



Date: 16-05-2024

To BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Scrip No. 530943	To National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol – SABTNL
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Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice of the Company

The Board of Directors at their meeting concluded on Tuesday, May 14, 2024 had inter-alia approved the Postal Ballot Notice for seeking approval of Members of the Company on Resolutions as set out in the said Postal Ballot Notice.

Please find enclosed herewith the Notice of Postal Ballot with the Explanatory Statement, which is also being sent through electronic mode to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 10, 2024.

The e-voting period shall commence on Tuesday, May 21, 2024 at 9.00 a.m. and shall end on Wednesday, June 19, 2024 at 5.00 p.m.

The above notice is also being uploaded on the Company website www.adhikaribrothers.com.

Kindly take the above on your records.

Thanking you,
Yours Faithfully,

For Sri Adhikari Brothers Television Network Limited

Markand Adhikari
Chairman & Managing Director
DIN: 00032016



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 21 st May 2024 at 9:00 a.m.	Wednesday, 19 th June 2024 at 5:00 p.m.

Dear Members

NOTICE is hereby given according to Section 110 read with Section 108 and other applicable provisions if any, of the Companies Act, 2013, (**'Act'**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI Listing Regulations'**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**SS-2**), each as amended, and as per the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25, 2023, (collectively the **'MCA Circulars'**), to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means (**'remote e-voting'**).

Under Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof (**'Statement'**) is annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Sri Adhikari Brothers Television Network Limited (**'Company/SABTNL'**) is sending this Notice ONLY in electronic form to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent (**'RTA'**)/Depositories. Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars, and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**'NSDL'**) for the purpose of providing a remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.adhikaribrothers.com.



Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for the casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, 19th June 2024. The remote e-voting facility will be disabled by NSDL immediately thereafter.

Special Business:

1. To approve the appointment of Mr. Pritesh Rajgor (DIN: 07237198) as an Independent Director of the Company and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161(1), Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**), the Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'SEBI LODR Regulations'**), including any statutory modification(s) or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. Pritesh Rajgor (DIN: 07237198), who in terms of Section 161 of the Act and based on the recommendations of the Nomination & Remuneration Committee was appointed as an Additional Director (Independent) of the Company with effect from 21st March 2024 by the Board of Directors of the Company (**'Board'**), and who meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR Regulations and a declaration to that effect has been submitted by him, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act proposing his candidature for the office of a Director, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years commencing from 21st March 2024 to 20th March 2029 (both days inclusive),.

RESOLVED FURTHER THAT any Director of the Company, severally, authorized to do all such acts, deeds, matters, and things and to file necessary e-forms with Registrar of Companies to give effect to the above Resolution."

2. To approve Material Related Party Transactions with TV Vision Limited, a related party of the Company, and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation(s) 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute



new contract(s)/arrangement(s)/transaction(s), (whether by way of individual or multiple transaction(s) taken together) with TV Vision Limited for (1) The transfer of the Channel License of TV Channel with the brand namely "Dhamaal" for a one-time aggregate consideration of Rs.1,00,00,000/- (Rupees One Crore Only) plus applicable taxes and (2) For availing Distribution and Placement services from TV Vision Limited to place the channel 'Dhamaal' on various cable networks, DTH networks and DD Free Dish DTH; for an amount not exceeding Rs.25,00,00,000/- (Rupees Twenty Five Crore Only) plus applicable taxes, per year provided that the said transactions are in the ordinary course of business and entered into/ carried out on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorized Committee thereof);

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or any other Officer(s) as Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified, and confirmed in all respects."

3. To approve Related Party Transactions and if thought fit to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(d) of the Companies Act, 2013 ("the Act") read with Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the recommendation of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to avail services and payment of fees not exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) per annum plus applicable taxes with effect from 1st June 2024 to Mr. Kailasnath Adhikari, a Director of Holding Company and a relative of Mr. Markand Adhikari, Chairman & Managing Director of the Company.



RESOLVED FURTHER THAT Mr. Markand Adhikari, Chairman & Managing Director be and is hereby jointly and/or severally authorized to do all such acts, deeds, matters, and things as may be required for giving effect to this Resolution.”

4. To approve Related Party Transactions and if thought fit to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(d) of the Companies Act, 2013 (“the Act”) read with Rule 15(3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the recommendation of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to avail services and payment of fees not exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) per annum plus applicable taxes with effect from 1st June 2024, to Mr. Ravi Adhikari, a Director of Holding Company.

