



29th September, 2015

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

Dear Sir,

Scrip Code: 530943

Sub.: Proceedings of the 20th Annual General Meeting held on Saturday, 26th September, 2015

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 20th Annual General Meeting (AGM) of the members of the Company held on Saturday, 26th September, 2015 at 01.00 P.M. at Celestial Banquets, B-47, Paramount Building, Monginis Factory Lane, Opp. Citi Mall, New Link Road, Oshiwara, Andheri (West), Mumbai - 400 053.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, the Company provided Remote E-Voting facility to the members to vote on the matters to be transacted at the 20th Annual General Meeting as per Notice of the AGM dated 12th August, 2015. Further, to facilitate those members who were present at the AGM, either personally or by proxy, who did not cast their vote earlier through Remote E-Voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of the Annual General Meeting. CS Manish L Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer for conducting the Poll by way of Polling Papers.

The Scrutinizer submitted a Consolidated Scrutinizer's Report after reckoning of total votes cast by the members on each resolution separately, through Remote E-Voting as well as by the poll conducted at the AGM.

The Annual General Meeting was attended by requisite quorum and following businesses were transacted:

1. APPROVAL OF ACCOUNTS:

The members approved the Audited Financial Statements (including Consolidated Audited Financial Statements) as at 31st March, 2015 together with Reports of the Board of Directors' and Auditors' thereon by passing an Ordinary Resolution unanimously

Registered Office:

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

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

E-mail: investorservices@adhikaribrothers.com | Website: www.adhikaribrothers.com

CIN: L32200MH1994PLC083853





2. DECLARATION OF DIVIDEND:

The members approved the payment of dividend of Rs.0.60/- per Equity share, being 6% of the paid-up equity share capital of Company for the year ended 31st March, 2015 by passing an Ordinary Resolution unanimously.

3. RE-APPOINTMENT OF MRS. KALINDI JANI AS DIRECTOR OF THE COMPANY:

The members re-appointed Mrs. Kalindi Jani as Director of the Company, who retired by rotation and being eligible offered herself for re-appointment by passing an Ordinary Resolution unanimously.

4. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members re-appointed M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing an Ordinary Resolution unanimously.

5. APPOINTMENT OF MR. PRITESH RAJGOR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The members appointed Mr. Pritesh Rajgor as an Independent Director of the Company by passing an Ordinary Resolution unanimously.

6. INCREASE IN LIMITS OF LOANS AND INVESTMENTS OF THE COMPANY:

The members approved the increase in the limits of the Company to make loans and investments under Section 186 of the Companies Act, 2013 by passing a Special Resolution with requisite majority.

7. AUTHORITY TO THE BOARD OF DIRECTORS TO CREATE, OFFER, ISSUE AND ALLOT FURTHER SECURITIES OF THE COMPANY FOR AN AMOUNT NOT EXCEEDING RS.250 CRORES:

The members approved to authorize the Board of Directors of the Company to create, offer, issue and to allot further securities for an amount not exceeding Rs. 250 Crores or its equivalent in one or more currencies, including premium if any by passing a Special Resolution with requisite majority.



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8. RE-APPOINTMENT OF MR. MARKAND ADHIKARI AS VICE-CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY:

The members re-appointed Mr. Markand Adhikari as Vice-Chairman & Managing Director of the Company for a period of 3 (Three) years w.e.f. 18th August, 2015 to 17th August, 2018 by passing a Special Resolution unanimously.

Please take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Sri Adhikari Brothers Television Network Limited

Lehar Arora
Company Secretary & Compliance Officer
ACS No.: 34706
Encl.: Consolidated Scrutinizer's Report



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CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,

Mr. Gautam Adhikari

Chairman & Whole Time Director

Sri Adhikari Brothers Television Network Limited

6th Floor, Adhikari Chambers,

Oberoi Complex, New Link Road

Andheri (West), Mumbai - 400 053

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Poling Papers at 20th Annual General Meeting (AGM) of the Members of Sri Adhikari Brothers Television Network Limited (the Company) held on Saturday, 26th September, 2015.

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through polling papers at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under Item numbers 1 to 8 as set out in the Notice of aforesaid AGM of the members of the Company dated 12th August, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Voting by way of polling papers at the AGM, on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide Remote E-Voting facility and poll conducted at the AGM, in a fair and transparent manner.



3. As per the confirmation received from the Company:
 - (a) the Notice of the AGM dated 12th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on Tuesday, 1st September, 2015.
 - (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Sharex Dynamic (India) Private Limited, the Registrar & Share Transfer Agents of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 21st August, 2015.
 - (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Wednesday, 23rd September, 2015 (10:00 a.m.) to Friday, 25th September, 2015 (05:00 p.m.).
4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Saturday, 19th September, 2015.
5. As required under the said rules, after the closure of the physical voting by Polling Papers at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS Priyanka Goenka and CS Rasika Mendhekar, who are not in employment with the Company.
6. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

Particulars	Ordinary Resolution: For adoption of Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31 st March, 2015 along with Reports of the Directors' and Auditors' thereon.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,899	0
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,878 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Resolution No. 2

Particulars	Ordinary Resolution: For declaration of Dividend on Equity Shares for the Financial Year ended 31 st March, 2015.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,899	0
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,878 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

Resolution No. 3

Particulars	Ordinary Resolution: For appointment of a director in place of Mrs. Kalindi Jani, (DIN: 06955542) Director who retires by rotation and being eligible, offers herself for re-appointment.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,899	0
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,878 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Resolution No. 4

Particulars	Ordinary Resolution: For re-appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (having FRN: 110324W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting..					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
Voting pattern	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,899	0
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,878 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

Resolution No. 5

Particulars	Ordinary Resolution: For appointment of Mr. Pritesh Rajgor (DIN: 07237198) as an Independent Director of the Company.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
Voting pattern	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,899	0
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,878 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Resolution No. 6

Particulars	Special Resolution: For increase in the limits to make loans and investments under Section 186 of the Companies Act, 2013.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,799	100
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,778 (99.99%)	100 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						

Resolution No. 7

Particulars	Special Resolution: To give authority to the Board of Directors to create, offer and allot further securities of the Company.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,799	100
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,778 (99.99%)	100 (0.01%)
Result: The said resolution may be considered as passed with requisite majority.						



Resolution No. 8

Particulars	Special Resolution: For re-appointment of Mr. Markand Adhikari as Vice Chairman and Managing Director of the Company.					
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	14	14	1,55,07,899	1,55,07,899	1,55,07,899	0
Polling at the AGM	42	38	1,32,73,889	1,32,17,979	1,32,17,979	0
Total	56	52	2,87,81,788	2,87,25,878 (100.00%)	2,87,25,878 (100.00%)	0 (0.00%)

Result: The said resolution may be considered as passed unanimously.

I further report that:

- I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Register and also the Ballot Box used at the venue of the AGM, duly sealed; and
- The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Place: Mumbai

Date: 29th September, 2015

Countersigned by:

Gautam Adhikari
Chairman & Whole Time Director
Sri Adhikari Brother Television Network Limited



For Manish Ghia & Associates
Company Secretaries

(Signature)

CS Manish L. Ghia

Partner

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

