

**August 23, 2024**

<b>To,</b> <b>Manager- CRD</b> BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. <b>Scrip Code: 530943</b>	<b>To,</b> <b>The Manager - Listing</b> National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. <b>SYMBOL: SBTNL</b>
--	---

**Sub: Intimation of 29<sup>th</sup> Annual General Meeting (AGM) to be held on Monday, September 16, 2024 and Book Closure.**

Respected Sir/Madam,

With reference to the above-captioned subject, we wish to inform you that the 29<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on Monday, September 16, 2024 at 10:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the Ordinary and Special Business as set out in the Notice convening the AGM of the Company. The copy of the Notice of the 29<sup>th</sup> AGM is attached herewith this letter.

Furthermore, pursuant to the provisions of Section 91 of the Companies Act, 2013, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 10, 2024 to Monday, September 16, 2024 (both days inclusive) for the purpose of the AGM. The intimation of book closure in the prescribed format is also enclosed herewith.

Kindly take the above information on your record.

**Thanking You,**

Yours faithfully,

**For Sri Adhikari Brothers Television Network Limited**

**CS Hanuman Patel**

**Company Secretary & Compliance Officer**

**M. No. A55616**

Encl. A/a

**Attn. Market Operations Department**

**Name of the Company: Sri Adhikari Brothers Television Network Limited**

<b>Scrip Code/ Symbol</b>	<b>Type of Security</b>	<b>Book Closure</b>		<b>Record Date</b>	<b>Purpose</b>
		<b>From</b>	<b>To</b>		
530943/ SABTNL	Equity	Tuesday, September 10, 2024	Monday, September 16, 2024	NA	Annual General Meeting

**For Sri Adhikari Brothers Television Network Limited**

**CS Hanuman Patel  
Company Secretary & Compliance Officer  
M. No. A55616**

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](http://www.adhikaribrothers.com)

CIN: L32200MH1994PLC083853



# 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 **29th (Twenty-Ninth) Annual General Meeting (“AGM”)** of the Members of **Sri Adhikari Brothers Television Network Limited (“Company”)** will be held on **Monday, 16th September 2024 at 10.30 A.M.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 6<sup>th</sup> Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400 053.

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company, for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Latasha Jadhav (DIN: 08141498) Non-Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESSES:**

#### **3. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY :**

To consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from INR 48,50,00,000 (Indian Rupees Forty Eight Crores Fifty Lacs only) comprising of INR 46,10,00,000/- (Indian Rupees Forty Six Crores Ten Lacs only) divided into 4,61,00,000 Equity Shares of INR 10/- each and INR 2,40,00,000/- (Indian Rupees Two Crores Forty Lacs only) divided into 24,00,000 Redeemable Preference Shares of INR 10/- each TO INR 56,40,00,000 (Indian Rupees Fifty Six Crores Forty Lacs only) comprising of INR 54,00,00,000/- (Indian Rupees Fifty Four Crores only) divided into 5,40,00,000 Equity Shares of INR 10/- each and INR 2,40,00,000/- (Indian Rupees Two Crores Forty Lacs only) divided into 24,00,000 Redeemable Preference Shares of INR 10/- each.

**RESOLVED FURTHER THAT** under the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new Clause V:

*V. The Authorised Share Capital of the Company is INR 56,40,00,000 (Indian Rupees Fifty Six Crores Forty Lacs only) comprising of INR 54,00,00,000/- (Indian Rupees Fifty Four Crores only) divided into 5,40,00,000 Equity Shares of INR 10/- each and INR 2,40,00,000/- (Indian Rupees Two Crores Forty Lacs only) divided into 24,00,000 Redeemable Preference Shares of INR 10/- each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges, or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company.*

**RESOLVED FURTHER THAT** the Board of Directors and/or the Key Managerial Personnel of the Company be and is be and is hereby jointly and/or severally authorized to sign and file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including but not limited to filing of necessary e-forms with the Registrar of Companies, making necessary entries in the statutory registers of the Company, and any other actions as may be required in this connection.

**RESOLVED FURTHER THAT** a certified true of the necessary resolution be forwarded and given to various authorities for their necessary reference and records as may be necessary.”



