Manish Ghia & associates
COMPANY SECRETARIES

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SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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.: Scrutinizer's Report for passing of resolutions through E-Voting process at Annual General Meeting to be held on 26th September, 2014

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on 23rd August, 2014 for scrutinizing the e-voting process (including voting through ballot forms) forpassing of the resolutions as mentioned under item numbers 1 to 12 of the Notice of Annual General Meeting dated 23rd August, 2014.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical Assent/Dissent Forms on the resolutions contained in the notice of the 19th Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for e-voting and duly filed and signed physical Assent/Dissent forms received from the shareholders of the Company.

Regd. Office: 4, Chandan Niwas(Old), M.V.Road, Off Andheri Kurla Road, Opp. Vishal Hall, Andheri (E), Mumbai-400069, Maharashtra, India.
Branch Office: H. No. 8-3-898/16/4, 2nd Floor, Nagarjuna Nagar Colony, Road No. 2, Ameerpet, Hyderabad-500073, Telangana State.

3. On the basis of the Register of Members made available by Registrar & Share Transfer Agent 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 22nd August, 2014 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of the Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended 31st March, 2014 was sent through courier on 1st September, 2014 and emailed on 2ndSeptember, 2014 to the shareholders at their registered addresses/email addresses.

4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Mahanayak" on 11th September, 2014.

5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Wednesday, 17th September, 2014 (9:00 am) to Friday, 19th September, 2014 (6:00 pm). The Company has also given physical Assent / Dissent Form to facilitate voting in physical mode by shareholders, who do not have e-voting facility at their end.

6. As required under the said Rules, I unlocked the E-voting on the platform provided by NSDL on 21st September, 2014 in the presence of CS Priyanka Goenka and CS Rasika Mendhekar, who are not the employees of the Company.

7. The members casted their votes electronically on e-voting platform provided by National SecuritiesDepository Limited (NSDL). The Company did not receive any voting through physical Assent/Dissent Form.

8. Summary of the e-voting received is as follows:

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8.1 Resolution No. 1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31st March, 2014 along with Reports of the Directors' and of the Auditors'.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	2,98,58,378	2,98,58,378 (100.00%)	2,98,58,352 (99.99%)	**26** (0.01%)
Result: May be considered passed with requisite majority.						

8.2 Resolution No. 2

Particulars	Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year ended 31st March, 2014.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	22	22	2,98,58,352	2,98,58,352	2,98,58,352	0
Total	**22**	**22**	2,98,58,352	2,98,58,352 (100.00%)	2,98,58,352 (100.00%)	**0** (0.00%)
Result: May be considered passed unanimously.						

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8.3 Resolution No. 3

Particulars	Ordinary Resolution for appointment of a director in place of Mr. Gautam Adhikari, who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid*	Total	Valid*	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	22	2,98,58,378	2,56,65,249	2,56,65,223	26
Total	**23**	**22**	**2,98,58,378**	**2,56,65,249 (100.00%)**	**2,56,65,223 (99.99%)**	**26 (0.01%)**
* Note: Voting by interested member excluded **Result: May be considered passed with requisite majority.**						

8.4 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.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	**2,98,58,378**	**2,98,58,378 (100.00%)**	**2,98,58,352 (99.99%)**	**26 (0.01%)**
Result: May be considered passed with requisite majority.						

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8.5 Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mr. P. B. Gawde as an Independent Director of the Company to hold the office as such upto 31st March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	**2,98,58,378**	**2,98,58,378 (100.00%)**	**2,98,58,352 (99.99%)**	**26 (0.01%)**
Result: May be considered passed with requisite majority.						

8.6 Resolution No. 6

Particulars	Ordinary Resolution for appointment of Mr. Arun Khakhar as an Independent Director of the Company to hold the office as such upto 31st March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	**2,98,58,378**	**2,98,58,378 (100.00%)**	**2,98,58,352 (99.99%)**	**26 (0.01%)**
Result: May be considered passed with requisite majority.						

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8.7 Resolution No. 7

Particulars	Ordinary Resolution for appointment of Mr. M S Kapur as an Independent Director of the Company to hold the office as such upto 31st March, 2019.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	**2,98,58,378**	**2,98,58,378 (100.00%)**	**2,98,58,352 (99.99%)**	**26 (0.01%)**
Result: May be considered passed with requisite majority.						

8.8 Resolution No. 8

Particulars	Ordinary Resolution for appointment of Ms. Kalindi Jani as Director of the Company.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	**2,98,58,378**	**2,98,58,378 (100.00%)**	**2,98,58,352 (99.99%)**	**26 (0.01%)**
Result: May be considered passed with requisite majority.						

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8.9 Resolution No. 9

Particulars	Special Resolution for adoption of new set of Articles of Association of the Company.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	**2,98,58,378**	**2,98,58,378 (100.00%)**	**2,98,58,352 (99.99%)**	**26 (0.01%)**
Result: May be considered passed with requisite majority.						

8.10 Resolution No. 10

Particulars	Special Resolution for re-appointment of Mr. Gautam Adhikari as Chairman and Whole Time Director from 1st October, 2014 to 30th September, 2017.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid*	Total	Valid*	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	22	2,98,58,378	2,56,65,249	2,56,65,223	26
Total	**23**	**22**	**2,98,58,378**	**2,56,65,249 (100.00%)**	**2,56,65,223 (99.99%)**	**26 (0.01%)**
* Note: Voting by interested member excluded **Result: May be considered passed with requisite majority.**						



8.11 Resolution No. 11

Particulars	Special Resolution for revision in remuneration of Mr. Markand Adhikari, Vice Chairman and Managing Director for remaining period of his tenure w.e.f. 18th August, 2014 to 17th August, 2015.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid*	Total	Valid*	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	22	2,98,58,378	2,62,36,748	2,62,36,722	26
Total	**23**	**22**	**2,98,58,378**	**2,62,36,748 (100.00%)**	**2,62,36,722 (99.99%)**	**26 (0.01%)**
* Note: Voting by interested member excluded **Result: May be considered passed with requisite majority.**						

8.12 Resolution No. 12

Particulars	Special Resolution to give authority to the Board of Directors to create, offer, issue and to allot further securities for an amount not exceeding Rs. 150 Crores.					
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted	
	Total received	Valid	Total	Valid	In favour	Against
Assent / Dissent Form	0	0	0	0	0	0
E-voting	23	23	2,98,58,378	2,98,58,378	2,98,58,352	26
Total	**23**	**23**	**2,98,58,378**	**2,98,58,378 (100.00%)**	**2,98,58,352 (99.99%)**	**26 (0.01%)**
Result: May be considered passed with requisite majority.						



9 You may accordingly declare the result at the Annual General Meeting to be held on 26th September, 2014.

For **Manish Ghia & Associates**
Company Secretaries



CS Manish L. Ghia
Partner
M. No. FCS 6252 C.P. No. 3531

Place: Mumbai
Date: 22nd September, 2014