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
The 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 resolutions through e-voting process and voting by poll papers at 23rd Annual General Meeting (AGM) of the Members of Sri Adhikari Brothers Television Network Limited (the Company) held on Tuesday, 25th September, 2018.

1. We, 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 (the Act) 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 Act 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 AGM) for those members, who have not casted their votes through e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 08 as set out in the Notice of 23rd Annual General Meeting (AGM) of the members of the Company dated 13th August, 2018.

d) The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the

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members of the Company. My responsibility as a Scrutinizer for the 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 e-voting system provided by National Depositary Services Limited ("NSDL"), the agency engaged by the Company to provide e-voting facility, and poll conducted at the AGM in a fair and transparent manner.

e) As per the confirmation received from the Company:

a. The Company has completed the dispatch of the Notice of 23rd AGM dated 13th August, 2018 along with Statement setting out material facts under Section 102 of the Act to those members through email whose email-ids is registered with the Registrar and Share Transfer Agent (RTA)/ Depositories and by courier to all the other members at their registered addresses on Saturday, 1st September, 2018.

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 and 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 Friday, 17th August, 2018.

f) As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Mitra" on Tuesday, 4th September, 2018.

g) In terms of the aforesaid notice, voting period through electronic means was kept open for 3 (Three) days from Saturday, 22nd September, 2018 (10.00 a.m.) upto Monday, 24th September, 2018 (5.00 p.m.).

h) The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 18th September, 2018.

i) As required under the said rules, after the closure of physical voting by polling papers at the AGM, the votes casted through poll were counted; thereafter the votes casted under the e-voting facility were unblocked in the presence of CS Bhavya Gala and CS Nikita Somaiya, representatives of the Scrutinizer who are not in employment with the Company.

Manish Ghia & Associates MUMBAI Company Secretaries

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

Summary of the e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Audited Financial Statements) for the year ended 31st March, 2018 along with the Boards' Report and Auditors' Report thereon.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	0	**100.000**	0.000
Public- Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	0	**0.000**	0.000
Public- Non Institutions	E-Voting	20441508	28811	0.141	28311	500	98.265	1.735
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796850**	500	**99.991**	0.009
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14043195**	500	**99.996**	0.004
Result: May be considered as passed with requisite majority								

Resolution No.2

Particulars	Ordinary Resolution for appointment of a director in place of Mr. Markand Adhikari (DIN: 00032016) Director who retires by rotation and being eligible, offers himself for re-appointment.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	**0**	**100.000**	0.000
Public-Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	**0**	**0.000**	0.000
Public-Non Institutions	E-Voting	20441508	28811	0.141	27811	1000	96.529	3.471
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796350**	**1000**	**99.983**	0.017
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14042695**	**1000**	**99.993**	0.007
Result: May be considered as passed with requisite majority								

Resolution No.3

Particulars	Ordinary Resolution to re-appoint M/s. P. Parikh & Associates, Chartered Accountants, Mumbai (FRN: 107564W) as the Statutory Auditors of the Company, to hold office from the conclusion of 23rd Annual General meeting until the conclusion of 27th Annual General Meeting and to fix their remuneration for the financial year for F.Y. 2018-19 to F.Y. 2021-22.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	**0**	**100.000**	0.000
Public-Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	**0**	**0.000**	**0.000**
Public-Non Institutions	E-Voting	20441508	28811	0.141	27811	1000	96.529	3.471
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796350**	1000	**99.983**	0.017
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14042695**	1000	99.993	0.007
Result: May be considered as passed with requisite majority								

B. SPECIAL BUSINESS

Resolution No.4

Particulars	Ordinary Resolution for re-appointment of Mr. Markand Adhikari (DIN: 00032016) as Vice-Chairman and Managing Director for period of 3 (three) years from 18th August, 2018 to 17th August, 2021 of the Company.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	**0**	**0.000**	**0.000**
Public-Non Institutions	E-Voting	20441508	28811	0.141	27811	1000	96.529	3.471
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796350**	**1000**	**99.983**	**0.017**
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14042695**	**1000**	**99.993**	**0.007**
Result: May be considered as passed with requisite majority								

Resolution No.5

Particulars	Ordinary Resolution for appointment of Dr. Ganesh P. Raut (DIN: 08047742) as an Independent Director of the Company.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	**0**	**100.000**	0.000
Public-Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	**0**	**0.000**	0.000
Public-Non Institutions	E-Voting	20441508	28811	0.141	27811	1000	96.529	3.471
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796350**	**1000**	**99.983**	0.017
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14042695**	**1000**	**99.993**	0.007

Result: May be considered as passed with requisite majority

Resolution No.6

Particulars	Ordinary Resolution for appointment of Mr. Umakanth Bhyravajoshyulu (DIN: 08047765) as an Independent Director of the Company.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	**0**	**100.000**	**0.000**
Public-Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	**0**	**0.000**	**0.000**
Public-Non Institutions	E-Voting	20441508	28811	0.141	27811	1000	96.529	3.471
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796350**	**1000**	**99.983**	**0.017**
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14042695**	**1000**	**99.993**	**0.007**
Result: May be considered as passed with requisite majority								

Manish Ghia & Associates ★ MUMBAI ★ Company Secretaries

Resolution No.7

Particulars	Ordinary Resolution for appointment of Mr. M Soundara Pandian (DIN: 07566951) as an Independent Director of the Company.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	**0**	**0.000**	**0.000**
Public- Non Institutions	E-Voting	20441508	28811	0.141	27811	1000	96.529	3.471
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796350**	**1000**	**99.983**	**0.017**
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14042695**	**1000**	**99.993**	**0.007**
Result: May be considered as passed with requisite majority								



Resolution No.8

Particulars	Ordinary Resolution for appointment of Mrs. Latasha Laxman Jadhav (DIN: 08141498) as a Non-Executive Woman Director of the Company.							
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	3005730	36.447	3005730	0	100.000	0.000
	Poll/ Ballot		5240615	63.547	5240615	0	100.000	0.000
	Total (A)	**8246845**	**8246345**	**99.994**	**8246345**	**0**	**100.000**	**0.000**
Public- Institutions	E-Voting	6256147	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	**6256147**	**0**	**0.000**	**0**	**0**	**0.000**	**0.000**
Public- Non Institutions	E-Voting	20441508	28811	0.141	27811	1000	96.529	3.471
	Poll/ Ballot		5768539	28.220	5768539	0	100.000	0.000
	Total (C)	**20441508**	**5797350**	**28.361**	**5796350**	**1000**	**99.983**	**0.017**
Total (A+B+C)		**34944500**	**14043695**	**40.189**	**14042695**	**1000**	**99.993**	**0.007**
Result: May be considered as passed with 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 AGM, duly sealed; and

b. The Register/s, all other papers and relevant records relating to the E-Voting and Poll at the AGM, shall remain in our 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 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: 26th September, 2018

Countersigned and received the report:

Chairman / Authorised Signatory
Sri Adhikari Brothers Television Network Limited

Place: Mumbai
Date: 27th September, 2018