#### 4. ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 4, 13, 179 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the articles of association of the Company and such other approvals as may be required, and subject to such other modifications, recommendations as may be prescribed while granting such approval, consent of the Members of the Company be and is hereby accorded for making following changes/ amendments/ substitutions/ alterations in the Clause III (i.e. Object Clause) of Memorandum of Association of the Company as under:

**(i) Following sub-clause 3 shall be added after sub-clause 2 in Clause III (A) the objects to be pursued by the company on its incorporation are:**

3. To carry on the business of broadcasting, including but not limited to television, radio, internet broadcasting, webcasting, podcasting, and any other electronic or digital means of content dissemination, and to create, produce, develop, acquire, license, market, distribute, exhibit, and broadcast content in all forms of media and entertainment including but not limited to news, sports, music, movies, television programs, web series, music videos, audio library, music albums, documentaries, and other audio-visual content.

**(ii) Existing sub-clauses in III(B) Matters which are necessary for the furtherance of the objects specified in clause III(A) are shall be renumbered starting from 4 onwards.**

**RESOLVED FURTHER THAT** draft of the revised Memorandum of Association placed before the Board be and is hereby approved and any Director of the Company be and is hereby severally authorized to initial/sign the same for the purpose of the filing/submission with the Registrar of the Companies, Mumbai and all other relevant statutory authorities.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, and things as deemed necessary, expedient, or desirable including the signing of necessary forms and any other necessary documents in relation thereto in order to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** a certified true of the necessary resolution be forwarded and given to various authorities for their necessary reference and records as may be necessary.”

#### 5. APPOINTMENT OF MR. KAILASNATH ADHIKARI, DIN: 07009389, AS MANAGING DIRECTOR & KEY MANAGERIAL PERSONNEL (KMP) OF THE COMPANY FOR A TERM OF 5 YEARS:

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and as per relevant provisions of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (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, and upon the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Kailasnath Adhikari (DIN: 07009389) as the Managing Director & KMP of the Company without any remuneration, for a period of 5 (five) year w.e.f. 14th August 2024 to 13th August 2029, whose term shall be liable to retire by rotation, and on such terms and conditions as detailed out in Explanatory Statement annexed to this notice.

**RESOLVED FURTHER THAT** remuneration, if any, payable to Mr. Kailasnath Adhikari during his tenure, as the Managing Director of the Company, shall be subject to ceiling and such other terms and conditions as specified in Sections 196, 197, 198 and Schedule V to the Act, and subject to approvals, if any, required under the Act read with rules thereunder or such other applicable law.

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company be and is hereby jointly and/or severally authorized to do all such acts, deeds, matters and things, as it may be required for the purpose of giving effect to this resolution.”

#### 6. APPOINTMENT OF MR. RAVI ADHIKARI (DIN: 02715055) AS NON-EXECUTIVE DIRECTOR AND DESIGNATED AS THE CHAIRMAN OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Ravi Adhikari (DIN: 02715055), who was appointed as an Additional (Non-Executive) Director and designated as the Chairman of the Company with effect from 14th August, 2024, by the Board of Directors of the



# SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') read with 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 as such upto the date of this ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act signifying his intention to propose the candidature of Mr. Ravi Adhikari for the office of Director of the Company, be and is hereby appointed as Non-Executive Director and designated as the Chairman of the Company pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereon for the time being in force), who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company be and is hereby jointly and/or severally authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution."

## 7. TO APPROVE THE ENHANCEMENT IN LIMIT PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, with or without modification the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with the Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company exceeds the limits prescribed under Section 186 of the Act, viz., 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and securities provided shall not at any time exceed INR 100 Crores (Indian Rupees One Hundred Crores only) provided that the said limit shall not apply to the loan(s) or guarantee(s) given or security provided by the Company to its Wholly Owned Subsidiary Company or a Joint Venture Company (whether formed or to be formed), or the investment by way of subscription, purchase or otherwise in for the Securities of the Company's wholly owned subsidiary company/ies, whether formed or to be formed.

**RESOLVED FURTHER THAT** the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby jointly and/or severally authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of Directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.

**RESOLVED FURTHER THAT** a certified true of the necessary resolution be forwarded and given to various authorities for their necessary reference and records as may be necessary."

