SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400053.
Tel.: 022-40230000, Fax: 022-26395459, E-mail: investorservices@adhikaribrothers.com, Website: www.adhikaribrothers.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("Rules") the resolutions as set out in this notice at Item Nos. 1 to 4 are proposed to be passed by means of Postal Ballot.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the proposed resolutions setting out the material facts concerning each item and reasons thereof along with the Postal Ballot Form and a self addressed Business Reply envelope are enclosed hereto for your consideration.

The Board of Directors at its meeting held on Friday, 30th day of May, 2014 has appointed Mr. Manish L. Ghia, Partner, Manish Ghia & Associates, Company Secretaries, Mumbai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its Members as an alternative mode to cast their votes electronically, instead of dispatching the physical Postal Ballot Form through post. For the purpose, the Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility. It may be noted that e-Voting is optional. In case a member votes through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility and sends his vote through physical vote also, the vote casted through e-voting facility shall only be considered and the voting through physical Postal Ballot will not be considered by the scrutinizer.

The e-voting facility is available at the link https://www.evoting.nsdl.com. Please refer the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.

The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions given overleaf the Postal Ballot Form and return the 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 Tuesday, 22nd day of July, 2014. It is further brought to your notice that as per provisions of the Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice (being last date i.e. Tuesday, 22nd day of July, 2014) shall be treated as the reply from the Member has not been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the voting received in electronic and physical mode. The result of the voting by Postal Ballot would be announced by the Chairman of the Company or by such other person as may be authorized by him on Friday, 25th day of July, 2014 at 4.00 p.m. at the Registered Office of the Company. The said results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and placed alongwith the Scrutinizer's report on the Company's website viz; www.adhikaribrothers.com and NSDL's website viz; https://www.evoting.nsdl.com.

PROPOSED RESOLUTIONS:

ITEM NO. 1

INCREASE IN LOANS AND INVESTMENTS LIMITS

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate to give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and to acquire by way of subscription, purchase or otherwise securities of any body corporate on such terms and conditions as the Board, may, in its absolute discretion deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/ guarantee given / security provided by the Company shall not exceed the sum of Rs. 500 Crores (Rupees Five Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution."

ITEM NO. 2

INCREASE IN BORROWING LIMITS

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be

and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company's bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds and things as may be expedient and necessary to give effect to the above resolution."

ITEM NO.3

AUTHORITY TO CREATE CHARGE ON ASSETS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent 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 "Compensation Committee / Nomination & Remuneration Committee" thereof constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board of Directors may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged, shall not exceed the limit as approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to the above resolution from time to time."

ITEM NO.4

ISSUE AND OFFER OF OPTIONS TO THE EMPLOYEES OF THE COMPANY UNDER EMPLOYEE STOCK OPTION SCHEME

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

"RESOLVED THAT pursuant to the provisions of the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time (the "SEBI Guidelines"), the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, any other applicable laws for the time being in force and subject to such other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include "Compensation Committee / Nomination & Remuneration Committee" thereof constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to introduce and implement the "SABTNL EMPLOYEE STOCK OPTION SCHEME 2014-15" (hereinafter referred to as "ESOS 2014-15") and to create, grant, offer, issue and allot any time, in one or more tranches, to or for the benefit of such person(s) who are in the permanent employment of the Company whether working in India or outside India and Directors of the Company whether Whole Time Directors or not, but not Independent Directors, (hereinafter referred to collectively as "Employee" or "Employees"), selected on the basis of criteria decided by the "Compensation Committee / Nomination & Remuneration Committee" under the ESOS 2014-15, such number of Equity Shares issued through Stock Options convertible into equity shares upto 1,00,000 (One Lakh) Options (i.e. 0.3% (approx.) of the issued, subscribed and paid up capital as on 30th May, 2014), each option giving right but not obligation to the holder, to subscribe for cash, one fully paid up Equity Share of Rs. 10/- each of the Company, at such price, in such manner, during such period and on such terms and conditions as may be fixed or determined by the Board in its absolute discretion and in accordance with the provisions of applicable laws or guidelines issued by the relevant authority to the present and future employees.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of Stock Options from time to time in the manner aforesaid and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted under the ESOS 2014-15 on the Stock Exchanges where the shares of the Company are listed in accordance with the provisions of the Listing Agreement with the concerned Stock Exchanges, SEBI Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOS 2014-15, as it may deem fit, from time to time or to suspend, withdraw or revive the ESOS 2014-15 from time to time in conformity with the provisions of the Act, the SEBI Guidelines and other applicable laws; however such variation, amendment, modification or alteration shall not be detrimental to the interest of the employees who have been granted Stock Options under the ESOS 2014-15.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOS 2014-15 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 30th May, 2014

