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 & 21 of Companies (Management and Administration) Rules, 2014]

To
Mr. Markand Adhikari
Vice Chairman & Managing Director
Sri Adhikari Brothers Television Network Limited
6th Floor, Adhikari Chambers, Oberoi Complex,
New Link Road, Andheri West,
Mumbai 400053

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolution through e-voting and voting through poll papers at the Extra Ordinary General Meeting (EGM) of the members of Sri Adhikari Brothers Television Network Limited held on Tuesday, 29th May, 2018.

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of

   a. Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time;
   b. Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
   c. Scrutinizing the votes cast through polling papers (at the EGM) for those shareholders who have not cast votes through e-voting facility;

in a fair and transparent manner, for passing of the Resolution as mentioned in the Notice of EGM dated 16th March, 2018.

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 polling papers on the resolution as set out in the Notice of EGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll conducted at the EGM is restricted to make a Consolidated Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolution stated in the said Notice, based on

Manish Ghia & Associates MUMBAI Company Secretaries

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, and poll conducted at EGM, in a fair and transparent manner.

As per the confirmation received from the Company:

3. The Company completed the dispatch of Notice of the EGM dated 16th March, 2018 along with Statement setting out material facts under Section 102 of the Companies Act, 2013 through e-mail on Friday, 04th May, 2018 to those shareholders whose e-mail id is registered with the Sharex Dynamic (India) Private Limited, Registrar and Share Transfer Agent (RTA)/Company/Depositories and by courier on Saturday, 05th May, 2018 at registered addresses of shareholders.

4. The said Notice was dispatched on the basis of Register of Members made available by RTA 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, 27th April, 2018.

5. As per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about and providing E-voting facility in Newspapers "Business Standard" (English Newspaper) and "Aapla Mahanagar" (Marathi Newspaper) on Sunday, 06th May, 2018.

6. In terms of the aforesaid Notice, voting through electronic means was kept open for 03 (Three) days from Saturday, 26th May, 2018 (9:00 am) to Monday, 28th May, 2018 (5:00 p.m.).

7. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 22nd May, 2018.

8. As required under the said rules, after the closure of the voting at the Extra Ordinary General Meeting, the votes cast through poll were counted, thereafter the votes cast under e-voting facility were unblocked in the presence of CS Bhavya Gala and CS Nikita Somaiya who are not in employment with the Company.

9. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



10. Summary of the e-voting and poll at the EGM is as follows:

Resolution No.1

Particulars	Ordinary Resolution for appointment of M/s. P. Parikh & Associates, Chartered Accountants, Mumbai (FRN: 107564W) as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Pravin Chandak & Associates, Chartered Accountants, Mumbai (FRN: 116627W).							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	8246845	3006230	36.453	3006230	0	100.000	0.000
	Poll/ Ballot		3061786	37.127	3061786	0	100.000	0.000
	Total (A)	**8246845**	**6068016**	**73.580**	**6068016**	**0**	**100.000**	0.000
Public-Institutions	E-Voting	6944416	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6944416**	0	**0.000**	**0**	**0**	**0.000**	**0.000**
Public-Non Institutions	E-Voting	19753239	6161158	31.191	6161098	60	99.999	0.001
	Poll/ Ballot		1451463	7.348	1451463	0	100.000	0.000
	Total (C)	**19753239**	**7612621**	**38.539**	**7612561**	**60**	**99.999**	**0.001**
Total (A+B+C)		34944500	**13680637**	**39.150**	**13680577**	**60**	**100.000**	**0.000**
Result: May be considered as passed requisite majority.								

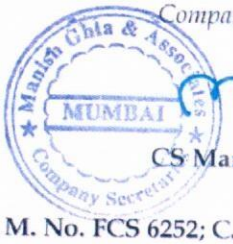


We further report that:

a. We 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, thereunder, together with Attendance Register/s and also the Poll Box used at the venue of the EGM, duly sealed; and

b. The Register/s, all other papers and relevant records relating to the E-Voting and Poll at the EGM, shall remain in our safe custody until the Chairman of the meeting considers, approves and signs the Minutes of the aforesaid EGM and thereafter the same will be handed over to the Vice-Chairman /Company Secretary & Compliance Officer of the Company for safe keeping.

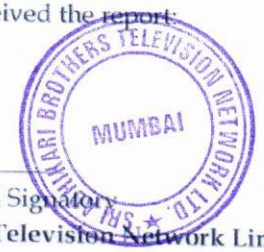
For **Manish Ghia & Associates**
Company Secretaries



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

Place: Mumbai
Date: 29th May, 2018

Countersigned and received the report:



Chairman / Authorised Signatory
Sri Adhikari Brothers Television Network Limited

Place: Mumbai
Date: 29th May, 2018

EXTRAORDINARY GENERAL MEETING OF SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

Date of EGM: 29th May, 2018

Total number of shareholders on record date i.e. 22nd May, 2018: 14061

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 6

Public: 48

No. of shareholders attended the meeting through video conferencing :

Promoters and Promoter Group: 0

Public: 0

Resolution required: (Ordinary/~~Special~~)	**Ordinary Resolution for Appointment of Statutory Auditor to fill causual vacancy.**
Whether promoter/promoter group are interested in agenda / resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	8246845	3006230	36.453	3006230	0	100.000	0.000
	Poll Papers		3061786	37.127	3061786	0	100.000	0.000
	Total	**8246845**	**6068016**	**73.580**	**6068016**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	6944416	0	0.000	0	0	0.000	0.000
	Poll Papers		0	0.000	0	0	0.000	0.000
	Total	**6944416**	**0**	**0.000**	**0**	**0**	**0.000**	**0.000**
Public- Non Institutions	E-Voting	19753239	6161158	31.191	6161098	60	99.999	0.001
	Poll Papers		1451463	7.348	1451463	0	100.000	0.000
	Total	**19753239**	**7612621**	**38.539**	**7612561**	**60**	**99.999**	**0.001**
	Total	**34944500**	**13680637**	**39.150**	**13680577**	**60**	**100.000**	**0.000**

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.