**By Order of the Board of Directors  
For Sri Adhikari Brothers Television Network Ltd.**

**Sd/-  
CS Hanuman Patel  
Company Secretary & Compliance Officer  
M. No. A55616**

**Place: Mumbai  
Date: 14<sup>th</sup> August 2024**



## NOTES:

1. In accordance with the provisions of the Act, the Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular No.02/2022 dated 5th May 2022 read with Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated 25th September 2023 (collectively referred to as '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 issued by Securities and Exchange Board of India (collectively referred to as '**SEBI Circulars**') has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), upto 30th September 2024, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.  
  
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](http://www.adhikaribrothers.com).
2. The Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 ("**the Act**"), in respect of the Special Business to be transacted at the 29th Annual General Meeting ("**AGM**") is annexed hereto and forms part of this Notice.
3. 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. However, in pursuance to Section 113 of the Act, body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular, requirement of printing and sending physical copies of the Notice and Annual Report dispensed with. Hence, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories as on 16th August 2024. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.adhikaribrothers.com](http://www.adhikaribrothers.com) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
7. 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 and Secretarial Standards 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/consents from the Directors pertaining to their appointment/re-appointment.
8. 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 [bhaveshchhedaassociates@gmail.com](mailto:bhaveshchhedaassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. Members seeking any information with regard to any matter to be placed at the AGM, can raise questions during the meeting or are requested to write to the Company atleast 10 (Ten) days in advance through email at [investorservices@adhikaribrothers.com](mailto:investorservices@adhikaribrothers.com). However, it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same. The queries raised by the members will be replied by the Company suitably.
10. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31st July 2023, and SEBI/HO/OIAE/OIAE\_IAD1/P/CIR/2023/135 dated 4th August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31st July 2023 (updated as on 11th August 2023, which establishes an Online Dispute Resolution Portal ("ODR Portal") for resolving disputes in the Indian Securities Market. Disputes between investors and companies, registrars and share transfer agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal. The ODR portal link will be displayed on the Company's website at [www.adhikaribrothers.com](http://www.adhikaribrothers.com).
11. Pursuant to Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 10th September 2024 to Monday, 16th September 2024 (both days inclusive) for the purpose of the AGM.





## SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

12. Members are requested to forward all Share Transfers and other communications, and correspondence to the RTA – M/s. Link Intime (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.
13. In case of joint holders attending the meeting, 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.
14. To comply with the provisions of Section 88 of the Act, read with 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 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 email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and [investorservices@adhikaribrothers.com](mailto: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.

15. 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, 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](mailto: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.
16. To disseminate all the communication promptly, members who have not registered their email IDs so far, are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically.
17. SEBI has vide Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3rd November 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14th December 2021, has mandated all listed companies to ensure that shareholders holding equity shares in physical form shall update their PAN, KYC, nomination and bank account. Any service request or complaint from a member, cannot be processed by Registrar and Share Transfer Agent ("RTA") until their PAN, KYC, nomination and bank account details are recorded/updated in the records of RTA. The relevant forms for updating the records are available on the Company's website at <https://www.adhikaribrothers.com/general-info/> and the duly filled forms may be sent to the Company's RTA. Further, in the absence of the above information on or after 1st October 2023, the folio(s) shall be frozen by RTA in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on 31st December 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
18. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement, subdivision/splitting of securities certificate, consolidation of securities certificate/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its Registrars for assistance in this regard.
19. Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at [www.adhikaribrothers.com](http://www.adhikaribrothers.com) and on the website of the Company's Registrar and Transfer Agents. Link Intime India Private Limited at <https://web.linkintime.co.in/KYC-downloads.html>. It may be noted that the service request can be processed only after the folio is KYC compliant.
20. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status and address in India on their return to India for permanent settlement and particularly of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, IFSC and MICR Code, as applicable if such details were not furnished earlier.
21. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019 that a person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholder is holding shares in the Company on behalf of other or fulfilling the criteria, he/she is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.

22. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited.
23. In terms of Regulation 40(1) of Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are urged for converting their holding to demat form. Members may contact M/s. Link Intime India Private Limited for any assistance in this regard.
24. Pursuant to the provisions of Section 72 of the Act and SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.adhikaribrothers.com/general-info/>. Members are requested to submit the said details to their Depository Participant (DP) in case the shares are held by them in dematerialized form and to Link Intime India Private Limited, RTA of the Company in case the shares are held in physical form.
25. Members holding shares in physical form, in identical order of names & in multiple folios are requested to send to the Company or RTA, details of such folios along with the share certificate for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
26. Pursuant to Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and Notification No. SEBI/LADNRO/GN/2018/49 dated 30th November 2018 issued by SEBI, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.

## **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 Standards 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 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 Friday, 13th September 2024 (9:00 a.m. IST) and ends on Sunday, 15th September 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 9th September 2024 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, being Monday, 9th September 2024.
- V. The Board of Directors has appointed Mr. Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates (Membership No. A48035, CP No. 24147), Practising Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall immediately after the conclusion of the AGM, unblock the votes cast through remote e-voting and e-voting during the AGM in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer shall submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, not later than two working days of conclusion of the AGM.
- VII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.adhikaribrothers.com](http://www.adhikaribrothers.com) and on the website of NSDL at immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.







- VIII. 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 to [evoting@nsdl.co.in](mailto: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.
- IX. Pursuant to MCA Circular No. 14/2020 dated 8th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 113 of the Act, body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- X. The details of the process and manner for remote e-voting are explained herein below:

### Step 1: Access to NSDL e-Voting system:

#### A) Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode:

In terms of the SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholder/Member'</b> section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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 'Shareholder/Member' section.



# SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsd.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 :

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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.nsd.com](http://www.evoting.nsd.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

**Step 2: Cast your vote electronically and join the General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".



3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG 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 e-mail to [bhaveshchhedaassociates@gmail.com](mailto:bhaveshchhedaassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Prajakta Pawle [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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) by email to (Company email ID).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investorservices@adhikaribrothers.com](mailto:investorservices@adhikaribrothers.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.



## **SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.**

---

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before or 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 a 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.
6. Members who would like to express their views/ ask questions 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@adhikaribrothers.com](mailto:investorservices@adhikaribrothers.com) from Thursday, 29th August 2024 (9:00 a.m. IST) to Friday, 6th September 2024 (5:00 p.m. IST). Those Members who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.





## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following statement sets out all material facts relating to special businesses mentioned in the accompanying Notice:

### Item No. 3:

In order to broaden the base of the Capital Structure and to meet the funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from INR 48,50,00,000 (Indian Rupees Forty Eight Crores Fifty Lacs only) comprising of INR 46,10,00,000/- (Indian Rupees Forty Six Crores Ten Lacs only) divided into 4,61,00,000 Equity Shares of INR 10/- each and INR 2,40,00,000/- (Indian Rupees Two Crores Forty Lacs only) divided into 24,00,000 Redeemable Preference Shares of INR 10/- each TO INR 56,40,00,000 (Indian Rupees Fifty Six Crores Forty Lacs only) comprising of INR 54,00,00,000/- (Indian Rupees Fifty Four Crores only) divided into 5,40,00,000 Equity Shares of INR 10/- each and INR 2,40,00,000/- (Indian Rupees Two Crores Forty Lacs only) divided into 24,00,000 Redeemable Preference Shares of INR 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of the Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in the Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of Members in general meetings u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above ordinary resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

### Item No. 4:

It is proposed to amend the main object clause of the Memorandum of Association (MOA) of the Company to include the business of broadcasting, which encompasses a wide range of media and content dissemination methods, as well as other diversified business activities.

The proposed resolution is aimed at ensuring that the company remains competitive and adaptable in a rapidly changing business environment by expanding its operational capabilities and entering new markets.

In this regard, the Members are requested to consider and approve the proposed changes in the Object Clause in line with the said Act in order to ensure compliance to the fullest extent as hereunder:

- I) Alteration of the Object Clause by inserting the following sub-clause 3 shall be added after sub-clause 2 in Clause III (A) of MoA:
  3. To carry on the business of broadcasting, including but not limited to television, radio, internet broadcasting, webcasting, podcasting, and any other electronic or digital means of content dissemination, and to create, produce, develop, acquire, license, market, distribute, exhibit, and broadcast content in all forms of media and entertainment including but not limited to news, sports, music, movies, television programs, web series, music videos, audio library, music albums, documentaries, and other audio-visual content.

