

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

Annual Report 2019-20

SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED
25TH ANNUAL REPORT 2019-2020

CONTENTS

		Page No.
1.	Notice	2
2.	Statutory Reports	
	A. Boards' Report	10
	B. Secretarial Audit Report	37
	C. Management Discussion and Analysis Report	42
	D. Report on Corporate Governance	46
3.	Financial Statements	
	A. Auditors' Report on Standalone Financial Statements	63
	B. Standalone Financial Statements	72
	C. Auditor's Report on Consolidated Financial Statements	93
	D. Consolidated Financial Statements	102
4.	E-mail Updation Form	

GENERAL INFORMATION

RESOLUTION PROFESSIONAL

Mr. Vijendra Kumar Jain
(IBBI/IPA-001/IP-P00721/2017-18/11253)

BOARD OF DIRECTORS

(Suspended vide Hon'ble NCLT, Mumbai Bench's Order dated 20th December, 2019)

Mr. Markand Adhikari
Chairman & Managing Director

Dr. Ganesh P Raut
Independent Director

Mr. Umakanth Bhyravajoshyulu
Independent Director

Mr. M Soundara Pandian
Independent Director

Mrs. Latasha Jadhav
Executive (Woman) Director

STATUTORY AUDITORS

M/s. P. Parikh & Associates
Chartered Accountants

SECRETARIAL AUDITORS

M/s. Shweta Mundra & Associates
Practicing Company Secretaries

KEY MANAGERIAL PERSONNEL

Mrs. Latasha Jadhav
Chief Financial Officer
(appointed w.e.f. April 23, 2019 & resigned w.e.f. May 27, 2020)

Ms. Komal Jhamnani
Company Secretary & Compliance Officer
(w.e.f. August 14, 2019)

BANKERS

Current Account with-
Axis Bank
ICICI Bank
Bank of Maharashtra
Canara Bank
Indian Overseas Bank
Dhanlaxmi Bank
Central Bank of India
State Bank of India
Punjab National Bank
Oriental Bank of Commerce

Loan account with-
Indian Overseas Bank
Canara Bank
Central Bank of India
State Bank of India
Dhanlaxmi Bank

REGISTERED OFFICE

6th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai - 400 053.

Tel.: 91-22-40230000
Fax: 91-22-26395459

E-mail: investorservices@adhikaribrothers.com
Website: www.adhikaribrothers.com

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Sharex Dynamic (India) Pvt. Ltd.,
C-101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai- 400083

Tel.: 91-22-2851 5644 / 2851 5606
Fax.: 91-22-2851 2885

E-mail: support@sharexindia.com
Website: www.sharexindia.com

SRI ADHIKARI BROTHERS TELEVISION NETWORK LTD.

CIN: L32200MH1994PLC083853

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400 053

Phone: 91- 22 - 40230000, **Fax:** 91- 22 - 26395459

Email: investorservices@adhikaribrothers.com **Website:** www.adhikaribrothers.com

NOTICE

Notice is hereby given that the 25th (Twenty Fifth) Annual General Meeting ("AGM") of the members of Sri Adhikari Brothers Television Network Limited will be held on Wednesday, September 30, 2020 at 1.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") (under COVID 19 circumstances), to transact business as stated herewith:

BACKGROUND:

The Hon'ble National Company Law Tribunal, Mumbai Bench, ("**NCLT**"), had vide its order dated December 20, 2019 ("**Order**") admitted the application for initiation of the Corporate Insolvency Resolution Process ("**CIRP**") of Sri Adhikari Brothers Television Network Limited in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time ("**Code**"). Further, the NCLT vide the Order had appointed Mr. Vijendra Kumar Jain as the Interim Resolution Professional and he was subsequently confirmed as the Resolution Professional in first CoC Meeting, dated 15th January, 2020. Pursuant to the Order and in accordance with the provisions of the Code, the powers of the Board of Directors of the Company stand suspended and the same have been vested with the Resolution Professional.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company, for the year ended March 31, 2020, together with the Reports of the Resolution Professional/Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Markand Adhikari (DIN: 00032016), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Resolution Professional
For Sri Adhikari Brothers Television Network Ltd.

Komal Jhamnani
Company Secretary & Compliance Officer
ACS No.:59224

Place: Mumbai
Date: September 04, 2020

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, issued by the Securities and Exchange Board of India ("SEBI") wherein the Companies are permitted to hold the Annual General Meeting ("AGM") through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 25th AGM of the Company is being held through VC/OAVM. Hence, members can participate in the AGM through VC/OAVM only.

   The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith (Refer Point no. B) and the same is also available on the Company's website www.adhikaribrothers.com.

2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.adhikaribrothers.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL https://www.evoting.nsdl.com

4. Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution /Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Companies Act, 2013. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sapscrutinizers@gmail.com with a copy marked to evoting@nsdl.co.in.

5. Members seeking any information with regard to any matter to be placed at the AGM, can write to the Company atleast 5 (five) days in advance i.e. before September 25, 2020 through email at investorservices@adhikaribrothers.com.

6. Brief resume of Director proposed to be appointed / re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is annexed to the Notice forming part of this Annual Report. The Company is in receipt of relevant disclosures/consent from the Director pertaining to their appointment/re-appointment.

7. Pursuant to Section 91 of the Act, Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 28, 2020 to Wednesday, September 30, 2020 (both days inclusive).

8. Pursuant to the provisions of Sections 124 and 125 of the Act, the Company has transferred the unpaid and unclaimed dividend for the financial year 2011-12 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

9. Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company for the financial year 2012-13. The balance amount lying in Unpaid Dividend Account for the financial year 2012-13 is due for transfer to the IEPF on November 3, 2020. Members, who have not encashed their dividend for the financial year 2012-13, are advised to write to the Company immediately for claiming their dividends declared by the Company.

10. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.

11. Members are requested to forward all Share Transfers and other communications, correspondence to the RTA – M/s. Sharex Dynamic (India) Private Limited, Unit: Sri Adhikari Brothers Television Network Limited ,C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai - 400083, and members are further requested to always quote their Folio Number in all correspondences to be made with the Company.

12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

13. To comply with the provisions of Section 88 of the Act, read with the Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company shall be required to update its database by incorporating some additional details of its members.

Members who have not registered their email addresses with the Company are therefore requested to kindly submit their e-mail ID and other details vide the e-mail updation form annexed with this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and sending it by an email to support@sharexindia.com and investorservices@adhikaribrothers.com.

The e-mail ID provided shall be updated subject to successful verification of their signatures as per records available with the RTA of the Company.

14. The Register of Directors and Key Managerial Personnel and their Shareholdings and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investorservices@adhikaribrothers.com. All the relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.

15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

16. Securities Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in DEMAT Form are therefore requested to submit their PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the Company/RTA of the Company.

17. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Act, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the members are provided with the facility to cast their votes electronically, through the e-voting services provided by the NSDL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below.

II. The remote e-voting period commences on Saturday, September 26, 2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, September 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

V. The Resolution Professional has appointed Mr. Prakash Shenoy, Company Secretary (Membership No. A14026) failing him Mr. Anil C Shah, Company Secretary (Membership No. F03088), Partners, SAP & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

VI. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

VII. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/
Step 2: Cast your vote electronically on NSDL e-voting system.

Details of Step 1 are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **"Physical User Reset Password?"**(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details of Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://www.evoting.nsdl.com to reset the password.

b. In case any queries relating to e-voting, you may refer Frequently Asked Question (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free number 1800-222-990 or a send a request at evoting@nsdl.co.in.

c. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

d. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.adhikaribrothers.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited, where the shares of the Company are listed.

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, Sharex Dynamic (India) Private Limited at support@sharexindia.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by National Securities Depository Limited (NSDL) at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

   Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.

   Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members can participate in AGM through smart phone/laptop, however, for better experience and smooth participation it is advisable to join the Meeting through Laptops connected through broadband. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

4. The facility of participation at the AGM through VC/OAVM will be made available for **1000 members on first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact Ms. Pallavi Mhatre, Manager – NSDL at pallavid@nsdl.co.in/ 022-24994545.

7. Members who would like to express their views during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorservices@adhikaribrothes.com from September 23, 2020 (9:00 a.m. IST) to September 27,2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their view during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

8. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, September 30, 2020.

9. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

By Order of the Resolution Professional
For Sri Adhikari Brothers Television Network Ltd.

Komal Jhamnani
Company Secretary & Compliance Officer
ACS No.:59224

Place: Mumbai
Date: September 04, 2020

In pursuance to the provisions of Regulation 26(4) and 36(3) of the Listing Regulations and SS-2 issued by the ICSI, details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	**Mr. Markand Adhikari**
DIN	00032016
Date of Birth (Age)	August 26, 1957(63 years)
Nationality	Indian
Date of Appointment as Director	August 18, 2015
Designation	Managing Director
Qualification	Intermediate in Arts from University of Mumbai
Experience/ Expertise	He is having an experience of more than 30 years in the Media & Entertainment Industry
Terms and Conditions of Appointment or Re-appointment	3 (Three) years w.e.f. August 18, 2018 to August 17, 2021, liable to retire by rotation and on such terms and conditions as detailed in the Agreement.
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Justification for choosing the appointees for appointment as Independent Directors	NA
Number of Meetings of the Board attended during the year 2019-20	4(Four)
Shareholding in the Company (Equity Shares of Rs. 10/- each)	24,89,730 Equity shares
List of Directorships in other Companies	1. TV Vision Limited 2. SAB Events & Governance Now Media Limited 3. HHP Broadcasting Services Private Limited 4. UBJ Broadcasting Private Limited 5. MPCR Broadcasting Service Private Limited 6. Dream Merchant Content Private Limited 7. SAB Entertainment Network Private Limited 8. Marvel Media Private Limited 9. Global Showbiz Private Limited 10. Prime Global Media Private Limited 11. SABGROUP Content Network Private Limited 12. SAB Global Entertainment Media Private Limited 13. Krishna Showbiz Services Private Limited 14. Titanium Merchant Private Limited 15. SAB Media Networks Private Limited 16. Ruani Media Service Private Limited 17. Abhivadan Media Services Private Limited (Under Process of Striking Off) 18. Ashpreet Production Service Private Limited(Under Process of Striking Off)
List of Chairmanship or membership of various Committees in listed company (The Committee membership and chairpersonship includes membership of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee)	**Chairmanship** Nil **Membership** • TV Vision Limited-AC, SRC and CSR. • SAB Events & Governance Now Media Limited- AC, NRC and SRC. • Sri Adhikari Brothers Television Network Limited-AC, SRC
Relationship with other Directors of the Company	Not Related

BOARD'S REPORT

To,
The Members,
Sri Adhikari Brothers Television Network Limited

The Hon'ble National Company Law Tribunal, Mumbai Bench, ("**NCLT**")"), had vide its order dated December 20, 2019 ("**Admission Order**") admitted the application for the initiation of the Corporate Insolvency Resolution Process ("**CIRP**") of Sri Adhikari Brothers Television Network Limited ("**Company**") in terms of the Insolvency and Bankruptcy Code, 2016 ("**Code**") read with the rules and regulations framed thereunder, as amended from time to time. Further, the NCLT vide its Order dated December 20, 2019 ("**Appointment Order**") has appointed Mr. Vijendra Kumar Jain, having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253, as the Interim Resolution Professional ("**IRP**") for the CIRP of the Company, and he was subsequently confirmed as Resolution Professional ("**RP**") in the first meeting of the Committee of Creditors (CoC) held on January 15, 2020. The suspended Director, Mr. Markand Adhikari has filed an Application in NCLAT challenging the orders of NCLT, Mumbai Bench, admitting the CIRP of the Company.

Pursuant to the publication of the Appointment Order and in accordance with the provisions of the Code, all the powers of the Board of Directors of the Company ("**Board of Directors**") stand suspended and the same along with the management of affairs of the Company is vested with the RP.

The Resolution Professional (in lieu of the Suspended Board of Directors) of the Company hereby presents the Twenty Fifth (25th) Annual Report of the Company together with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020.

Financial Highlights:

(₹ in Lakhs)

Sr. No.	Particulars	Standalone		Consolidated	
		For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019
1	Revenue from operations	(113.75)	1,524.47	(113.74)	1,524.47
2	Other income	108.05	132.93	108.04	132.93
3	**Profit / (Loss) before Depreciation & Expenses, Exceptional items, Finance Cost and Tax**	**6.12**	**(740.20)**	**5.99**	**(740.07)**
4	**Less** : Depreciation and Amortization	2,314.69	2,398.06	2,314.69	2,398.06
5	Less: Finance charge	1,347.71	1,224.44	1,347.71	1,224.57
6	**Profit / (Loss) before exceptional items and Tax**	**(3,656.30)**	**(4,362.58)**	**(3,656.41)**	**(4,362.70)**
7	Less: Exceptional items	(20.17)	888.01	(20.17)	-
8	**Profit / (Loss) before tax expense**	**(3,676.47)**	**(5,250.59)**	**(3,676.58)**	**(4,362.70)**
9	Less: Provision for Tax	6.04	-	6.04	-
10	**Profit / (Loss) after Tax**	**(3,682.52)**	**(5,250.59)**	**(3,682.62)**	**(4,362.70)**
11	Less : share of minority interest	-	-	(0.04)	(0.04)
12	Add: profit/ (Loss) of associates	-	-	-	-
13	Other Comprehensive Income	(0.12)	(13.62)	(0.12)	(13.62)
14	**Total Comprehensive Income for the period**	**(3,682.64)**	**(5,264.21)**	**(3,682.71)**	**(4,376.28)**
15	Earnings per Share (Basic and Diluted)	(10.54)	(15.03)	(10.54)	(12.48)

INDIAN ACCOUNTING STANDARDS:

The financial statements of the Company for the financial year ended March 31, 2020 have been prepared in accordance with the Indian Accounting Standards (IND AS) prescribed under Section 133 of the Companies Act, 2013 **("the Act"**) read with relevant rules issued thereunder and other accounting principles generally accepted in India.

The comments of the Resolution Professional, which have been provided under the Management Discussion and Analysis Report and are part of this Annual Report, are as follows:

1. The suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore, the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under Section 19 of the Code. These accounts are prepared by the suspended management. The suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter and financial year ended March 31, 2020 were prepared, has refused to sign the Financials in the current form, by an email dated July 28, 2020 and requested RP to take a legal opinion. RP proposes to take a legal opinion in the matter.

2. RP has instituted a transaction audit of the Company for 5 years to be conducted by Forensic Auditor namely, M/s. Shambhu Gupta & Co., Chartered Accountants who could not complete the audit due to non-cooperation from the suspended management. The financial results are subject to findings of the Forensic Auditor.

   Further, as part of CIRP, Resolution Professional has appointed valuers for valuing the assets of the Company. The valuation of the fixed assets, intangible assets, financial assets and inventory as disclosed in the financials of FY 2019-20 are subject to the valuation reports of the valuers.

3. The amount of total term loans included in Other Financial Liabilities amounting to Rs.175,19,06,776 is in the books of account, whereas the amount of total claims received by the RP from the financial creditors, amounting to Rs. 194,98,88,488 (excluding corporate guarantees) which includes interest/ penalty calculated upto CIRP admission date. Corporate guarantee claims, received from the banks, by RP amounting to Rs. 428,28,25,736 (including interest/ penalty calculated upto CIRP admission date). However, these have not been provided for in the books of accounts. The RP has further received and accepted claims from operational creditors and employees amounting to Rs. 10,19,182.

4. The suspended management has given on Leave and License, 1st, 4th, 5th, 6th and 7th floors of Adhikari Chambers to related parties namely, M/s. TV Vision Limited and M/s. SAB Events and Governance Now Media Limited, during Financial Year 2018-19, after the Company account became NPA with the Banks, without taking NOC from these Banks. This is a non-compliance of the mortgage documents executed with the respective Banks. The Leave and License terms have been agreed to favouring the related parties and are against the interest of the Company. Resolution Professional has served the licensee with a notice to terminate Leave and License agreement, to protect the interest of the Company.

   An application is submitted by Mr. Markand Adhikari, a suspended Director before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and License Notice on behalf of the Licensee. The outcome of such application cannot be ascertained as on date.

5. The RP of the Company has invited Expression of Interest from prospective investors to find a resolution as a part of CIRP on the basis of which the accounts have been prepared on going concern concept.

6. The suspended Director, Mr. Markand Adhikari has filed an Application in NCLAT challenging the orders of NCLT, Mumbai Bench, admitting the CIRP of the Company. Another application is filed before Hon'ble NCLT, Mumbai Bench, by Mr. Markand Adhikari, seeking substitution / change of the Resolution Professional under Section 7(3)(B) of the Code.

EMERGENCE OF COVID-19:

In the last month of FY 2019-20, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments to enforce lock-downs of all economic activity. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. The Resolution Professional faced various issues in carrying out the CIRP during lockdown. However, maximum efforts were taken to ensure smooth functioning of the same.

REVIEW OF OPERATIONS:

During the financial year under review, your Company incurred Loss before tax of Rs. 3,676.47 Lakh as against Loss before tax of Rs. 5,250.59 Lakh in the previous financial year. The Loss after tax was Rs. 3,682.52 Lakh during the FY 2019-20 as against Loss after tax of Rs. 5,250.59 Lakh in the previous financial year.
The total comprehensive income is negative of Rs.3,682.64 Lakh during the FY 2019-20 as against negative of Rs. 5,264.21 Lakh in the previous financial year.

STATE OF THE COMPANY AFFAIRS:

The Company operates in Single segment i.e. Content Production and Distribution.

SHARE CAPITAL:

The paid-up Equity Share Capital as on March 31, 2020 was Rs. 34,94,45,000. During the year under review, the Company has not issued or allotted any shares.

There was no change in Share Capital of the Company during the financial year 2019-20.

TRANSFER TO RESERVES:

During the financial year under review, no amount has been transferred to Reserves & Surplus.

DIVIDEND:

In view of on-going CIRP initiated vide NCLT, Mumbai order dated December 20, 2019 and losses incurred by the Company during the financial year, the RP (in lieu of Suspended Board of Directors) has not recommend any dividend for the financial year 2019-20.

CREDIT RATING:

The Company has defaulted in servicing the debt to various Financial Creditors. Currently RP is carrying out CIRP and no revised or new credit rating has been received during the financial year 2019-20.

INVESTOR EDUCATION AND PROTECTION FUND:

In terms of the provisions of Section 125 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the unclaimed/unpaid dividend amount for F.Y. 2011-12 along with the shares on which Dividend remained unclaimed/unpaid for a period of seven consecutive years was due to be transferred to the Investor Education and Protection Fund (IEPF) in the financial year 2019-20. As such the unclaimed/unpaid dividend amount of Rs. 79,557/- for F.Y. 2011-12 were transferred to IEPF and 5,133 Shares for F.Y. 2011-12 were also transferred to the IEPF.

Further, the unpaid/unclaimed dividend amount lying with the Company for the F.Y. 2012-13 and corresponding shares for the said F.Y. 2012-13 are due to transfer to the IEPF Authority on November 3, 2020.

CHANGE IN THE NATURE OF BUSINESS:

During the financial year under review, there was no change in the nature of business of the Company.

PUBLIC DEPOSITS:

During the financial year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 76 of the Companies Act, 2013 (Act) read with the Companies (Acceptance of Deposits) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

Appointment of Resolution Professional:

The Hon'ble NCLT had vide its order dated December 20, 2019 ("**Admission Order**") admitted the application for the initiation of the Corporate Insolvency Resolution Process ("**CIRP**") of the Company in terms of the Insolvency and Bankruptcy Code, 2016 ("**Code**") read with the rules and regulations framed thereunder, as amended from time to time. Further, the NCLT vide its Order dated December 20, 2019 ("**Appointment Order**") has appointed Mr. Vijendra Kumar Jain, having IP registration No. IBBI/IPA-

001/IP-P00721/2017-2018/11253, as the Interim Resolution Professional ("**IRP**") for the CIRP of the Company, who was subsequently confirmed as Resolution Professional ("**RP**") in the first meeting of the Committee of Creditors (CoC) held on 15th January, 2020.

Retirement by rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Rules made thereunder and the Articles of Association of the Company, Mr. Markand Adhikari (DIN: 00032016), Director of the Company, retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offered himself for re-appointment. The RP (in lieu of the Suspended Board of Directors) recommends the re-appointment of Mr. Markand Adhikari as Director of the Company.

The tenure of directors will be subject to Resolution Plan as may be approved by Adjudicating Authority.

Further, as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulation**") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the brief resume of the Director proposed to be appointed / re-appointed is given in the Notice forming part of this Annual Report.

Appointment and Resignation:

The details of appointments and resignations of Directors and KMPs during the financial year under review and upto the period of signing of this report, are as follows:

1. Mrs. Latasha Jadhav, Director was also appointed as Chief Financial Officer (CFO) of the Company with effect from April 23, 2019. Thereafter, Mrs. Latasha Jadhav resigned from the office of CFO of the Company with effect from the close of business hours of May 26, 2020.

2. Ms. Navita Khunteta was appointed as the Company Secretary & Compliance Officer of the Company with effect from April 23, 2019. Thereafter, Ms. Navita Khunteta resigned from the office of Company Secretary & Compliance Officer of the Company w.e.f. August 14, 2019.

3. Ms. Komal Jhamnani was appointed as the Company Secretary & Compliance Officer of the Company w.e.f August 14, 2019.

Declaration from Independent Directors

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

Key Managerial Personnel (KMP)

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the details of Key Managerial Personnel (KMP) of the Company as on March 31, 2020 is stated herewith:

Sr. No.	Name of the KMP	Designation
1.	Mr. Markand Adhikari	Suspended Managing Director
2.	Ms. Komal Jhamnani	Company Secretary & Compliance Officer
3.	Mrs. Latasha Jadhav	Chief Financial Officer (resigned with effect from close of business hours of 26th May, 2020)

Remuneration to Non-Executive Directors

During the financial year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than receipt of sitting fees and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/Committee of the Company.

ANNUAL PERFORMANCE EVALUATION:

Pursuant to the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee along with the Board have adopted a formal mechanism

for evaluating the performance of the Board of Directors (including Executive and Non-Executive Directors) as well as that of its Committees and individual Directors, including Chairman of the Board, Key Managerial Personnel/ Senior Management etc.

In the past, the evaluation exercise was carried out based on various parameters such as the composition of the Board, experience, competencies, contribution towards accurate financial reporting, strategic guidance, risk mitigation, internal controls, governance, leadership and talent development, managing external stakeholders, governance issues, etc.

Consequent to admission of the Company into CIRP, effective December 20, 2019, since powers of the Board is suspended, the performance annual evaluation was not carried out thereafter.

MEETINGS OF THE BOARD:

Prior to appointment of the RP, the Board were meeting at regular intervals to discuss and decide on the Company's business policies and strategies apart from other Board businesses.

The notice of meeting of the Board of Directors and Committees thereof were given well in advance to all the Directors of the Company. Usually, meetings of the Board are held in Mumbai, Maharashtra. Unless in the events of urgent business items, the agenda of the Board/Committee meetings is circulated atleast 7 days prior to the date of the meeting as per Secretarial Standard on Meeting of Board of Directors (SS-1) issued by ICSI. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year under review, the Board of Directors met four (4) times, the details of the meetings of Board of Directors and the attendance of the Directors at the meetings which are provided in the Report on Corporate Governance forming part of this Annual Report. The intervening gap between two consecutive meetings was within the period prescribed under (SS-1) issued by ICSI and the Companies Act, 2013.

Further, post appointment of the RP, the powers of the Board are suspended under the Code and Resolution Professional (RP) Committee (in lieu of the Suspended Board of Directors) has been constituted.

COMMITTEES OF THE BOARD/ RESOLUTION PROFESSIONAL:

In compliance with the requirements of the Act and the Listing Regulations, the Company has constituted 3 (Three) Committees of the Board as below:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee

Details of all Committees and its constitution with respect to their terms of reference, meetings and attendance of the members at the meetings held during the financial year, are provided in the Report on Corporate Governance, forming part of this Annual Report.

Pursuant to the suspension of the powers of the Board, the RP proposes to take legal opinion on the formation of the aforesaid Committees.

AUDIT COMMITTEE AND ITS COMPOSITION:

The Audit Committee was duly constituted as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The composition, terms of reference, role of the Audit Committee is provided in the Report on Corporate Governance forming part of this Annual Report. The Audit Committee of the Company reviewed the reports, to be submitted to the Board of Directors with respect to auditing and accounting matters and on the matters for which it has been authorized by the Board as per the terms prescribed under Listing Regulations. It also supervised the Company's internal control and financial reporting process.

All the recommendations made by the Audit Committee were accepted and approved by the Board till the CIRP process commenced.

Four (4) meetings of the Audit Committees were held during the Financial Year 2019-20. Further details are given in the Corporate Governance Report.

However, on the initiation of the CIRP, the Company management has not been handed over to the Resolution Professional by

the suspended Board of Directors, as required under the Code. Therefore, RP is unable to comment on various audit committee functions.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS:

Pursuant to provisions of Section 178 of the Companies Act, 2013 read with the Rules made thereunder, Regulation 19 of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, prior to commencement of CIRP, the Board had adopted a Policy on "Criteria for appointment of Directors, Key Managerial Personnel, Senior Management Employees and their remuneration." The salient features of the Remuneration Policy are stated in the Report on Corporate Governance which forms part of this Annual Report.

RISK MANAGEMENT:

The Company has devised and adopted a Risk Management Policy and has implemented a mechanism for risk assessment and management. The policy is devised to identify the possible risks associated with the business of the Company, assessment of the same at regular intervals and taking appropriate measures and controls to manage, mitigate and handle them. The key categories of risks covered in the policy are Strategic Risks, Financial Risks, Operational Risks and such other risks that may potentially affect the working or performance of the Company.

The Board and the Audit Committee periodically review the risks associated with the Company and recommends steps to be undertaken to control and mitigate the same through a properly defined framework.

However on the initiation of the CIRP, the Company management has not been handed over to the Resolution Professional by the suspended Board of Directors, as required under the Code. Therefore, RP is unable to comment on various clauses relating to Risk Management.

WHISTLE BLOWER POLICY / VIGIL MECHANISM:

The Company has adopted a Whistle Blower Policy/Vigil Mechanism as per the provisions of Section 177 of the Act and Regulation 22 of the Listing Regulations. The Policy provides a mechanism for reporting of unethical behavior and frauds made to the management. The mechanism provides for adequate safeguards against victimization of employees who avails the mechanism and provides for direct access to the Chairman of the Audit Committee, under exceptional cases. The details of the Whistle Blower Policy/Vigil Mechanism are explained in the Report on Corporate Governance and are also available on the website of the Company at
http://adhikaribrothers.com/pdf/Vigil%20Mechanism%20or%20Whistle%20Blower%20Policy_SABTNL.PDF

However, the Company management is not handed over to the Resolution Professional by the suspended Board of Directors, on the initiation of the CIRP, as per the requirements of the Code. Therefore, RP is unable to comment on the above clause related to Whistle Blower Policy.

EXTRACT OF ANNUAL RETURN:

In accordance with the provisions of Section 92(3) of the Act and rules framed thereunder, the extract of the Annual Return in the prescribed Form MGT-9, is appended to this report as **"Annexure I"**.

Further, pursuant to the provisions of Section 134(3)(a), the extract of annual return of the Company for the year under review shall be made available on the website of the Company viz. http://www.adhikaribrothers.com/.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the financial year under review, the particulars of Loans, Guarantees and Investments made by the Company under the provisions of Section 186 of the Act, are given in the Notes to the Financial Statements forming part of this Annual Report.

PARTICULARS OF THE EMPLOYEES AND REMUNERATION:

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of the ratio of remuneration of each Director to the median employee's remuneration are appended to this report as **"Annexure II – Part A".**

The statement containing particulars of employees as required under section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is provided in this Report as "**Annexure II – Part B**" and forms a part of this report**.**

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013:

The suspended management has given on Leave and License 1st, 4th, 5th, 6th and 7th floors of the Adhikari Chambers to related parties of the promoter, namely, M/s. TV Vision Limited and M/s. SAB Events and Governance Now Media Limited, during FY 2018-19, after the company account became NPA with the Banks, without taking NOC from these Banks. This is a non-compliance of the mortgage documents executed with the respective Banks. The Leave and License terms have been agreed to favour the related parties and are against the interest of the company.

Resolution Professional has served the licensee with a notice to terminate the Leave and License agreement, to protect the interest of the Company, with approval of Committee of Creditors.

However, an application is submitted by Mr. Markand Adhikari, suspended Director before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and License Notice on behalf of the Licensee. The outcome of such application cannot be ascertained as on date.

Further, Resolution Professional has also filed a non-cooperation petition against the suspended management under section 19 of IBC for non-handover of the corporate office of the Company.

RP has instituted a transaction audit of the company for 5 years to be conducted by Forensic Auditor namely, M/s. Shambhu Gupta & Co. who could not complete the audit due to non-cooperation from the suspended management. All such contracts/ arrangements entered into with the related party will be subject to this audit.

The prescribed details of Related party transactions in form AOC-2, as reported by the suspended management, in terms of section 134 of the Companies Act , 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is given in the '**Annexure III**" to this report.

In accordance with the provisions of Regulation 23 of the Listing Regulations, the Company has formulated the Related Party Transactions Policy and the same is uploaded on the Company's website at http://adhikaribrothers.com/pdf/Policy-on-Related-Party-Transactions_SABTNL.PDF

The aforesaid Related Party Transaction policy and the details of related party transactions in form AOC-2, are subject to the Transaction Audit findings and the Resolution Professional's review.

SUBSIDIARY, ASSOCIATE, JOINT VENTURE COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS:

As on March 31, 2020, the Company has 1 (One) Subsidiary Company and 1 (One) Associate Company. The details of the above mentioned companies are mentioned in Report on Corporate Governance forming part to this Annual Report.

During the financial year under review, the suspended Board of Director reviewed the affairs of the subsidiary and associate company. In accordance with the provisions of Section 129(3) of the Act, the Company has prepared Consolidated Financial Statements of the Company along with its subsidiary and associate company which forms part of this Annual Report. Further, a statement containing the salient features of the Financial Statements of the subsidiary and associate company in the prescribed format **Form AOC-1** is forming part of the Financial Statements. The statement also provides the details of performance, financial positions of the subsidiary and associate company as on March 31, 2020.

In accordance with Section 136 of the Act, the Audited Financial Statements, including the Audited Consolidated Financial Statements and related information of the Company are available on our website i.e.
http://www.adhikaribrothers.com/financials/.

Due to COVID -19 pandemic and lockdown situation, these documents will not be made available for inspection by members at the Registered Office of the Company but shall be made available on the website of the Company.

During the financial year under review no company ceased to be subsidiary or associate. The Company does not have joint venture companies as on March 31, 2020.

PERFORMANCE OF SUBSIDIARY COMPANY AND ASSOCIATE COMPANY:

During the financial year under review, no commercial operations were undertaken in Westwind Realtors Private Limited, subsidiary of the Company. The loss before/after tax is Rs. 11,800/- as against loss of Rs. 12,390/- in the previous year.