RESOLVED FURTHER THAT Mr. Markand Adhikari, Chairman & Managing Director be and is hereby jointly and/or severally authorized to do all such acts, deeds, matters, and things as may be required for giving effect to this Resolution.”

For Sri Adhikari Brothers Television Network Limited

Sd/-

Markand Adhikari

Chairman & Managing Director

DIN: 00032016

Date: 14-05-2024

Place: Mumbai



NOTES:

1. The relevant Statement under the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the MCA Circulars, the Company is sending this Notice ONLY in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, 10th May 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a member as of the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote concerning the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 10, 2024, being the cut-off date fixed for the purpose
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2, and the MCA Circulars, the Company is pleased to provide a remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
6. The remote e-voting shall commence on Tuesday, 21st May 2024 at 9:00 a.m. (IST) and shall end on Wednesday, 19th June 2024 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for e-voting thereafter.
7. 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 postal ballot process fairly and transparently.



8. The Scrutinizer will submit his/her report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of the votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.adhikaribrothers.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
10. The Resolutions, if passed by the requisite majority through Postal Ballot by remote e-voting, will be deemed to have been passed on the last date specified for e-voting i.e., Wednesday, 19th June 2024.
11. Members may download the Notice from the website of the Company at www.adhikaribrothers.com or from the website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investorservices@adhikaribrothers.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID, and Client ID between the e-voting period.

The process to cast votes through remote e-voting:

The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to the NSDL e-Voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020, on the 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 to access the e-voting facility.



The 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"> Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ 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 the NSDL Depository site wherein you can see e-voting page. Click on the 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. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can log in through their existing user id and password. The 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting 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. 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' websites directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. upon logging in, you will be able to see the e-voting option. Click on the e-voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider i.e. NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33</p>



B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-voting website of NSDL. Open the 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 the e-voting system is launched, click on the icon "Login" which is available under the 'Shareholder/Member' section.
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 e-services i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log in to NSDL e-services 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 a 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 a 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 the folio number is 001*** and EVEN is 101456 then the 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 log in 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 the NSDL account, the last 8 digits of the client ID for the CDSL



account, or the 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 the steps mentioned below in the **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 the "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) the option is available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by the aforesaid two options, you can send a request to evoting@nsdl.com 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 the "Login" button.
9. After you click on the "Login" button, the Home page of e-Voting will open.

Step 2: Cast your vote electronically on the NSDL e-Voting system.

How to cast your vote electronically on the 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.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-voting period.
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 copies (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 with a copy marked to evoting@nsdl.com. 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 the "**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 to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll-free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at evoting@nsdl.com or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

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

1. In case of 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 investorservices@adhikaribrothers.com.
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. If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com to procure user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the 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 to access the e-voting facility.



STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to Resolution No(s). 1 to 4 mentioned in the accompanying Notice.

ITEM NO. 1:

The Board of Directors at their meeting held on 21st March 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Pritesh Rajgor (DIN: 07237198), as an Additional Director (in the capacity of Independent Director) of the Company, with immediate effect for a term of five consecutive years commencing from 21st March 2024 to 20th March 2029 (both days inclusive), subject to approval of the Members by way of special resolution.

Mr. Pritesh Rajgor has been a Practicing Advocate at the Bombay High Court since 2002 after completing his Degree in Commerce (1998) and Degree in Law (2001) from the prestigious University of Mumbai. His area of practice includes Commercial Litigation, Alternate Dispute Resolution, Commercial Transactions, Mergers and Acquisitions, and Advisory work. He has vast experience of handling cases in different jurisdictions and has provided opinions and expertise on various issues ranging from Real Estate to Commercial Transactions for Acquisition. His core legal knowledge shall be beneficial to the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Pritesh Rajgor will hold office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for the appointment of a Director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Pritesh Rajgor, through this Postal Ballot.

Mr. Pritesh Rajgor is eligible to be appointed as an Independent Director for a term of up to five consecutive years. The Company has received notice under Section 160 of the Act proposing his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from him. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Pritesh Rajgor will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder. The terms and conditions of Mr. Pritesh Rajgor's appointment are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Pritesh Rajgor is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.



In the opinion of the Board, Mr. Pritesh Rajgor, proposed to be appointed as an Independent Director, fulfills the conditions specified in the Listing Regulations and the Act and the Rules made thereunder and is independent of the Management.