Existing sub-clauses in III(B) Matters which are necessary for the furtherance of the objects specified in clause III(A) shall be renumbered starting from 4 onwards.

The Board of Directors of the Company has proposed to alter the Object Clause, at its meeting held on 24th June 2024.

The draft MoA are made available for inspection by the members of the Company at the registered office of the Company on all working days during the office hours up to the date of the Annual General Meeting.

Pursuant to Section 4 and 13 of the Companies Act, 2013, alteration of the MoA requires approval of members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board recommends the above Special Resolution as set forth in Item No. 4 of the Notice for the approval of Members.

### Item No. 5:

The Board of Directors of the Company at their meeting held on 14th August 2024, based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Kailasnath Adhikari as an Additional Director and Managing Director of the Company for a period of 5 (Five) year w.e.f. 14th August 2024 to 13th August 2029, liable to retire by rotation without any remuneration, except that he shall be eligible for re-imbursalment of expenses, subject to the approval of the members of the Company.

# **SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.**

Mr. Kailasnath Adhikari, has done M.Com from Mumbai University and MSC in Accounting Organisation and institution from London School of Economics and Political Science. At the age of 23, Mr. Kailasnath Adhikari became an officer of Govt. of India, having experience of working with the erstwhile Planning Commission of India in the rank of a Deputy Secretary to Government of India. He has also been featured by "The Economic Times" as one of the young guns working in the Erstwhile Planning Commission of India.

Under the Sri Adhikari Brothers' brand 'Governance Now' Mr. Kailash Adhikari pioneered numerous initiatives which have been recognised by the entire community. Most important being the "Governance Now PSU IT Casebook" which was unveiled by Hon'ble Prime Minister of India Shri Narendra Modi Ji.

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

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

Except Mr. Kailasnath Adhikari, being the appointee, Managing Director of the Company, and Mr. Ravi Adhikari, Director (Chairman) of the Company, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM

## **Item No. 6:**

The Board of Directors of the Company at their meeting held on 14th August 2024, based on the recommendation of the Nomination and Remuneration Committee, had approved the appointment of Mr. Ravi Adhikari as an Additional Non-Executive Director and designated as a Chairman of the Company with immediate effect.

Mr. Ravi Adhikari is Creative thinker trained under illustrious father Late Mr. Gautam Adhikari in various projects and has worked along with veterans of the industry like Anand Rai, Satish Kaushik among others. He has vast experience of 17 years working in Media Industry. Currently he is the creative backbone of the Company. His directorial venture had earned the Company several accolades and recognition.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Ravi Adhikari holds office as such up to the date of this ensuing Annual General Meeting.

In the opinion of the Board of the Directors, Mr. Ravi Adhikari, proposed to be appointed as Non-Executive Director and designated as a Chairman of the Company, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

Brief resume of Mr. Ravi Adhikari as stipulated under Regulations 26(4) and 36(3) of Listing Regulations and SS-2 issued by the ICSI forms part of the Notice.

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

Except Mr. Kailasnath Adhikari, Managing Director of the Company and Mr. Ravi Adhikari, being the appointee (Non-Executive Director), none of the other Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM.

## **Item No. 7:**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can, subject to other conditions, give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys, beyond the maximum permissible limit under Section 186 of the Act i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that if same is approved by the shareholders of the Company.

In order to make optimum utilization of funds available with the Company, to achieve long term strategic and business objectives, and also to enable the Company to take hold of any other business propositions/opportunities that may arise in the foreseeable future, the Board of Directors of the Company proposed to make use of these funds by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required, in excess of the limits provided under Section 186 of the Act. Accordingly, the Board in its meeting held on 8th July 2024, subject to the approval of the Members of the Company, unanimously approved the aforesaid proposal for enhancing the limit of Section 186 of the Act.

