions of Regulation 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	Dr. Ganesh P Raut	Mr. Umakanth Bhyravajoshiyulu	Mr. M. Soundara Pandian	Mrs. Latasha L. Jadhav
<b>DIN</b>	00032016	08047742	08047765	07566951	08141498
<b>Date of Birth (Age)</b>	August 26, 1957 (61 years)	January 23, 1958 (60 years)	September 16, 1951 (66 years)	October 18, 1959 (59 years)	April 20, 1971 (48 years)
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
<b>Date of Appointment as Director</b>	July 30, 2007	January 17, 2018	January 17, 2018	January 17, 2018	May 30, 2018
<b>Designation</b>	Managing Director	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director	Additional Non-Executive Independent Director	Additional Non-Executive Woman Director
<b>Qualification</b>	Intermediate in Arts from University of Mumbai	Mechanical Engineer (1984) from B.I.T., Sindi. He has unique skill set & qualifications of Science, Engineering, Post Graduate Diploma in Management (Operation Management) and Ph.D in Business Administration	Science Graduate from Government College, Ananthapuram and also obtained Professional Qualifications such as MA (Economics), MBA (Finance), CAIIB & PGDIRPM	Graduate in 'Business Management' from Madurai Kamaraj University and has also obtained professional qualifications such as "Certified Associate of Indian Institute of Banking & Finance", Mumbai, "Certified in IT Security" and "Customer Service & Banking Codes and Standards" by IIBF"	She is an active social worker and takes participation in Socio-Cultural activities.
<b>Experience/ Expertise (including justification for appointment / re-appointment)</b>	He is having an experience of more than 31 years in the Media & Entertainment Industry	Experience of 33 years in engineering, operation, maintenance, construction, commissioning, quality assurance and management. His Doctoral Thesis titled, "Corporate Governance Practices: A Comparative Study between India & UK" provides comparative insight into corporate governance practices across different dimensions, countries, time period & nature of companies. Given his expertise and knowledge the board considers his appointment would be of immense benefit to the Company.	Worked with Syndicate Bank as the Senior Management Grade-V- Assistant General Manager. He has more than three decades of experience in banking sector  His expertise in charting out group's financial growth strategy will be considered beneficial for the growth of the Company.	Banking Professional having 31 years of Banking Experience and has served in various capacities including 'Head' of Bank Branches  Considering his deep understanding of financial field, his appointment will be noted valuable to the Company.	Belongs to a Media Family and possesses fair knowledge of Media Industry. She is an active Social Worker and takes participation in various socio-cultural activities.
<b>Terms and Conditions of Appointment or Re-appointment</b>	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 Explanatory Statement.	5 (Five) consecutive years w.e.f. January 17, 2018 to January 16, 2023, not liable to retire by rotation	5 (Five) consecutive years w.e.f. January 17, 2018 to January 16, 2023, not liable to retire by rotation	5 (Five) consecutive years w.e.f. January 17, 2018 to January 16, 2023, not liable to retire by rotation	Non- Executive Woman Director w.e.f May 30, 2018, liable to retire by rotation
<b>Remuneration sought to be paid</b>	Nil (As provided in the Resolution No. 4 of the Notice of the 23 <sup>rd</sup> AGM of the Company)	No remuneration is paid except sitting fees	No remuneration is paid except sitting fees	No remuneration is paid except sitting fees	Nil
<b>Remuneration last drawn</b>	Rs. 50,000/- per month (inclusive of all the perquisites and allowances)	NA	NA	NA	NA
<b>Number of Meetings of the Board attended during the year</b>	10 (Ten)	1 (One)	2 (Two)	2 (Two)	NA
<b>Shareholding in the Company (Equity Shares of Rs. 10/- each)</b>	30,04,730 Equity Shares	Nil	Nil	Nil	Nil

In pursuance to the provisions of Regulation 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:

