Manish Ghia & associates
COMPANY SECRETARIES

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CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To,
Mr. Gautam Adhikari
Chairman & Whole Time Director
Sri Adhikari Brothers Television Network Limited
6th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road
Andheri (West), Mumbai - 400 053

Respected Sir,

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

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through polling papers at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under Item numbers 1 to 8 as set out in the Notice of aforesaid AGM of the members of the Company dated 12th August, 2015.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Voting by way of polling papers at the AGM, on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide Remote E-Voting facility and poll conducted at the AGM, in a fair and transparent manner.

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. As per the confirmation received from the Company:

   (a) the Notice of the AGM dated 12th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on Tuesday, 1st September, 2015.
   (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Sharex Dynamic (India) Private Limited, the Registrar & Share Transfer Agents of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 21st August, 2015.
   (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Wednesday, 23rd September, 2015 (10:00 a.m.) to Friday, 25th September, 2015 (05:00 p.m.).

4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Saturday, 19th September, 2015.

5. As required under the said rules, after the closure of the physical voting by Polling Papers at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS Priyanka Goenka and CS Rasika Mendhekar, who are not in employment with the Company.

6. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

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

Resolution No. 2

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

Resolution No. 3

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



Resolution No. 4

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

Resolution No. 5

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

Manish Ghia & Associates MUMBAI Company Secretaries

Resolution No. 6

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

Resolution No. 7

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



Resolution No. 8

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

I further report that:

a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Register and also the Ballot Box used at the venue of the AGM, duly sealed; and

b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries

Manish Ghia & Associates ★ MUMBAI ★ Company Secretaries

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

Place: Mumbai
Date: 29th September, 2015

Countersigned by:

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

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD. ★ MUMBAI