Payal Garg
Company Secretary

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

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

As per the provisions of Section 186 of the Companies Act, 2013, a Company, without approval of the shareholders by passing a Special Resolution, cannot give any loan to any person or other body corporate/give any guarantee or provide security in connection with a loan taken by it or other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of any body corporate exceeding-

i) Sixty per cent of its paid up capital, free reserves and securities premium account; or

ii) One hundred per cent of its free reserves and securities premium account, whichever is more.

Your Company has embarked upon a growth path and is constantly reviewing opportunities for expansion of its business operations either directly or through its subsidiaries / joint ventures / associate companies and therefore it may require to provide financial support to meet long term and working capital requirements by way of loan(s) and/or guarantee(s) and/or security(ies) / investment in securities of such subsidiaries / joint ventures / associate companies / other bodies corporate.

It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs. 500 Crores from time to time in/to one or more of the persons/entities i.e. subsidiaries / joint ventures / associate companies / other bodies corporate. The source of funds for making these investments would be surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above investments, loans, guarantees and/or securities proposed together with the loans and investments already made, guarantee and securities already given may exceed the limit as specified in Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014 and Rule 22 of Companies (Management and Administration) Rules, 2014, approval of the members is required for the same.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution.

ITEM NOS. 2 & 3:

In order to meet the future requirements of funds, which may arise on account of the plans / programs / business, the Company may require further loans / borrowings from time to time from financial institutions, banks and others entities. Further to secure such borrowings, the Company may be required to create charge / mortgage/ hypothecation on all or any of its movable and immovable assets, both present and future as and when required from time to time.

In terms of the provisions of Section 180(1)(c) & 180(1)(a) of the Companies Act, 2013, the Company needs to take approval of members of the Company for increasing the borrowing powers and to create charge / mortgage on the assets of the Company to secure the money(ies) borrowed from financial institutions, banks and others financial entities from time to time. Hence it is proposed to take your approval for a limit upto Rs. 500 Crores.

The Board of Directors accordingly recommends the Special Resolutions as set out at Item Nos. 2 & 3 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolutions.

ITEM NO. 4:

Your Company appreciates the critical role which the employees play in the organizational growth. Stock Options represent a reward system based on performance. It helps companies to attract, retain and motivate the best available talent in the increasingly competitive environment. With this objective, your Company proposes to formulate an Employee Stock Option Scheme to be called SABTNL EMPLOYEE STOCK OPTION SCHEME 2014-15 (ESOS 2014-15) to grant upto 1,00, 000 options to its eligible employees to subscribe for Company's equity shares of Rs.10/- each.

Disclosures pursuant to SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Section 62(1)(b) of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014:

1) Total Number of stock options granted:

Upto 1,00,000 equity shares of Rs. 10/- each (0.3% approx.) of the issued equity share capital of the Company.

2) Identification of classes of employees entitled to participate in the ESOS 2014-15:

All permanent employees including Directors (whether Whole Time Directors or not) and new joinees, as defined in the SEBI (ESOP) Guidelines for the time being in force and as may be decided by the Compensation Committee / Nomination & Remuneration Committee from time to time. However, following shall not be eligible to participate in the ESOS 2014-15:

(a) An employee who is promoter or belongs to promoter group;

(b) A director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; and

(c) Independent Directors.