During the financial year under review, SAB Media Networks Private Limited, an associate of the Company had earned NIL revenue. The loss before / after tax was Rs. 1,487.86 Lakh as against loss of Rs. 1,718.81 Lakh in the previous financial year.

Since the management of the Company has not been handed over to the Resolution Professional, on the initiation of the CIRP, the above results are as provided by the Suspended Management. A non-cooperation petition has been filed to Hon'ble NCLT u/s 19 of the Code for the same.

STATUTORY AUDITORS AND THEIR REPORT:

Statutory Auditors

As per the provisions of Section 139 of the Companies Act, 2013, Members of the Company at the 23rd Annual General Meeting (AGM) held on September 25, 2018 had appointed M/s P. Parikh & Associates, Chartered Accountants, Mumbai (Firm Registration No: 107564W) as the Statutory Auditors of the Company, for a term of 4 (four) years, to audit the financial statements of the Company for the financial years from 2018-19 to 2021-22, and who shall hold office from the conclusion of the 23rd AGM till the conclusion of the 27th AGM, at a remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.

The Company has received a written consent and an eligibility certificate from M/s P. Parikh & Associates stating that they are willing to act as statutory auditors of the Company and that their appointment satisfies the criteria as provided under section 141 of the Companies Act, 2013.

Statutory Auditors Report

The statutory auditors' report for F.Y. 2019-20 on the financial statements forms part of this Annual report.

Further, following were the details of the Audit qualifications made by the statutory auditors in their report for F.Y. 2019-20 and Resolution Professional's reply to it.

1) Details of Audit Qualification:

We are not able to judge solely on the basis of verification of other audit evidences obtained during the course of audit whether the management has fulfilled its responsibility for the preparation of the financial statements in accordance with the applicable financial reporting framework. Further, we had also requested the management to give a written representation that it has provided us with all the relevant information during the audit and whether all the transactions have been properly recorded and reflected in financial statements, however the management has not provided all such written representations as required by SRE 2410 and as per Standard on Auditing SA 580, as a result we are unable to obtain sufficient appropriate audit evidence. The possible effects of such inability on the financial statements are not confined to specific elements, any accounts or items of financial statements and hence we conclude this condition to be pervasive, in our professional judgment, due to which we have issued adverse opinion on the financial statements in such circumstances as required by Standard on Auditing SA 705 (Revised).

Reply from Resolution Professional:

The suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under Code. These accounts have been prepared by the suspended management. Further, the suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter and financial year ended March 31, 2020 were prepared, has refused to sign the Financials, in the current form by an email dated 28th July, 2020 and requested RP to take a legal opinion. RP proposes to take a legal opinion in the matter.

Accordingly, the Resolution Professional is not in a position to provide all such written representations, as requested by the Statutory Auditors.

2) Details of Audit Qualification:

We draw attention to Note No. 6 forming part of financial results regarding preparation of accounts on going concern basis notwithstanding the fact that loans have been recalled back by secured lenders, current liabilities are substantially higher than the current assets, issue of notices under Securitisation and Reconstruction of Financial Assets and

Enforcement of Security Interest Act, 2002, recovery proceedings initiated with debt recovery tribunal and taking over symbolic possession of immovable properties by the secured lenders of the Company and invocation of Corporate Guarantees which was given by the Company relating to its related group companies, initiation of Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016, termination of leave and license agreement notices sent to lessees in the subsequent financial year, substantial losses incurred by the Company for the quarter and period ended March 31, 2020 and previous financial years and negative Total Equity of Rs. 32,19,34,869/- as on March 31, 2020. Further, attention is drawn to Order dated 17.01.2020 by Hon'ble NCLAT, New Delhi, wherein it is stated that the RP has to ensure that the Company continues to remain as a going concern and will have to take the assistance of the suspended management. The appropriateness of assumption of going concern is mainly dependent on the company's ability to generate growth in cash flows in future, to meet its obligation. However, we are unable to obtain sufficient and appropriate audit evidence regarding management using principle of going concern in the preparation of financial results, in view of the initiation of Corporate Insolvency Resolution Process, the outcome of which cannot be ascertained as on date and uncertainty relating to other matters stated hereinabove. Further, as represented by RP in Committee of Creditors (CoC) meeting dated June 20, 2020 wherein it was decided that since the current leases are causing many hindrances, as mentioned in minutes of the said CoC meeting, in finding a resolution to the Company's current situation, the RP has served termination of Leave and License agreement notices to the lessees in the subsequent financial year in the interest of the Company. However, an application is issued by Mr. Markand Adhikari before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and License Notice on behalf of the Company to the lessees. The outcome of such application cannot be ascertained as on date.

Reply from Resolution Professional:

The Company has no operations in FY19- 20. Since the Company is under CIRP, RP has received Expression of Interests from prospective investors to find a resolution as a part of CIRP, on the basis of which the accounts have been prepared on going concern concept.

3) Details of Audit Qualification:

Due to defaults in repayment of loans taken from Bank/s, the Account of the Company has been classified as Non-Performing Asset by Banks in the previous financial years and except two Banks, other Banks have not charged the interest / reversed the unpaid interest charged from the date the account has been classified as non-performing. No provision has been made in the books of accounts maintained by the Company for interest / penal interest, if any, on these term loans amounting to Rs. 19,79,81,711/- as on March 31, 2020, hence to that extent, finance cost, total loss for the year ended March 31, 2020, Negative "Other Equity" balances (as it includes interest expense of previous financial years) and current financial liabilities are understated by Rs. 19,79,81,711/- as on March 31, 2020. The said amount of Rs. 19,79,81,711/- is the difference between claims amounting to Rs. 194,98,88,488/- (including interest) received from banks by RP and amount of loan outstanding from banks amounting to Rs.175,19,06,777/- reflected in books of accounts of the Company as on March 31, 2020.

Reply from Resolution Professional:

RP is unable to comment on this qualification as he has not been provided access to the books of accounts by the Suspended Management.

4) Details of Audit Qualification:

The Company / RP has received claims from Operational Creditors and employees amounting to Rs. 10,19,182 /- which has been accepted, however Rs. 7,82,303/- is the balance outstanding as per books as on March 31, 2020 for such creditors and employees. The loss for the year ended March 31, 2020 and Trade Payables are understated to the extent of Rs. 2,36,879 /- as on March 31, 2020.

Reply from Resolution Professional:

RP is unable to comment on this qualification as he has not been provided access to the books of accounts by the Suspended Management.

5) Details of Audit Qualification:

The aggregate carrying value of business and commercial rights in the books of the Company as on March 31, 2020 is Rs. 109,83,77,750/-. There is no revenue generation from monetization of these assets during the quarter and period

ended March 31, 2020 due to which the Company has incurred substantial losses during the quarter and period ended March 31, 2020 and previous financial years. There is a strong indication of impairment in the value of these business and commercial rights and therefore we are of the opinion that the impairment loss of Rs. 109,83,77,750/- should be provided on all such assets in the books of accounts of the Company as on March 31, 2020. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.

Reply from Resolution Professional:

The RP is not provided access to the books of accounts of the Company by the suspended Management. Further, as part of CIRP, Resolution Professional has appointed valuers for valuing the assets of the Company. The valuation of the fixed assets, intangible assets, financial assets and inventory as disclosed in the financials of FY 2019-20 are subject to the valuation reports of the valuers.

6) Details of Audit Qualification:

The Company has not provided for loss allowances on financial corporate guarantee contracts amounting to Rs. 428,28,25,736/- (including interest / penalty calculated upto CIRP admission date) given by the Company on behalf of its related group companies which is to be recognized as required by Indian Accounting Standard (IND-AS 109). The financial liabilities of the Company and net loss for the quarter and period ended March 31, 2020 is understated to that extent.

Reply from Resolution Professional:

RP is unable to comment on this qualification as he has not been provided access to the books of accounts by the Suspended Management.

7) Details of Audit Qualification:

The Company's inventories are carried in the Balance Sheet at Rs. 2,71,01,487/- as on March 31, 2020. The Management has not stated the inventories at the lower of cost and net realizable value but has stated them solely at cost, which constitutes a departure from Indian Accounting Standard-2- Inventories (Ind AS-2). As the inventories of the Company consist of rights which are returned by the customers due to defect in quality of such rights and it also consist of such inventory which are non-moving for a long period of time, we are of the opinion that the net realizable value of inventories is NIL as on March 31, 2020. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.

Reply from Resolution Professional:

The RP is not provided access to the books of accounts of the Company by the Suspended Management. Further, as part of CIRP, Resolution Professional has appointed valuers for valuing the assets of the company. The valuation of the fixed assets, intangible assets, financial assets and inventory as disclosed in the financials of FY 2019-20 are subject to the valuation reports of the valuers.

8) Details of Audit Qualification:

The Impact of impairment of all other Tangible assets in Property, Plant and Equipment amounting to Rs. 37,76,89,098/- and Capital Work in Progress amounting to Rs. 14,03,44,247 /- should have been accounted in the books of accounts by the Company at the year ended March 31, 2020 after considering the physical verification of all such assets and by ascertaining the Fair Market Value of such assets by appointing a third party expert valuers and doing a valuation of the same. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.

Reply from Resolution Professional:

The RP is not provided access to the books of accounts of the Company by the suspended Management. Further, as part of CIRP, Resolution Professional has appointed valuers for valuing the assets of the company. The valuation of the fixed assets, intangible assets, financial assets and inventory as disclosed in the financials of FY 2019-20 are subject to the valuation reports of the valuers.

9) Details of Audit Qualification:

No provision for doubtful debts for the sum of Rs. 26,81,000 /- has been made in books of accounts as on March 31, 2020 as per expected credit loss method prescribed under IND-AS 109 for amount recoverable from a debtor which is doubtful of recovery. The losses and current liabilities of the Company are understated as on March 31, 2020 to the extent of Rs. 26,81,000 /-.

Reply from Resolution Professional:

RP is unable to comment on this qualification as he has not been provided access to the books of accounts by the Suspended Management.

10) During the financial year under review, the Statutory Auditors had not reported any fraud under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Reply from Resolution Professional:

RP has instituted a transaction audit of the company for 5 years to be conducted by Forensic Auditor namely, M/s. Shambhu Gupta & Co. who could not complete the audit due to non-cooperation from the suspended management. The above statement of Auditor is subject to the findings of the Forensic Auditor.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Resolution Professional on 26th February, 2020 has approved the appointment of M/s. Shweta Mundra & Associates, Practicing Company Secretaries, Mumbai (FRN/Membership Number : A38115), as the Secretarial Auditors of the Company to conduct audit of the Company for the Financial Year 2019-20. The Secretarial Audit Report for the Financial Year 2019-20 is appended to this report as "**Annexure IV**".

During the financial year under review, following are the qualifications of the Secretarial Auditors of the Company along with the reply of the Resolution Professional to the same:

a) The Company has not appointed Internal Auditors during the period under review as required under Section 138 of the Act;

Reply from Resolution Professional:

RP proposes to write to the NSE/ BSE to seek a waiver on the above provision, as the Company does not have any operations currently.

b) The Company does not have a Chief Financial Officer for a period from 01.04.2019 to 22.04.2019 as is required under Section 203 of the Act and Under Regulation 17(8), Regulation 33(2) of LODR (Certification of quarterly and annual financials by CFO).

Reply from Resolution Professional:

The Company had taken diligent and concerted efforts to appoint an appropriate person and subsequently, Mrs. Latasha Jadhav was appointed as the CFO w.e.f. 23.04.2019.

c) The Company does not have a qualified company secretary for the period from 01.04.2019 to 22.04.2019 as is required under Section 203 of the Act and Under Regulation 6 of LODR (Appointment of Compliance Officer).

Reply from Resolution Professional:

The Company was in the process of appointing an appropriate candidate and subsequently, Ms. Navita Khunteta was appointed as the Company Secretary and the Compliance Officer of the Company w.e.f. April 23, 2019.

d) The Company could not conduct any meeting of Independent Directors throughout the year.

Reply from Resolution Professional:

Due to Commencement of CIRP against the Company w.e.f 20th December, 2019 no meeting of Independent directors were conducted.

e) Under Regulation 14 of LODR (Payment of Listing Fee): Payments were made beyond the stipulated time limit to NSE and BSE.

Reply from Resolution Professional:

The Company has paid listing fees to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) on July 24, 2019.

f) Under Regulation 29 of the SEBI (LODR) 2015 (Non-Disclosure/Delayed Disclosure of the following Events): Delay in furnishing prior intimation about the meeting of the board of directors,

Reply from Resolution Professional:

The Company is undergoing CIRP from December 20, 2019. Accordingly, the powers of the Board stands suspended from that date in accordance with IBC. Thus, no meeting of Board of Directors was held from that date.

g) Under Regulation 30 of the SEBI (LODR), 2015 read with sub clause 16 (f), 16 (g), 16 (h) (Non-Disclosure/Delayed Disclosure of the following Events): Appointment of IRP (Interim Resolution Professional) by NCLT.

Reply from Resolution Professional:

A letter intimating initiation of CIRP was sent to NSE and BSE on December 23, 2019. However, a disclosure under Regulation 30 of SEBI (LODR), 2015 was inadvertently delayed and was done on June 09, 2020.

h) Under Regulation 33 of the SEBI (LODR), 2015: The Company has not submitted Financial Results for the quarter ended December 31, 2019 within stipulated timeframe. The said submission of Financial Results on both National Stock Exchange and BSE was done in April 2020.

Reply from Resolution Professional:

The Suspended Management of the Company emailed the results to the RP only at the fag end of the due date for submitting the financial results. The Results had no signature of the CFO or any other accountant who prepared them. There was no confirmation whether the financials were audited by the statutory auditors. Moreover, the RP has not received access to the books of accounts of the Company. Thus, in the absence of such critical inputs/ documents, access to the accounting software as also the results not signed by the CFO, the RP sought permission from the stock exchanges for allowing sometime for filing of the quarterly results.

i) Under Regulation 33 of the SEBI (LODR), 2015: Financial results were not signed by authorized signatory/ies for the quarter ended December 31, 2019.As explained to us by the Company Representative, the Company re- submitted the same with digitally signed by Resolution Professional.

Reply from Resolution Professional:

As noted in provision of Section 17 (1) (b) of the Code, quoted in point f) above, the powers of Board of Directors stand suspended and are vested in the Interim Resolution Professional, from the CIRP initiation date.

Accordingly, the financials uploaded to NSE are signed by the RP of the Company and Mrs. Latasha Jadav, the CFO of the Company.

Due to the current COVID lockdown situation, the financials could not be physically signed and accordingly were marked as sd/- in the Financials uploaded.

The said financials were later resubmitted with digital signature of the Resolution Professional.

j) Under Regulation 47(3) of SEBI (LODR): The Company has delayed/failed in the publication of financial results in the newspaper for the Quarter ended December 2019.

Reply from Resolution Professional:

The financials for December 2019 were uploaded in April 2020. Hence due to COVID pandemic SEBI gave relaxation from publishing the results in newspaper.

k) The evaluation of the performance of the Board of Directors as well as that of its committees and individual directors including chairman of the Board, Key Managerial Personnel/Senior Management etc., was not carried out during the year as the Company was admitted to CIRP.

Reply from Resolution Professional:

Due to commencement of CIRP w.e.f December 20, 2019, the powers of the Board and Committee is suspended. Accordingly, no such performance evaluation was carried out.

Pursuant to circular No. CIR/ CFD/ CMD1/ 27/ 2019 dated February 08, 2019, issued by the Securities and Exchange Board of India (SEBI) the Company has obtained Annual Secretarial Compliance Report, from M/s Shweta Mundra & Associates, Practicing Company Secretaries (PCS) on compliance of all applicable SEBI Regulations and circulars /guidelines issued there under and the copy of the same has been submitted with the Stock Exchanges within the prescribed due date.

MAINTENANCE OF COST RECORDS:

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013, the government has not prescribed maintenance of the cost records of services dealt with by the Company. Hence, the prescribed section for maintenance of cost records is not applicable to the Company during the financial year under review.

INTERNAL AUDIT:

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Company is required to appoint an internal auditor. The Company is currently under the CIRP. RP proposes to write to the NSE/ BSE to seek a waiver on the above provision, as the Company does not have any operations currently.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company management has not been handed over to the Resolution Professional by the suspended Board of Directors, on the initiation of the CIRP, as per the requirements under the Code. Therefore, RP is unable to verify and comment on the above clause.

However, the RP has instituted the Transaction Audit for a period of 5 years, on approval by the Committee of Creditors. Accordingly, the Annual report and the Financials of the Company are subject to the findings of such report.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Pursuant to the Regulation 34 read with Schedule V of the Listing Regulations, the following have been made a part of the Annual Report and are attached to this report:

a. Management Discussion and Analysis;
b. Report on Corporate Governance;
c. Declaration on Compliance with Code of Conduct;
d. Certificate from Practicing Company Secretary that none of the Directors on the board of the company have been debarred or disqualified from being appointed or to act as director of the Company;
e. Certificate regarding compliance of conditions of Corporate Governance.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the Company. Therefore, the Company has not developed and implemented any policy on Corporate Social Responsibility initiatives.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the financial year, the Hon'ble National Company Law Tribunal, Mumbai Bench, had vide its order dated December 20, 2019 has appointed Mr. Vijendra Kumar Jain (having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253 as the Interim Resolution Professional under the Corporate Insolvency Resolution Process of the Company in terms of the Insolvency and Bankruptcy Code, 2016.

Except for the above, no other material orders were passed by Regulators/ Courts / Tribunals during the period impacting the going concern status and Company's operations in future.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the Financial Year 2019-20 to which this financial statements relate and the date of this Report.

INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a Policy on Prevention, Prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and with Rules made thereunder. The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of the complaints' in relation to the Sexual Harassment of Women at Workplace filed/disposed/pending is given in the Report on Corporate Governance which is forming part of this Annual Report.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company has complied with all the applicable provisions of the same during the financial year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, details regarding Conservation of Energy, Technology Absorption, Foreign Exchange earnings and outgo for the year under review are as follows:

Conservation of Energy:

a. Steps taken or impact on conservation of energy – The Operations of the Company are not much energy intensive. However, Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.

b. Steps taken by the Company for utilizing alternate sources of energy – Though the activities undertaken by the Company are not much energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.

c. The capital investment on energy conservation equipment – Nil.

Technology Absorption:

a. The efforts made towards technology absorption – the technology required for the business has been absorbed as and when required.

b. The benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable.

c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable.

d. The expenditure incurred on Research and Development - Not Applicable.

Foreign Exchange earnings and Outgo: Nil

DIRECTORS' RESPONSIBILITY STATEMENT:

The Company has been admitted in National Company Law Tribunal (NCLT) on 20th December 2019 – Order no. – CP (IB) No. 4374/I&B/MB/2018. As per the order, the company is under Corporate Insolvency Resolution process (CIRP) and "Mr. Vijendra

Kumar Jain" having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253 has been appointed as Resolution Professional.

The Resolution Professional is not in the position to confirm to the provisions of Section 134(3)(c) of the Companies Act, 2013, due to the following reasons:

a. The suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under section 19 of IBC. These accounts are as prepared by the suspended management. The suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter ended and financial year ended March 31, 2020 are prepared, has refused to sign the Financials, in the current form by an email dated 28th July, 2020 and requested RP to take a legal opinion. RP proposes to take a legal opinion in the matter.

b. RP has instituted a transaction audit of the company for 5 years to be conducted by Forensic Auditor namely, M/s. Shambhu Gupta & Co. who could not complete the audit due to noncooperation from the suspended management. These results will be subject to findings of the Forensic Auditor.

   Further, as part of CIRP, Resolution Professional has appointed valuers for valuing the assets of the company. The valuation of the fixed assets, intangible assets, financial assets and inventory as disclosed in the financials of FY 2019-20 are subject to the valuation reports of the valuers.

c. The suspended management has given on Leave and License the 1st, 4th, 5th, 6th and 7th floors of Adhikari Chambers to related parties namely, M/s. TV Vision Limited and M/s. SAB Events and Governance Now Media Limited, during F/Y 2018-19, after the company account became NPA with the Banks, without taking NOC from these Banks. This is a non-compliance of the mortgage documents executed with the respective Banks. The Leave and License terms have been agreed to favour the related parties and are against the interest of the company. Resolution Professional has served the licensee with a notice to terminate the Leave and License agreement, to protect the interest of the Company.

   However, an application is submitted by Mr. Markand Adhikari, suspended Director before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and License Notice. The outcome of such application cannot be ascertained as on date.

ACKNOWLEDGEMENT:

The RP expresses his gratitude for the valuable support and co-operation extended by various Government authorities and stakeholders including shareholders, banks, financial institutions, viewers, vendors and service providers.

The RP also places on record his deep appreciation towards the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

The RP regrets the loss of life due to COVID-19 pandemic and is deeply grateful and has immense respect for every person who risked their life and safety to fight this pandemic.

The RP appreciates and values the contribution made by every member of the SABTNL family.

For Resolution Professional Committee
(in lieu of Suspended Board of Directors)

Place: Mumbai
Date: September 04, 2020

Vijendra Kumar Jain
Resolution Professional
(IP Registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253)

ANNEXURE I

EXTRACT OF ANNUAL RETURN

Form No. MGT-9
(As on the financial year ended on March 31, 2020)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	**CIN**	L32200MH1994PLC083853
ii.	**Registration Date**	December 19, 1994
iii.	**Name of the Company**	**Sri Adhikari Brothers Television Network Limited**
iv.	**Category/Sub-Category of the Company**	Non Government Company limited by shares
v.	**Address of the Registered office and contact details**	6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (W), Mumbai – 400 053 Telephone No. 022 - 4023 0000 / 022 - 2639 5400 Fax: 022 - 2639 5459 Email - investorservices@adhikaribrothers.com Website - www.adhikaribrothers.com
vi.	**Whether listed company**	Yes Bombay Stock Exchange Limited and National Stock Exchange of India Limited
vii.	**Name, Address and Contact details of Registrar and Transfer Agent, if any**	**Sharex Dynamic (India) Pvt. Limited** C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083. Tel No. 28515606 / 28515644 Fax No. 28512885 Email - support@sharexindia.com Website – www.sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the Company
1.	Motion picture, video and television programming activities	591	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	**Westwind Realtors Private Limited** 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400053	U45200MH1993PTC074852	Subsidiary	66.96	2(87)(ii)
2	**SAB Media Networks Private Limited** 6th Floor, Oberoi Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400053	U22222MH2014PTC257315	Associate	48.00	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise ShareHolding

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. PROMOTER'S									
(1). INDIAN									
(a). Individual	46,70,059	0	46,70,059	13.364	46,70,059	0	46,70,059	13.364	0.000
(b). Central Govt.	0	0	0	0.000	0	0	0	0.000	0.000
(c). State Govt(s).	0	0	0	0.000	0	0	0	0.000	0.000
(d). Bodies Corp.	30,61,786	0	30,61,786	8.762	30,61,786	0	30,61,786	8.762	0.000
(e). FIINS / BANKS.	0	0	0	0.000	0	0	0	0.000	0.000
(f). Any Other	0	0	0	0.000	0	0	0	0.000	0.000
Sub-total (A) (1):-	**77,31,845**	**0**	**77,31,845**	**22.126**	**77,31,845**	**0**	**77,31,845**	**22.126**	**0.000**
(2). FOREIGN									
(a). Individual NRI / For Ind	0	0	0	0.000	0	0	0	0	0.000
(b). Other Individual	0	0	0	0.000	0	0	0	0	0.000
(c). Bodies Corporates	0	0	0	0.000	0	0	0	0	0.000
(d). Banks / FII	0	0	0	0.000	0	0	0	0	0.000
(e). Qualified Foreign Investor	0	0	0	0.000	0	0	0	0	0.000
(f). Any Other Specify	0	0	0	0.000	0	0	0	0	0.000
Sub-total (A) (2):-	**0**	**0**	**0**	**0.000**	**0**	**0**	**0**	**0**	**0.000**
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	**77,31,845**	**0**	**77,31,845**	**22.126**	**77,31,845**	**0**	**77,31,845**	**22.126**	**0.000**
(B) (1). PUBLIC SHAREHOLDING									
(a). Mutual Funds	900	0	900	0.003	900	0	900	0.003	0.000
(b). Banks / FI	55,40,583	0	55,40,583	15.855	55,40,583	0	55,40,583	15.855	0.000
(c). Central Govt.	0	0	0	0.000	0	0	0	0.000	0.000
(d). State Govt.	0	0	0	0.000	0	0	0	0.000	0.000
(e). Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
(f). Insurance Companies	2,02,344	0	2,02,344	0.579	2,02,344	0	2,02,344	0.579	0.000
(g). FIIs	0	0	0	0.000	0	0	0	0.000	0.000
(h). Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
(i). Others (specify)	0	0	0	0.000	0	0	0	0.000	0.000
Sub-total (B)(1):-	**57,43,827**	**0**	**57,43,827**	**16.437**	**57,43,827**	**0**	**57,43,827**	**16.437**	**0.000**
2. Non-Institutions									
(a). BODIES CORP									
(I). Indian	47,16,467	0	47,16,467	13.501	43,55,433	0	43,55,433	12.464	-1.037
(ii). Overseas	0	0	0	0.000	0	0	0	0.000	0.000
(b). Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	80,53,102	27,716	80,80,818	23.125	81,15,098	26,425	81,41,523	23.298	0.174
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	72,19,530	0	72,19,530	20.660	79,61,267	0	79,61,267	22.783	2.123
(c). Other (specify)									
I) Non Resident Indians	3,18,837	0	3,18,837	0.912	3,34,807	0	3,34,807	0.958	0.046
ii) Overseas Corporate Bodies	0	0	0	0.000	0	0	0	0.000	0.000
iii) Foreign Nationals	0	0	0	0.000	0	0	0	0.000	0.000
iv) Clearing Members	5,98,969	0	5,98,969	1.714	1,25,040	0	1,25,040	0.358	-1.356
v) Trusts	561	0	561	0.002	561	0	561	0.002	0.000
vi) IEPF	24,582	0	24,582	0.070	30,215	0	30,215	0.086	0.016
vii) Foreign Bodies - D R	0	0	0	0.000	0	0	0	0.000	0.000
viii) HUF	5,07,564	0	5,07,564	1.452	5,19,982	0	5,19,982	1.488	0.036
ix) NBFC Registered with RBI.	1,500	0	1,500	0.004	0	0	0	0.000	-0.004
Sub-total (B)(2):-	**2,14,41,112**	**27,716**	**2,14,68,828**	**61.437**	**2,14,42,403**	**26,425**	**2,14,68,828**	**61.437**	**0.000**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2,71,84,939	27,716	2,72,12,655	77.874	2,71,86,230	26,425	2,72,12,655	77.874	0.000
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0.000**	**0**	**0**	**0**	**0.000**	**0.000**
Grand Total (A+B+C)	**3,49,16,784**	**27,716**	**3,49,44,500**	**100.000**	**3,49,18,075**	**26,425**	**3,49,44,500**	**100.000**	**0.000**

ii. Shareholding of Promoters and Promoters' Group:

Sr. No.	Promoters'	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/ encumbered to total shares	
1.	Mr. Markand Adhikari	24,89,730	7.125	6.104	24,89,730	7.125	6.104	0.000
2.	Late Mr. Gautam Adhikari	21,78,829	6.235	5.868	21,78,829	6.235	5.868	0.000
3.	Prime Global Media Pvt. Ltd.	11,61,786	3.325	2.166	11,61,786	3.325	2.166	0.000
4.	Global Showbiz Pvt. Ltd.	19,00,000	5.437	4.650	19,00,000	5.437	4.650	0.000
5.	Mr. Heeren Adhikari	500	0.001	0.000	500	0.001	0.000	0.000
6.	Ms. Swati Heerenkumar Adhikari	500	0.001	0.000	500	0.001	0.000	0.000
7.	Ms. Bindu Raman	500	0.000	0.000	500	0.001	0.000	0.000
	Total	**77,31,845**	**22.125**	**18.789**	**77,31,845**	**22.125**	**18.789**	**0.000**

iii. Change in Promoter's Shareholding

Sr. No.	Promoters' Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	**Mr. Markand Adhikari**				
	At the Beginning of the Year	2,489,730	7.125		
	Changes during the year	No change during the Year			
	At the end of the year			**2,489,730**	**7.125**
2	**Late Mr. Gautam Adhikari**				
	At the Beginning of the year	2,178,829	6.235		
	Changes during the year	No change during the Year			
	At the end of the year			**2,178,829**	**6.235**
3	**Global Showbiz Private Limited**				
	At the Beginning of the year	1,900,000	5.437		
	Changes during the year	No change during the Year			
	At the end of the year			1,900,000	5.437
4	**Prime Global Media Private Ltd**				
	At the Beginning of the year	1,161,786	3.325		
	Changes during the year	No change during the Year			
	At the end of the year			**1,161,786**	**3.325**

Sr. No.	Promoters' Name	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
5	**Mr. Heeren Adhikari**				
	At the Beginning of the year	500	0.001		
	Changes during the year	No change during the Year			
	At the end of the year			**500**	**0.001**
6	**Ms. Swati Heerenkumar Adhikari**				
	At the Beginning of the year	500	0.001		
	Changes during the year	No change during the Year			
	At the end of the year			**500**	**0.001**
7	**Ms. Bindu Raman**				
	At the Beginning of the year	500	0.001		
	Changes during the year	No change during the Year			
	At the end of the year			**500**	**0.001**

iv. Shareholding pattern of top ten Shareholders (other than Directors,promoters and Holders of GDRs and ADRs):

	Name of Shareholders	Shareholding at the beginning of the year April 01, 2019		Transaction during the year		Shareholding at the end of the year March 31, 2020	
		No. of Shares	% of Equity Share Capital	Reason/ Date of Transaction	No. of shares	No. of Shares	% of Equity Share Capital
1	Indian Overseas Bank	41,72,500	11.940	-	-	41,72,500	11.940
2	Aranav Trading And Investments Private Ltd	23,18,214	6.634	-	-	23,18,214	6.634
3	Kalash Trading And Investments Private Ltd	15,00,000	4.293	-	-	15,00,000	4.293
4	Ramchandra Prabodhchandra Purohit	13,09,867	3.748	-	-	13,09,867	3.748
5	Punjab National Bank	12,40,000	3.548	-	-	12,40,000	3.548
6	Rashesh Purohit	5,02,780	1.439	-	-	5,02,780	1.439
7	Jetinder Singh Gouri	3,45,000	0.987	Purchase of shares on November 15, 2019	2000	3,47,000	0.993
				Purchase of shares on November 22, 2019	44486	3,91,486	1.120
				Purchase of shares on November 29, 2019	39183	4,30,669	1.232
	At the end of the year					**4,30,669**	**1.232**

Name of Shareholders		Shareholding at the beginning of the year April 01, 2019		Transaction during the year		Shareholding at the end of the year March 31, 2020	
		No. of Shares	% of Equity Share Capital	Reason/ Date of Transaction	No. of shares	No. of Shares	% of Equity Share Capital
8	Mahendra Girdharilal	2,09,179	0.599	-	-	2,09,179	0.599
9	Life Insurance Corporation of India	1,82,394	0.522	-	-	1,82,394	0.522
10	Shriram Gharpure	1,71,131	0.490	-	-	1,71,131	0.490
11	Ruchi Gupta	2,29,098	0.656	Sale of shares on August 02, 2019	5000	2,24,098	0.641
				Sale of shares on August 09, 2019	48524	1,75,574	0.502
				Sale of shares on August 16, 2019	36080	1,39,494	0.399
	At the end of the year					**1,39,494**	**0.399**
12	Pankaj Jain	4,60,489	1.31	Purchase of shares on April 5, 2019	13640	4,74,129	1.357
				Purchase of shares on April 12, 2019	5175	4,79,304	1.372
				Purchase of shares on April 19, 2019	1650	4,80,954	1.376
				Sale of shares on April 25, 2019	4,80,954	0	0.000
	At the end of the year					**0**	**0.000**

The shares of the Company are substantially held in dematerialized form and are traded on a daily basis and hence date wise increase /decrease shareholding is not indicated.

v. Shareholding of Directors and Key Managerial Personnel (KMPs):

Sr. No.	For each of the Directors and KMPs	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	**Mr. Markand Adhikari, Chairman & Managing Director**				
	At the Beginning of Year	24,89,730	7.125		
	Changes during the Year	No Change during the Year			
	At the end of the year			**24,89,730**	**7.125**
2.	**Dr. Ganesh P Raut, Independent Director**				
	At the Beginning of Year	0	0.00		
	Changes during the Year	No Change during the Year			
	At the end of the year			**0**	**0.00**
3.	**Mr. Umakanth Bhyravajoshyulu, Independent Director**				
	At the Beginning of Year	0	0.00		
	Changes during the Year	No Change during the Year			
	At the end of the year			**0**	**0.00**
4.	**Mr. M Soundara Pandian, Independent Director**				
	At the Beginning of Year	0	0.00		
	Changes during the Year	No Change during the Year			
	At the end of the year			**0**	**0.00**
5.	**@Mrs. Latasha Jadhav, Director & Chief Financial Officer**				
	At the Beginning of Year	0	0.00		
	Changes during the Year	No Change during the Year			
	At the end of the year			**0**	**0.00**
6.	***Mrs. Navita Khunteta, Company Secretary & Compliance Officer**				
	At the Beginning of Year	0	0.00		
	Changes during the Year	No Change during the Year			
	At the end of the year			**0**	**0.00**
7.	**#Ms. Komal Jhamnani, Company Secretary & Compliance Officer**				
	At the Beginning of Year	0	0.00		
	Changes during the Year	No Change during the Year			
	At the end of the year			**0**	**0.00**

@Appointed as Chief Financial Officer w.e.f. April 23, 2019 and resigned w.e.f. May 26, 2020

* Appointed w.e.f April 23, 2019 and resigned w.e.f August 14, 2019

Appointed w.e.f. August 14, 2019.

V. INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ In Lakh)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the year	16,120.29	1,447.49	Nil	17,567.57
Changes in during financial year				
Addition	1,399.98	1.00	Nil	1,400,.98
Reduction	1.00	Nil	Nil	1.00
Net Changes	1,398.98	1.00	Nil	1,399.98
Indebtness at the closing of the year	17,519.07	1,448.49	Nil	18,967.55

The amount of total term loans included in Other Financial Liabilities amounts to Rs. 175,19,06,776 in the books of account, whereas the amount of total claims received by the RP from the financial creditors amount to Rs. 194,98,88,488 (excluding corporate guarantees) which includes interest/ penalty calculated upto CIRP admission date. Corporate guarantee claims received from the banks by RP amount to Rs. 4,28,28,25,736 (including interest/ penalty calculated upto CIRP admission date). However, these have not been provided for in the books of accounts.

The RP has received and accepted claims from operational creditors and employees amounting to Rs. 10,19,182.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Lakh)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Chairman & Managing Director Mr. Markand Adhikari	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	0.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify…	-	-
5	Others, please specify		-
	Total (A)	**0.00**	**0.00**
	Ceiling as per the Act	upto Rs. 60 lakhs (As per schedule V)	

B. Remuneration to other directors:

(₹ In Lakh)

Sr. No.	Particulars of Remuneration	Name of Non-Executive Directors				Total Amount
		Independent Directors			Non Independent	
		Dr. Ganesh P. Raut	Mr. Umakanth Bhyravajoshyulu	Mr. Soundara Pandian	Mrs. Latasha Jadhav	
1.	Sitting Fees	1.20	1.20	1.60	0.00	4.00
2.	Commission					
	- as % of profit	0.00	0.00	0.00	0.00	0.00
	- others, specify…	0.00	0.00	0.00	0.00	0.00
3.	Others, please specify	0.00	0.00	0.00	0.00	0.00
4.	**Total**	**1.20**	**1.20**	**1.60**	**0.00**	**4.00**
	Ceiling as per the Companies Act, 2013	Upto Rs. 60 lakhs (As per Schedule V)				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ In Lakh)

Particulars of Remuneration	Key Managerial Personnel				Total
	Chief Executive Officer	Chief Financial Officer	Company Secretary & Compliace Officer		
			Mrs. Navita Khunteta (From April 23, 2019 to August 13, 2019)	Ms. Komal Jhamnani (From August 14, 2019)	
1 Gross salary					
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	0.73	2.43	3.16
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2 Stock Option	-	-	-	-	-
3 Sweat Equity	-	-	-	-	-
- as % of profit	-	-	-	-	-
- others specify	-	-	-	-	-
5 Others, please specify		-	-	-	--
Total	**-**	**-**	**0.73**	**2.43**	**3.16**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

For Sri Adhikari Brothers Television Network Limited
(Company under Corporate Insolvency Resolution Process)

Vijendra Kumar Jain
Resolution Professional
(IP Registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253)

Place: Mumbai
Date: September 04, 2020

ANNEXURE II - Part A

PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, DETAILS OF THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:-	
Sr. No.	**Name of the Director**	**Ratio of remuneration to the median remuneration of the employees**
	Executive Directors	
1	Mr. Markand Adhikari	NA
2	Mrs. Latasha Jadhav	NA
	Non- Executive Directors	
3	Dr. Ganesh P. Raut	0.41
4	Mr. Umakanth Bhyravajoshyulu	0.41
5	Mr. M. Soundara Pandian	0.54
(ii)	The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the Financial Year	
Sr. No.	**Name of the Directors, KMP**	**% Increase over last F.Y.**
1	Mr. Markand Adhikari	NA
2	Dr. Ganesh P Raut	No increase in sitting fees as compared to last financial year.
3	Mr. Umakanth Bhyravajoshyulu	No increase in sitting fees as compared to last financial year
4	Mr. M. Soundara Pandian	No increase in sitting fees as compared to last financial year
5	Mrs. Latasha Jadhav	NA
6	Ms. Komal Jhamnani	NA*
7	Ms. Navita Khunteta	NA**
	*Not comparable since the Key Managerial Personnel was appointed w.e.f. August 14, 2019. **Not comparable since the Key Managerial Personnel was appointed w.e.f April 23, 2019 and resigned w.e.f. August 14, 2019.	
(iii)	The percentage increase in the median remuneration of employees in the financial year	(10.80)
(iv)	The number of permanent employees on the rolls of the Company	2 (as on March 31, 2020)
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase, if any, is based on the objectives of the policy of the Company that is desired to attract, motivate and retain the employees who drive the organization towards success and helps the Company to retain its industry competitiveness.

The Company has been admitted into CIRP by Hon'ble NCLT on 20th December, 2019. However, the Company management has not been handed over to the Resolution Professional by the suspended Board of Directors, as required under the IBC. Therefore, RP is unable to verify the information provided above.

For Resolution Professional Committee
(in lieu of Suspended Board of Directors)

Vijendra Kumar Jain
Resolution Professional
(IP Registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253)

Place: Mumbai
Date: September 04, 2020

ANNEXURE II - PART B

Information as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I Names of the top ten employees of the Company in terms of remuneration drawn

Sr. No	Name of employee	Designation of the employee	Remuneration received (Amount in Rupees)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment in the Company	Age (In Years)	Last employment held before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of Clause(iii) of sub-rule(2)	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Ms. Komal Jhamnani	Company Secretary	2,58,500	Full Time employee	BA.LLB, Company Secretary	16-July-2019	23	Not Applicable	NIL	Not Related
2	Mr. Pranay Patil (Upto 15- Dec-2019)	Executive	2,42,593	Full Time employee	B. Com, 5 years	1-Nov-2018	30	D.N. Shukla & Co.	NIL	Not Related
3	Mr. Suresh Potale	Office Assistant	1,98,100	Full time employee	HSC, 22 years	20-Nov-1997	48	Not Applicable	NIL	Not related
4	Ms. Navita Khunteta (Upto 14-Aug-2019)	Assistant Company Secretary	73,250	Full time employee	Company Secretary	23-Apr-2019	33	Not Applicable	NIL	Not related

II Name of employees who were employed throughout the Financial Year 2019-20 and were paid remuneration not less than Rupees 1 Crore 2 Lakhs per annum - Not Applicable

III Name of employees who were employed in part during the Financial Year 2019-20 and were paid remuneration not less than Rupees 8 Lakhs 50 Thousand per month. - Not Applicable

IV Name of employees who were employed throughout the Financial Year 2019-20 or part thereof and were paid remuneration in excess of Managing Director or Whole-time Director or Manager and holds along with his spouse and dependent children not less than 2% of equity shares of the Company. - Not Applicable

ANNEXURE III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

Disclosure of particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at Arm's length basis.

The suspended management has given on Leave and License 1st, 4th, 5th, 6th and 7th floors of the Adhikari Chambers to related parties of the promoter, namely, M/s. TV Vision Limited and M/s. SAB Events and Governance Now Media Limited, during FY 2018-19, after the company account became NPA with the Banks, without taking NOC from these Banks. This is a non-compliance of the mortgage documents executed with the respective Banks. The Leave and License terms have been agreed to favour the related parties and are against the interest of the company.

Resolution Professional has served the licensee with a notice to terminate the Leave and License agreement, to protect the interest of the Company, with approval of Committee of Creditors.

However, an application is submitted by Mr. Markand Adhikari, suspended Director before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and License Notice on behalf of the Licensee. The outcome of such application cannot be ascertained as on date.

Further, Resolution Professional has also filed a non-cooperation petition against the suspended management under section 19 of IBC for non-handover of the corporate office of the Company.

RP has instituted a transaction audit of the company for 5 years to be conducted by Forensic Auditor namely, M/s. Shambhu Gupta & Co. who could not complete the audit due to non-cooperation from the suspended management. All such contracts/ arrangements entered into with the related party will be subject to this audit.

2. Details of contracts or arrangements or transactions not in the ordinary course of business.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	TV Vision Limited Mr. Markand Adhikari, Chairman & Managing Director of the Company is Chairman & Managing Director of TV Vision Limited
b)	Nature of contracts/arrangements/transaction	Leave and License Agreement
c)	Duration of the contracts/arrangements/transaction	Three (03) years commencing from April 1, 2018
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Three (03) years commencing from April 1, 2018 for monthly Leave and License Fees of Rs. 691,810/- upto November 15, 2019 and thereafter 709,105 w.e.f November 16, 2019.
e)	Justification for entering into such contracts or arrangements or transactions'	In order to have registered office of Promoter Companies in the same building.
f)	Date of approval by the Board	May 30, 2018
g)	Amount paid as advances, if any	Rs. 25 lakh as security deposit
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	SAB Events & Governance Now Media Limited Mr. Markand Adhikari, Chairman & Managing Director of the Company is Chairman of SAB Events & Governance Now Media Limited and Mr. Kailasnath Adhikari, Managing Director of SAB Events & Governance Now Media Limited is son of Mr. Markand Adhikari
b)	Nature of contracts/arrangements/transaction	Leave and License Agreement
c)	Duration of the contracts/arrangements/transaction	Three (03) years commencing from October 1, 2018.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Three (03) years commencing from October 1, 2018 for monthly Leave and License Fees of Rs 187,670/- upto September 30, 2019 and thereafter 197,054 w.e.f October 1, 2019. Leave and License agreement has been entered between parties for monthly Leave and License Fees of Rs.1,87,670/-, with interest free refundable deposit of Rs.2,00,000/-
e)	Justification for entering into such contracts or arrangements or transactions'	In order to have registered office of Promoter Companies in the same building.
f)	Date of approval by the Board	August 13, 2018
g)	Amount paid as advances, if any	Rs 2 lakh as security deposit.
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Not Applicable.

For Sri Adhikari Brothers Television Network Limited
(Company under Corporate Insolvency resolution process)

Vijendra Kumar Jain
Resolution Professional
(IP Registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253)

Place: Mumbai
Date: September 04, 2020

ANNEXURE IV

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,

SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED
6th Fr, Oberoi Chambers, 6th Floor, Oberoi Complex,
Next To Laxmi Industries Estate Oshiwara
New Link Andheri (West) Mumbai- 400053.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED (CIN: L32200MH1994PLC083853)** and having its registered office at **6th Floor, Oberoi Chambers, 6th Floor, Oberoi Complex, Next To Laxmi Industries Estate Oshiwara, New Link Road, Andheri (West), Mumbai- 400053** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based upon our verification of Company's books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its office agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31ST MARCH, 2020**, according to the provisions of:

(I) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under.

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- **A.** The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- **B.** The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- **C.** The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (effective up to 9 November 2018) and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (effective from 10 November 2018);
- **D.** Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the audit period);**
- **E.** The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period);**
- **F.** The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not applicable to the Company during the audit period);**
- **G.** The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **(Not applicable to the Company during the audit period);**
- **H.** The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **(Not applicable to the Company during the audit period);**
- **I.** The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments.

(vi) The Cinematograph Act, 1952; Dramatic Performance Act, 1876 (Relevant Provisions); Copyright Act, 1957; Trade Marks Act, 1999; and the rules made thereunder, being the laws that are specifically applicable to the Company based on their sector/ industry.

We have not examined the Compliance by the Company:

1. With Other laws including applicable labour, industrial, environmental, if any and other industry specific laws (as informed above and certified by the management of the Company which are specifically applicable to the Company based on its industry/sector) since the compliance and monitoring of the said laws are to be ensured by the management of the Company;

2. With the applicable financial laws like direct and indirect Tax laws and Maintenance of Financial Records and Books of Accounts has not been reviewed in this Audit, since the same have been subject to review by the statutory financial audit by other designated professionals.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India. We have relied on the representation made by the Company and its officers for the systems and mechanisms formed by the Company for compliances under applicable Acts, Rules, Laws and Regulations to the Company.

1. **We report that** during the period under review, the Company has substantially complied with the provisions of the Act, Rules, Regulations, Standards etc. mentioned above, submission of returns etc. as mentioned above, based on test checking subject to the following observations:

Pertaining to Companies Act, 2013:

1. *The Company has not appointed Internal Auditors during the period under review as required under Section 138 of the Act;*
2. *The Company did not have a Chief Financial Officer for a period from 01.04.2019 to 22.04.2019 as is required under Section 203 of the Act. The Company has since appointed a CFO w.e.f. 23.04.2019);*
3. *The Company did not have a qualified Company Secretary for the period from 01.04.2019 to 22.04.2019 as is required under Section 203 of the Act. However, the Company has appointed a Company Secretary w.e.f. 23.04.2019;*
4. *The Company could not conduct any Meeting of Independent Directors throughout the year.*

Pertaining to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR):

1. *Under Regulation 6 of LODR (Appointment of Compliance Officer): There was no qualified Company Secretary for the period from 01.04.2019 to 22.04.2019. However, the Company has appointed a Company Secretary w.e.f. 23.04.2019.*
2. *Under Regulation 14 of LODR (Payment of Listing Fee): Payments were made beyond the stipulated time limit to NSE and BSE. The payments were made on 24.07.2019.*
3. *Under Regulation 17(8), Regulation 33(2) of LODR (Certification of quarterly and annual financials by CFO): The Company does not have a Chief Financial Officer (CFO) for a period from 01.04.2019 to 22.04.2019. The Company has since appointed a CFO w.e.f. 23.04.2019.*
4. *Under Regulation 29 of the SEBI (LODR) 2015 (Non-Disclosure/Delayed Disclosure of the following Events): Delay in furnishing prior intimation and outcome in respect of meeting of December, 2019 quarter about consideration of Financial Results by the Board of Directors and/ or Resolution Professional. As a reply, we were intimated that there has been appointment of the Resolution Professional (RP) in the Company vide CIRP procedure and the power of Board of Directors was vested with RP. The Company has received Notices from BSE Limited and National Stock Exchange of India Limited in this concern.*
5. *Under Regulation 30 of the SEBI (LODR), 2015 read with sub clause 16 (f), 16 (g), 16 (h) (Non-Disclosure/Delayed Disclosure of the following Events): Appointment of Interim Resolution Professional (IRP) by NCLT. As a reply, a letter intimating initiation of CIRP was sent to NSE and BSE on 23rd December, 2019. However, a disclosure under Regulation 30 of SEBI (LODR), 2015 was delayed and was done on 9th June, 2020.*
6. *Under Regulation 33 of the SEBI (LODR), 2015: The Company has delayed the submission of standalone and consolidated un-audited Financial Results for the quarter ended December 31, 2019. The said submission of Financial Results on National Stock Exchange and BSE Limited was done in April, 2020. The Company has received Notices from BSE Limited and National Stock Exchange of India Limited for the same.*
7. *Under Regulation 33 of the SEBI (LODR), 2015: Financial results were not signed by authorized signatory/ies for the quarter ended December 31, 2019. Due to the current COVID lockdown situation, the financials could not be physically signed and accordingly were marked as sd/- in the Financials uploaded by the CFO and the RP. The said financials were later re-*

submitted with digital signature of the Resolution Professional..

8. *Under Regulation 47(3) of SEBI (LODR): The Company has delayed/failed in the publication of financial results in the newspaper for the Quarter ended December 2019.*
9. *The Company has delayed in giving prior intimation and outcome in respect of certain meetings of Committee of Creditors.*
10. *The evaluation of the performance of the Board of Directors as well as that of its committees and individual directors including chairman of the Board, Key Managerial Personnel/Senior Management etc., was not carried out during the year as the Company was admitted to CIRP.*

2. Material Changes and Commitment:

A. Application was filed by Central Bank of India on 30th October, 2018 for an amount of Rs. 27,57,60,105 with Hon'ble NCLT, Mumbai (AA) under Rule 4 of the Insolvency and Bankruptcy (Application to the Adjudicating Authority) Rules, 2016 in the capacity as Financial Creditor by invoking the provisions of Sec 7 of the Insolvency and Bankruptcy Code for initiation of the CIRP. Application was admitted by the Tribunal on 20th December, 2019 for an amount of Rs. 27,57,60,105 by an order of Hon'ble National Company Law Tribunal ("NCLT") vide order dated 20th December, 2019 in – Order no. – CP (IB) No. 4374/I&B/MB/2018.

B. The Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT')"), had vide its order dated December 20, 2019 ("Admission Order") admitted the application for the initiation of the Corporate Insolvency Resolution Process ("CIRP") of Sri Adhikari Brothers Television Network Limited ("Company") in terms of the Insolvency and Bankruptcy Code, 2016 ("Code") read with the rules and regulations framed thereunder, as amended from time to time. Further, the NCLT vide its Order dated December 20, 2019 ("Appointment Order") has appointed Mr. Vijendra Kumar Jain, having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253, as the Interim Resolution Professional ("IRP") for the CIRP of the Company, and he was subsequently confirmed as Resolution Professional ("RP") in the first meeting of the Committee of Creditors (CoC) held on 15th January, 2020.

C. In terms of Section 14 of the Code read with the Order, moratorium continues inter alia prohibiting the institution of suits or continuation of pending suits or proceedings against the Corporate Debtor including execution of any judgement, decree or order in any court of law, tribunal, arbitration panel or other authority.

D. By virtue of Section 17 & 23 of the Code:

a. The management of the affairs of the Corporate Debtors vests in the Resolution Professional;

b. The powers of the board of directors are suspended and are to be exercised by the Resolution Professional;

c. The officers and managers of the Corporate Debtors are required to report to the Resolution Professional and provide access to such documents and records of the Corporate Debtors as may be required by the Resolution Professional;

d. The financial institutions maintaining accounts of the Corporate Debtors are required to act on the instructions of the Resolution Professional in relation to such accounts and furnish all information relating to the Corporate Debtors available with them to the Resolution Professional.

E. The Company has received notices during the reporting period for non-compliance of Listing Regulation 29(2)/ (3) & Listing Regulation 33 from National Stock Exchange and BSE Ltd along-with the certain amount as fine payable by the Company. On certain occasions, the RP and Company has replied the stock exchange(s) to take lenient view and waiver of the fine/ penalty considering that the Company is under CIRP.

F. The Resolution Professional has commenced the Transaction Audit **for last 5 years of the** Company.

3. We further report that:

I. The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. The Honourable NCLT has appointed the Resolution Professional under Code, w.e.f. 20th December, 2019. Pursuant to the provisions of Section 17 (1) of the Insolvency and Bankruptcy Code, 2016, Board of Directors of the Company stands suspended, effective from 20th December 2019. The Management of the Corporate Debtor is solely vest in the Resolution Professional.

II. In terms of the provisions of Section 173 of the Companies Act, 2013, every Company shall hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. However, the said provisions are not applicable to the companies which are under Corporate Insolvency Resolution Process in respect of the Company

under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("Code") as the powers of the Board of Directors stand suspended. Similarly, the provisions are not applicable to the committee meetings after admission of the Company into CIRP on December, 2019. The Company has done with all compliance applicable related to meetings till quarter ended September 30, 2019. After initiation of CIRP, no meetings of the Board or Committee were held. Accordingly, no business was transacted and/or recommended by Committee(s) or Board, as the case may be.

III. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting till the quarter ended September 30, 2019. Later the Management of the Company was suspended due to IRP Appointment in the Company. Further, no separate meeting of Independent Directors was held throughout the Year.

IV. Majority decision is carried through while the dissenting member's views, if any, are captured and recorded as part of the minutes of the meetings, which were duly recorded and signed by the Chairman till the quarter ended September 30, 2019.

V. The Independent Directors of the Company have furnished certificate of Independence to the Company. Further, no separate meeting of Independent Directors was held in the Financial Year 2019-20.

4. **We further report that** Pursuant to the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has unpaid and unclaimed amounts lying with the Company for the financial year 2011-12. The balance amount lying in Unpaid Dividend Account for the financial year 2011-12 was due for transfer to the IEPF on November 4, 2019. The Company has filed statement of amounts remaining unpaid and unclaimed to IEPF Authority in Form IEPF 2 within 90 days of the Annual General Meeting held on 30th September, 2019 in accordance with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Thus, the Company has complied with the provisions of Sub-Rule 8 of Rule 5 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

   Further, The Company has transferred the unpaid/unclaimed dividend to IEPF, which was due for transfer to Investor Education and Protection Fund ("IEPF") as on 24th January, 2020.

5. **We further report that** in the wake of COVID-19 the SEBI has provided relaxation and/or extension for the various applicable compliance under SEBI Regulations. Accordingly, the Company has done all compliance pertaining to quarter ended on 31st March, 2020 under relaxation. Further, pursuant to the guidelines issued by BSE Limited and National Stock Exchange of India Limited for submissions of documents on respective Portals in the wake of CoVID-19 virus and following the Work from Home Policy, The Company has submitted various disclosure in "SD mode" to the Exchanges.

6. **We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, guidelines and standards.

7. **We further report** that during the audit period the Company has not undertaken any major corporate event/actions having a major bearing on the Company's affairs in pursuance to the applicable referred laws, regulations, rules, guidelines etc., except for the following actions which would have arisen (without any action on part of the Company) which requires attention of the members: As stated hereinbefore, the Company is into Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016.

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

For SHWETA MUNDRA & ASSOCIATES
Practicing Company Secretaries

Place: Mumbai
Date: 04.09.2020
UDIN: A038115B000666413

CS Shweta Mundra
ACS- 38115, COP – 15387

Note: Due to lockdown (on account of COVID-19), we have not been able to carry out physical visit to the Company office for verification of the data. The certificate is based on the virtual data provided by the Company received through email, Verification with the available data on MCA, BSE Limited and National Stock Exchange of India Limited and oral confirmation from the Company Representatives.

'Annexure A'

To,

The Members,
SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED
6th Fr, Oberoi Chambers, 6th Floor, Oberoi Complex,
Next To Laxmi Industries Estate Oshiwara
New Link Andheri (West) Mumbai- 400053.

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.

4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards are the responsibility of management. Our examination was limited to the verification of procedures on the test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For SHWETA MUNDRA & ASSOCIATES
Practicing Company Secretaries

CS Shweta Mundra
ACS- 38115, COP – 15387

Place Mumbai
Date: 04.09.2020

MANAGEMENT DISCUSSION AND ANALYSIS

The Hon'ble National Company Law Tribunal, Mumbai Bench, ("NCLT"), had vide its order dated December 20, 2019 ("Admission Order") admitted the application for the initiation of the Corporate Insolvency Resolution Process ("CIRP") of **Sri Adhikari Brothers Television Network Limited** ("Company") in terms of the Insolvency and Bankruptcy Code, 2016 ("Code") read with the rules and regulations framed thereunder, as amended from time to time. Further, the NCLT vide its Order dated December 20, 2019 ("Appointment Order") has appointed Mr. Vijendra Kumar Jain, having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253, as the Interim Resolution Professional ("IRP") for the CIRP of the Company, and he was subsequently confirmed as Resolution Professional ("RP") in the first meeting of the Committee of Creditors (CoC) held on January 15, 2020. The suspended Director, Mr. Markand Adhikari has filed an Application in NCLAT challenging the orders of NCLT, Mumbai Bench, admitting the CIRP of the Company.

The suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore, the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under Section 19 of Code. These accounts are prepared by the suspended management. The suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter and financial year ended March 31, 2020 were prepared, has refused to sign the Financials in the current form, by an email dated July 28, 2020 and requested RP to take a legal opinion. RP proposes to take a legal opinion in the matter.

Forward-looking statements

The Company is in CIR Process and RP has invited expression of interest from potential Resolution Applicants. Accordingly, the future outlook of the Company will depend of the receipt of Resolution Plan and approval of the same by Committee of Creditors and Hon'ble NCLT.

Indian Macroeconomics scenario

The World Bank expects India's economy to contract 3.2% in the current fiscal year, a sharp downgrade from its April projection of 1.5%-2.8% growth, citing stringent lockdown and spill overs from weaker global growth. The latest report expects the economy to make a modest recovery to 3.1% growth in the next fiscal year, in comparison to the 6.1% expansion projected in the January report. A number of firms including Goldman Sachs and Nomura have projected a contraction of as much as 5% for India in FY21.The report said the pandemic's impact would be particularly hard on emerging markets and developing economies (EMDEs) with large informal sectors, like India.

Media and Entertainment Industry

India is a huge market with very positive growth fundamentals across virtually every type of media. The market is strategically interesting to global players seeking to monetize content and capture growth upside, either as a participant via licensing or other commercial arrangements, or as an outright owner through an in-bound acquisition or organic investment approach.

While television and print retained their positions as the two largest segments, Digital Media to become the third largest segment of the M&E sector. Digital subscription revenues more than doubled from 2018 levels and digital advertising revenues grew to command 24% of total advertising spend.

The Indian Media and Entertainment (M&E) sector reached INR1.82 trillion (US$25.7 billion) in 2019, a growth of 9% over 2018.With its current trajectory, the M&E sector in India is expected to cross INR2.4 trillion (US$34 billion) by 2022.

(Source: EY – FICCI Indian Media and Entertainment Industry Report 2020)

Content Creation

The addition of another 100 million smart phones and continued conversion of 2G and 3G connections to 4G will drive a 3x growth in this segment by 2022. Phy-gital and Digi-cal models will emerge as a digital layer will be added over physical activity tracked by the IoT / wearables ecosystem on one hand, while game-led events (like eSports) will bring the physical touch to the online gaming world. User generated gaming (UGG) could also emerge as a significant opportunity to combine content creation and gaming.

To grow the around 100 million theatre audience in India and bring forward the next 50 million theatregoers, the industry will need to create more Hindi mass content that will appeal to a wider audience. This content will need to be released at low cost non metro venues with affordable pricing below INR100 per person including F&B.

The coronavirus' impact on various segments of M&E could include postponement / cancellation of events, impact on theatrical revenues due to loss of weekends, stoppage of print production / circulation in impacted areas, newsprint import blockage, stoppage / delay of content production and post production, etc. Positives could include increased time spent with media in the home.

The media and entertainment industry in India continues to undergo significant transformation. The rapid proliferation of mobile access is enabling on-demand, anytime-anywhere content consumption nationwide.

Television: The TV industry grew from INR 740 billion to INR 788 billion in 2019, a growth of 6.5%. TV advertising grew 5% to INR 320 billion while subscription grew 7% to INR 468 billion. Regional channels benefited from the New Tariff Order as their consumption increased by over 20% in certain cases. General entertainment and movie channels led with 74% of viewership. On the back of several key announcements by the central and state governments such as Article 370, the Citizenship Amendment Act, and a general election, the news genre witnessed a growth to almost 9% of total viewership, up from 7.3% in 2018. In sports, cricket emerged as the big winner in 2019 as it accounted for over 80% of the sports viewership, up from 70% last year, due to the ICC World Cup.

Print: Despite a 3% revenue degrowth at INR 296 billion, print continued to retain the second largest share of the Indian M&E sector. Circulation revenues increased by 2% to INR 90 billion as newspaper companies tactically increased prices in certain markets. Advertising revenues fell 5% to INR 206 billion in 2019 as AdEX volumes fell by 8%. Margins improved as newsprint cost measures were implemented and companies benefited from the reduction of newsprint prices.

Digital Industry: In 2019, digital media grew 31% to reach INR 221 billion and is expected to grow at 23% CAGR to reach INR 414 billion by 2022. Digital advertising grew 24% to INR 192 billion driven by increased consumption of content on digital platforms and marketeers' preference to measure performance. SME and long tail advertisers increased their spends on digital media as well. Pay digital subscribers crossed 10 million for the first time as sports and other premium content were put behind a paywall. Consequently, subscription revenue grew 106% to INR 29 billion. Digital consumption grew across platforms where video viewers increased by 16%, audio streamers by 33% and news consumers by 22%.

Growth Outlook:

W.r.t M & E outlook, India is a highly attractive market today with huge potential going forward based on demographic and economic factors. With growing middle class, young demographic, uptake on digital and a rise in the consumer's income, the propensity to spend on media and entertainment is growing faster than the economy itself. India's conducive regulatory environment and high volume of content consumption hold significant potential

At the same time, a vibrant domestic entrepreneurial community is powering the development of content and technology which augurs well in times to come.