A brief resume and details of Mr. Pritesh Rajgor as stipulated under Regulation 36(3) of Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India is as under:

Name of Director	Mr. Pritesh Rajgor
DIN	07237198
Date of Birth	May 2, 1977
Nationality	Indian
Date of first appointment on the Board	21 st March 2024
Designation	Independent Director
Qualification	B. Com, LLB
Experience/ Expertise	He has been a Practicing Advocate at the Bombay High Court since 2002 after completing his Degree in Commerce (1998) and Degree in Law (2001) from the prestigious University of Mumbai. His area of practice includes Commercial Litigation, Alternate Dispute Resolution, Commercial Transactions, Mergers and Acquisitions, and Advisory work.
Terms and Conditions of Appointment or Reappointment	Independent Director w.e.f. 21 st March 2024 not liable to retire by rotation.
Remuneration sought to be paid	Sitting Fees as may be decided by the Board from time to time.
Remuneration last drawn	NIL
Number of Meetings of the Board attended during the FY 2023-24	NIL
Shareholding in the Company (Equity Shares of Rs. 10/- each)	NIL
List of Directorships in Other Companies	2
List of Chairmanship or membership of various Committees in listed company and other Companies	3
Relationship with other Directors of the Company	Not Related

The Board recommends the Special Resolution as set out in item no. 1 of the Notice for approval of the Members.



Mr. Pritesh Rajgor does not hold any shares in the Company. Except for Mr. Pritesh Rajgor being the appointee, none of the other Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested in the said resolution.

ITEM NO. 2:

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeding Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders through an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Background, details, and benefits of the transaction

The Company is a pioneer in the field of Indian Media Entertainment and has a rich history of creating many firsts. It is one of the first Indian Media Companies to be listed on both the stock exchanges in 1995. The Company is the founder of the World's most-watched humor brand TV Channel "SAB TV".

As a part of the **Business Turnaround Strategy Plan** of the Company mentioned in the Resolution Plan submitted to the Committee of Creditors and as approved by the Hon'ble NCLT, Mumbai Bench; the Company had to launch a 24-hour Free-To-Air Hindi General Entertainment TV Channel (GEC). The Company had planned to launch its TV Channel on India's biggest DTH platform owned by the Government of India i.e. Doordarshan namely DD Free Dish DTH.

In this regard, the Company has entered into an Agreement with TV Vision Limited (Group Company) on 26th February 2024 to transfer its Non-News TV Channel license named 'Dhamaal' for a one-time aggregate consideration of Rs.1,00,00,000/- (Rupees One Crore Only) plus applicable taxes. The said transfer of License is subject to the approval of the Ministry of Information & Broadcasting ("**MIB**"). However, even, as per clause 32(2)(c) of the Guidelines of Uplinking and Downlinking of Satellite Television Channels in India, 2022 of MIB, transfer of license within Group Company is permissible.

Further, the Company is also availing Distribution & Placement Services from TV Vision Limited for placing the channel 'Dhamaal' on various cable networks, DTH networks, and DD Free Dish DTH for a consideration of Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) plus applicable taxes per year.



Details of the proposed transactions with TV Vision Limited, being a related party of the Company, including the information under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details
1.	Details of Summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including the nature of its concern or interest (financial or otherwise);	Name of Related Party: TV Vision Limited. Relationship with Listed Company: Group Company Nature of Interest: Financial and details as mentioned above in the Resolution.
b.	Name of the director or key managerial personnel who is related, if any, and the nature of the relationship	Markand Adhikari (Chairman & Managing Director) is a Common Director. His interest or concern or that of his relatives is limited only to the extent of his directorship/shareholding in the Company and TV Vision Limited.
c.	Nature, material terms, monetary value, and particulars of contracts or arrangement	As mentioned in the Resolution and Explanatory Statement above.
d.	Value of transaction	(1) The transfer of the Channel License of TV Channel with the brand namely "Dhamaal" for a one-time aggregate consideration of Rs.1,00,00,000/- (Rupees One Crore Only) plus applicable taxes and (2) For availing Distribution & Placement Services from TV Vision Limited to place channel 'Dhamaal' on various cable networks, DTH networks and DD Free Dish DTH for an amount not exceeding Rs.25,00,00,000/- (Rupees Twenty Five Crore Only) plus applicable taxes per year.
e.	Percentage of annual consolidated turnover considering FY 2022-23 as immediately preceding financial year	Since the Company was under the Corporate Insolvency Resolution Process ("CIRP") there was no revenue from operations during FY 2022-23.
f.	Tenure of the Transaction	For Transfer of License, it is one-time transaction and for Availing Distribution & Placement Service it is ongoing until canceled by the Board or when term end whichever is earlier.
2.	Justification for the transaction	As mentioned above in the Background, details, and benefits of the transaction.
3.	Details of transactions relating to any loans, inter-corporate deposits,	Not Applicable



	advances, or investments made or given by the listed entity or its subsidiary: Not Applicable	
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The Board recommends the Ordinary Resolution as set out at Item no. 2 of the Notice for approval of the shareholders.

