



Sri Adhikari Brothers Television Network Limited

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

NOTICE

(Pursuant to Section 192A (2) of the Companies Act, 1956)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 192A (2) of the Companies Act, 1956, ("the Act") read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 ("the Rules"), the resolution as set out in this notice at Item No.1 is proposed to be passed by means of Postal Ballot process. The Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof along with Postal Ballot Form is annexed hereto for your consideration.

The Company has appointed Mr. Manish L. Ghia, Practicing Company Secretary, Mumbai as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to read carefully the instructions printed overleaf the Postal Ballot Form and return the said form duly completed in all respects in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer on or before the close of working hours on Friday, the 16th day of November, 2012.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or by any such other person as may be authorized by the Chairman on Tuesday, 20th day of November, 2012 at 5.00 p.m. at the registered office of the Company.

DRAFT RESOLUTION:

ITEM NO.1

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to accord assent/dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act")(including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of Memorandum of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each by addition of 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crore Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Capital Clause V of the Memorandum of Association of the Company be substituted with the following new Capital Clause:

- V. "The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each with such rights, privileges and obligations as the Company may determine from time to time with the power to increase, reduce, consolidate, sub-divide, convert, cancel, alter or otherwise re-organize the capital and to attach thereto such preferential, differential, qualified or special rights, privileges or conditions as may be determined from time to time and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being provided by the regulations of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things and to take all such steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

By Order of the Board of Directors

Sd/-

Payal Garg

Company Secretary

Place: Mumbai

Date: 9th October, 2012

Registered Office:

6th Floor, Adhikari Chambers, Oberoi Complex,
New Link Road, Andheri (West), Mumbai- 400053

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 1:

Presently, the Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each. The Company would require funds for expansion and working capital purpose, and the same can be raised in tranches by issue of permitted instruments/ securities convertible into equity shares in future.

Thus, in order to augment further capital, the company propose to increase the authorized share capital of the Company to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each by addition of 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 5,00,00,000/- (Rupees Five Crore Only). The alteration to the Capital Clause V of the Memorandum of Association is consequent upon increase in the Authorised Share Capital.

The proposed increase of the authorized share capital of the Company and alteration to the Capital Clause V of the Memorandum of Association requires the approval of the members.

A copy of Memorandum of Association of the Company together with the proposed alteration would be made available for inspection by the member at the Registered Office of the Company during business hours on any working day except Saturdays and Public holidays.

The Board recommends the passing of the resolution as set out at item No. 1 of the Notice.

None of the Directors of the Company is concerned or interested in the said resolution.

By Order of the Board of Directors

Place: Mumbai
Date: 9th October, 2012

Sd/-
Payal Garg
Company Secretary

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