Company Profile:

Sri Adhikari Brothers Television Network Limited (SABTNL) is a listed public-limited Company incorporated in 1994. The Company is a media company and operates in the field of content production and syndication of content to various broadcasters, aggregators and satellite networks.

Financial Performance - Overview:

During the financial year under review, the Company incurred Loss before tax of Rs. 3,676.47 Lakh as against Loss before tax of Rs. 5,250.59 Lakh in the previous financial year. The Loss after tax was Rs.3,682.52 Lakh during the FY 2019-20 as against Loss after tax of Rs. 5,250.59 Lakh in the previous financial year.

The total comprehensive income is negative of Rs.3,682.64 Lakh during the FY 2019-20 as against negative of Rs. 5,264.21 Lakh in the previous financial year.

Critical accounting policies:

The principles of revenue recognition are as under:

Revenue from sale of program/content rights is recognized when the relevant program/content is delivered.

In respect of Interest Income, it is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Segment wise Performance:

The Company is operating in single primary business segment i.e. Content Production and Syndication. Accordingly, no segment reporting as per Accounting Standard–17.

Key Financial Ratios of Sri Adhikari Brothers Television Network Limited (Standalone):

Ratios	2019-20	2018-19
(i) Debtors Turnover	Note 1	3.42
(ii) Inventory Turnover	Note 1	1.89
(iii) Interest Coverage Ratio	Negative	Negative
(iv) Current Ratio	0.03	0.03
(v) Debt Equity Ratio (Note 2)	-6.43	37.5
(vi) Operating Profit Margin (%)	Note 1	Negative
(vii) Net Profit Margin (%)	Note 1	Negative

Note 1: The company did not generate any sales in the year 2019-20 hence it is not possible to calculate ratios related to sales such as Debtor Turnover, Inventory Turnover, Operating Margin and Net Profit Margin.

Note 2: Debt Equity Ratio is calculated as Total Liabilities (Current + Non current)/ Total Equity.

Opportunities and threat:

The Company is in CIR Process and RP has invited expression of interest from potential Resolution Applicants. Accordingly, the viability of the Company will depend of the receipt of Resolution Plan and approval of the same by Committee of Creditors and Hon'ble NCLT.

Opportunities:

Largest Industry: The Indian film industry is one of the largest globally with a history of steady growth. With films being the most popular form of mass entertainment in India, the film industry has witnessed robust double-digit growth over the past decade.

Learning Curve: The immense experience of the promoters in the media industry has proved to be an added advantage in understanding the taste of audience and producing differentiated contents.

Digitization and Convergence: Digital platforms like DTH, digital cable, IPTV and convergence media is expected to transform the landscape of the industry by enabling players to leverage on cross media synergies and attract a whole set of new viewers. Each platform is expected to create its own demand for audio and video content.

Challenges and Threats:

External Risk:

Competition from other players – Company operates in highly competitive environment across all its business segments that are subject to innovations, changes and varying levels of resources available to each player across segment. Failure to remain ahead of the curve or respond to competition may harm the business.

Differentiated Products: Due to increase in the number of production house, the project produced needs to be unique to attract viewers. Also, with a view to produce differentiated content, the production cost also increases.

Production cost: The risk of getting the production getting extended the projected date or the risk of over spending during production. It requires large outlays of money that cannot be recovered if the project fails at any stage. Delay in planned release also shoots the whole production cost high.

Piracy: Piracy continues to be one of the major issues affecting the Indian film industry with an annual loss of substantial revenues. Over time, movie piracy has shifted from CDs and DVDs to online platforms. The modus-operandi involves use of sophisticated smartphones and camcorders to record films in theatres and then publish them on websites. With increased penetration of smartphone devices and cheaper data charges, the situation is becoming worse each year.

Internal risk:

Change in Consumer Preference Risks:

The taste of the viewer is changing rapidly; accordingly the production has to match with the expectation of the audience. Many a times even after much work on the project, the project doesn't appeal the target audience as the target audience preferences are bound to change. The level of creativity required for the audience targeted varies with the available options to the consumers.

Technological Risks:

Advancement of the technology for production and distribution is necessary with the new technologies being adopted by the competitors.

Regulatory Matters:

The business may have a positive or a negative impact on the revenues in future due to changes in the regulatory framework and tax laws as compared to the current scenario.

Consumer analytics has become indispensable: Analytics is being used extensively across the M & E now, as the organisations look to evolve their business models and address various challenges emerging in competitive markets. Analytics is being used to gauge the effectiveness of marketing efforts and thus helps in strategizing accordingly to achieve maximum Return on Marketing Investment (ROMI). With the evolution in technology, data availability increases and organisations need to invest significantly in gathering, analyzing and interpreting data to optimise customer engagement.

Artist attrition risk:

The reason for which the Company's content is preferred by the audience includes artist attraction also. These artists are an important part for the content produced by the Company. The attrition of these artists could affect the consumer preferences.

Revenue Risks:

The Company earns revenue either by selling commissioned programs or Syndication of various content to various broadcasters, aggregators and satellite networks.

The sustainability of the programs is mainly dependent on the concept, content and the technical expertise. Apart from this, Television Rating Points (TRP) is one of the key indicators, which decide the popularity of the program as well as sustainability of the program.

Internal Controls and Adequacy of those controls:

RP cannot comment on the adequacy of the internal controls of the Company as the RP was not in management of the Company until December 20, 2019 and thereafter the Suspended Directors have not yet handed over the management of the Company to the RP.

Human Resources:

As on March 31, 2020, the company had 2 permanent employees on its payroll.

Exports:

The Company is dealing in the contents and mainly in the domestic market.

REPORT ON CORPORATE GOVERNANCE

The Hon'ble National Company Law Tribunal, Mumbai Bench, ("**NCLT**"), had vide its order dated December 20, 2019 ("**Admission Order**") admitted the application for the initiation of the Corporate Insolvency Resolution Process ("**CIRP**") of Sri Adhikari Brothers Television Network Limited ("**Company**") in terms of the Insolvency and Bankruptcy Code, 2016 ("**Code**") read with the rules and regulations framed thereunder, as amended from time to time. Further, the NCLT vide its Order dated December 20, 2019 ("**Appointment Order**") has appointed Mr. Vijendra Kumar Jain having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253 as the Interim Resolution Professional ("**IRP**") for the CIRP of the Company and he was subsequently confirmed as Resolution Professional ("**RP**"), in the first meeting of the Committee of Creditors (CoC), held on January 15, 2020.

Since the Company management has not been handed over to the Resolution Professional till date, due to the non-cooperation from the Suspended Management and pending the findings of the Transaction Audit, the RP is not in a position to comment on the Company's Philosophy on Corporate Governance.

1. BOARD OF DIRECTORS

As per the Insolvency and Bankruptcy Code, 2016, Section 17, from the date of appointment of the IRP i.e. December 20, 2019, in case of Sri Adhikari Brothers Television Network Limited ("Company"), the powers of the Board of Directors stand suspended.

The Suspended Board of Directors are not cooperating and has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company, to the Resolution Professional. Therefore, the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under Section 19 of IBC.

a) Composition of the Suspended Board and other Directorships of the Board Members

The composition of the Board of Directors of the Company is in compliance with the provisions of the Act and Regulation 17 of the Listing Regulations as on March 31, 2020.

As on March 31, 2020, the composition of the Board, their other directorships, committee positions is stated herewith:

Sr. No.	Name of the Directors	Category	As on March 31, 2020 (excluding position in the Company)			
			No. of Directorship	Name of the other listed entity and designation thereof.	Committee	
					Memberships	Chairmanships
1	Mr. Markand Adhikari	Chairman, Managing Director & Promoter	2	1. SAB Events & Governance Now Media Limited, Chairman & Non-Executive Director; 2. TV Vision Limited, Chairman & Managing Director	4	Nil
2	Dr. Ganesh P Raut	Non-Executive Independent Director	2	1. SAB Events & Governance Now Media Limited, Independent Director; 2. TV Vision Limited, Independent Director	1	2
3	Mr. M. Soundara Pandian	Non-Executive Independent Director	1	1. TV Vision Limited, Independent Director	1	Nil
4	Mr. Umakanth Bhyravajoshyulu	Non-Executive Independent Director	2	1. SAB Events & Governance Now Media Limited, Independent Director; 2. TV Vision Limited, Independent Director	2	1
5	Mrs. Latasha Jadhav	Executive Woman Director	2	1. SAB Events & Governance Now Media Limited, Non- Executive Director; 2. TV Vision Limited, Non- Executive Director	Nil	Nil

Notes:

- The Directorship/s held by Directors as mentioned above do not include Directorships in Foreign Companies, Companies incorporated under Section 8 of Companies Act, 2013 and Private Limited Companies.
- Membership/Chairmanship of only Audit Committee and Stakeholders' Relationship Committee of Public Limited companies has been considered.
- None of the Independent Director, serves as an Independent Director in more than 7 (Seven) Listed Companies nor is a member in more than 10 (Ten) committees or acts as Chairman of more than 5 (Five) Committees.

b) Attendance at Meeting of the Board of Directors and last Annual General Meeting

The attendance of each Director at the Board meetings held during their tenure, attendance at the last Annual General Meeting (AGM), inter-se relationship amongst directors and number of shares held by them is entailed below:

Sr. No.	Name of Director	No. of meetings held	No. of Meetings of Board attended	Attendance at last AGM	Inter-se Relationship	No. of shares held
1	Mr. Markand Adhikari	4	4	Yes	No Inter - se relationship	24,89,730
2	Dr. Ganesh P. Raut	4	4	Yes	No Inter - se relationship	0
3	Mr. Umakanth Bhyravajoshyulu	4	4	Yes	No Inter - se relationship	0
4	Mr. M Soundara Pandian	4	4	Yes	No Inter - se relationship	0
5.	Mrs. Latasha L. Jadhav	4	4	No	No Inter - se relationship	0

c) Separate Meeting of Independent Directors

There was no separate meeting of Independent Directors held during the year.

d) Confirmation on Independent Director

All the Independent Directors fulfill the conditions as specified under Act and Listing Regulations and are independent to the management.

e) Detailed reasons for the resignation of an Independent Director

During the year under review, no Independent Director has resigned from the Board of the Company.

f) Director's Familiarization Programme

The details of Director's induction and familiarization programme are available on the Company's website at http://www.adhikaribrothers.com/wp-content/uploads/2016/04/Directors_Familiarization_Programmee_Done-4.pdf

g) Information placed before the Board Members

The information as related/ applicable to the Company during the financial year 2019-20, under Part A to Schedule II of the Listing Regulations, was placed before the Board for their consideration, until the commencement of CIRP.

h) Code of Conduct

A copy of the said Code of Conduct is available on the website of the Company at: http://adhikaribrothers.com/pdf/code-of-conduct-of-independent-directors.pdf

i) Skills / Expertise / Competencies Of The Board Of Directors

Considering the fact that the Company has been incurring continuous losses for the last few years, RP is unable to comment on the skills / expertise / competencies of the Board Of Directors.

Note - After the Commencement of Corporate Insolvency Resolution Process (CIRP) w.e.f December 20, 2019, the powers of the Board of Directors are suspended.

However, Suspended Board of Directors are not cooperating and has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company, to the Resolution Professional. Therefore, the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under Section 19 of IBC.

Under the circumstances, RP has formed a Resolution Professional Committee, in lieu of the Suspended Board of Directors, for various compliances of the Company.

2. RESOLUTION PROFESSIONAL COMMITTEE (IN LIEU OF THE SUSPENDED BOARD OF DIRECTORS) :

The Hon'ble NCLT**,** had vide its order dated December 20, 2019, appointed Mr. Vijendra Kumar Jain as the Interim Resolution Professional, for the CIRP of the Company. He was subsequently confirmed as Resolution Professional in the meeting of the Committee of Creditors (CoC). Post appointment of the IRP, the powers of the Board of Directors of the Company has been suspended.

Accordingly, a Resolution Professional Committee was formed by the RP, in lieu of the Suspended Board of Directors, mainly for the purpose of adopting Financial Results/ Statements and for various other compliances of the Company.

The Financials for quarter and year ended March 31, 2020, along with the qualifications therein, were adopted by this Committee in its meeting held on July 30, 2020.

The composition of the Committee is stated herewith:

Sr. No.	Name of the Member	Member / Chairman of the Committee	No. of meetings held in their tenure.
1	Mr. Vijendra Kumar Jain (Resolution Professional)	Chairman	1
2	Dr. Ganesh P Raut (Independent Director)	Member	1
3	Ms. Komal Jhamnani (Company Secretary & Compliance Officer)	Member	1

3. COMMITTEES OF THE BOARD :

The Board Committees focus on certain specific areas and make informed decisions about the same. Each Committee of the Board functions according to its charter that defines its composition, scope, power and role in accordance with Companies Act, 2013 and the Listing Regulations. Presently, the Board has the following three Committees:

A. Audit Committee
B. Stakeholders' Relationship Committee
C. Nomination and Remuneration Committee

The roles and responsibilities assigned to these Committees are covered under the term of reference approved by the Board and are subject to review by the Board from time to time. The minutes of the meetings of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee are placed before the Board for its discussions and noting.

Pursuant to the suspension of the powers of the Board, the RP proposes to take legal opinion on the formation and maintenance of the aforesaid Committees.

Since the Resolution Professional was not present throughout FY 2019-20 (appointed w.e.f. December 20, 2019) and even thereafter he is not handed over the management of the Company, thus he is not able to confirm the below items presented.

The details of the composition, terms of reference, number of meetings and attendance of these Committees are provided below.

A. AUDIT COMMITTEE:

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Audit Committee of the Company is duly constituted having majority of Independent Directors as the members of the Committee including its Chairman. The Committee undertakes and reviews matters as stipulated in Schedule II, Part C of the Listing Regulations and other matters as may be delegated by the Board from time to time.

The number of meetings attended by each member during the year ended March 31, 2020 is as under:

a) Composition and Attendance:

Sr. No.	Name of the Member	Member / Chairman	No. of meetings held during their tenure	No. of meetings attended
1	Dr. Ganesh P Raut	Chairman	4	4
2	Mr. Umakanth Bhyravajoshyulu	Member	4	4
3	Mr. M Soundara Pandian	Member	4	4
4	Mr. Markand Adhikari	Member	4	4

The Company Secretary & Compliance Officer of the Company acts as Secretary to the Committee.

As stipulated, the gap between any two meetings of the Audit Committee, until the commencement of the CIRP, did not exceed one hundred and twenty days and the quorum was present for all meetings as required.

b) Terms of reference of the Audit Committee:

The terms of reference of the Audit Committee are as per the guidelines set out in the Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Act are stated herewith which broadly includes:

i. Developing an annual plan for Committee.
ii. Review of financial reporting processes.
iii. Review of risk management, internal financial controls and governance processes.
iv. Review and discussions on quarterly, half yearly and annual financial statements and auditors report before submission to the Board for approval.
v. Interaction with statutory, internal and cost auditors.
vi. Recommendation for appointment, remuneration and terms of appointment of auditors.
vii. Risk management framework concerning the critical operations of the Company.
viii. Appointment of Chief Financial Officer after assessing qualification, background and experience of the candidate.

In addition to the above, the Audit Committee also reviews the following:

- Matter to be included in the Director's Responsibility Statement.
- Changes, if any, in the accounting policies.
- Major accounting estimates and significant adjustments in financial statement.
- Disclosures in financial statement including related party transactions.
- Management Discussions & Analysis of the Company's operations.
- Compliance with the listing and other legal requirements concerning financial statements.
- Periodical review of Internal Audit Reports.
- Modified opinion, if any, in the Audit report.

- Letters of Statutory Auditors to management on internal control weakness, if any.
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of statutory auditors considering their independence and effectiveness, and recommend the audit fees.
- Review the functioning of the Vigil Mechanism/Whistle Blower Policy.
- Scrutiny of inter-corporate loans.
- Utilization of loans/advances/investment made by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments. (w.e.f 1st April, 2019 as per amended Listing Regulations).

B. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the Section 178 of the Act and Regulation 19 of the Listing Regulations, the Company has duly constituted the Nomination and Remuneration Committee of the Company. The Committee is empowered to formulate the Remuneration Policy which includes the criteria for qualifications, experience, independence and remuneration of the Directors, Key Managerial Personnel (KMP) and employees, and criteria for performance evaluation of all the directors and to recommend to the Board their appointment/ re-appointment.

The composition of the Committee as on March 31, 2020 along with the attendance of the members at meetings held during their tenure of appointment is stated herewith:

a) Composition and Attendance:

Sr. No.	Name of the Member	Member / Chairman	No. of meetings held	No. of meetings attended
1	Mr. M. Soundara Pandian	Chairman	3	3
2	Mr. Umakanth Bhyravajoshyulu	Member	3	3
3	Dr. Ganesh P Raut	Member	3	3

The Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committee.

b) Terms of reference of the Nomination and Remuneration Committee:

The Committee is empowered to–

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identify and access potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- Formulate and recommend to the Board a policy relating to remuneration of the Directors and the Senior Management Employees of the Company.
- Determine terms and conditions for appointment of Independent Directors. The same is also available on the website of the Company at http://adhikaribrothers.com/pdf/terms-of-appointment-of-independent-director.pdf
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

c) Performance Evaluation criteria of Independent Directors:

Pursuant to the provisions of Section 178 of the Act, read with Schedule IV to the Act and Regulation 17(10) and Regulation 19 of the Listing Regulations and Schedule II to the Listing Regulations, the Nomination and Remuneration Committee has formulated a policy on Board Evaluation and evaluation of individual directors.

1. REMUNERATION POLICY:

The Company follows a comprehensive policy for selection, re-commendation, appointment/re-appointment of Directors and other senior managerial employees and also on the remuneration and such other related provision as applicable.

Selection:

- Any person to be appointed as a Director on the Board of Director of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance.
- While appointing any person as Chief Executive Officer, Managing Director or a Whole-time Director of the Company, his/her educational qualification, work experience, industry experience, etc. shall be considered.

Remuneration of Executive Directors:

- At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Managing Director within the overall limits prescribed under the Act.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- In determining the remuneration, the Nomination and Remuneration Committee shall consider the following:
    1. The relationship of remuneration and performance benchmarks is clear;
    2. Balance between fixed and incentive pay reflecting short and long-term performance objectives are appropriate to the working of the Company and its goals;
    3. Responsibility of the Managing Directors and the industry benchmarks and the current trends;
    4. The Company's performance vis-à-vis the annual budget achievement and individual performance.

Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. The amount of such sitting fees shall be approved by the Board of Directors within the overall limits prescribed under the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2019-20.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management Employees (i.e. Key Managerial Personnel), the Nomination and Remuneration Committee shall consider the following:

- The correlation of remuneration and performance yardstick is clear.
- The fixed pay reflecting short and long-term performance objectives are appropriate to the working of the Company and its goals.
- The components of remuneration includes salaries, perquisites and retirement benefits and the remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

The Company has adopted a policy - Criteria for Appointment of Directors, KMPs and Senior Management Personnel as per the Listing Regulations.

Details of remuneration/sitting fees paid during the financial year 2019-20 are as follows:

(₹ in Lakhs)

Name of Director	Salary	Contribution to Provident fund	Other Perquisites	Sitting fees	Total
Mr. Markand Adhikari	0.00	--	--	--	**0.00**
Dr. Ganesh P Raut	--	--	--	1.20	**1.20**
Mr. M Soundara Pandian	--	--	--	1.60	**1.60**
Mr. Umakanth Bhyravajoshyulu	--	--	--	1.20	**1.20**
Mrs. Latasha Jadhav	--	--	--	--	**--**

Note: The Company has not granted any Stock Options.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee of the Company is duly constituted in compliance with the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations.

The composition of the Committee as on March 31, 2020 along with the attendance of the members at meetings during their tenure of appointment, is stated herewith:-

a) Composition and Attendance:

Sr. No.	Name of the Member	Member / Chairman	No. of meetings held	No. of meetings attended
1	Mr. Umakanth Bhyravajoshyulu	Chairman	3	3
2	Mr. Markand Adhikari	Member	3	3
3	Dr. Ganesh P Raut	Member	3	3

The Committee shall consider and resolve the grievances of the stakeholders' including complaints related to transfer of shares, non-receipt of annual report, issue of duplicate share certificates, transfer/transmission/demat/remat of shares and other miscellaneous complaints. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.

The Company Secretary & Compliance Officer of the Company oversees the redressal of the investors' grievances.

Status of Investors' Complaint

The status of investors' complaints received and redressed by the Company and its Registrar & Share Transfer Agent during the year 2019-20 are stated herewith:

Opening at the beginning the year	Received during the year	Resolved during of the year	Pending at the end of the year
0	8	3	5

*However all the pending Complaints at the end of the year were resolved by the Company.

4 SUBSIDIARY AND ASSOCIATE COMPANIES:

As on March 31, 2020, the Company had 1 (One) Subsidiary viz. M/s Westwind Realtors Private Limited and 1 (One) Associate Company viz. SAB Media Networks Private Limited.

As required under Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company has adopted a Policy for Determining 'Material' Subsidiaries, which is available on

Company's website at http://adhikaribrothers.com/pdf/Policy-on-Determining-Material-Subsidiaries_SABTNL.PDF

The Company does not have any Material Subsidiary as per the norms prescribed under Regulation 16 of the Listing Regulations.

5. GENERAL BODY MEETINGS

a) Annual General Meetings:

The Company held its last Three Annual General Meetings (AGMs) as under:

Financial Year	AGM	Date	Time	Location
2018-19	24th AGM	September 30, 2019	2.00 p.m.	VVM Banquets, Venue Hub Compound, Vidya Vikas Mandal, Near Recreation Club, Next to Bhavan's College, Andheri (W), Mumbai – 400058
2017-18	23rd AGM	September 25, 2018	12.30 p.m.	GMS Banquets, D N Nagar, New Link Road, Andheri (W), Mumbai – 400053.
2016-17	22nd AGM	September 25, 2017	12:00 noon	Celestial Banquets B-47, Paramount, New Link Road, Oshiwara, Andheri (West), Mumbai 400 053.

b) Details of Special Resolutions passed in the preceding three AGMs:

Date of AGM	Purpose of Resolution
September 30, 2019	To authorize the Board of Directors to create offer, issue and allot further securities of the Company.
September 25, 2018	No Special resolutions were passed.
September 25, 2017	To authorize the Board of Directors to create offer, issue and allot further securities of the Company.

c) Postal Ballot:

There were no Extraordinary General Meeting held by the Company and no business were transacted through Postal Ballot during the year under review.

None of the business proposed to be transacted in the ensuing AGM require passing of Resolution through Postal Ballot.

6. MEANS OF COMMUNICATION

1. In accordance with the Listing Regulations, the financial results are submitted with the Stock Exchanges and published in English newspaper in "Financial Express" and Marathi newspapers in "Mumbai Lakshwadeep". The results are also available on Company's website i.e. www.adhikaribrothers.in under the Announcement Section and on the websites of the Stock Exchanges, where shares of the Company are listed, i.e. National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com.

   The Annual Financial Statements of the Company are posted on the website of the Company http://www.adhikaribrothers.com/financials.

2. The Management Discussion and Analysis Report forms part of the Report on Corporate Governance which forms part of this Annual Report.

3. During the year under review, the Company has not made any presentations/press release to Institutional Investors or to the Analysts.

7. GENERAL INFORMATION FOR SHAREHOLDERS

a.	**Date, Day, Time and Venue of Annual General Meeting**	**Date** : September 30, 2020 **Day** : Wednesday **Time** : 1.00 pm **Mode** : Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") **Venue** : The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
b.	**Financial Year**	April 01, 2019 to March 31, 2020
c.	**Financial Calendar (1st April, 2020 to 31st March, 2021)**	**Tentative Dates** i) First Quarter Results - On or before September 15, 2020; ii) Second Quarter Results - On or before November 14, 2020; iii) Third Quarter Results - On or before February 14, 2021; iv) Fourth Quarter / Yearly Results - On or before May 30, 2021 (Audited Results)
d.	**Date of Book Closure**	Monday, September 28, 2020 to Wednesday, September 30, 2020 (both days inclusive)
e.	**Cut-off date for remote e-voting**	The e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Wednesday, September 23, 2020
f.	**Date of Dividend payment/ dispatch**	Not applicable
g.	**Listing on Stock Exchanges**	**BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 **Scrip Code: 530943** **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 **Symbol: SABTN**
h.	**ISIN and CIN**	**CIN:** L32200MH1994PLC083853 **ISIN:** INE416A01036
I.	**Dematerialization of shares and liquidity**	About 99.92% of the Equity Shares of the Company have been dematerialized as on March 31, 2020.
j.	**Registrar and Share Transfer Agent**	**M/s. Sharex Dynamic (India) Pvt. Ltd.** C-101,247 Park, LBS Marg, Vikhroli West, Mumbai-400083 Tel.: 91-22-2851 5606 Fax: 91-22-2851 2885 E-mail: support@sharexindia.com Website: www.sharexindia.com

k.	**Outstanding ADRs, GDRs or any convertible instruments, conversion date and impact on Equity**	The Company has not issued any ADRs, GDRs or any convertible instruments
l.	**Commodity price risk or foreign exchange**	Not Applicable
m.	**Plant Locations and address for correspondence**	Registered office of the Company is situated at 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri- (W), Mumbai- 400053.
n.	**Credit rating**	No new credit rating has been received during the financial year 2019-20

o. Payment of listing fees:

The Annual Listing fees for the financial year 2019-20 has been paid to the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.

p. Unclaimed Dividends:

As per the provisions of Section 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), any dividend remaining unpaid/unclaimed for a period of seven consecutive years from the date it becomes due for payment, needs to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. The unpaid/unclaimed dividends upto the financial years 2011-12 have been transferred to the said fund. The members who have not claimed their dividend for the financial year 2012-2013 and subsequent years may write to the Company immediately.

The details of due date for transfer of unpaid/unclaimed dividend is as follows:

Year	Dividend Rate per share	Date of Declaration	Due Date for transfer to IEPF
2012-13	Rs. 0.60	September 27, 2013	November 3, 2020
2013-14	Rs. 0.60	September 26, 2014	November 2, 2021
2014-15	Rs. 0.60	September 26, 2015	November 2, 2022
2015-16	Rs. 0.60	September 28, 2016	November 4, 2023

As per the provisions of Section 124 of the Act read with the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred to account of the IEPF Authority. The shareholders are requested to claim the unclaimed dividend immediately in order to avoid the transfer of shares to the Authority.

q. Share Transfer System:

In accordance with the proviso to Regulation 40(1) of the Listing Regulations, effective from April 1, 2019, transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.

r. Market Price Data:

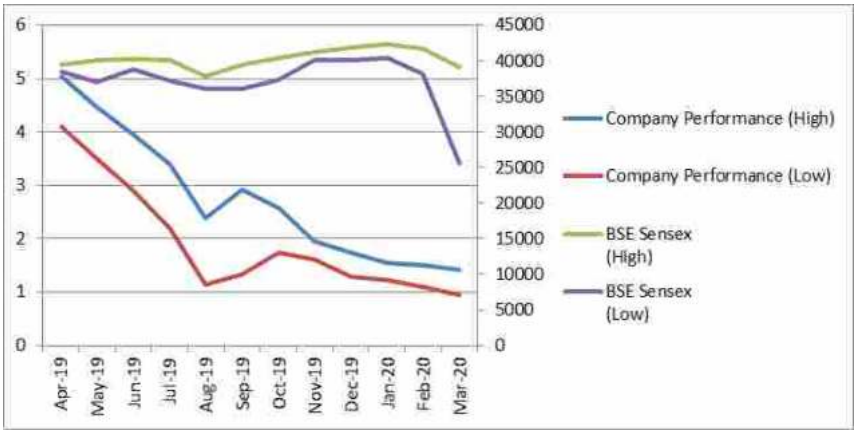
The monthly high and low quotations of closing prices of shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) during each month in financial year 2019-20 were as follows:

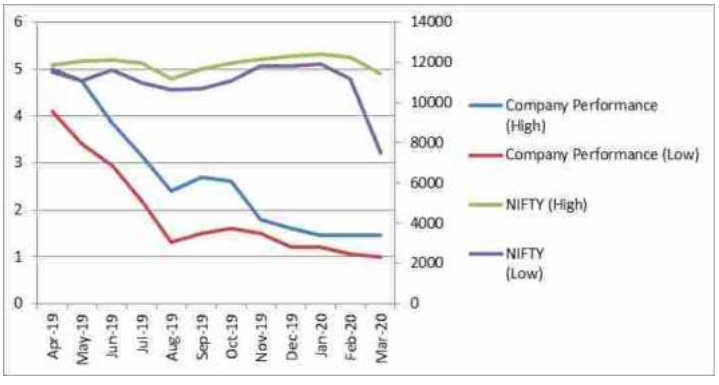
Month	BSE Limited		National Stock Exchange of India Limited	
	Price (₹)*		Price (₹)**	
	High	Low	High	Low
Apr-19	5.05	4.1	5	4.1
May-19	4.47	3.5	4.75	3.4
Jun-19	3.96	2.9	3.85	2.95
Jul-19	3.39	2.2	3.15	2.2
Aug-19	2.38	1.13	2.4	1.3
Sept-19	2.91	1.33	2.7	1.5
Oct-19	2.57	1.75	2.6	1.6
Nov-19	1.95	1.62	1.8	1.5
Dec-19	1.75	1.28	1.6	1.2
Jan-20	1.54	1.22	1.45	1.2
Feb-20	1.5	1.1	1.45	1.05
Mar-20	1.41	0.95	1.45	1

*Source: www.bseindia.com **Source: www.nseindia.com

s. Performance in comparison to SENSEX:

The performance of the Company's Equity Shares relative to the BSE Sensitive Index (BSE Sensex) is given in the chart below:





t. Distribution of shareholding as on March 31, 2020:

The shareholding distribution of the equity shares as on March 31, 2020 is given below:

Nominal value of Shares	Number of shareholders	% of total number of shareholders	Nominal Value Shares (in ₹)	% of Total Nominal Value of shares
1 to 5000	10058	72.969	15011760	4.296
5001 to 10000	1573	11.412	13493300	3.861
10001 to 20000	917	6.653	14418970	4.126
20001 to 30000	380	2.757	9912610	2.837
30001 to 40000	178	1.291	6480190	1.854
40001 to 50000	161	1.168	7637170	2.186
50001 to 100000	270	1.959	19858230	5.683
100001 and above	247	1.792	262632770	75.157
Total	**13784**	**100.00**	**34,94,45,000**	**100.00**

u. Shareholding Pattern as on March 31, 2020:

Sr. No.	Category	Total no. of shares held (of Rs. 10/- each)	% of total Shareholdings
1	Promoters & Promoter Group	7731845	22.13
2	Mutual Funds / UTI	900	0.00
3	Financial Institutions / Banks	5541083	15.86
4	Insurance Companies	202344	0.58
5	Bodies Corporate	4355433	12.46
6	Individuals	16102790	46.08
7	Non Resident Indians	334807	0.96
8	Clearing Members	125040	0.36
9	HUF	519982	1.49
10	Trust	561	0.00
11	IEPF	29715	0.09
12	NBFC	0	0.00
	Total	**34944500**	**100.00**

v. Address for correspondence:

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, the investor can write to Registrar and Share Transfer Agent (address mentioned at point (j)) or:

Ms. Komal Jhamnani
Company Secretary & Compliance Officer
6th Floor, Adhikari Chambers, Oberoi Complex,
New Link Road, Andheri (West), Mumbai – 400 053
Tel. No.: +91-22- 40230000, Fax No.: +91-22- 26395459
Email: investorservices@adhikaribrothers.com,
Website: www.adhikaribrothers.com

w. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

8. OTHER DISCLOSURES:

a. Related Party Transactions:

The suspended management has given on Leave and License, 1st, 4th, 5th, 6th and 7th floors of Adhikari Chambers to related parties namely, M/s. TV Vision Limited and M/s. SAB Events and Governance Now Media Limited, during Financial Year 2018-19, after the Company account became NPA with the Banks, without taking NOC from these Banks. This is a non-compliance of the mortgage documents executed with the respective Banks. The Leave and License terms have been agreed to favoring the related parties and are against the interest of the Company. Resolution Professional has served the licensee with a notice to terminate Leave and License agreement, to protect the interest of the Company.