Except for Mr. Markand Adhikari, Chairman & Managing Director of the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 2 of the accompanying Notice.

ITEM NO. 3 & 4:

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company.

The Board of Directors of the Company at their meeting held on 14th May 2024, on the recommendation of the Audit Committee, have decided to avail services and payment of fees not exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) plus applicable taxes per annum with effect from 1st June 2024 to (1) Mr. Kailasnath Adhikari (Relative of Mr. Markand Adhikari, Chairman & Managing Director of the Company and Director of Holding Company) and (2) Mr. Ravi Adhikari (Director of Holding Company), each.

Mr. Kailasnath Adhikari and Mr. Ravi Adhikari are related parties within the definition of Section 2(76) of the Act. According to the provisions of Section 188(1)(d) of the Act, read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, availing or rendering of any services, directly or through the appointment of agent amounting to ten percent or more of the turnover of the company requires prior approval of the members of the Company.

It is in the above context that, Resolutions No(s) 3 to 4 are placed for the approval of the Members of the Company.

Details of the proposed transactions with Mr. Kailasnath Adhikari & Mr. Ravi Adhikari, being a related party of the Company, including the information under SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details	
1.	Details of Summary of information provided by the Management to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including the nature of its concern or	Name of Related Party: Mr. Kailasnath Adhikari. Relationship with Listed Company: Relative of Mr. Markand Adhikari, Chairman & Managing Director of the	Name of Related Party: Mr. Ravi Adhikari. Relationship with Listed Company: Director of Holding Company. Nature of Interest: To avail services and payment of fees not



	interest (financial or otherwise);	Company and Director of Holding Company. Nature of Interest: To avail services and payment of fees not exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) plus applicable taxes per annum with effect from 1 st June 2024.	exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) plus applicable taxes per annum with effect from 1 st June 2024.
b.	Name of the director or key managerial personnel who is related, if any, and the nature of the relationship	Kailasnath Adhikari is Relative of Markand Adhikari (Chairman & Managing Director). Further, Kailasnath Adhikari is a Director of the Holding Company.	Director of the Holding Company.
c.	Nature, material terms, monetary value, and particulars of contracts or arrangement	Nature: To avail services. Material Terms & Particulars of Contract: Providing Consultancy Services in Business Development & Creative Content Production. Monetary Value: Payment of fees not exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) plus applicable taxes per annum with effect from 1 st June 2024.	
d.	Value of transaction	Not exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) plus applicable taxes per annum	Not exceeding Rs.80,00,000/- (Rupees Eighty Lakhs Only) plus applicable taxes per annum
e.	Percentage of annual consolidated turnover considering FY 2022-23 as immediately preceding financial year	Since the Company was under the Corporate Insolvency Resolution Process (" CIRP ") there was no revenue from operation during FY 2022-23.	
f.	Tenure of the Transaction	On Going till cancelled/terminated by the Board.	On Going till cancelled/terminated by the Board.
2.	Justification for the transaction	On account of his specialized technical skills and contribution to the business development of the organization, the Company has entered into the aforesaid arrangement.	On account of his specialized technical skills and contribution to the business development of the organization, the Company has entered into the aforesaid arrangement.
3.	Details of transactions relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its	Not Applicable	



**SRI ADHIKARI BROTHERS
TELEVISION NETWORK LTD**

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

CIN: L32200MH1994PLC083853

subsidiary: Applicable	Not
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The Board recommends the Ordinary Resolution as set out in Item nos. 3 to 4 of the Notice for the approval of the shareholders.

Except for Mr. Markand Adhikari, Chairman & Managing Director of the Company, and their respective relatives, none of the other Directors, Key Managerial Personnel (KMP), or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as shareholders in general in the resolution set out in item nos. 3 and 4 of the accompanying Notice.

For Sri Adhikari Brothers Television Network Limited

Sd/-

Markand Adhikari

Chairman & Managing Director

DIN: 00032016

Date: 14-05-2024

Place: Mumbai