<b>List of Directorship held in other Companies</b>	<ol style="list-style-type: none"> <li>1. TV Vision Limited</li> <li>2. SAB Events &amp; Governance Now Media Limited</li> <li>3. Krishna Showbiz Services Private Limited</li> <li>4. HHP Broadcasting Services Private Limited</li> <li>5. UBJ Broadcasting Private Limited</li> <li>6. Titanium Merchant Private Limited</li> <li>7. Global Showbiz Private Limited</li> <li>8. SAB Global Entertainment Media Private Limited</li> <li>9. Prime Global Media Private Limited</li> <li>10. SABGroup Content Network Private Limited (Formerly known as "Magnificent Media Vision Private Limited")</li> <li>11. Marvel Media Private Limited</li> <li>12. SAB Media Networks Private Limited</li> <li>13. SAB Entertainment Network Private Limited</li> <li>14. Dream Merchant Content Private Limited</li> <li>15. MPCR Broadcasting Service Private Limited</li> <li>16. Ruani Media Service Pvt Ltd.</li> <li>17. Abhivadan Media Services Pvt Ltd.</li> <li>18. Ashpreet Production Service Pvt Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. SAB Events &amp; Governance Now Media Limited</li> <li>2. TV Vision Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. SAB Events &amp; Governance Now Media Limited</li> <li>2. TV Vision Limited</li> </ol>	TV Vision Limited	<ol style="list-style-type: none"> <li>1. TV Vision Limited</li> <li>2. Krishna Showbiz Services Pvt. Ltd.</li> <li>3. HHP Broadcasting Services Private Limited</li> <li>4. UBJ Broadcasting Services Private Limited</li> <li>5. MPCR Broadcasting Service Private Limited</li> <li>6. Global Showbiz Private Limited</li> <li>7. Prime Global Media Pvt. Ltd.</li> <li>8. SAB Group Content Network Private Limited</li> <li>9. Marvel Media Pvt. Ltd.</li> <li>10. SAB Media Networks Pvt Limited</li> <li>11. SAB Entertainment Network Private Limited</li> <li>12. Dream Merchant Content Private Limited</li> <li>13. SAB Global Entertainment Media Private Limited</li> </ol>
<b>List of Chairmanship(s) and membership of various committees in public Companies</b>  (The Committee membership and chairpersonship includes membership of the Audit Committee ("AC"), Stakeholders' Relationship Committee ("SRC") and Nomination & Remuneration Committee (NRC))	<p><b>Chairmanship</b> Nil</p> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>• TV Vision Limited-AC, SRC and CSR.</li> <li>• SAB Events &amp; Governance Now Media Limited-AC, NRC and SRC.</li> <li>• Sri Adhikari Brothers Television Network Limited-AC and SRC</li> </ul>	<p><b>Chairmanship</b></p> <ul style="list-style-type: none"> <li>• SAB Events &amp; Governance Now Media Limited-AC</li> <li>• Sri Adhikari Brothers Television Network Limited-AC</li> <li>• TV Vision Limited -AC</li> </ul> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited-SRC, NRC.</li> <li>• TV Vision Limited-SRC, NRC.</li> <li>• SAB Events &amp; Governance Now Media Limited-NRC.</li> </ul>	<p><b>Chairmanship</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited-SRC</li> <li>• TV Vision Limited-SRC, CSR</li> </ul> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>• SAB Events &amp; Governance Now Media Limited-AC</li> <li>• Sri Adhikari Brothers Television Network Limited-AC, NRC</li> <li>• TV Vision Limited -AC, NRC.</li> </ul>	<p><b>Chairmanship</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited-NRC</li> <li>• TV Vision Limited-NRC</li> </ul> <p><b>Membership</b></p> <ul style="list-style-type: none"> <li>• Sri Adhikari Brothers Television Network Limited-AC</li> <li>• TV Vision Limited-AC, CSR.</li> </ul>	<p><b>Chairmanship</b> Nil</p> <p><b>Membership</b> Nil</p>
<b>Relationship with other Directors of the Company</b> <b>List of Directorship held in other Companies</b>	Brother of late Mr. Gautam Adhikari, Chairman & Whole Time Director	No inter-se relationship	No inter-se relationship	No inter-se relationship	No inter-se relationship



# SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

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

**Email:** [investorservices@adhikaribrothers.com](mailto:investorservices@adhikaribrothers.com) **Website:** [www.adhikaribrothers.com](http://www.adhikaribrothers.com)

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

## ATTENDANCE SLIP

**23<sup>RD</sup> ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 25, 2018**

<b>Registered Folio/ DP ID &amp; Client ID</b>	
<b>Name and address of the shareholder(s)</b>  <b>Joint Holder 1</b> <b>Joint Holder 2</b>	
<b>No. of shares held</b>	

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the members of the Company held on Tuesday, September 25, 2018 at 12.30 p.m at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053.

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

.....  
Member's/Proxy's Signature

Note:

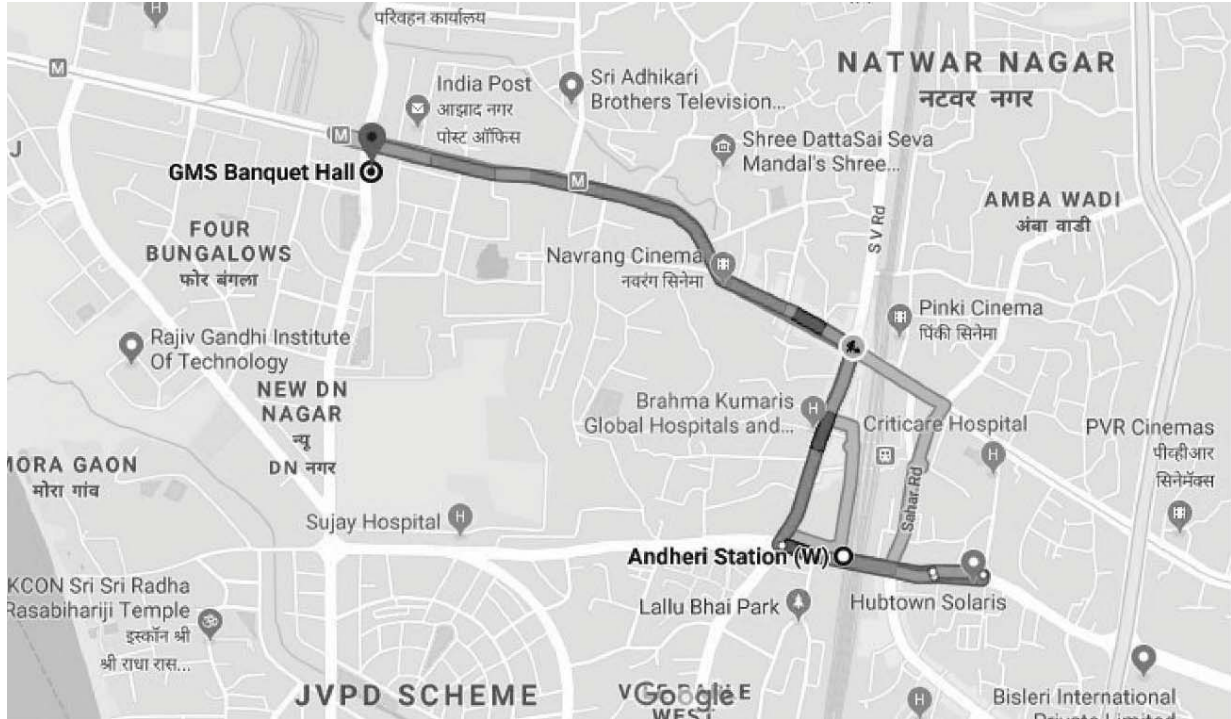
1. Please fill in the Folio / DP ID / Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.
2. Please read the instructions for Remote E-Voting given along with this Notice. The remote E- Voting period commences from Saturday, September 22, 2018 (10.00 a.m.) and ends on Monday, September 24, 2018 (05.00 p.m.). The Remote E-Voting module shall be disabled by NSDL for voting thereafter.

### ELECTRONIC VOTING PARTICULARS

<b>EVEN (REMOTE E-VOTING EVENT NUMBER)</b>	<b>USER ID</b>	<b>PASSWORD</b>



## ROUTE MAP FOR THE VENUE OF THE ANNUAL GENERAL MEETING



**Address: GMS Banquets, Manmandir Co-operative Housing Society, Sitladevi Complex, DN Nagar, New Link Road, Andheri (W), Mumbai 400053**

**Prominent Landmark: Opp. Indian Oils**



# SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

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

**Email:** [investorservices@adhikaribrothers.com](mailto:investorservices@adhikaribrothers.com) **Website:** [www.adhikaribrothers.com](http://www.adhikaribrothers.com)

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

## PROXY FORM

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

**23<sup>RD</sup> ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 25, 2018**

<b>Name of the member(s):</b>	
<b>Name(s) of the Joint holder, if any:</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No./DPID*/ClientID (*Applicable to investors holding shares in Dematerialized Form)</b>	

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

- (1) Name .....
- Address .....
- Email Id: ..... Signature ..... or failing him/her;
- (2) Name .....
- Address .....
- Email Id: ..... Signature ..... or failing him/her;
- (3) Name .....
- Address .....
- Email Id: ..... Signature .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company to be held on Tuesday, September 25, 2018 at 12.30 p.m. at GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400 053 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of share(s))		
		For	Against	Abstain
	<b>Ordinary Business:</b>			
1	Ordinary Resolution for adoption of Audited Financial Statements (including the Consolidated Audited Financial Statements) for the year ended 31st March, 2018 along with Reports of the Directors' and Auditors'			
2	Ordinary Resolution for appointment of a Director in place of Mr. Markand Adhikari (DIN: 00032016) Director who retires by rotation and being eligible, offers himself for re-appointment.			
3	Ordinary Resolution for re-appointment of M/s. P. Parikh & Associates, Chartered Accountants, Mumbai (FRN:107564W) as the Statutory Auditors of the Company to hold office from the conclusion of 23rd Annual General meeting until the conclusion of 27th Annual General Meeting and to fix their remuneration.			
	<b>Special Business:</b>			
4	Ordinary Resolution for re-appointment of Mr. Markand Adhikari (DIN: 00032016) as Vice-Chairman and Managing Director of the Company			
5	Ordinary Resolution for appointment of Dr. Ganesh P. Raut (Din:08047742) as an Independent Director of the Company			
6	Ordinary Resolution for appointment of Mr. Umakanth Bhyravajoshiyulu (Din: 08047765) as an Independent Director of The Company			
7	Ordinary Resolution for appointment of Mr. M Soundara Pandian (Din:07566951) as an Independent Director of the Company			
8	Ordinary Resolution for appointment of Mrs. Latasha Laxman Jadhav (Din: 08141498) as a Non-Executive Woman Director of the Company			

Signed this ..... day of ..... , 2018

Signature of shareholder .....

Signature of Proxy holder(s) .....



**Note:**

1. 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.
2. 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.
3. In case of multiple proxies, the Proxy later in time shall be accepted.
4. Proxy need not to be the shareholder of the Company.