An application is submitted by Mr. Markand Adhikari, suspended Director before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and License Notice on behalf of the Licensee. The outcome of such application cannot be ascertained as on date.

Further, since the Company management has not been handed over to the Resolution Professional till date and due to the non-cooperation from the Suspended Management, the RP cannot comment on the Related Party Transactions of the Company taken place during FY 19-20.

The RP has appointed a Forensic Auditor, with the approval of the CoC, to perform a Transaction Audit for a period of 5 years preceding the CIRP commencement date. Accordingly, related party transaction disclosures made by the Suspended Management in the Financial Statements/ Results and the notes thereto, are subject to the findings of the Transaction Audit.

b. Vigil Mechanism / Whistle Blower Policy

Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at http://www.adhikaribrothers.com/wp-content/uploads/2019/05/Whistle-Blower-Policy_done.pdf

c. A certificate from a Company Secretary in practice

A certificate received from M/s. Shweta Mundra & Associates, Practicing Company Secretaries, (CP Number: 15387), Mumbai is attached with this report stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

d. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015:

During the financial year 2019-20, the Company has not raised any funds through preferential allotment or qualified institutions placement.

e. Subsidiary Companies:

As on March 31, 2020, the Company had 1 (One) Subsidiary Companies and 1 (One) Associate Company as follows:

a)	M/s Westwind Realtors Private Limited	-	Subsidiary Company
d)	M/s SAB Media Networks Private Limited	-	Associate Company

As required under Regulation 16(1)(c) of the Listing Regulations, the Company has adopted a Policy for Determining 'Material' Subsidiaries, which is available on Company's website at http://adhikaribrothers.com/pdf/Policy-on-Determining-Material-Subsidiaries_SABTNL.PDF

The Company does not have any Material Subsidiary as per the norms prescribed under Regulation 16 of the Listing Regulations.

f. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

The details of the audit fees paid by the listed entity and its subsidiaries, on consolidated basis is stated herewith

Sr. No	Particulars	Amount (in Rs.)
1	Statutory Audit Fees (including Tax Audit Fees)*	5,10,000
2	Others* (Included in Legal & Professional Charges)	1,95,000
	Total	**7,05,000**

* excludes applicable taxes thereon

g. Details of Compliance with Mandatory and Non-Mandatory Requirements under Listing Regulations:

The Company has complied with all mandatory requirements as per the provisions under Regulation 27 of the Listing Regulations. The Company has also complied with the requirements of Part C (Corporate Governance Report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with Corporate Governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub- regulation 2 of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this report.

The details of the discretionary requirements under Regulation 27 and Part E of Schedule II of the Listing Regulations is provided below:

a. There are no separate posts for Chairman and Managing Director in the Company.

b. Shareholders rights: Unaudited/Audited Quarterly/half yearly/Annual financial results are published in leading newspapers, viz. Financial Express in English and vernacular newspapers viz. Mumbai Lakshwadeep in Marathi and also made available on the website of the Company at http://www.adhikaribrothers.com/announcement.

c. Modified opinion in Audit Report: yes

d. Reporting of Internal Auditor: The Company has not appointed an Internal Auditor.

h. Auditors' Certificate on compliance with the provisions relating to Corporate Governance

Auditors' Certificate on compliance of conditions of the Listing Regulations relating to Corporate Governance by the Company is annexed to this Report.

i. Other Disclosures:

Due to the following reasons, RP cannot comment on the following clauses of the Report:

1. The RP was not in management of the Company until December 20, 2019 and thereafter the Suspended Directors have not yet handed over the management of the Company to the RP, and

2. the Suspended Management who was in-charge of the Company, until the initiation of CIRP, has refused to sign the Annual Report and Financials therein in the current form and requested RP to take a legal opinion. RP proposes to take a legal opinion in the matter.

1. Disclosure for compliances relating to listing entity and Capital Market Recommendation by Committee

2. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (upto 20th December , 2019)

3. Disclosure of accounting treatment

4. Disclosure of Risk Management

5. **CEO /CFO Certification**

6. **Disclosure with respect to demat suspense account/unclaimed suspense account**

7. **Declaration regarding compliance of code of conduct**

For Sri Adhikari Brothers Television Network Limited
(Company under Corporate Insolvency Resolution Process)

Vijendra Kumar Jain
Resolution Professional
(IP Registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253)

Place: Mumbai
Date: September 04, 2020

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

I, Vijendra Kumar Jain, Resolution Professional of the Company is unable to provide the declaration on behalf of the Suspended Managements and Suspended Boards Code of Conduct for FY 19-20, due to the following reasons:

1. The RP was not in management of the Company until December 20, 2019 and thereafter the Suspended Directors have not yet handed over the management of the Company to the RP as per the requirements of Insolvency and Bankruptcy Code, 2016 (Code). Therefore, the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under Section 19 of the Code.

2. The Suspended Management who was in-charge of the Company, until the initiation of Corporate Insolvency Resolution Process (CIRP), has refused to sign the Annual Report and Financials therein, in the current form, by an email dated 28th July, 2020 and requested RP to take a legal opinion. RP proposes to take a legal opinion in the matter.

Sd/-
Vijendra Kumar Jain
Resolution Professional
(IP Registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253)

Place: Mumbai
Date: September 04, 2020

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED
6th FR, OBEROI CHAMBERS, 6TH FLOOR, OBEROI COMPLEX,
NEXT TO LAXMI INDUSTRIES ESTATE OSHIWARA
NEW LINK ANDHERI (WEST) MH 400053.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED** having **CIN -L32200MH1994PLC083853** and having registered office at 6TH FLOOR, OBEROI CHAMBERS, 6TH FLOOR, OBEROI COMPLEX, NEXT TO LAXMI INDUSTRIES ESTATE OSHIWARA- NEW LINK ANDHERI (WEST) MH 400053 IN (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31ST March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1	Mr. Markand Navnitlal Adhikari	00032016	18 August, 2015
2	Mr. Mariappanadar Soundarapandian	07566951	17 January, 2018
3	Mr. Ganesh Prasad Raut	08047742	17 January, 2018
4	Mr. Umakanth Bhyravajoshyulu	08047765	17 January, 2018
5	Ms. Latasha Laxman Jadhav	08141498	30 May, 2018

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Shweta Mundra & Associates
Company Secretaries

Date: 12/08/2020
Place: Mumbai
UDIN: A038115B000573991

Shweta Mundra
Membership No. A38115, CP: 15387

SECRETARIAL AUDIT CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

1. We have examined the records concerning Compliance of the conditions of Corporate Governance by Sri Adhikari Brothers Television Network Limited ("the Company"), for the year ended March 31, 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

2. The Company is undergoing Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC") in terms of order dated 20th December, 2019 passed by Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"). As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same stood vested with the Resolution Professional of the Company. Consequently, the affairs, business and assets are being managed by Shri Vijendra Kumar Jain who has been appointed as the Resolution Professional of the Company vide the NCLT order No: CP (IB) — 4374/I&B/MB/2018 dated 20.12.2019.

3. The compliance of conditions of Corporate Governance is responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

4. On the basis of relevant records and documents maintained and furnished to us and the information and explanations given to us by the Company's Management, to the best of our knowledge and belief, we certify that the Company has substantially complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations for the year ended March 31, 2020 except for the following:

    - The Company has received the Notices from both BSE Limited and National Stock Exchange of India Limited regarding delay in publication/ submission of standalone and consolidated un-audited financial results (in respect of quarter ended December 2019) and regarding delay/ failure in giving prior intimation and outcome in respect of meeting of quarter ended December, 2019 to Stock Exchange(s) about consideration of Financial Results by the Board of Directors and/or Resolution Professional.
    - The Company could not record any Meeting of Independent Directors throughout the year.
    - The Company has not appointed the Internal Auditor as mandatory for Listed Entities u/s 138 of the Companies Act, 2013 and pertaining to SEBI letter No. MIRSD/DPS-I/PG/158174/09 dated March 23, 2009.
    - The Company has failed to have a qualified Company Secretary and CFO (Chief Financial Officer) for the period from 01.04.2019 to 22.04.2019.
    - The Company has delayed the Payment for Annual Listing Fees to NSE and BSE in terms Regulations 14 of LODR.
    - The evaluation of the performance of the Board of Directors as well as that of its committees and independent directors including chairman of the Board, Key Managerial Personnel/Senior Management etc., was not carried out during the year.

5. We further state that such compliance is neither an assurance as to the viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

FOR SHWETA MUNDRA & ASSOCIATES
Practicing Company Secretaries

Shweta Mundra
M. No: 38115
COP: 15387

Place: Mumbai
Date: 04.09.2020
UDIN: A038115B000666369

Note: Due to lockdown (on account of COVID-19), we have not been able to carry out physical visit to the Company office for verification of the data. The certificate is based on the virtual data provided by the Company received through email, verification with the available data on MCA, BSE Limited and National Stock Exchange of India Limited and oral confirmation from the Company Representatives.

INDEPENDENT AUDITOR'S REPORT

To the Members of Sri Adhikari Brothers Television Network Limited

Report on the Audit of the Standalone Financial Statements

Adverse Opinion

We have audited the standalone financial statements of Sri Adhikari Brothers Television Network Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the statement of Profit and Loss, statement of Changes in Equity and the statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to explanation given to us, because of the significance of the matter discussed in the Basis of Adverse Opinion section of our report, the accompanying standalone financial statements do not give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company, of its loss, position of changes in equity and cash flows for the year then ended.

Basis for Adverse Opinion

i) We are not able to judge solely on the basis of verification of other audit evidences obtained during the course of audit whether the management has fulfilled its responsibility for the preparation of the financial statements in accordance with the applicable financial reporting framework. Further, we had also requested the management to give a written representation that it has provided us with all the relevant information during the audit and whether all the transactions have been properly recorded and reflected in financial statements, however the management has not provided all such written representations as required by SRE 2410 and as per Standard on Auditing SA 580, as a result we are unable to obtain sufficient appropriate audit evidence. The possible effects of such inability on the financial statements are not confined to specific elements, any accounts or items of financial statements and hence we conclude this condition to be pervasive, in our professional judgment, due to which we have issued adverse opinion on the financial statements in such circumstances as required by Standard on Auditing SA 705 (Revised).

ii) We draw attention to Note No. 39 forming part of financial statements regarding preparation of accounts on going concern basis notwithstanding the fact that loans have been recalled back by secured lenders, current liabilities are substantially higher than the current assets, issue of notices under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, recovery proceedings initiated with debt recovery tribunal and taking over symbolic possession of immovable properties by the secured lenders of the Company and invocation of Corporate Guarantees which was given by the Company relating to its related group companies, initiation of Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016, termination of leave and licence agreement notices sent to lessees in the subsequent financial year, substantial losses incurred by the Company for the year ended March 31, 2020 and previous financial years and negative Total Equity of Rs. 32,19,34,869/- as on March 31, 2020. Further, attention is drawn to Order dated 17.01.2020 by Hon'ble NCLAT, New Delhi, wherein it is stated that the RP has to ensure that the Company continues to remain as a going concern and will have to take the assistance of the suspended management. The appropriateness of assumption of going concern is mainly dependent on the company's ability to generate growth in cash flows in future, to meet its obligation. However, we are unable to obtain sufficient and appropriate audit evidence regarding management using principle of going concern in the preparation of financial statements, in view of the initiation of Corporate Insolvency Resolution Process, the outcome of which cannot be ascertained as on date and uncertainty relating to other matters stated hereinabove. Further, as represented by RP in Committee of Creditors (CoC) meeting dated June 20, 2020 wherein it was decided that since the current leases are causing many hindrances, as mentioned in minutes of the said CoC meeting, in finding a resolution to the Company's current situation, the RP has served termination of Leave and License agreement notices to the lessees in the subsequent financial year in the interest of the Company. However, an application is issued on behalf of Mr. Markand Adhikari before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and Licence Notice on behalf of the Company to the lessees. The outcome of such application cannot be ascertained as on date.

iii) Due to defaults in repayment of loans taken from Bank/s, the Account of the Company has been classified as Non-Performing Asset by Banks in the previous financial years and except two Banks, other Banks have not charged the interest / reversed the unpaid interest charged from the date the account has been classified as non-performing. No provision has been made in the books of accounts maintained by the Company for interest / penal interest, if any, on these term

loans amounting to Rs. 19,79,81,711/- as on March 31, 2020, hence to that extent, finance cost, total loss for the year ended March 31, 2020, Negative "Other Equity" balances (as it includes interest expense of previous financial years) and current financial liabilities are understated by Rs. 19,79,81,711/- as on March 31, 2020. The said amount of Rs. 19,79,81,711/- is the difference between claims amounting to Rs. 1,94,98,88,488/- (including interest) received from banks by RP and amount of loan outstanding from banks amounting to Rs.175,19,06,777 /- reflected in books of accounts of the Company as on March 31, 2020.

iv) The Company / RP has received claims from Operational Creditors and employees amounting to Rs. 10,19,182 /- which has been accepted, however Rs. 7,82,303/- is the balance outstanding as per books as on March 31, 2020 for such creditors and employees. The loss for the year ended March 31, 2020 and Trade Payables are understated to the extent of Rs. 2,36,879 /- as on March 31, 2020.

v) The aggregate carrying value of business and commercial rights in the books of the Company as on March 31, 2020 is Rs. 109,83,77,750/-. There is no revenue generation from monetization of these assets during the year ended March 31, 2020 due to which the Company has incurred substantial losses during the year ended March 31, 2020 and previous financial years. There is a strong indication of impairment in the value of these business and commercial rights and therefore we are of the opinion that the impairment loss of Rs. 109,83,77,750/- should be provided on all such assets in the books of accounts of the Company as on March 31, 2020. The assets of the Company are overstated and net loss for the year ended March 31, 2020 is understated to that extent.

vi) The Company has not provided for loss allowances on financial corporate guarantee contracts amounting to Rs. 428,28,25,736/- (including interest / penalty calculated upto CIRP admission date) given by the Company on behalf of its related group companies which is to be recognized as required by Indian Accounting Standard (IND-AS 109). The financial liabilities of the Company and net loss for the year ended March 31, 2020 is understated to that extent.

vii) The Company's inventories are carried in the Balance Sheet at Rs. 2,71,01,487/- as on March 31, 2020. The Management has not stated the inventories at the lower of cost and net realizable value but has stated them solely at cost, which constitutes a departure from Indian Accounting Standard-2- Inventories (Ind AS-2). As the inventories of the Company consist of rights which are returned by the customers due to defect in quality of such rights and it also consist of such inventory which are non-moving for a long period of time, we are of the opinion that the net realizable value of inventories is NIL as on March 31, 2020. The assets of the Company are overstated and net loss for the year ended March 31, 2020 is understated to that extent.

viii) The impact of impairment of all other Tangible assets in Property, Plant and Equipment amounting to Rs. 37,76,89,098/- and Capital Work in Progress amounting to Rs. 14,03,44,247 /- should have been accounted in the books of accounts by the Company at the year ended March 31, 2020 after considering the physical verification of all such assets and by ascertaining the Fair Market Value of such assets by appointing a third party expert valuers and doing a valuation of the same. The assets of the Company are overstated and net loss for the year ended March 31, 2020 is understated to that extent.

ix) No provision for doubtful debts for the sum of Rs. 26,81,000 /- has been made in books of accounts as on March 31, 2020 as per expected credit loss method prescribed under IND-AS 109 for amount recoverable from a debtor which is doubtful of recovery. The losses and current liabilities of the Company are understated as on March 31, 2020 to the extent of Rs. 26,81,000 /-.

Emphasis of Matters

i) The Adverse Opinion expressed in the present report is based on the limited information, facts and inputs made available to us through electronic means by the Company. We wish to highlight that due to the COVID-19 induced restrictions on physical movement and strict timelines, the entire audit team could not visit the office of the Company for undertaking the required audit procedures as prescribed under ICAI issued Standards on Auditing, including but not limited to:

- Inspection, Observation, examination and verification of the original documents of invoices, legal agreements, bank accounts statements / loan accounts statements and files.
- Physical verification of Cash, including adequate internal controls thereof.
- Physical Verification of Property, Plant and Equipment, Inventories and Status of Capital Work in Progress as on March 31, 2020.
- Any other processes which required physical presence of the audit team.

ii) The impact of pending direct and indirect tax assessments, if any, based on assessments orders / communications received by the Company has not been accounted for the year ended March 31, 2020 but will be accounted in books of accounts only after final order of demand / refund will be received from the relevant tax authorities / court.

iii) Attention is drawn to Note No.31 and Note No.32 forming part of the financial statements relating to Exceptional Items wherein the Company has written off Rs. 42,54,046/- receivable from debtors and also written back Rs. Rs. 28,48,115/- payable to creditors in financial year 2019-2020, as a part of its policy, however it has not received any related claim or NIL balance certificate / supporting document from any its customer / vendor, hence such write off and write back of balances are subject to confirmation from the concerned parties as on March 31, 2020.

iv) Pursuant to the order of Hon'ble NCLT initiating Corporate Insolvency Resolution Process ("CIRP"), the powers of the Board of Directors stand suspended and such powers are exercisable by RP. Attention is drawn to Note No. 35 forming part of the financial statements wherein we are informed by the RP that the suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company and the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under section 19 of IBC. Further, attention is also drawn to the application filed before Hon'ble NCLT, Mumbai Bench, on behalf of Mr. Markand Adhikari, seeking substitution / change of the Resolution Professional under section 7(3)(B) of the Insolvency and Bankruptcy Code, 2016, the outcome of both the pending applications mentioned hereinabove cannot be ascertained as on date.

v) In the management representation provided to us by the RP, it has been stated that the Forensic Auditor has been appointed to conduct Transaction Audit of the Company for the last 5 financial years who could not complete the audit due to non-cooperation from the suspended management and RP has also appointed IBBI approved valuers to carry out valuation of the assets (including intangible assets) of the Company. The financial impact, if any, of findings of such Forensic Audit and valuation of assets (including intangible assets) by IBBI approved valuers, will be accounted for by the Company after the said reports have been received by the Company.

Our opinion is not modified in respect of these matters.

Other Matters

I) The Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") in an Order dated December 20, 2019 admitted an Insolvency and Bankruptcy petition filed by one of the secured lenders against Sri Adhikari Brothers Television Network Limited and appointed Mr. Vijendra Kumar Jain to act as Resolution Professional (RP) to carry the functions as mentioned under Insolvency and Bankruptcy Code, 2016.

ii) As the powers of the Board of Directors have been suspended, the financial statements are signed by RP, however, as informed to us, the above financial statements are not approved by the Audit Committee and not adopted by Board of Directors as the erstwhile Board of Directors are suspended in CIRP.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors / Resolution Professional is responsible for the other information. The other information comprises the information included in the Board's report and Management Discussion and Analysis, but does not include the Secretarial Audit report, Standalone financial statements and our auditor's report thereon. The Board's report and Management Discussion and Analysis is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Board's report and Management Discussion and Analysis, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and make disclosures and take specific actions as per applicable laws and regulations, if required.

Key Audit Matters

Except for the matter described in the Basis for Adverse Opinion section and Emphasis of Matters paragraph, we have determined that there are no other key audit matters to communicate in our report.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management / resolution professional.
- Conclude on the appropriateness of management's / Resolution Professional's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieve fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) In our opinion, subject to Basis of Adverse Opinion and Emphasis of Matters section in our report, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B".**

   g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No.27 to the financial statements.

      ii. The Company did not have any long term contracts including derivate contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring material amounts to the Investor Education and Protection Fund by the Company.

For P. Parikh and Associates
Chartered Accountants
FR No.: 107564W

Sandeep Parikh, Partner
Membership No.: 039713
Mumbai
July 30, 2020
UDIN: 20039713AAAAAU4080

"ANNEXURE A" FORMING PART OF INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditor's Report of even date to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2020, we report that:

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As informed to us by the suspended management, the fixed assets have been physically verified by the management at reasonable intervals, however due to lockdown imposed by the Government in the current year due to Covid-19 Pandemic, physical verification of fixed assets was not conducted by the suspended management at the year end. As stated in Point (viii) in Basis of Adverse Opinion section above, we are of the opinion that physical verification of all fixed assets should be done and valuation of all such assets should be done and impairment, if any, of all such assets such be accounted after obtaining the valuation report from independent valuers.

(c) According to the information and explanation given to us and on the basis of records furnished to us, the title deeds / ownership of the immovable properties are held in the name of the company. However, the secured lenders of the Company and the borrowers for whom corporate guarantee has been given by the Company has taken symbolic possession of the immovable properties held in the name of the Company.

ii) As informed to us by the suspended management, the inventories have been physically verified by the suspended management at reasonable intervals, however due to lockdown imposed by the Government in the current year due to Covid-19 Pandemic, physical verification of inventories was not conducted by the suspended management at the year end. As stated in Point (vii) in Basis of Adverse Opinion section above, we are of the opinion that the net realizable value of inventories should be obtained and write-down, if any, of such inventories should be accounted as on March 31, 2020.

iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained u/s 189 of the Act; hence the Clause (iii) of paragraph 3 of the Order are not applicable to the Company.

iv) In our opinion and according to the information and explanations given to us, the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees and security given, as applicable have been complied by the Company.

v) The company has not accepted any deposit and hence directive issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other provisions of Companies Act, 2013 and Rules framed thereunder will not be applicable to the Company.

vi) The Central Government has not prescribed the maintenance of cost records under sub- section (1) of section 148 of the Act for any of the activities of the Company; hence the Clause (vi) of paragraph 3 of the Order are not applicable to the Company.

vii) a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, GST and other statutory dues with the appropriate authorities.

According to the information and explanations given to us, there were no outstanding statutory dues as on March 31, 2020 for a period of more than six months from the date they became payable.

b) According to information and explanation given to us, there are no disputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, GST and other statutory dues which have not been deposited on account of dispute except as stated below :-

Name of Statute	Nature of dues	Year(s) to which it pertains	Amount Not Paid (in Lakhs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax demand	2000-01	35.08	Mumbai High Court

viii) The company has defaulted in repayment of loans or borrowings to banks. The lender wise details with the period and amount of default is as follows :-

Serial No.	Name of Bank	Period of default (in months)	Amount of default as on March 31, 2020 (in Rs.)
1	Canara Bank	40	Rs. 82,13,04,298/-
2	Central Bank of India	76	Rs. 22,77,72,554/-
3	Dhanlaxmi Bank	33	Rs. 11,51,38,574/-
4	Indian Overseas Bank	31	Rs. 11,59,80,252/-
6	State Bank of India	31	Rs. 47,17,11,099/-

The default of interest / penal interest / late payment / other charges, if any, on loans outstanding as on March 31, 2020 cannot be precisely ascertained, as the account of the Company has turned non-performing and some banks have not charged interest from the date the account has turned non-performing. The disclosure of the same is also mentioned in Point (iii) of Basis of Adverse Opinion paragraph of our audit report. Further, since all the loans have been recalled, the entire outstanding amount as per books of accounts is disclosed as amount of default as on March 31, 2020.

ix) Based upon the audit procedures performed and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the financial year, hence clause (ix) of paragraph 3 of the Order is not applicable to the company.

x) To the best of our knowledge and belief, and according to the information and explanations given to us, and considering the size and nature of the Company's operations, no fraud of material significance on or by the Company have been noticed or reported during the year and nor have we been informed of such case by the management.

xi) According to the information and explanation given to us and based on our examination of the records, the Company has paid for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.

xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company; hence Clause (xii) of paragraph 3 of the Order is not applicable.

xiii) According to the information and explanations given to us and based on our examination of records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the standalone Ind AS financial statements as required by the applicable accounting standards.

xiv) Based upon the audit procedures performed and according to the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year; hence the clause (xiv) of paragraph 3 of the Order is not applicable to the Company.

xv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him; hence the clause (xv) of paragraph 3 of the Order is not applicable.

xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45 – IA of Reserve Bank of India Act, 1934.

For P. Parikh and Associates
Chartered Accountants
FR No.: 107564W

Sandeep Parikh, Partner
Membership No.: 039713
Mumbai
July 30, 2020
UDIN: 20039713AAAAAU4080

"ANNEXURE B" FORMING PART OF INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of Sri Adhikari Brothers Television Network Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or

improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. Parikh and Associates
Chartered Accountants
FR No.: 107564W

Sandeep Parikh, Partner
Membership No.: 039713
Mumbai
July 30, 2020
UDIN: 20039713AAAAAU4080

BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
	(₹)	(₹)	(₹)
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	**37,76,89,098**	40,70,47,947
Capital Work-In-Progress	2	**14,03,44,247**	14,03,44,247
Intangible Assets	2	**1,09,83,77,750**	1,30,10,99,857
Financial Assets			
Other Non- Current Assets	3	**7,51,57,039**	7,54,30,584
Total Non-Current Assets		**1,69,15,68,135**	1,92,39,22,635
Current Assets			
Inventories	4	**2,71,01,487**	1,57,26,387
Financial Assets			
Trade Receivables	5	**26,81,000**	2,00,52,320
Cash and Cash Equivalents	6	**57,94,070**	21,46,889
Loans & Advances	7	**26,600**	46,97,557
Other Current Assets	8	**2,04,56,496**	2,08,16,774
Total Current Assets		**5,60,59,653**	6,34,39,927
Total Assets		**1,74,76,27,787**	1,98,73,62,562
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	**34,94,45,000**	34,94,45,000
Other Equity*		**(67,13,79,869)**	(29,78,38,216)
Total Equity		**(32,19,34,869)**	5,16,06,784
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Provisions	10	**90,829**	53,977
Deferred Tax Liabilities (net)	25	**11,90,19,593**	11,90,19,593
Total Non Current Liabilities		**11,91,10,422**	11,90,73,570
Current Liabilities			
Financial Liabilities			
Borrowings	11	**2,36,10,680**	2,36,10,680
Trade Payables	12	**2,54,63,580**	3,23,77,378
Other Financial liabilities	13	**1,75,21,66,140**	1,61,22,69,041
Other Current Liabilities	14	**14,76,97,039**	14,78,76,219
Provisions	15	**15,14,796**	5,48,889
Total Current Liabilities		**1,95,04,52,234**	1,81,66,82,207
Total equity and Liabilities		**1,74,76,27,787**	1,98,73,62,562
* Refer Statement of Changes in Equity			
Significant Accounting Policies	1		

Accompanying notes are integral parts of the Financial Statements

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Notes	For the Year Ended 31st March, 2020 (₹)	For the Year Ended 31st March, 2019 (₹)
INCOME			
Revenue from Operations (Refer Note No. 29)		**(1,13,75,100)**	15,24,46,872
Other Income	16	**1,08,05,099**	1,32,94,136
Total Income (A)		**(5,70,001)**	16,57,41,008
EXPENSES			
Operational Cost	17	**-**	9,56,23,663
Changes in inventories of finished goods and work in progress		**(1,13,75,100)**	13,00,09,952
Employee Benefit Expenses	18	**9,84,317**	6,14,344
Other Expenses	19	**92,09,309**	1,34,98,839
Finance Cost	20	**13,47,71,941**	12,24,44,691
Depreciation and amortisation expenses	2	**23,14,69,745**	23,98,06,577
Total Expenses (B)		**36,50,60,213**	60,19,98,068
Profit / (Loss) before Exceptional Item & Tax C=(A-B)		**(36,56,30,214)**	(43,62,57,060)
Exceptional Item (D)			
Add: provision for dimunision in value of investment in Associate Company		**-**	8,88,01,000
Add: Sundry Credit Balances w/back (Refer Note No. 31)		**28,48,115**	-
Less: Sundry Debit Balances w/off (Refer Note No. 32)		**(42,54,046)**	-
Less: Impairment of fixed assets (Refer Note No. 33)		**(6,11,210)**	-
Profit / (Loss) before Tax E=(C-D)		**(36,76,47,354)**	(52,50,58,060)
Tax Expenses			
Current Income Tax		**-**	-
Short / Excess Income Tax of previous years		**6,04,482**	-
Deferred Tax		**-**	-
Mat Credit Entitlement		**-**	-
Total (F)		**6,04,482**	-
Profit/(Loss) after tax (E-F)		**(36,82,51,836)**	(52,50,58,060)
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss			
a) Re-measurment of defined benefit obligation		**(11,736)**	(13,62,021)
b) Income Tax relating to items that will not be reclassified to Profit & Loss		**-**	-
		(11,736)	(13,62,021)
Items that will be reclassified to Profit & Loss			
a) Income Tax relating to items that will not be reclassified to Profit & Loss		**-**	-
		-	-
		(11,736)	(13,62,021)
Total Comprehensive Income for the period		**(36,82,63,572)**	(52,64,20,081)
Basic and Diluted EPS	22	**(10.54)**	(15.03)
Significant Accounting Policies	**1**		
Accompanying notes are integral parts of the Financial Statements			

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

a. EQUITY SHARE CAPITAL

Particulars	Amount (Rs.)
As at 1 April, 2018	34,94,45,000
Changes in equity share capital	-
As at 1 April, 2019	34,94,45,000
Changes in equity share capital	-
As at 31 March, 2020	**34,94,45,000**

b. OTHER EQUITY

Particulars	Other Equity				
	Reserve and Surplus			Other Comprehensive Income	Total other Equity
	Securities Premium	General Reserve	Retained Earnings		
As at 1 April, 2018	37,98,95,743	20,25,98,685	(35,52,04,741)	12,92,178	22,85,81,865
Total Comprehensive Income for the year	-	-	(52,50,58,060)	(13,62,021)	(52,64,20,081)
As at 1 April, 2019	37,98,95,743	20,25,98,685	(88,02,62,801)	(69,843)	(29,78,38,216)
Total Comprehensive Income for the year	-	-	(36,82,51,836)	(11,736)	(36,82,63,572)
Reversal of previous years bank interest recognised as per Ind-AS 109, due to current classification of secured loans	-	-	(52,78,081)	-	(52,78,081)
As at 31st March, 2020	**37,98,95,743**	**20,25,98,685**	**(1,253,792,718)**	**(81,579)**	**(67,13,79,869)**

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

	Particulars	For the Year ended 31.03.2020 (₹)	For the Year ended 31.03.2019 (₹)
A	**Cash flow from Operating Activities:**		
	Loss before Tax as per Statement of Profit and Loss	**(36,76,47,354)**	(52,50,58,060)
	Adjustment for:		
	Depreciation / Amortisation	**23,14,69,745**	23,98,06,577
	Defined Benefit Obligation appearing under Other Comprehensive Income	**(11,736)**	(13,62,021)
	Provision for Dimunition in Value of Investments	**-**	8,88,01,000
	Impairment of Fixed Assets	**6,11,210**	**-**
	Reversal of previous years bank interest recognised as per Ind-AS 109, due to current classification of secured loans	**(52,78,081)**	-
	Loss on sale of fixed assets	**-**	15,98,498
	Operating Profit / (Loss) before Working Capital changes	**(14,08,56,216)**	(19,62,14,006)
	Adjustment for change in working capital:		
	(Increase) / Decrease in Inventories	**(1,13,75,100)**	13,00,09,952
	(Increase) / Decrease in Trade Receivables	**1,73,71,320**	4,89,27,040
	(Increase) / Decrease in Loans & Other Current / Non-Current Assets and provisions	**60,45,219**	66,83,275
	Increase / (Decrease) in Current Liabilities	**13,37,70,027**	(8,74,45,598)
	Cash generated from Operations	**49,55,251**	(9,80,39,337)
	Direct Taxes (Paid)/Refund	**(13,08,071)**	(54,48,811)
	Net Cash (used in) / from Operating Activities	**36,47,180**	(10,34,88,148)
B	**Cash flow from Investing Activities:**		
	Sale of Fixed Assets	-	1,11,27,857
	Net Cash used in Investing Activities	-	1,11,27,857
C	**Cash flow from Financing Activities:**		
	Repayment of Non-current financial borrowings	**-**	(69,97,282)
	Repayment / Reclassification of Non-current financial borrowings	**-**	9,57,42,449
	Net Cash generated from Financing Activities	**-**	8,87,45,167
	Net increase in Cash and Cash equivalents	**36,47,180**	(36,15,124)
	Opening balance of Cash and Cash equivalents	**21,46,889**	57,62,014
	Closing balance of Cash and Cash equivalents	**57,94,070**	21,46,889

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS

1. Significant Accounting Policies

1.1 General

The financial statements of the Company comprising of Balance Sheet, Statement of Profit and Loss,Statement of changes in Equity and Cash Flow Statement together with the notes have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as amended.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

1.2 Use of Estimate

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

1.3 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.
Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

1**.4 Fixed Assets**

Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition as reduced by accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and attributable cost for bringing the asset to its working condition for its intended use.