3) Requirements of vesting and period of vesting:

The continuation of employee in the services of the Company shall be the primary requirement of the vesting. Vesting will commence after a period of 12 (Twelve) months from the date of grant of options, subject to fulfillment of terms and conditions, if any as may be decided by the Compensation Committee / Nomination & Remuneration Committee. The percentage of vesting each year shall be at such rates as may be decided by the Board and / or Compensation Committee / Nomination & Remuneration Committee.

4) Maximum Period within which the options shall be vested:

Vesting will commence after a period of 12 (Twelve) months from the date of grant of options and may extend upto 36 (Thirty Six) months from the date of grant.

5) Exercise Price or pricing formula:

The exercise price for the purpose of the grant of Stock Options will be as per terms & conditions decided by the Board and / or Compensation Committee / Nomination & Remuneration Committee at the time of respective grant of Stock Options, but shall not be less than the face value of the equity shares and not exceeding the market price as per the SEBI Guidelines.

6) Exercise Period and process of exercise:

The Exercise period would commence from the date of vesting and would expire on completion of 24 (Twenty Four) months from the date of vesting of options or until the cessation of employment, whichever is earlier.

The options will be exercisable by the employees by a written application to the Company to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Compensation Committee / Nomination & Remuneration Committee from time to time. The options will lapse if not exercised within the specified exercise period.

7) The appraisal process for determining the eligibility of employees to the ESOS 2014-15:

The appraisal process for determining the eligibility of the Employee will be specified by the Compensation Committee / Nomination & Remuneration Committee and will be based on criteria such as grade of employee, length of service, performance record, merit of the employee, future potential contribution by the employee and /or by any such criteria that may be determined by the Compensation Committee / Nomination & Remuneration Committee in its sole discretion.

8) Maximum number of options to be issued per employee and in aggregate:

The maximum number of options to be granted to any one employee will not be more than 50,000 options and in aggregate options granted shall not exceed 1,00,000 under ESOS 2014-15.

9) Disclosure and Accounting Policies:

The Company shall comply with the accounting policies specified in Schedule I referred in Clause 13.1 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 in respect of shares issued under ESOS 2014-15.

10) Method of Option valuation:

Fair value method.

11) Lock in period if any:

There shall be no lock in period for the shares issued pursuant to the exercise of the option.

12) The condition under which the options vested in employees may lapse:

The options granted under ESOS 2014-15 shall not be renounced, transferred, pledged, hypothecated, mortgaged or otherwise alienated in any manner.

The option will lapse if not exercised within the specified exercise period as specified under ESOS 2014-15. Vested options that lapse due to non exercise or unvested options that get cancelled due to resignation of the employees or otherwise, would be available for being re-granted at a future date.

13) The specified time period within which the employees shall exercise the vested options in the event of termination of employment or resignation of employee:

a. In the event of an Optionee ceases to be in the employment of the Company, except due to death or permanent disability or termination due to misconduct, the options granted to the Optionee shall be dealt with as under:

- Unvested Options on termination date, shall lapse forthwith and
- The Optionee shall be permitted to exercise within exercise period in respect of Vested Options.

b. In a case where the employment of an Optionee is terminated (otherwise than by the death, disability, retirement or resignation) by the Employer, the options of that Optionee shall stand cancelled and remaining shall automatically lapse from the date on which he ceases to be in the employment of the Employer and the Optionee shall not be permitted to exercise any right to apply for shares in respect of the Options vested to him.

The date of cessation of employment of an Optionee shall mean the date of termination letter issued.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 any proposal involving issue of options or any other instruments, resulting in issue of shares, needs to be approved by the members by passing a Special Resolution.

The Board of Directors accordingly recommends the Special Resolution as set out at Item No. 4 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolution except to the extent of their entitlements, if any, under the ESOS Scheme.

By Order of the Board of Directors

Payal Garg
Company Secretary

Place: Mumbai
Date: 30th May, 2014

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