

26<sup>th</sup> September, 2017

To,  
**Manager (CRD)**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400001

**Scrip Code: 530943**

Dear Sir,

**Sub.: Proceedings of 22<sup>nd</sup> Annual General Meeting held on Monday, 25<sup>th</sup> September, 2017**


Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceeding of the 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company held on Monday, 25<sup>th</sup> September, 2017 at 12 noon at Celestial Banquets, B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully

For Sri Adhikari Brothers Television Network Limited

  
**Shilpa Jain**

Company Secretary & Compliance Officer  
ACS No.: 24978



Encl.: As above

**PROCEEDINGS OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

**HELD ON MONDAY, 25<sup>TH</sup> SEPTEMBER, 2017**

The 22<sup>nd</sup> Annual General Meeting (AGM) of the Company was convened and held on Monday, 25<sup>th</sup> September, 2017 at 12.00 noon at Celestial Banquets, B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053.

The meeting commenced at 12.00 noon.

Mr. Gautam Adhikari, Chairman & Whole Time Director of the Company, chaired the meeting.

As the requisite quorum was present, Chairman called the meeting to order. He introduced the Board Members present on the dais. He informed the members present that:

- The Company has received 02(Two) Proxies and 09 (Nine) Representations from Bodies Corporate u/s 105 and 113 respectively of the Companies Act, 2013.
- The Notice convening the AGM and the Annual Report containing the Audited Financial Statements (including the Consolidated Financial Statements) for the Financial Year ended on 31<sup>st</sup> March, 2017 together with the Board's Report and Auditors' Report thereon along with Notes to the financial statements were duly dispatched to the shareholders by e-mail and courier.
- The relevant Registers under the applicable provisions of the Companies Act, 2013 and the rules made thereunder were laid on the table and were open for inspection during the AGM.

Mr. Markand Adhikari, Vice Chairman & Managing Director, briefed them about the progress & achievements of the Company during the financial year under review. With the permission of the shareholders present, the notice of the AGM was taken as read.

As there were no qualifications in the Reports of the Statutory Auditors and Secretarial Auditors, with due permission of the shareholders present, the same were taken as read.

The Chairman further informed that:

- As per the provisions of 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the members were provided with the facility to exercise voting by electronic means through e-voting platform of National Securities Depository Limited (NSDL) on all the resolutions as set out in the Notice of 22<sup>nd</sup> AGM.

- The e-voting period commenced on Friday, 22<sup>nd</sup> September, 2017 at 10.00 a.m. and ended on Sunday, 24<sup>th</sup> September, 2017 at 5.00 p.m.
- The Company had also provided the facility for voting through polling papers to those members who were present at the AGM, either personally or through proxy and who had not cast their vote earlier through e-voting on all the resolutions as set out in the Notice of AGM.
- The Board of Directors had appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer to scrutinize the e-voting process and voting through Polling Paper at the venue of the AGM in a fair and transparent manner.

The following items of business, as per the Notice of AGM dated 22<sup>nd</sup> August, 2017, were then put to vote through Polling Paper (to be voted by only those shareholders who have not casted their vote earlier through e-voting):

| Item No. | Agenda Items  | Type of Resolution |
|----------|---|--------------------|
| 1        | Adoption of Audited Financial Statements (including the Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2017 along with Board's Reports and the Auditors' Report thereon.   | Ordinary           |
| 2        | Declaration of Dividend on Equity Shares for the Financial Year ended 31 <sup>st</sup> March, 2017.   | Ordinary           |
| 3        | Appointment of Director in place of Mrs. Kalindi Jani (DIN: 06955542) Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.   | Ordinary           |
| 4        | Appointment of M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (FRN: 116627W) as the Statutory Auditors of the Company in place of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W), and to fix their remuneration. | Ordinary           |
| 5.       | Re-Appointment of Mr. Gautam Adhikari as Chairman and Whole Time Director of the Company  | Ordinary           |



|    |  |          |
|----|--|----------|
| 6. | Appointment of Mr. Rakesh Jain (Din: 05125278) as an Independent Director of the Company               | Ordinary |
| 5  | Authority to the Board of Directors to create offer, issue and allot further securities of the Company | Special  |

Clarifications were provided to the queries raised by the members.

The Scrutinizer locked and sealed the empty Poll box in presence of the members. The members/ proxy shareholders after casting their votes deposited filled up Poll papers in the Poll Box. The Poll box with the Poll papers was handed over to the Scrutinizer.

The Chairman further informed the members present that the consolidated results of the voting will be declared within 48 hours of the conclusion of the AGM upon receipt of the Scrutinizer's Report and will be displayed at the Registered Office of the Company situated at 6<sup>th</sup> Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai - 400 053. The same will also be available on the Company's website [www.adhikaribrothers.com](http://www.adhikaribrothers.com) and the website of NSDL viz. [www.evotingnsdl.com](http://www.evotingnsdl.com) and communicated to the Stock Exchanges where the shares of the Company are listed.

After conclusion of the voting process the meeting ended with a vote of thanks to the Chair.

For Sri Adhikari Brothers Television Network Limited

*Shilpa Jain*

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Company Secretary & Compliance Officer

ACS No.: 24978