Intangible Fixed Assets

Intangible Fixed Assets are carried at cost less accumulated amortisation and impairment losses, if any. The Cost of intangible assets comprises of cost of purchase, production cost and any attributable expenditure on making the asset ready for its intended use.

Capital Work in Progress :

Capital work in progress are assets that are not yet ready for their intended use which comprises cost of purchase and related attributable expenditures.

1.5 Depreciation/Amortisation

Property, Plant and Equipment

Depreciation on Property, Plant and Equipment has been provided based on the useful life as follows:'Depreciation on Property, Plant and Equipment has been provided on a straight line basis based on the useful life as follows:

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS

No.	Category	Estimated Useful Life
1	Computer	6 years
2	Furniture and Fixtures	10 Years
3	Plant and Machinery	15 Years
4	Vehicles	8 years

Intangible Fixed Assets

Intangible fixed assets comprising of Business & Commercial right are amortised over a period from 5 to 10 years and Software are amortised over a period of 3 years on Pro Rata Basis.

1.6 Inventories

Cassettes and tapes are charged of fully in the year of purchase.

Inventories, if any, are valued at lower of cost or net realisable value. The cost of each episode of program is determined on the basis of average cost. Films under production are valued at cost.

Where carrying amount of inventories does not exceeds recoverable amount in the ordinary course of business or where management does not anticipate any furture economic benefit flowing from it appropriate loss has been provided.

1.7 Revenue Recognition

For Content Production and Distribution

Revenue from sale of Business & Comercial rights is recognised when the relevant program/content is delivered/transferred.

In respect of Interest Income, it is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.8 Foreign Currency Transactions

Initial Recognition

Foreign currency transactions are recorded in the reporting currency i.e. rupee value, by applying the exchange rate, between the reporting currency and the foreign currency, to the foreign currency amount at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement of monetary items or conversion of monetary items at balance sheet date are recognised as income or expenses.

1.9 Investments

Investments that are intended to be held for more than a year are classified as Non-current investments. The Non-current Investments are carried at cost of acquisition. Provision for diminution in value is made if the decline in the value is other than temporary in the opinion of the management. Current Investments are stated at cost or realisable value whichever is lower.

1.10 Employee Benefits

Defined Benefit Plan

Long term Employee benefits for Defined benefit schemes, such as leave encashment and gratuity, are provided on the basis of actuary valuation taken at the end of each year.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability/ (asset)

comprising actuarial gains and losses (excluding interest on the net defined benefit liability/ (asset)) are recognised in Other Comprehensive Income (OCI). Such remeasurements are not reclassified to the statement of profit and loss, in the subsequent periods.

Other short –term employee benefits are charged to profit & loss account on accrual basis.

1.11 Borrowing Cost

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend, on these preference shares is recognised as finance costs in the Statement of Profit and Loss.

Borrowing costs directly attributable to development of qualifying asset are capitalized till the date qualifying asset is ready for put to use for its intended purpose. All other Borrowing costs are recognized as expense and charged to profit & loss account.

1.12 Leases

Finance lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

1.13 Financial Instruments

I) Financial Assets

a Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets , which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

b Subsequent Measurement

Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

c Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries, associates and joint venture at fair value.

d Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE FINANCIAL STATEMENTS

Expected credit losses are measured through a loss allowance at an amount equal to:

i) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

ii) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

e De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is de-recognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

II) Financial Liabilities

a Initial Recognition and Measurement'

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost, Fee of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

b For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.14 Taxes on Income

Tax expense comprises both current and deferred taxes. Current Tax provision as per Income Tax Act, 1961, is made based on the tax liability computed after considering tax allowances and exemptions at the balance sheet date.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax asset is recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date and written down or written up, to reflect the amount that is reasonably or virtually certain, as the case may be, to be realized.

1.15 Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Dilutive earning per shares is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except when the result would be anti-dilutive.

1.16 Impairment of Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

2 PROPERTY PLANT AND EQUIPMENT / OTHER INTANGIBLE ASSETS

(Rupees)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2019	Additions	Deductions	As at 31.03.2020	As at 01.04.2019	Charge for the year	Adjustments	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
Tangible Assets:										Tangible Assets:
Land & Building	43,73,60,669	-	-	**43,73,60,669**	7,75,88,800	14,83,801	-	**7,90,72,601**	**35,82,88,068**	35,97,71,869
Plant & Machinery and Media Assets	35,98,85,082	-	-	**35,98,85,082**	31,87,19,586	2,59,30,622	-	**34,46,50,208**	**1,52,34,874**	4,11,65,496
Furniture & Fixtures	7,60,92,224	-		**7,60,92,224**	7,08,96,750	10,29,318		**7,19,26,068**	**41,66,156**	51,95,474
Computers	94,34,205	-	-	**94,34,205**	85,19,097	3,03,898	6,11,210	**94,34,205**	-	9,15,108
Sub-total	**88,27,72,180**	**-**	**-**	**88,27,72,180**	**47,57,24,233**	**2,87,47,639**	**6,11,210**	**50,50,83,082**	**37,76,89,098**	**40,70,47,947**
Previous Year	96,43,83,695	-	2,00,44,891	94,43,38,804	50,81,27,396	3,66,73,602	75,10,141	53,72,90,857	40,70,47,947	-
Intangible Assets:										
Business & Commercial Rights	2,35,46,38,357	-	-	**2,35,46,38,357**	1,05,35,38,500	20,27,22,107	-	**1,25,62,60,607**	**1,09,83,77,750**	1,30,10,99,857
Sub-total	**2,35,46,38,357**	**-**	**-**	**2,35,46,38,357**	**1,05,35,38,500**	**20,27,22,107**	**-**	**1,25,62,60,607**	**1,09,83,77,750**	**1,30,10,99,857**
Previous Year	2,36,33,39,203	-	3,30,000	2,36,30,09,203	85,89,14,766	20,31,32,975	1,38,395	1,06,19,09,346	1,30,10,99,857	-
Capital Work-in-progress & Capital Advance									**14,03,44,247**	14,03,44,247

Note:

The Value of Gross block of Vehicles, Software and Sets and Accumulated Depreciation thereon has been removed from Property, Plant and Equipment Schedule in the current year, though their values were disclosed in the audited financials for the year ended March 31, 2019, as the Net Block value of such assets was already Rs. NIL as per audited financials as on March 31, 2019 and such assets are no longer in physical possession of the Company. The total Value of Gross Block and value of Accumulated Depreciation thereon of April 1, 2019 and audited financials as on March 31, 2019 will differ to that extent.

NOTES TO FINANCIAL STATEMENTS

Particulars		As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
3	**Other Non-Current Assets**		
	(Unsecured, Considered good)		
	MAT Credit Entitlement	**1,66,49,270**	1,66,49,359
	Payment against Disputed Income Tax Demand	**5,81,58,969**	5,81,58,969
	Deposits	**3,48,800**	6,22,256
		7,51,57,039	7,54,30,584
4	**Inventories**		
	Of Film / programmes under Production	**2,71,01,487**	1,57,26,387
		2,71,01,487	1,57,26,387
5	**Trade Receivables**		
	(Unsecured and Considered Good)		
	Over Six Months		
	Considered to be Good	**26,81,000**	26,81,000
	Others		
	Considered Good	**-**	1,73,71,320
		26,81,000	2,00,52,320
6	**Cash and Cash Equivalents**		
	Cash on Hand	**10,588**	46,433
	Balance with Banks in		
	- Current Accounts & Deposits	**57,83,482**	21,00,456
		57,94,070	21,46,889
7	**Loans & Advances**		
	(Unsecured and Considered Good)		
	Loans, Advances and other receivables	**26,600**	46,97,557
		26,600	46,97,557
8	**Other Current Assets**		
	Interest Receivable	**2,68,348**	2,31,772
	Balances with Revenue Authorities	**2,01,88,148**	2,05,85,002
		2,04,56,496	2,08,16,774

NOTES TO FINANCIAL STATEMENTS

Particulars	As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
9 Share Capital		
Authorized		
46,100,000 (P.Y. 4,61,00,000) Equity shares of Rs.10/- each	**46,10,00,000**	46,10,00,000
24,00,000 (P.Y. 24,00,000) Preference shares of Rs.10/- each	**2,40,00,000**	2,40,00,000
	48,50,00,000	48,50,00,000
Issued, Subscribed and Paid-Up		
34,944,500 (P.Y. 34,944,500) Equity shares of Rs.10/- each. fully paid up	**34,94,45,000**	34,94,45,000
Total	**34,94,45,000**	34,94,45,000

Terms and Rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

The reconciliation of the number of equity shares outstanding and the amount of share capital as at March 31, 2020 is set out below:

Particulars	As at 31/03/2020		As at 31/03/2019	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the Year	**3,49,44,500**	**34,94,45,000**	3,49,44,500	34,94,45,000
Add:- Issued During the year	**-**	**-**	**-**	-
Outstanding at the end of the year	**3,49,44,500**	**34,94,45,000**	3,49,44,500	34,94,45,000

The details of shareholder holding more than 5% equity shares is set out below:

Name of the shareholder	As at 31/03/2020		As at 31/03/2019	
	Numbers	%	Numbers	%
Indian Overseas Bank Ltd.	**41,72,500**	**11.94%**	41,72,500	11.94%
Markand Adhikari	**24,89,730**	**7.12%**	24,89,730	7.12%
Gautam Adhikari	**21,78,829**	**6.24%**	21,78,829	6.24%
Global Showbiz Pvt.Ltd	**19,00,000**	**5.44%**	19,00,000	5.44%
Aranav Trading And Investment P.Ltd	**23,18,214**	**6.63%**	23,18,214	6.63%

NOTES TO THE FINANCIAL STATEMENTS

Particulars	As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
Non Current Liabilties		
10 Provisions		
Provision for Employee Benefits		
- Provision for compensated absences	**50,313**	43,634
- Provision for Gratuity (net)	**40,516**	10,343
	90,829	53,977
11 Borrowings		
Other Financial Liabilities		
2,361,068 (2,361,068) 0.01% Non Convertable Non Cumulative Redeemable Preference Shares of Rs.10/- each fully paid up	**2,36,10,680**	2,36,10,680
	2,36,10,680	2,36,10,680
12 Trade Payables		
Others*	**2,54,63,580**	3,23,77,378
	2,54,63,580	3,23,77,378
13 Other Financial Liabilities		
Term Loans* (Including Bank Interest payable)	**1,75,19,06,777**	1,61,20,08,707
Unclaimed Dividend *	**2,59,363**	2,60,334
(* Kept in a separate Bank A/c)		
	1,75,21,66,140	1,61,22,69,041

Terms and Rights attached to Preference Shares:

The Company has one class of preference shares having a par value of Rs. 10/- per share. These shares do not carry any voting rights

These shares are non cumulative, non convertible, non participating and are carrying 0.01% per annum rate of dividend. These shares are redeemable at par and the redemption would be at the discretion of Board of Directors of the Company any time after the 7th Anniversary but not later than 10th Anniversary.

*Refer Note 41 forming part of financial statements relating to disclosure of MSME vendors.

* The term loans have been recalled by lenders during the previous financial years, hence these loans have been classified under "current" liability in the current and previous financial year. These term loans has been primarily secured by way of first / exclusive charge on the Business & Commercial rights acquired from the proceeds of the respective loan. These loans are collaterally secured by assets belonging to promoter group and promoter directors, tangible assets and investments of the company. These loans are further guaranteed by personal / corporate guarantee of promoter group and promoter directors of the company.

NOTES TO THE FINANCIAL STATEMENTS

Particulars		As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
14	**Other Current Liabilities**		
	Deposits received	**27,00,000**	27,00,000
	Other liabilities	**35,526**	4,27,562
	Other Payable	**14,49,61,513**	14,47,48,657
	-	**14,76,97,039**	14,78,76,219

Note:- During the last and current financial years, some of the banks has invoked the pledged shares of promoter and promoter group companies amounting to ₹10,24,02,399/- (P.Y ₹ 10,23,02,228/-) which was subsequently sold by the banks and adjusted against the outstanding bank loan / interest liability, the proceeds of which have been treated as loan received during the year from promoter and promoter group companies and the balance ₹ 4,24,46,430 (P.Y ₹ 4,24,46,430/-) is loans received from promoters of the company.

15	**Provisions**		
	For Expenses	**15,14,796**	5,48,889
		15,14,796	5,48,889

Particulars		For the Year ended 31.03.2020 (₹)	For the Year ended 31.03.2019 (₹)
16	**Other Income**		
	Interest Income	**39,376**	2,800
	Rent and other Income	**1,07,65,723**	1,32,91,336
		1,08,05,099	1,32,94,136
17	**Operational Cost**		
	Programme Purchase and Production Cost	**-**	9,56,23,663
		-	9,56,23,663
18	**Employee Benefit Expenses**		
	Salaries & Allowances etc.	**9,06,779**	3,85,828
	Director Remuneration	**-**	2,00,000
	Contribution To Provident Fund & Others Fund	**77,538**	-
	Staff Welfare Expenses	**-**	28,516
		9,84,317	6,14,344

NOTES TO THE FINANCIAL STATEMENTS

Particulars		For the Year ended 31.03.2020 (₹)	For the Year ended 31.03.2019 (₹)
19	**Other Expenses**		
	Electricity Charges	**1,38,805**	1,48,530
	Communication Expenses	**10,555**	11,66,345
	Insurance Charges	**1,06,925**	6,60,709
	Rates & Taxes	**18,48,002**	10,27,948
	Repairs & Maintenance	**1,74,744**	4,54,819
	Traveling & Conveyance	**5,735**	3,26,104
	Legal & Professional Charges	**41,54,778**	43,59,032
	Printing & Stationery	**15,875**	18,455
	Security Charges	**6,28,742**	7,41,700
	Office Expenses	**-**	18,141
	Listing Expenes	**7,06,664**	6,90,000
	General Expenses	**5,18,484**	13,24,597
	Audit Fees	**5,00,000**	5,00,000
	Loss on Sale of Asset	**-**	15,98,498
	Business Promotion Expenses	**-**	4,63,961
	Prior Period Expenses	**4,00,000**	-
		92,09,309	1,34,98,839
20	**Finance Cost**		
	Bank Interest	**13,46,14,119**	12,19,43,781
	Others	**1,57,822**	5,00,910
		13,47,71,941	12,24,44,691

NOTES TO FINANCIAL STATEMENTS

21 Segment Reporting

The Company is operating in a single primary segment i.e Content Production and Distribution. Accordingly, no segment reporting as per Indian Accounting Standard 108 has been done.

22 Basic and Diluted Earning Per Share

Particulars	31.03.2020	31.03.2019
Net Profit / (Loss) attibutable to equity shareholders	**(36,82,51,836)**	(52,50,58,060)
Weighted average Number of Shares outstanding during the year		
(Face Value Rs.10 per share)	**3,49,44,500**	3,49,44,500
Basic and Diluted Earning Per share (Rupees)	**(10.54)**	(15.03)

23 Related Party Disclosures

a) List of Related Parties & Relationship:

i. Subsidiary Companies

Westwind Realtors Pvt. Ltd.	Subsidiary Company

ii Associate Concern

SAB Media Networks Pvt Ltd.	Associate Concern

iii. Key Management Personnel (KMP)

Markand Adhikari	Chairman & Managing Director
Komal Jhamnani	Company Secretary
Latasha Jadhav	Chief Financial Officer till 26.05.2020

iv. Relative of Key Management Personnel

Late Mr. Gautam Adhikari

v Others

TV Vision Ltd.	KMP having significant influence
Global Showbiz Pvt. Ltd.	KMP having substantial interest
Prime Global Media Pvt. Ltd.	KMP having substantial interest
Sab Events & Governance Now Media Ltd.	KMP having substantial interest

NOTES TO FINANCIAL STATEMENTS

b) Transaction with Related Parties:

Nature of Transaction		Subsidiaries	Key Management Personnel	Relative of Key Management Personnel	Associate Concern / others	Total (₹)
Other Income / Revenue Received		**-**	**-**	**-**	**1,07,65,723**	**1,07,65,723**
	(P.Y)	-	-	-	(2,00,91,450)	(2,00,91,450)
Payment towards service/		**5,15,945**	**3,41,337**	**-**	**-**	**8,57,282**
Remuneration	(P.Y)	(6,27,073)	(7,32,554)	-	(-)	(13,59,627)
Outstanding Balance		**4,72,616**	**2,81,38,159**	**4,37,28,856**	**7,56,81,814**	**14,80,21,445**
included in other current Liabilities	(P.Y)	(4,61,671)	(2,81,38,159)	(4,37,28,856)	(7,55,81,643)	(14,79,10,329)
Outstanding Balance		**-**	**-**	**-**	**-**	**-**
included in current assets	(P.Y)	-	-	-	(8,10,731)	(8,10,731)

24 Employee Benefits Plan

Defined Contribution Plan

Contribution to Defined Contribution plans are recognised and charged off for the year are as under :

Particulars	**31.03.2020**	31.03.2019
Employers Contribution to Provident Fund	**69,837**	82,752

(₹)

Particulars	**Gratuity - Funded**		**Leave Encashment-UnFunded**	
	31.03.2020	31.03.2019	**31.03.2020**	31.03.2019
A) Reconciliation of Opening and closing balance of defined benefit obligation				
Defined Benefit obligation at the beginning of the year	**97,854**	24,98,273	**52,313**	19,34,162
Current Service Cost	**8,654**	5,637	**13,063**	28,097
Interest Cost	**7,420**	1,93,616	**3,694**	1,44,890
Acturial (Gain)/Loss	**11,517**	(13,77,748)	**28,440**	(9,81,332)
Benefits Paid	**-**	(12,21,924)	**(47,195)**	(10,73,504)
Defined Benefit Obligation at year end	**1,25,445**	97,854	**50,315**	52,313

NOTES TO FINANCIAL STATEMENTS

(₹)

Particulars	Gratuity - Funded		Leave Encashment-UnFunded	
	31.03.2020	31.03.2019	**31.03.2020**	31.03.2019
B) Reconciliation of Opening and closing balance of fair value of assets				
Fair Value of Plan assets at the beginning of the year	**78,857**	4,79,358	**-**	-
Expected return on plan assets	**6,291**	37,150	**-**	-
Acturial Gain/(Loss)	**(219)**	(15,727)	**-**	-
Employer Contribution	**-**	8,00,000	**-**	-
Benefits Paid	**-**	(12,21,924)	**-**	-
Fair Value of plan assets at year end	**84,929**	78,857	**-**	-
Actual return on plan assets	**-**	-	**-**	-
C) Reconciliation of Fair Value of assets and Obligation				
Fair Value of Plan Assets as at 31st March	**84,929**	78,857	**-**	-
Present Value of obligation as at 31st March	**1,25,445**	97,854	**50,315**	52,313
Amont Recognised in Balance Sheet	**40,516**	18,997	**50,315**	52,313
D) Expenses recognised during the year				
Current Service Cost	**8,654**	5,637	**13,063**	28,097
Interest Cost	**1,129**	1,56,466	**3,694**	1,44,890
Expected return on plan assets	**219**	15,727	**-**	-
Acturial (Gain)/Loss	**11,517**	(13,77,748)	**28,440**	(9,81,332)
Net Cost	**21,519**	(11,99,918)	**45,197**	(8,08,345)
E) Actuarial Assumption				
Mortality Table (LIC)	Indian Assured Lives Mortality (2006-08) Ultimate		Indian Assured Lives Mortality (2006-08) Ultimate	
Discount Rate (Per Annum)	6.85%	7.70%	6.85%	7.70%
Expected Rate of Return on Plan Assets (Per Annum)				
Rate of Escalation in Salary (Per Annum)	5%	5%	5%	5%

25 Deferred Tax Liability (net)

Particulars	**31.03.2020**	31.03.2019
Tax effect of items constituting Deferred Tax Liability		
On difference between book balance and tax balance of Fixed Assets	**15,62,07,919**	15,62,07,919
	15,62,07,919	15,62,07,919
Tax effect of items constituting Deferred Tax Assets:		
On Unabosorbed Depreciation Loss	**3,54,85,134**	3,54,85,134
Leave Encashment	**6,79,348**	6,79,348
Others	**10,23,845**	10,23,845
	3,71,88,326	3,71,88,326
Net Deferred Tax Liability	**11,90,19,593**	11,90,19,593

NOTES TO FINANCIAL STATEMENTS

26 Auditors' Fees (excluding Tax)

Particulars	31.03.2020	31.03.2019
Statutory Audit Fees*	**5,00,000**	5,00,000
Others*(Included in Professional Charges)	**1,95,000**	45,000
Total	**6,95,000**	5,45,000

*excludes applicable taxes thereon

27 Contingent Liability and Commitments
(To the extent not provided for)

Particulars	31.03.2020	31.03.2019
a) Income Tax demand and Penalty (net of payments)	**35,08,701**	35,08,701

Capital & Other Commitments

As on Balance sheet date there is no outstanding Capital Commitments.

28 Fair Values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	Carrying Values		Fair Values	
	As at March 31, 2020	As at March 31, 2019	**As at March 31, 2020**	As at March 31, 2019
Financial Assets	**-**	-	**-**	-
Financial Liabilities				
Borrowings	**1,75,19,06,777**	1,61,20,08,707	**1,75,19,06,777**	1,61,20,08,707

The management assessed that fair value of cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

29 The Company had sold movie rights in October 2018 to some customers but due to problem in quality of those rights, the payment for such rights was in dispute and had not been received from the customers. Such defective / bad quality movie rights were returned by the customers during the quarter ended December 31, 2019 and the same is accounted as Sales Return in the books, due to which Revenue from Operations is reflecting a negative balance in the financial year 2019-2020.

30 The Company has been admitted in National Company Law Tribunal (NCLT) on 20th December 2019 – Order no. – CP (IB) No. 4374/I&B/MB/2018, as per the order the company is under Corporate Insolvency Resolution process (CIRP) with Resolution professional namely "Mr. Vijendra Kumar Jain" having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253 and the management of the affairs of the Corporate Debtor (Sri Adhikari Brothers Television Network Limited) vests with the Resolution Professional.

31 The Management has been following up with various vendors for payment since a long period of time, however since there is no correspondence received from any of such creditors regarding their respective payment, the Company, as a part of its policy, has decided to write back Rs. 28,48,115/- during the year ended March 31, 2020. The claim, if any, raised by any such creditor in future will be paid and expensed in that financial year.

NOTES TO FINANCIAL STATEMENTS

32 The Management has been following up with various debtors for outstanding receivables since a long period of time, however since there is no correspondence received from any of such debtors, the Company, as a part of its policy, has decided to write off Rs. 42,54,046 /- during the year ended March 31, 2020. The receipt, if any, received by any such debtor in future will be accounted as income in that financial year.

33 The Company has during the during the year ended March 31, 2020, impaired in its books of accounts, computers having written down value of Rs. 6,11,210 /- as the management is of the view that such computers do not have any realisable value.

34 Financial Risk Management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a core Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

A) Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities.The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended March 31, 2020 and 31st March, 2019. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

B) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings and deposits.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This risk exist mainly on account of borrowings of the Company. However, all these borrowings are at fixed interest rate and hence the exposure to change in interest rate is insignificant.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk as at the respective reporting dates.

C) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and other financial assets.

NOTES TO FINANCIAL STATEMENTS

i) Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major trade receivables.

ii) Other Financial Assets

Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only in highly marketable debt instruments with appropriate maturities to optimise the cash return on instruments while ensuring sufficient liquidity to meet its liabilities.

D) Excessive Risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

35 The suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under section 19 of IBC. These accounts are as prepared by the suspended management. The suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter ended and financial year ended March 31, 2020 are prepared, has refused to sign the Financials by an email dated 28th July, 2020.

36 RP has instituted a transaction audit of the company for 5 years to be conducted by Forensic Auditor namely, M/s. Shambhu Gupta & Co. who could not complete the audit due to non-cooperation from the suspended management. These results will be subject to findings of the Forensic Auditor.

Further, as part of CIRP, Resolution Professional has appointed valuers for valuing the assets of the company. The valuation of the fixed assets, intangible assets, financial assets and inventory as disclosed in the financials of FY 2019-20 are subject to the valuation reports of the valuers.

37 The amount of total term loans included in Other Financial Liabilities amounts to Rs. 175,19,06,776 in the books of account, whereas the amount of total claims received by the RP from the financial creditors amount to Rs. 194,98,88,488 (excluding corporate guarantees) which includes interest/ penalty calculated upto CIRP admission date. Corporate guarantee claims received from the banks by RP amount to Rs. 4,28,28,25,736 (including interest/ penalty calculated upto CIRP admission date). However, these have not been provided for in the books of accounts.The RP has received and accepted claims from operational creditors and employees amounting to Rs. 10,19,182.

Further, some of the banks have not charged the interest from the date the account has been classified as non performing, no provision has been made in books of accounts in the financial result for the quarter and twelve month ended March 31, 2020.

38 The suspended management leased out floors- 1st, 4th, 5th, 6th and 7th to related parties namely, M/s. TV Vision Limited and M/s. SAB Events and Governance Now Media Limited, during F/Y 2018-19, after the company account became NPA with the Banks, without taking NOC from these Banks. This is a non-compliance of the mortgage documents executed with the respective Banks. The Leave and License terms have been agreed to favour the related parties and are against the interest of the company. Resolution Professional has served the Licensee with a Leave and License termination notice to

NOTES TO FINANCIAL STATEMENTS

terminate the Leave and License, to protect the interest of the company. An application is issued on behalf of Mr. Markand Adhikari before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and Licence Notice on behalf of the Company to the Licensee. The outcome of such application cannot be ascertained as on date.

39 The RP of the Company has invited Expression of Interest from prospective investors to find a resolution to the current default situation of the company, on the basis of which the accounts have been prepared on going concern concept.

40 The Suspended Director, Mr. Markand Adhikari has filed an Application in NCLAT challenging the orders of NCLT, Mumbai Bench, admitting the CIRP of the Company. Another application is filed before Hon'ble NCLT, Mumbai Bench, on behalf of Mr. Markand Adhikari, seeking substitution / change of the Resolution Professional under section 7(3)(B) of the Insolvency and Bankruptcy Code, 2016.

41 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Company has not received any confirmation from its vendors that whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006, hence the amounts unpaid at the year end together with interest paid / payable under this Act cannot be identified.

42 Previous years' figures have been regrouped / reclassified, where necessary, to conform to the presentation adopted in the current year.

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

INDEPENDENT AUDITORS' REPORT

To the Members of Sri Adhikari Brothers Television Network Limited

Report on the Audit of the Consolidated Financial Statements

Adverse Opinion

We have audited the accompanying consolidated financial statements of Sri Adhikari Brothers Television Network Limited (hereinafter referred to as the "Holding Company") and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), its associate, which comprise the consolidated Balance Sheet as at March 31, 2020, the consolidated statement of Profit and Loss, consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as the "consolidated financial statements").

In our opinion and to the best of our information and according to explanation given to us, because of the significance of the matter discussed in the Basis of Adverse Opinion section of our report, the accompanying consolidated financial statements do not give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate, as at March 31, 2020 of its consolidated loss, consolidated position of changes in equity and the consolidated cash flows for the year ended on that date.