In view of the above, the approval of the members is being sought to authorize the Board of Directors or duly constituted committee thereof, to make investment or give loan, give any guarantee and provide any security in excess of the limits

## 29<sup>TH</sup> ANNUAL REPORT 2023-2024

provided under Section 186 of the Act, but not exceeding INR 100 crores (Indian Rupees One Hundred Crores only) at any time, provided that the said limit shall not apply to the loan(s) or guarantee(s) given or security provided by the Company to its Wholly Owned Subsidiary Company or a Joint Venture Company (whether formed or to be formed), or the investment by way of subscription, purchase or otherwise in for the Securities of the Company's wholly owned subsidiary company/ies, whether formed or to be formed in line with the provisions of the Act.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out in Item No. 7 to be passed as a Special Resolution by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution in Item No. 7 of the accompanying notice.

### 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>Name of the Director</b>	Mr. Kailasnath Adhikari	Mr. Ravi Adhikari
<b>DIN</b>	07009389	02715055
<b>Date of Birth (Age)</b>	27th May, 1990 (34 years)	25th July, 1985 (39 years)
<b>Nationality</b>	Indian	Indian
<b>Date of first appointment on the Board</b>	NA	NA
<b>Designation</b>	Managing Director	Chairman and Non-Executive Director
<b>Qualification</b>	M.Com from Mumbai University and MSC in Accounting Organisation and Institutions from the London School of Economics and Political Science.	B.com from the Mumbai University
<b>Experience/ Expertise</b>	He has worked with the erstwhile Planning Commission of India	Mr. Ravi Adhikari is Creative thinker trained under illustrious father Late Mr. Gautam Adhikari in various projects and has worked along with veterans of the industry like Anand Rai, Satish Kaushik among others. He has vast experience of 17 years working in Media Industry. Currently he is the creative backbone of the Company. His directorial venture had earned the Company several accolades and recognition.
<b>Terms and Conditions of Appointment or Re-appointment</b>	5 Years w.e.f. 14th August 2024 to 13th August 2029 liable to retire by rotation and on such terms and conditions as detailed in the Explanatory Statement.	Appointed as Non-Executive Director and designated as Chairman, liable to retire by rotation.
<b>Remuneration sought to be paid</b>	NIL	NIL
<b>Remuneration last drawn</b>	Not Applicable	Not Applicable
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	Not Applicable	Not Applicable
<b>Number of Meetings of the Board attended during the year 2023-24</b>	Not Applicable	Not Applicable
<b>Shareholding in the Company (Equity Shares of Rs. 10/- each)</b>	-	-



# SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

<b>List of Directorships in other Companies</b>	1. Ruani Media Service Private Limited 2. Sab Events & Governance Now Media Limited 3. Sri Adhikari Brothers Digital Network Private Limited 4. Sri Adhikari Brothers Assets Holding Private Limited	1. Ruani Media Service Private Limited
<b>List of Chairmanship or membership of various Committees in listed company and others Companies</b> <i>(The Committee membership and chairpersonship includes membership of the Audit Committee, Stakeholders Relationship Committee and Nomination &amp; Remuneration Committee)</i>	<b>Chairmanship:</b> Nil <b>Membership:</b> Nil	<b>Chairmanship:</b> Nil <b>Membership:</b> Nil
<b>Listed entities from which the Director has resigned in the past three years</b>	SAB Events and Governance Now Media Ltd - Cessation w.e.f. 31.03.2023 as Managing Director of the Company and again re-appointed in SAB Events & Governance Now Media Limited w.e.f. 1st July 2023	Not applicable
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Not applicable	Not applicable
<b>Relationship with other Directors of the Company</b>	Mr. Kailasnath Adhikari is the son of Mr. Markand Adhikari, Ex-Chairman & Managing Director of the Company Mr. Kailasnath Adhikari and Mr. Ravi Adhikari belongs to promoter family.	Mr. Markand Adhikari, Ex-Chairman and Mr. Kailasnath Adhikari, Managing Director of the Company and Mr. Ravi Adhikari belongs to promoters family.

**By Order of the Board of Directors  
For Sri Adhikari Brothers Television Network Ltd.**

Place: Mumbai  
Date: 14<sup>th</sup> August 2024

**Sd/-  
CS Hanuman Patel  
Company Secretary & Compliance Officer  
M. No. A55616**