Basis for Adverse Opinion for accounts of Holding Company (i.e. Sri Adhikari Brothers Television Network Limited)

i) We are not able to judge solely on the basis of verification of other audit evidences obtained during the course of audit whether the management has fulfilled its responsibility for the preparation of the financial statements in accordance with the applicable financial reporting framework. Further, we had also requested the management to give a written representation that it has provided us with all the relevant information during the audit and whether all the transactions have been properly recorded and reflected in financial statements, however the management has not provided all such written representations as required by SRE 2410 and as per Standard on Auditing SA 580, as a result we are unable to obtain sufficient appropriate audit evidence. The possible effects of such inability on the financial statements are not confined to specific elements, any accounts or items of financial statements and hence we conclude this condition to be pervasive, in our professional judgment, due to which we have issued adverse opinion on the financial statements in such circumstances as required by Standard on Auditing SA 705 (Revised).

ii) We draw attention to Note No. 40 forming part of financial statements regarding preparation of accounts on going concern basis notwithstanding the fact that loans have been recalled back by secured lenders, current liabilities are substantially higher than the current assets, issue of notices under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, recovery proceedings initiated with debt recovery tribunal and taking over symbolic possession of immovable properties by the secured lenders of the Company and invocation of Corporate Guarantees which was given by the Company relating to its related group companies, initiation of Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016, termination of leave and licence agreement notices sent to lessees in the subsequent financial year, substantial losses incurred by the Company for the year ended March 31, 2020 and previous financial years and negative Total Equity of Rs. 32,20,49,937/- as on March 31, 2020. Further, attention is drawn to Order dated 17.01.2020 by Hon'ble NCLAT, New Delhi, wherein it is stated that the RP has to ensure that the Company continues to remain as a going concern and will have to take the assistance of the suspended management. The appropriateness of assumption of going concern is mainly dependent on the company's ability to generate growth in cash flows in future, to meet its obligation. However, we are unable to obtain sufficient and appropriate audit evidence regarding management using principle of going concern in the preparation of financial statements, in view of the initiation of Corporate Insolvency Resolution Process, the outcome of which cannot be ascertained as on date and uncertainty relating to other matters stated hereinabove. Further, as represented by RP in Committee of Creditors (CoC) meeting dated June 20, 2020 wherein it was decided that since the current leases are causing many hindrances, as mentioned in minutes of the said CoC meeting, in finding a resolution to the Company's current situation, the RP has served termination of Leave and License agreement notices to the lessees in the subsequent financial year in the interest of the Company. However, an application is issued on behalf of Mr. Markand Adhikari before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and Licence Notice on behalf of the Company to the lessees. The outcome of such application cannot be ascertained as on date.

iii) Due to defaults in repayment of loans taken from Bank/s, the Account of the Company has been classified as Non-Performing Asset by Banks in the previous financial years and except two Banks, other Banks have not charged the interest / reversed the unpaid interest charged from the date the account has been classified as non-performing. No provision has been made in the books of accounts maintained by the Company for interest / penal interest, if any, on these term loans amounting to Rs. 19,79,81,711/- as on March 31, 2020, hence to that extent, finance cost, total loss for the year ended March 31, 2020, Negative "Other Equity" balances (as it includes interest expense of previous financial years) and current financial liabilities are understated by Rs. 19,79,81,711/- as on March 31, 2020. The said amount of Rs. 19,79,81,711/- is the difference between claims amounting to Rs. 1,94,98,88,488/- (including interest) received from banks by RP and amount of loan outstanding from banks amounting to Rs.175,19,06,777 /- reflected in books of accounts of the Company as on March 31, 2020.

iv) The Company / RP has received claims from Operational Creditors and employees amounting to Rs. 10,19,182 /- which has been accepted, however Rs. 7,82,303/- is the balance outstanding as per books as on March 31, 2020 for such creditors and employees. The loss for the year ended March 31, 2020 and Trade Payables are understated to the extent of Rs. 2,36,879 /- as on March 31, 2020.

v) The aggregate carrying value of business and commercial rights in the books of the Company as on March 31, 2020 is Rs. 109,83,77,750/-. There is no revenue generation from monetization of these assets during the year ended March 31, 2020 due to which the Company has incurred substantial losses during the year ended March 31, 2020 and previous financial years. There is a strong indication of impairment in the value of these business and commercial rights and therefore we are of the opinion that the impairment loss of Rs. 109,83,77,750/- should be provided on all such assets in the books of accounts of the Company as on March 31, 2020. The assets of the Company are overstated and net loss for the year ended March 31, 2020 is understated to that extent.

vi) The Company has not provided for loss allowances on financial corporate guarantee contracts amounting to Rs. 428,28,25,736/- (including interest / penalty calculated upto CIRP admission date) given by the Company on behalf of its related group companies which is to be recognized as required by Indian Accounting Standard (IND-AS 109). The financial liabilities of the Company and net loss for the year ended March 31, 2020 is understated to that extent.

vii) The Company's inventories are carried in the Balance Sheet at Rs. 2,71,01,487/- as on March 31, 2020. The Management has not stated the inventories at the lower of cost and net realizable value but has stated them solely at cost, which constitutes a departure from Indian Accounting Standard-2- Inventories (Ind AS-2). As the inventories of the Company consist of rights which are returned by the customers due to defect in quality of such rights and it also consist of such inventory which are non-moving for a long period of time, we are of the opinion that the net realizable value of inventories is NIL as on March 31, 2020. The assets of the Company are overstated and net loss for the year ended March 31, 2020 is understated to that extent.

viii) The impact of impairment of all other Tangible assets in Property, Plant and Equipment amounting to Rs. 39,38,61,597/- and Capital Work in Progress amounting to Rs. 14,03,44,247 /- should have been accounted in the books of accounts by the Company at the year ended March 31, 2020 after considering the physical verification of all such assets and by ascertaining the Fair Market Value of such assets by appointing a third party expert valuers and doing a valuation of the same. The assets of the Company are overstated and net loss for the year ended March 31, 2020 is understated to that extent.

ix) No provision for doubtful debts for the sum of Rs. 26,81,000 /- has been made in books of accounts as on March 31, 2020 as per expected credit loss method prescribed under IND-AS 109 for amount recoverable from a debtor which is doubtful of recovery. The losses and current liabilities of the Company are understated as on March 31, 2020 to the extent of Rs. 26,81,000 /-.

Emphasis of Matters in Auditors report of Holding Company (i.e. Sri Adhikari Brothers Television Network Limited)

i) The Adverse Opinion expressed in the present report is based on the limited information, facts and inputs made available to us through electronic means by the Company. We wish to highlight that due to the COVID-19 induced restrictions on physical movement and strict timelines, the entire audit team could not visit the office of the Company for undertaking the required audit procedures as prescribed under ICAI issued Standards on Auditing, including but not limited to:

- Inspection, Observation, examination and verification of the original documents of invoices, legal agreements, bank accounts statements / loan accounts statements and files.

- Physical verification of Cash, including adequate internal controls thereof.
- Physical Verification of Property, Plant and Equipment, Inventories and Status of Capital Work in Progress as on March 31, 2020.
- Any other processes which required physical presence of the audit team.

ii) The impact of pending direct and indirect tax assessments, if any, based on assessments orders / communications received by the Company has not been accounted for the year ended March 31, 2020 but will be accounted in books of accounts only after final order of demand / refund will be received from the relevant tax authorities / court.

iii) Attention is drawn to Note No.32 and Note No.33 forming part of the financial statements relating to Exceptional Items wherein the Company has written off Rs. 42,54,046/- receivable from debtors and also written back Rs. Rs. 28,48,115/- payable to creditors in financial year 2019-2020, as a part of its policy, however it has not received any related claim or NIL balance certificate / supporting document from any its customer / vendor, hence such write off and write back of balances are subject to confirmation from the concerned parties as on March 31, 2020.

iv) Pursuant to the order of Hon'ble NCLT initiating Corporate Insolvency Resolution Process ("CIRP"), the powers of the Board of Directors stand suspended and such powers are exercisable by RP. Attention is drawn to Note No.36 forming part of the statements wherein we are informed by the RP that the suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company and the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under section 19 of IBC. Further, attention is also drawn to the application filed before Hon'ble NCLT, Mumbai Bench, on behalf of the Mr. Markand Adhikari, seeking substitution / change of the Resolution Professional under section 7(3)(B) of the Insolvency and Bankruptcy Code, 2016, the outcome of both pending applications cannot be precisely ascertained as on date.

v) In the management representation provided to us by the RP, it has been stated that the Forensic Auditor has been appointed to conduct Transaction Audit of the Company for the last 5 financial years who could not complete the audit due to non-cooperation from the suspended management and RP has also appointed IBBI approved valuers to carry out valuation of the assets (including intangible assets) of the Company. The financial impact, if any, of findings of such Forensic Audit and valuation of assets (including intangible assets) by IBBI approved valuers, will be accounted for by the Company after the said reports have been received by the Company.

Our opinion is not modified in respect of these matters.

Emphasis of Matters in Auditors report of Subsidiary Company (i.e. Westwind Realtors Limited)

Attention is drawn to Significant accounting policies forming part of financial statements of the Subsidiary Company which states that the Subsidiary Company has not provided for depreciation on Building which is being constructed out of construction contribution received from members in accordance with the Articles of Association of the Company, which being a typical nature of entity, wherein though the Company is the technical / legal owner of the property, the shareholders are the beneficial owners of the areas allotted to them in proportion to their shareholding, due to which fixed assets are stated at cost of acquisition and direct/indirect incidental cost incurred to bring them into their present location and condition as per the generally accepted accounting principles.

Our opinion is not modified in respect of this matter.

Basis of Adverse Opinion for accounts of Associate Company (i.e. SAB Media Networks Private Limited):

i) The aggregate carrying value of Business and Commercial Rights and Channel Development Cost in the books of the Company as on March 31, 2020 is Rs. 98,47,20,824/-. There is no revenue generation from monetization of these assets during the year ended March 31, 2020 due to which the Company has incurred substantial losses during the year ended March 31, 2020 and previous financial years. There is a strong indication of impairment in the value of these Business and Commercial Rights and Channel Development Cost and therefore we are of the opinion that the impairment loss of Rs. 98,47,20,824/- should be provided on all such assets in the books of accounts of the Company as on March 31, 2020. The assets of the Company are overstated and net loss for the year ended March 31, 2020 is understated to that extent.

ii) Due to defaults in repayment of loans taken from Bank/s, the Account of the Company has been classified as Non-

Performing Asset by Banks in the previous financial years. Further bank has taken possession and sold the collateral securities belonging to the promoters and its group entities and has invoked the shares pledged as collaterals provided by third party and adjusted sale proceeds of Rs.25,78,01,079/- against the interest liability. No provision has been made in the books of accounts maintained by the Company for interest / penal interest, if any, on these term loans amounting to Rs. 26,81,93,660/- as on March 31, 2020, hence to that extent, finance cost, total loss for the year ended March 31, 2020, Negative "Other Equity" balances (as it includes interest expense of previous financial years) and current financial liabilities are understated by Rs. 26,81,93,660/- as on March 31, 2020.

Material uncertainty related to Going Concern of Associate Company (i.e. SAB Media Networks Private Limited):

i) The financial statements are prepared on going concern basis notwithstanding the fact that loan accounts are classified as non-performing by bank, loans have been recalled back by secured lenders, current liabilities are substantially higher than the current assets, sale of mortgaged property provided as collateral by promoter and promoter group companies, invocation of part of the shares pledged as collaterals by bank, further as discussed in the Basis of Adverse Opinion paragraph, the carrying value of non-current assets has been fully impaired and also that there is no business activity has been carried out during the financial year under audit and substantial losses incurred by the Company during the year ending March 31, 2020 and previous financial years and negative net worth of Rs. 32,49,83,866 /- as on March 31, 2020. All of the above conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Other Matters

i) The Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") in an Order dated December 20, 2019 admitted an Insolvency and Bankruptcy petition filed by one of the secured lenders against Sri Adhikari Brothers Television Network Limited and appointed Mr. Vijendra Kumar Jain to act as Resolution Professional (RP) to carry the functions as mentioned under Insolvency and Bankruptcy Code, 2016.

ii) As the powers of the Board of Directors have been suspended, the financial statements are signed by RP, however, as informed to us, the above financial statements are not approved by the Audit Committee and not adopted by Board of Directors as the erstwhile Board of Directors are suspended in CIRP.

iii) The consolidated financial statements includes audited financial statements of 1 subsidiary whose financial statements reflect total assets of Rs. 4,99,24,522/- as at March 31, 2020, total revenues of Rs. NIL and total net loss after tax of Rs.11,800 /- for the period from April 1, 2019 to March 31, 2020, as considered in the consolidated financial statements. The consolidated audited financial statements does not include Group's share of net loss after tax for the year ended March 31, 2020, in respect of one associate, whose financial statements have been audited by us. According to the information and explanations given to us by the Management and as per Indian Accounting Standard (Ind AS 28) "Investments in Associates", these financial statements of the associate are not considered in the statements of the Parent as the investment in the associate company had become Rs. NIL in the previous financial year in the books of the Parent and liability for proportionate losses of the current year ended March 31, 2020 are not recognised as per requirements of Indian Accounting Standard (Ind AS) 28.

Information Other than the Financial Statements and Auditor's Report Thereon

The Group Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report and Management Discussion and Analysis, but does not include the Secretarial Audit Report, Consolidated financial statements and our auditor's report thereon. The Board's report and Management Discussion and Analysis is expected to be made to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.
In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Board's report and Management Discussion and Analysis, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and make disclosures and take specific actions as per applicable laws and regulations, if required.

Key Audit Matters

Except for the matter described in the Basis for Disclaimer of Opinion section and Emphasis of Matters paragraph, we have determined that there are no other key audit matters to communicate in our report.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the Companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and

its associate to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieve fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and associate company, none of the directors of the Group companies, its associate company is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **"Annexure A".**

   g) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate – Refer Note No. 28 to the financial statements.

ii. The Group, its associate did not have any material foreseeable losses on long-term contracts including derivate contracts.

iii. There has been no delay in transferring material amounts to the Investor Education and Protection Fund by the Holding Company, its subsidiary company and associate company.

For P. Parikh and Associates
Chartered Accountants
FR No.: 107564W

Sandeep Parikh, Partner
Membership No.: 039713
Mumbai
July 30, 2020
UDIN: 20039713AAAAAV9692

"ANNEXURE A" FORMING PART OF INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of Sri Adhikari Brothers Television Network Limited ("the Holding Company"), its subsidiary company and its associate company as of March 31, 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary company and its associate company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its Subsidiary Company and its Associate Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P. Parikh and Associates
Chartered Accountants
FR No.: 107564W

Sandeep Parikh, Partner
Membership No.: 039713
Mumbai
July 30, 2020
UDIN: 20039713AAAAAV9692

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020

Particulars	Notes	As at 31st March, 2020	As at 31st March, 2019
		(₹)	(₹)
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	**39,38,61,596**	42,32,20,446
Capital Work-in-Progress	2	**14,03,44,247**	14,03,44,247
Intangible Assets	2	**1,09,83,77,750**	1,30,10,99,857
Financial Assets			
Other Non- Current Assets	3	**7,53,50,692**	7,56,24,237
Total Non-Current Assets		**1,70,79,34,285**	1,94,02,88,787
Current Assets			
Inventories	4	**2,71,01,487**	1,57,26,387
Financial Assets			
Trade Receivables	5	**29,90,022**	2,02,96,551
Cash and Cash equivalents	6	**57,95,300**	21,66,029
Loans	7	**26,600**	46,97,557
Other Current Assets	8	**2,04,56,496**	2,08,16,774
Total Current Assets		**5,63,69,905**	6,37,03,299
TOTAL		**1,76,43,04,190**	2,00,39,92,086
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	9	**34,94,45,000**	34,94,45,000
Other Equity*		**(67,14,94,937)**	(29,79,45,618)
Total Equity		**(32,20,49,937)**	5,14,99,382
Non Controlling Interest		**32,47,106**	32,51,005
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Provisions	10	**90,829**	53,977
Deferred Tax Liabilities (net)	26	**11,90,19,593**	11,90,19,593
Other Non- Current Liabilities	11	**1,38,35,261**	1,38,35,261
Total Non Current Liabilities		**13,29,45,683**	13,29,08,831
Current Liabilities			
Borrowings	12	**2,36,10,680**	2,36,10,680
Trade Payables	13	**2,51,49,084**	3,20,04,437
Other Financial Liabilities	14	**1,75,21,66,140**	1,61,22,69,041
Other Current Liabilities	15	**14,76,97,039**	14,78,76,219
Provisions	16	**15,38,396**	5,72,489
Total Current Liabilities		**1,95,01,61,338**	1,81,63,32,866
Total equity and Liabilities		**1,76,43,04,190**	2,00,39,92,086
* Refer Statement of Changes in Equity			
Significant Accounting Policies	1		

Accompanying notes are integral parts of the Financial Statements

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Particulars	Notes	For the Year Ended 31st March, 2020 (₹)	For the Year Ended 31st March, 2019 (₹)
INCOME			
Revenue form Operations (Refer Note. 30)		**(1,13,75,100)**	15,24,46,872
Other Income	17	**1,08,05,099**	1,32,94,136
Total (A)		**(5,70,001)**	16,57,41,008
EXPENSES			
Operational Cost	18	**-**	9,56,23,663
(Increase) / Decrease in Inventory		**(1,13,75,100)**	13,00,09,952
Employee Benefit Expenses	19	**9,84,317**	6,14,344
Other Expenses	20	**92,21,109**	1,34,98,839
Finance Cost	21	**13,47,71,705**	12,24,57,081
Depreciation	2	**23,14,69,745**	23,98,06,577
Total (B)		**36,50,71,776**	60,20,10,457
Profit / (Loss) before Exceptional Item and Tax C=(A-B)		**(36,56,41,777)**	(43,62,69,448)
Exceptional Item (D)			
Add: Provision for dimunition in investment in Associate Company (Refer Note No. 43)		**-**	8,88,01,000
Less: Provision for dimunition in investment of Associate Company reversed (Refer Note No. 43)		**-**	(8,88,01,000)
Add: Sundry Credit Balances w/back (Refer Note No. 32)		**28,48,115**	-
Less: Sundry Debit Balances w/off (Refer Note No. 33)		**(42,54,046)**	-
Less: Impairment of fixed assets (Refer Note No. 34)		**(6,11,210)**	-
Profit / (Loss) before Tax (E)		**(36,76,58,918)**	(43,62,69,448)
Tax Expenses		-	
Current Income Tax		-	-
Short / Excess Income Tax of previous years		**6,04,482**	-
Deferred Tax		-	-
Mat Credit Entitlement		-	-
Total (F)		**6,04,482**	-
Profit/(Loss) after tax G=(E-F)		**(36,82,63,400)**	(43,62,69,448)
Less: Minority Interest (share of Loss) (H)		**(3,898)**	(4,094)
Add / (Less): Share of Profit/(Loss) in Associate (I)		**-**	-
Profit/(Loss) for the year H=(G-H+I)		**(36,82,59,502)**	(43,62,65,354)
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss			
a) Re-measurment of defined benefit obligation		**(11,736)**	13,62,021
b) Income Tax relating to items that will not be reclassified to Profit & Loss		**-**	-
		(11,736)	(13,62,021)
Items that will be reclassified to Profit & Loss			
Income Tax relating to items that will not be reclassified to Profit & Loss		**-**	-
		-	-
Total		**(11,736)**	(13,62,021)
Total Comprehensive Income for the year		**(36,82,71,238)**	(43,76,27,375)
Basic and Diluted Earning Per Share	23	**(10.54)**	(12.48)
Significant Accounting Policies 1			

Accompanying notes are integral parts of the Financial Statements

As per our report of even date

For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

a. EQUITY SHARE CAPITAL

Particulars	Amount (Rs.)
As at 1 April, 2018	34,94,45,000
Changes in equity share capital	
As at 1 April, 2019	34,94,45,000
Changes in equity share capital	-
As at 31 March, 2020	**34,94,45,000**

b. OTHER EQUITY

Particulars	Other Equity				
	Reserve and Surplus			Other Comprehensive Income	Total other Equity
	Securities Premium	General Reserve	Retained Earnings		
As at 1 April, 2018	37,98,95,743	20,25,98,685	(44,41,04,849)	12,92,178	13,96,81,757
Add : Provision for dimunition in investment of associate company (Refer Note No. 43)	-	-	8,88,01,000	-	8,88,01,000
Less : Provision for dimunition in investment of associate company reversed due to error of FY 2018-2019 (Refer Note No. 43)	-	-	(8,88,01,000)	-	(8,88,01,000)
Total Comprehensive Income for the year	-	-	(43,62,65,354)	(13,62,021)	(43,76,27,375)
As at 1 April, 2019	37,98,95,743	20,25,98,685	(88,03,70,203)	(69,843)	(29,79,45,618)
Reversal of previous years bank interest recognised as per Ind-AS 109, due to current classification of secured loans	-	-	(52,78,081)	-	(52,78,081)
Total Comprehensive Income for the year	-	-	(36,82,59,502)	(11,736)	(36,82,71,238)
As at 31st March, 2020	**37,98,95,743**	**20,25,98,685**	**(1,25,39,07,786)**	**(81,579)**	**(67,14,94,937)**

Note:

Purpose of each reserve within "Other Equity" head is as follows :-

Securities premium account represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Act.

General reserve represents an appropriation of profits by the Company, which can be utilised for purposes such as dividend payout etc.

Balance in Retained Earnings comprises of prior years' undistributed earnings after taxes, which can be utilised for purposes such as dividend payout etc.

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020

	Particulars	For the Year ended 31.03.2020 (₹)	For the Year ended 31.03.2019 (₹)
A	**Cash flow from Operating Activities:**		
	Profit / (Loss) before Tax as per Statement of Profit and Loss Account	**(36,76,58,918)**	(52,50,70,449)
	Adjustment for:		
	Exceptional Items	**-**	8,88,01,000
	Defined Benefit Obligation appearing under other Comprehensive Income	**(11,736)**	(13,62,021)
	Depreciation	**23,14,69,745**	23,98,06,577
	Reversal of previous years bank interest recognised as per Ind-AS 109, due to current classification of secured loans	**(52,78,081)**	-
	(Profit) / Loss on sale of fixed assets	**-**	15,98,498
	Operating Profit / (Loss) before Working Capital changes	**(14,14,78,989)**	(19,62,26,395)
	Adjustment for change in working capital:		
	(Increase) / Decrease in Inventories	**(1,13,75,100)**	13,00,09,952
	(Increase) / Decrease in Trade Receivables	**1,73,06,529**	4,94,04,046
	(Increase) / Decrease in Loans & Other Current / Non-Current Assets	**66,12,851**	1,11,77,238
	Increase / (Decrease) in Current Liabilities and Provisions	**13,38,72,051**	33,02,624
	Cash generated from Operations	**49,37,342**	(23,32,535)
	Direct Taxes (Paid)/Refund	**(13,08,071)**	(54,48,811)
	Net Cash (used in)/from Operating Activities	**36,29,271**	(77,81,346)
B	**Cash flow from Investing Activities:**		
	Purchase of Fixed / Intangible Assets	**-**	1,11,27,857
	Net Cash used in Investing Activities	**-**	1,11,27,857
C	**Cash flow from Financing Activities:**		
	Proceeds from Long Term Borrowings	**-**	(69,97,282)
	Net Cash generated from Financing Activities	**-**	(69,97,282)
	Net increase in Cash and Cash equivalents	**36,29,271**	(36,50,771)
	Opening balance of Cash and Cash equivalents	**21,66,029**	58,16,800
	Closing balance of Cash and Cash equivalents	**57,95,300**	21,66,029

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Significant Accounting Policies

1.1 General

The financial statements of the Company comprising of Balance Sheet, Statement of Profit and Loss, Statement of changes in Equity and Cash Flow Statement together with the notes have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") as amended.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

1.2 Use of Estimate

The preparation of financial statements requires management to exercise judgment in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

1.3 Provisions,Contingent Liabilities and Contingent Assets

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

1.4 Fixed Assets

Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition as reduced by accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and attributable cost for bringing the asset to its working condition for its intended use.

Intangible Fixed Assets

Intangible Fixed Assets are carried at cost less accumulated amortisation and impairment losses, if any. The Cost of intangible assets comprises of cost of purchase, production cost and any attributable expenditure on making the asset ready for its intended use.

Capital Work in Progress :

Capital work in progress are assets that are not yet ready for their intended use which comprises cost of purchase and related attributable expenditures.

1.5 Depreciation/Amortisation

Property, Plant and Equipment

Depreciation on Property, Plant and Equipment has been provided based on the useful life as follows:'Depreciation on

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Property, Plant and Equipment has been provided based on the useful life as follows:

No.	Category	Estimated Useful Life
1	Computer	6 years
2	Furniture and Fixtures	10 Years
3	Plant and Machinery	15 Years
4	Vehicles	8 years

Intangible Fixed Assets

Intangible fixed assets comprising of Business & Commercial right are amortised over a period of 10 years and Software are amortised over a period of 3 years on Pro Rata Basis.

1.6 Inventories

Cassettes and tapes are charged of fully in the year of purchase.

Inventories, if any, are valued at lower of cost or net realisable value. The cost of each episode of program is determined on the basis of average cost. Films under production are valued at cost.

Where carrying amount of inventories does not exceeds recoverable amount in the ordinary course of business or where management does not anticipate any future economic benefit flowing from it appropriate loss has been provided.

1.7 Revenue Recognition

For Content Production and Distribution

Revenue from sale of Business & Commercial rights is recognised when the relevant program/content is delivered/transferred.

In respect of Interest Income, it is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.8 Foreign Currency Transactions

Initial Recognition

Foreign currency transactions are recorded in the reporting currency i.e. rupee value, by applying the exchange rate, between the reporting currency and the foreign currency, to the foreign currency amount at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange Differences

Exchange differences arising on the settlement of monetary items or conversion of monetary items at balance sheet date are recognised as income or expenses.

1.9 Investments

Investments that are intended to be held for more than a year are classified as Non-current investments. The Non-current Investments are carried at cost of acquisition. Provision for diminution in value is made if the decline in the value is other than temporary in the opinion of the management. Current Investments are stated at cost or realisable value whichever is lower.

1.10 Employee Benefits

Defined Benefit Plan

Long term Employee benefits for Defined benefit schemes, such as leave encashment and gratuity, are provided on the basis of actuary valuation taken at the end of each year.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognized in the Statement of Profit and Loss. Remeasurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses (excluding interest on the net defined benefit liability/ (asset)) are recognised in Other Comprehensive Income (OCI). Such remeasurements are not reclassified to the statement of profit and loss, in the subsequent periods.

Other short –term employee benefits are charged to profit & loss account on accrual basis.

1.11 Borrowing Cost

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the EIR.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend, if any, on these preference shares is recognised as finance costs in the Statement of Profit and Loss.

Borrowing costs directly attributable to development of qualifying asset are capitalized till the date qualifying asset is ready for put to use for its intended purpose. All other Borrowing costs are recognized as expense and charged to profit & loss account.

1.12 Leases

Finance lease

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

1.13 Financial Instruments

I) Financial Assets

a Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets , which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

b Subsequent Measurement

Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

c Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Expected credit losses are measured through a loss allowance at an amount equal to:

i) The 12-months expected credit losses (expected credit losses that result from those default events on thefinancial instrument that are possible within 12 months after the reporting date); or

ii) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

d De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is de-recognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

II) Financial Liabilities

a Initial Recognition and Measurement'

All Financial Liabilities are recognized at fair value and in case of borrowings, net of directly attributable cost, Fee of recurring nature are directly recognized in the Statement of Profit and Loss as finance cost.

b For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

1.14 Taxes on Income

Tax expense comprises both current and deferred taxes. Current Tax provision as per Income Tax Act, 1961, is made based on the tax liability computed after considering tax allowances and exemptions at the balance sheet date.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax asset is recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits.

The carrying amount of Deferred Tax Assets are reviewed at each balance sheet date and written down or written up, to reflect the amount that is reasonably or virtually certain, as the case may be, to be realized.

1.15 Earning Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Dilutive earning per shares is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except when the result would be anti-dilutive.

1.16 Impairment of Assets

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

2 PROPERTY PLANT AND EQUIPMENT / OTHER INTANGIBLE ASSETS

(Rupees)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2019	Additions	Deductions	As at 31.03.2020	As at 01.04.2019	Charge for the year	Adjustments	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
Tangible Assets:										Tangible Assets:
Land & Building	45,35,33,168	-	-	45,35,33,168	7,75,88,800	14,83,801	-	**7,90,72,601**	**37,44,60,567**	37,59,44,368
Plant & Machinery and Media Assets	35,98,85,082	-	-	**35,98,85,082**	31,87,19,586	2,59,30,622	-	**34,46,50,208**	**1,52,34,874**	4,11,65,496
Furniture & Fixtures	7,60,92,224	-		**7,60,92,224**	7,08,96,750	10,29,318		**7,19,26,068**	**41,66,156**	51,95,474
Computers	94,34,205	-	-	**94,34,205**	85,19,097	3,03,898	6,11,210	**94,34,205**	-	9,15,108
Sub-total	**96,05,11,303**	**-**	**-**	**96,05,11,303**	**53,72,90,857**	**2,87,47,639**	**6,11,210**	**56,66,49,706**	**39,38,61,597**	**42,32,20,446**
Previous Year	98,05,56,194	-	2,00,44,891	96,05,11,303	50,81,27,396	3,66,73,602	75,10,141	53,72,90,857	42,32,20,446	-
Intangible Assets:										
Business & Commercial Rights	2,35,46,38,357	-	-	**2,35,46,38,357**	1,05,35,38,500	20,27,22,107	-	**1,25,62,60,607**	**1,09,83,77,750**	1,30,10,99,857
Sub-total	**2,36,30,09,203**	**-**	**-**	**2,36,30,09,203**	**1,06,19,09,346**	**20,27,22,107**	**-**	**1,26,46,31,453**	**1,09,83,77,750**	**1,30,10,99,857**
Previous Year	2,36,33,39,203	-	3,30,000	2,36,30,09,203	85,89,14,766	20,31,32,975	1,38,395	1,06,19,09,346	1,30,10,99,857	-
Capital Work-in-progress & Capital Advance									**14,03,44,247**	14,03,44,247

Note :

The Value of Gross block of Vehicles, Software and Sets and Accumulated Depreciation thereon has been removed from Property, Plant and Equipment Schedule in the current year, though their values were disclosed in the audited financials for the year ended March 31, 2019, as the Net Block value of such assets was already Rs. NIL as per audited financials as on March 31, 2019 and such assets are no longer in physical possession of the Company. The total Value of Gross Block and value of Accumulated Depreciation thereon of April 1, 2019 and audited financials as on March 31, 2019 will differ to that extent.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Particulars		As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
3	**Other Non-Current Assets**		
	(Unsecured, Considered good)		
	MAT Credit Entitlement	**1,66,49,270**	1,66,49,359
	Payment against Disputed Income Tax Demand	**5,81,58,969**	5,81,58,969
	Advances and Deposits	**5,42,453**	8,15,909
		7,53,50,692	7,56,24,237
4	**Inventories**		
	Of Film / programmes under Production	**2,71,01,487**	1,57,26,387
		2,71,01,487	1,57,26,387
5	**Trade Receivables, unsecured**		
	Over Six Months		
	- Considered to be Good	**29,90,022**	31,39,837
	Others		
	- Considered Good	**-**	1,71,56,714
		29,90,022	2,02,96,551
6	**Cash and Cash Equivalents**		
	Cash on Hand	**10,588**	46,433
	Balance with Scheduled Banks in		
	- Current Accounts	**57,84,712**	21,19,596
		57,95,300	21,66,029
7	**Short Term Loans & Advances**		
	(Unsecured and Considered Good)		
	Loans, Advances and other receivables	**26,600**	46,97,557
		26,600	46,97,557
8	**Other Current Assets**		
	Interest Receivable	**2,68,348**	2,31,772
	Balances with Revenue Authorities	**2,01,88,148**	2,05,85,002
		2,04,56,496	2,08,16,774

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Particulars	As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
9 Share Capital		
Authorized		
4,61,00,000 (P.Y. 4,61,00,000) Equity shares of Rs.10/- each	**46,10,00,000**	46,10,00,000
24,00,000 (P.Y. 24,00,000) Preference shares of Rs.10/- each	**2,40,00,000**	2,40,00,000
	48,50,00,000	48,50,00,000
Issued, Subscribed and Paid-Up		
3,49,44,500 (P.Y. 3,49,44,500) Equity shares of Rs.10/- each. fully paid up	**34,94,45,000**	34,94,45,000
Total	**34,94,45,000**	34,94,45,000

Terms and Rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General meeting.

The reconciliation of the number of equity shares outstanding and the amount of share capital as at March 31, 2020 is set out below:

Particulars	As at 31/03/2020		As at 31/03/2019	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the Year	**3,49,44,500**	**34,94,45,000**	3,49,44,500	34,94,45,000
Add:- Issued During the year	**-**	**-**	**-**	-
Outstanding at the end of the year	**3,49,44,500**	**34,94,45,000**	3,49,44,500	34,94,45,000

The details of shareholder holding more than 5% equity shares is set out below:

Name of the shareholder	As at 31/03/2020		As at 31/03/2019	
	Numbers	%	Numbers	%
Indian Overseas Bank Ltd.	**41,72,500**	**11.94%**	41,72,500	11.94%
Markand Adhikari	**24,89,730**	**7.12%**	24,89,730	6.24%
Gautam Adhikari	**21,78,829**	**6.24%**	21,78,829	6.24%
Global Showbiz Pvt.Ltd	**19,00,000**	**5.44%**	19,00,000	5.44%
Aranav Trading And Investment P.Ltd	**23,18,214**	**6.63%**	23,18,214	6.63%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Particulars		As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
10	**Provisions**		
	Provision for Employee Benefits		
	- Provision for compensated absences	**50,313**	43,634
	- Provision for Gratuity (net)	**40,516**	10,343
		90,829	53,977
11	**Other non current liabilities**		
	Membership Contribution	**1,38,35,261**	1,38,35,261
		1,38,35,261	1,38,35,261
12	**Borrowings**		
	Other Financial Liabilities		
	2,361,068 (2,361,068) 0.01% Non Convertable Non Cumulative Redeemable Preference Shares of Rs.10/- each fully paid up	**2,36,10,680**	2,36,10,680
		2,36,10,680	2,36,10,680

Terms and Rights attached to Preference Shares:

The Company has one class of preference shares having a par value of Rs. 10/- per share. These shares do not carry any voting rights

These shares are non cumulative, non convertible, non participating and are carrying 0.01% per annum rate of dividend. These shares are redeemable at par and the redemption would be at the discretion of Board of Directors of the Company any time after the 7th Anniversary but not later than 10th Anniversary.

13	**Trade Payables**		
	Other than Acceptance	**2,51,49,084**	3,20,04,437
		2,51,49,084	3,20,04,437
	*Refer Note 41 forming part of financial statements relating to disclosure of MSME vendors.		
14	**Other Financial Liabilities**		
	Term Loans	**1,75,19,06,777**	1,61,20,08,707
	Unclaimed Dividend *	**2,59,363**	2,60,334
	(* Kept in a separate Bank A/c)		
		1,75,21,66,140	1,61,22,69,041

* The term loans have been recalled by lenders during the previous financial years, hence these loans have been classified under "current" liability in the current and previous financial year. These term loans has been primarily secured by way of first / exclusive charge on the Business & Commercial rights acquired from the proceeds of the respective loan. These loans are collaterally secured by assets belonging to promoter group and promoter directors, tangible assets and investments of the company. These loans are further guaranteed by personal / corporate guarantee of promoter group and promoter directors of the company

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Particulars		As at 31st March, 2020 (₹)	As at 31st March, 2019 (₹)
15	**Other Current Liabilities**		
	Advances and Deposits received	**27,00,000**	27,00,000
	Other liabilities	**35,526**	4,27,562
	Other Payable	**14,49,61,513**	14,47,48,657
	-	**14,76,97,039**	14,78,76,219

Note:- During the last and current financial years, some of the banks has invoked the pledged shares of promoter and promoter group companies amounting to Rs 102,402,399/- (P.Y Rs 102,302,228/-) which was subsequently sold by the banks and adjusted against the outstanding bank loan / interest liability, the proceeds of which have been treated as loan received during the year from promoter and promoter group companies and the balance Rs.42,446,430(P.Y Rs. 42,446,430/-) is loans received from promoters of the company.

16	**Provisions**		
	For Expenses	**15,38,396**	5,72,489
		15,38,396	5,72,489

Particulars		For the Year ended 31.03.2020 (₹)	For the Year ended 31.03.2019 (₹)
17	**Other Income**		
	Interest and Dividend Income	**39,376**	2,800
	Rent and other Income	**1,07,65,723**	1,32,91,336
		1,08,05,099	1,32,94,136
18	**Operational Cost**		
	Programme Purchase and Production Cost	**-**	9,56,23,663
		-	9,56,23,663
19	**Employee Benefit Expenses**		
	Salaries & Allowances etc.	**9,06,779**	3,85,828
	Director Remuneration	**-**	2,00,000
	Contribution To Provident Fund & Others Fund	**77,538**	-
	Staff Welfare Expenses	**-**	28,516
		9,84,317	6,14,344

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Particulars		For the Year ended 31.03.2020 (₹)	For the Year ended 31.03.2019 (₹)
20	**Other Expenses**		
	Electricity Charges	**1,38,805**	1,48,530
	Communication Expenses	**10,555**	11,66,345
	Insurance Charges	**1,06,925**	6,60,709
	Rent, Rates & Taxes	**18,48,002**	10,15,433
	Repairs & Maintenance	**1,74,744**	4,54,819
	Traveling & Conveyance	**5,735**	3,26,104
	Legal & Professional Charges	**41,54,778**	43,59,032
	Printing & Stationery	**15,875**	18,455
	Security Charges	**6,28,742**	7,41,700
	Office Expenses	**-**	18,141
	Listing Expenes	**7,06,664**	-
	General Expenses	**5,18,484**	20,27,112
	Audit Fees	**5,11,800**	5,00,000
	Loss on Sale of fixed Assets	**-**	15,98,498
	Business Promotion Expenses	**-**	4,63,961
	Prior Period Expenses	**4,00,000**	-
		92,21,109	1,34,98,839
21	**Finance Cost**		
	Bank Interest	**13,46,14,119**	12,19,44,371
	Others	**1,57,586**	5,12,710
		13,47,71,705	12,24,57,081

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

22 The Subsidiaries, associate considered in the consolidated financial statements

Name of Subsidiary & Associate	Financial year of Subsidiary Ended on	Extent of Holding/Interest	Country of Incorporation
Westwind Realtors Pvt.Ltd	31st March, 2020	66.96%	India
SAB Media Networks Pvt Ltd	31st March, 2020	48.00%	India

23 Basic and Diluted Earning Per Share

Particulars	31.03.2020	31.03.2019
Net Profit / (Loss) attibutable to equity shareholders	**(36,82,59,502)**	(43,62,65,354)
Weighted average Number of Shares outstanding during the year		
(Face Value Rs.10 per share)	**3,49,44,500**	3,49,44,500
Basic and Diluted Earning Per share (Rupees)	**(10.54)**	(12.48)

24 Related Party Disclosures

a) List of Related Parties & Relationship:

i. Associate Concern

SAB Media Networks Pvt Ltd.	Associate Concern

ii. Key Management Personnel (KMP)

Markand Adhikari	Chairman & Managing Director
Komal Jhamnani	Company Secretary
Latasha Jadhav	Chief Financial Officer till May 26, 2020

iii. Relative of Key Management Personnel

Late Mr. Gautam Adhikari

iv. Others

TV Vision Ltd.	KMP having significant influence
Global Showbiz Pvt. Ltd.	KMP having substantial interest
Prime Global Media Pvt. Ltd.	KMP having substantial interest
Sab Events & Governance Now Media Ltd.	KMP having substantial interest

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

b) Transaction with Related Parties:

Nature of Transaction		Subsidiaries	Key Management Personnel	Relative of Key Management Personnel	Associate Concern / others	Total (₹)
Other Income / Revenue Received		**-**	**-**	**-**	**1,07,65,723**	**1,07,65,723**
	(P.Y)	-	-	-	(2,00,91,450)	(2,00,91,450)
Payment towards service/		**5,15,945**	**3,41,337**	**-**	**-**	**8,57,282**
Remuneration	(P.Y)	(6,27,073)	(7,32,554)	-	(-)	(13,59,627)
Outstanding Balance		**-**	**2,81,38,159**	**4,37,28,856**	**7,56,81,814**	**14,75,48,829**
included in current Liability	(P.Y)	-	(2,81,38,159)	(4,37,28,856)	(7,82,81,643)	(15,01,48,658)
Outstanding Balance		**-**	**-**	**-**	**-**	**-**
included in current assets	(P.Y)	-	-	(-)	(8,10,731)	(8,10,731)

25 Employee Benefits Plan

Defined Contribution Plan

Contribution to Defined Contribution plans are recognised and charged off for the year are as under :

Particulars	**31.03.2020**	31.03.2019
Employers Contribution to Provident Fund	**69,837**	82,752

Defined Benefit Plan

Employees gratuity and leave encashment scheme is defined benefit plan. The present value of obligation is determined based on actuarial valuation using projected unit credit method which recognised each period of service as giving rise to additional need of employee benefit entitlement and measures each unit seperately to build up the final obligation.

(₹)

Particulars	Gratuity - Funded		Leave Encashment- Non Funded	
	31.03.2020	31.03.2019	**31.03.2020**	31.03.2019
A) Reconciliation of Opening and closing balance of defined benefit obligation				
Defined Benefit obligation at the beginning of the year	**97,854**	24,98,273	**52,313**	19,34,162
Current Service Cost	**8,654**	5,637	**13,063**	28,097
Interest Cost	**7,420**	1,93,616	**3,694**	1,44,890
Acturial (Gain)/Loss	**11,517**	(13,77,748)	**28,440**	(9,81,332)
Benefits Paid	**-**	(12,21,924)	**(47,195)**	(10,73,504)
Defined Benefit Obligation at year end	**1,25,445**	97,854	**50,315**	52,313

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(₹)

Particulars	Gratuity - Funded		Leave Encashment- Non Funded	
	31.03.2020	31.03.2019	**31.03.2020**	31.03.2019
B) Reconciliation of Opening and closing balance of fair value of assets				
Fair Value of Plan assets at the beginning of the year	**78,857**	4,79,358	**-**	-
Expected return on plan assets	**6,291**	37,150	**-**	-
Acturial Gain/(Loss)	**(219)**	(15,727)	**-**	-
Employer Contribution	**-**	8,00,000	**-**	-
Benefits Paid	**-**	(12,21,924)	**-**	-
Fair Value of plan assets at year end	**84,929**	78,857	**-**	-
Actual return on plan assets	**-**	-	**-**	-
C) Reconciliation of Fair Value of assets and Obligation				
Fair Value of Plan Assets as at 31st March	**84,929**	78,857	**-**	-
Present Value of obligation as at 31st March	**1,25,445**	97,854	**50,315**	52,313
Amont Recognised in Balance Sheet	**40,516**	18,997	**50,315**	52,313
D) Expenses recognised during the year				
Current Service Cost	**8,654**	5,637	**13,063**	28,097
Interest Cost	**1,129**	1,56,466	**3,694**	1,44,890
Expected return on plan assets	**219**	15,727	**-**	-
Acturial (Gain)/Loss	**11,517**	(13,77,748)	**28,440**	(9,81,332)
Net Cost	**21,519**	(11,99,918)	**45,197**	(8,08,345)
E) Actuarial Assumption				
Mortality Table (LIC)	Indian Assured Lives Mortality (2006-08) Ultimate		Indian Assured Lives Mortality (2006-08) Ultimate	
Discount Rate (Per Annum)	6.85%	7.70%	6.85%	7.70%
Expected Rate of Return on Plan Assets (Per Annum)	-		-	
Rate of Escalation in Salary (Per Annum)	5%	5%	5%	5%

26 Deferred Tax Liability (net)

Particulars	31.03.2020	31.03.2019
Tax effect of items constituting Deferred Tax Liability		
On difference between book balance and tax balance of Fixed Assets	**15,62,07,919**	15,62,07,919
	15,62,07,919	15,62,07,919
Tax effect of items constituting Deferred Tax Assets:		
On Unabosorbed Depreciation Loss	**3,54,85,134**	3,54,85,134
Leave Encashment	**6,79,348**	6,79,348
Others	**10,23,845**	10,23,845
	3,71,88,326	3,71,88,326
Net Deferred Tax Liability	**11,90,19,593**	11,90,19,593

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

27 Auditors' Fees (excluding Tax)

Particulars	31.03.2020	31.03.2019
Statutory Audit Fees	**5,10,000**	5,10,000
Others*(Included in Professional Charges)	**1,95,000**	45,000
Total	**7,05,000**	5,55,000

28 Contingent Liability and Commitments
Contingent Liability
(To the extent not provided for)

Particulars	31.03.2020	31.03.2019
a) Income Tax demand and Penalty (net of payments)	**35,08,701**	35,08,701

Capital & Other Commitments

As on Balance sheet date there is no outstanding Capital Commitments.

29 Fair Values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

Particulars	Carrying Values		Fair Values	
	As at March 31, 2020	As at March 31, 2019	**As at March 31, 2020**	As at March 31, 2019
Financial Assets	-	-	-	-
Financial Liabilities				
Borrowings	**1,75,19,06,777**	1,61,20,08,707	**1,75,19,06,777**	1,61,20,08,707

The management assessed that fair value of cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

30 The Company had sold movie rights in October 2018 to some customers but due to problem in quality of those rights, the payment for such rights was in dispute and had not been received from the customers. Such defective / bad quality movie rights were returned by the customers during the quarter ended December 31, 2019 and the same is accounted as Sales Return in the books and included in inventories of the Company, due to which Revenue from Operations is reflecting a negative balance in the financial year 2019-2020.

31 The Company has been admitted in National Company Law Tribunal (NCLT) on 20th December 2019 – Order no. – CP (IB) No. 4374/I&B/MB/2018, as per the order the company is under Corporate Insolvency Resolution process (CIRP) with Resolution professional namely "Mr. Vijendra Kumar Jain" having IP registration No. IBBI/IPA-001/IP-P00721/2017-2018/11253 and the management of the affairs of the Corporate Debtor (Sri Adhikari Brothers Television Network Limited) vests with the Resolution Professional.

32 The Management has been following up with various vendors for payment since a long period of time, however since there is no correspondence received from any of such creditors regarding their respective payment, the Company, as a part of its policy, has decided to write back Rs. 28,48,115/- during the year ended March 31, 2020. The claim, if any, raised by any such creditor in future will be paid and expensed in that financial year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

33 The Management has been following up with various debtors for outstanding receivables since a long period of time, however since there is no correspondence received from any of such debtors, the Company, as a part of its policy, has decided to write off Rs. 42,54,046 /- during the year ended March 31, 2020. The receipt, if any, received by any such debtor in future will be accounted as income in that financial year.

34 The Company has during the during the year ended March 31, 2020, impaired in its books of accounts, computers having written down value of Rs. 6,11,210 /- as the management is of the view that such computers do not have any realisable value.

35 Financial Risk Management

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a core Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

A) Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities.The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2018 and 31st March, 2017. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

B) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings and deposits.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This risk exist mainly on account of borrowings of the Company. However, all these borrowings are at fixed interest rate and hence the exposure to change in interest rate is insignificant.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk as at the respective reporting dates.

Price Risk

The Company is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

C) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and other financial assets.

i) Trade Receivables

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major trade receivables.

ii) Other Financial Assets

Credit risk from balances with banks and financial institutions is managed by the Company in accordance with the Company's policy. Investments of surplus funds are made only in highly marketable debt instruments with appropriate maturities to optimise the cash return on instruments while ensuring sufficient liquidity to meet its liabilities.

D) Excessive Risk Concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry. In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

36 The suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under section 19 of IBC. These accounts are as prepared by the suspended management. The suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter ended and financial year ended March 31, 2020 are prepared, has refused to sign the Financials by an email dated 28th July, 2020.

37 RP has instituted a transaction audit of the company for 5 years to be conducted by Forensic Auditor namely, M/s. Shambhu Gupta & Co. who could not complete the audit due to non-cooperation from the suspended management. These results will be subject to findings of the Forensic Auditor.
Further, as part of CIRP, Resolution Professional has appointed valuers for valuing the assets of the company. The valuation of the fixed assets, intangible assets, financial assets and inventory as disclosed in the financials of FY 2019-20 are subject to the valuation reports of the valuers.

38 The amount of total term loans included in Other Financial Liabilities amounts to Rs. 175,19,06,776 in the books of account, whereas the amount of total claims received by the RP from the financial creditors amount to Rs. 194,98,88,488 (excluding corporate guarantees) which includes interest/ penalty calculated upto CIRP admission date. Corporate guarantee claims received from the banks by RP amount to Rs. 4,28,28,25,736 (including interest/ penalty calculated upto CIRP admission date). However, these have not been provided for in the books of accounts.The RP has further received and accepted claims from operational creditors and employees amounting to Rs. 10,19,182.

Further, some of the banks have not charged the interest from the date the account has been classified as non performing, no provision has been made in books of accounts in the financial result for the quarter and twelve month ended March 31, 2020.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

39 The suspended management leased out floors- 1st, 4th, 5th, 6th and 7th to related parties namely, M/s. TV Vision Limited and M/s. SAB Events and Governance Now Media Limited, during F/Y 2018-19, after the company account became NPA with the Banks, without taking NOC from these Banks. This is a non-compliance of the mortgage documents executed with the respective Banks. The Leave and License terms have been agreed to favour the related parties and are against the interest of the company. Resolution Professional has served the Licensee with a Leave and License termination notice to terminate the leases, to protect the interest of the company.An application is issued on behalf of Mr. Markand Adhikari before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and Licence Notice on behalf of the Company to the Licensee. The outcome of such application cannot be ascertained as on date.

40 The RP of the Company has invited Expression of Interest from prospective investors to find a resolution to the current default situation of the company, on the basis of which the accounts have been prepared on going concern concept.

41 The Suspended Director, Mr. Markand Adhikari has filed an Application in NCLAT challenging the orders of NCLT, Mumbai Bench, admitting the CIRP of the Company. Another application is filed before Hon'ble NCLT, Mumbai Bench, on behalf of Mr. Markand Adhikari, seeking substitution / change of the Resolution Professional under section 7(3)(B) of the Insolvency and Bankruptcy Code, 2016

42 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

Company has not received any confirmation from its vendors that whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006, hence the amounts unpaid at the year end together with interest paid / payable under this Act cannot be identified.

43 The Company had provided for dimunition of investment in equity shares of Associate company amounting to Rs. 8,88,01,000 /- in standalone financial statements as on March 31, 2019, however in consolidated financials since the investment in associate company had already been NIL as on March 31, 2019, the same was erroneously adjusted in the equity / reserves of consolidated financial statements as on March 31, 2019. The same is corrected in the current financial year in the consolidated financial statements for the year ended March 31, 2019 and has now been disclosed appropriately as the definition of error as per IND-AS 8 as it pertains to the previous year 2018-2019, appropriate adjustment has been made in Other Equity and Profit and Loss for the year ended March 31, 2019. The loss and other equity of financial year 2018-2019 in this comparative financial statements and audited annual accounts of March 31, 2019 will differ to that extent.Further, financials as on 1st April, 2018 is not disclosed as per requirements of IND-AS 8, as the error is pertains to financial year 2018-2019 and appropriate dislosure / adjustments has been made in consolidated financials of FY 2018-2019.

44 The previous year figures have been regrouped/reclassified whereever considered necessary to correspond with current year clasification / disclosure.

As per our report of even date
For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

Sandeep Parikh
Membership No: 039713
Mumbai
Date: 30th July ,2020

For Sri Adhikari Brothers Television Network Limited

Vijendra Kumar Jain
Resolution Professional

Komal Jhamnani
Company Secretary & Compliance Officer

Form AOC-1

Statement containing salient features of the Financial Statement of Subsidiary Companies/Associate Companies/ Joint Ventures

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014

Part A - Subsidiary Companies

(Amounts in ₹)

Particulars	**1**
Name of the Subsidiary(ies)	**Westwind Realtors Private Limited (WRPL)**
The date since when subsidiary was acquired	31.05.2000
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31.03.2020
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
Share Capital	10,000,000
Other Equity	(1,72,198)
Total Assets	4,99,24,522
Total Liabilities	4,00,96,720
Investments (except in subsidiary companies)	NIL
Turnover	-
Profit/(Loss) before Taxation	(11,800)
Provision for Taxation	-
Profit /(Loss) after Taxation	(11,800)
Proposed Dividend	-
% of shareholding	66.96

1 Names of subsidiaries which are yet to commence operations: None

2 Names of subsidiaries which have been sold / liquidated / demerged during the year: None

For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

For Sri Adhikari Brothers Television Network Ltd
(Company under Corporate Insolvency Resolution Process)

Sandeep Parikh
Membership No: 039713

Resolution Professional
(IBBI/IPA-001/IP- P00721/2017- 18/11253)

Komal Jhamnani
Company secretary &
Compliance Officer
ACS No.:59224

Place:Mumbai
Date:30th July, 2020

Part B - Associate Companies

Particulars	SAB Media Networks Private Limited (SAB Media)
Date on which it became associate	31.03.2016
Latest Audited Balance Sheet Date	31.03.2020
Shares of Associate held by the Company on the year end	
Number of Shares held	8,880,098
Amount of Investment in Associates / Joint Ventures (In ₹)	88,800,980
Extent of Holding %	48.00
Description of how there is significant influence	Shares held in the Company
Reason why the associate / joint venture is not consolidated	Not Applicable
Net worth Attributable to shareholding as per latest audited Balance Sheet (Amount in ₹)	(32,49,83,866)
Profit / Loss for the year	(14,87,86,048)
Considered in Consolidation (Amount in ₹)	-
Not Considered in Consolidation (Amount in ₹)	(14,87,86,048)

1 Names of associates which are yet to commence operations: NIL

2 Names of associates/joint ventures which have been liquidated or sold during the year: None

For P.PARIKH & ASSOCIATES
Chartered Accountants
FRN: 107564W

For Sri Adhikari Brothers Television Network Ltd
(Company under Corporate Insolvency Resolution Process)

Sandeep Parikh
Membership No: 039713

Resolution Professional
(IBBI/IPA-001/IP- P00721/2017- 18/11253)

Komal Jhamnani
Company secretary &
Compliance Officer
ACS No.:59224

Place:Mumbai
Date:30th July, 2020

Statement on Impact of Audit Qualifications for the Financial Year ended March 31,2020 (Standalone)
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.	Sl.	Particulars	Audited Figures (as reported before adjusting for qualifications) Rs. In Lakhs	Adjusted Figures (audited figures after adjusting for qualifications) Rs. In Lakhs
	1.	Turnover/Total income	-5.70	-5.70
	2.	Total Expenditure including Exceptional Item	3,670.77	59,762.82
	3.	Net Profit/(Loss) before tax	-3,676.47	-59,768.52
	4.	Earnings Per Share	-10.54	-0.0017
	5.	Total Assets	17,476.28	6,194.68
	6.	Total Liabilities	20,695.63	65,506.07
	7.	Net Worth	-3,219.35	-59,311.39
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
		The Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") in an Order dated December 20, 2019 admitted an Insolvency and Bankruptcy petition filed by one of the secured lenders against Sri Adhikari Brothers Television Network Limited and appointed Mr. Vijendra Kumar Jain to act as Resolution Professional (RP) to carry the functions as mentioned under Insolvency and Bankruptcy Code, 2016. Pursuant to the order of Hon'ble NCLT initiating Corporate Insolvency Resolution Process ("CIRP"), the powers of the Board of Directors stand suspended and such powers are exercisable by Resolution Professional (RP). As informed by the Resolution Professional, the suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under section 19 of IBC. These Financials are as prepared by the suspended management. The suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter ended and financial year ended March 31, 2020 are prepared, has refused to sign the Financials by an email dated 28th July, 2020. Resolution Professional has added qualifications to the above effect in the Notes to the Financials. Accordingly, the Resolution Professional (RP) is not able to comment on the below qualifications.		
II.	**Audit Qualification (each audit qualification separately):**			
1	**a.**	**Details of Audit Qualification: Written management representation as per SRE 2410 and SA 580 not provided.** We are not able to judge solely on the basis of verification of other audit evidences obtained during the course of audit whether the management has fulfilled its responsibility for the preparation of the financial statements in accordance with the applicable financial reporting framework. Further, we had also requested the management to give a written representation that it has provided us with all the relevant information during the audit and whether all the transactions have been properly recorded and reflected in financial statements, however the management has not provided all such written representations as required by SRE 2410 and as per Standard on Auditing SA 580, as a result we are unable to obtain sufficient appropriate audit evidence. The possible effects of such inability on the financial statements are not confined to specific elements, any accounts or items of financial statements and hence we conclude this condition to be pervasive, in our professional judgment, due to which we have issued adverse opinion on the financial statements in such circumstances as required by Standard on Auditing SA 705 (Revised).		
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion		
	c.	**Frequency of qualification:** Whether appeared first time / repetitive / since how long continuing: First Time		
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA		
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** i. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:		

2	a.	**Details of Audit Qualification: Unable to obtain sufficient and appropriate audit evidence regarding management use of the going concern of accounting in the preparation of financial results.** ii) We draw attention to Note No. 6 forming part of financial results regarding preparation of accounts on going concern basis notwithstanding the fact that loans have been recalled back by secured lenders, current liabilities are substantially higher than the current assets, issue of notices under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, recovery proceedings initiated with debt recovery tribunal and taking over symbolic possession of immovable properties by the secured lenders of the Company and invocation of Corporate Guarantees which was given by the Company relating to its related group companies, initiation of Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016, termination of leave and licence agreement notices sent to lessees in the subsequent financial year, substantial losses incurred by the Company for the quarter and period ended March 31, 2020 and previous financial years and negative Total Equity of Rs. 32,19,34,869/- as on March 31, 2020. Further, attention is drawn to Order dated 17.01.2020 by Hon'ble NCLAT, New Delhi, wherein it is stated that the RP has to ensure that the Company continues to remain as a going concern and will have to take the assistance of the suspended management. The appropriateness of assumption of going concern is mainly dependent on the company's ability to generate growth in cash flows in future, to meet its obligation. However, we are unable to obtain sufficient and appropriate audit evidence regarding management using principle of going concern in the preparation of financial results, in view of the initiation of Corporate Insolvency Resolution Process, the outcome of which cannot be ascertained as on date and uncertainty relating to other matters stated hereinabove. Further, as represented by RP in Committee of Creditors (CoC) meeting dated June 20, 2020 wherein it was decided that since the current leases are causing many hindrances, as mentioned in minutes of the said CoC meeting, in finding a resolution to the Company's current situation, the RP has served termination of Leave and License agreement notices to the lessees in the subsequent financial year in the interest of the Company. However, an application is issued on behalf of Mr. Markand Adhikari before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and Licence Notice on behalf of the Company to the lessees. The outcome of such application cannot be ascertained as on date.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
3	a.	**Details of Audit Qualification: Non Provision of Interest on loan.** Due to defaults in repayment of loans taken from Bank/s, the Account of the Company has been classified as Non-Performing Asset by Banks in the previous financial years and except two Banks, other Banks have not charged the interest / reversed the unpaid interest charged from the date the account has been classified as non-performing. No provision has been made in the books of accounts maintained by the Company for interest / penal interest, if any, on these term loans amounting to Rs. 19,79,81,711/- as on March 31, 2020, hence to that extent, finance cost, total loss for the year ended March 31, 2020, Negative "Other Equity" balances (as it includes interest expense of previous financial years) and current financial liabilities are understated by Rs. 19,79,81,711/- as on March 31, 2020. The said amount of Rs. 19,79,81,711/- is the difference between claims amounting to Rs. 1,94,98,88,488/- (including interest) received from banks by RP and amount of loan outstanding from banks amounting to Rs.175,19,06,777/- reflected in books of accounts of the Company as on March 31, 2020.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** Repetitive
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:

4	a.	**Details of Audit Qualification: Understatement of Trade Payables.** The Company / RP has received claims from Operational Creditors and employees amounting to Rs. 10,19,182 /- which has been accepted, however Rs. 7,82,303/- is the balance outstanding as per books as on March 31, 2020 for such creditors and employees. The loss for the year ended March 31, 2020 and Trade Payables are understated to the extent of Rs. 2,36,879 /- as on March 31, 2020.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
5	a.	**Details of Audit Qualification: Impairment in the value of intangible business and commercial rights.** The aggregate carrying value of Business and Commercial rights in the books of the Company as on March 31, 2020 is Rs. 109,83,77,750/-. There is no revenue generation from monetization of these assets during the quarter and period ended March 31, 2020 due to which the Company has incurred substantial losses during the quarter and period ended March 31, 2020 and previous financial years. There is a strong indication of impairment in the value of these business and commercial rights and therefore we are of the opinion that the impairment loss of Rs. 109,83,77,750/- should be provided on all such assets in the books of accounts of the Company as on March 31, 2020. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** Repetitive
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
6	a.	**Details of Audit Qualification: Non Provision of Loss allowances on Financial Guarantee Contracts.** The Company has not provided for loss allowances on financial guarantee contracts amounting to Rs. 4,28,28,25,736/- (including interest / penalty calculated upto CIRP admission date) given by the Company on behalf of its related group companies which is to be recognized as required by Indian Accounting Standard (IND-AS 109). The financial liabilities of the Company and net loss for the quarter and period ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:

7	a.	**Details of Audit Qualification: Overstatement of Inventories.** The Company's inventories are carried in the Balance Sheet at Rs. 2,71,01,487/- as on March 31, 2020. The Management has not stated the inventories at the lower of cost and net realizable value but has stated them solely at cost, which constitutes a departure from Indian Accounting Standard-2- Inventories (Ind AS-2). As the inventories of the Company consist of rights which are returned by the customers due to defect in quality of such rights and it also consist of such inventory which are non-moving for a long period of time, we are of the opinion that the net realizable value of inventories is NIL as on March 31, 2020. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification:** Whether appeared first time / repetitive / since how long continuing: First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
8	a.	**Details of Audit Qualification: Impairment of Assets.** The impact of impairment of all other Tangible assets in Property, Plant and Equipment amounting to Rs. 37,76,89,098/- and Capital Work in Progress amounting to Rs. 14,03,44,247 /- should have been accounted in the books of accounts by the Company at the year ended March 31, 2020 after the physical verification of all such assets and by ascertaining the Fair Market Value of such assets by appointing a third party expert valuers and doing a valuation of the same. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
9	a.	**Details of Audit Qualification: Non Provision for Doubtful Debts** No provision for doubtful debts for the sum of Rs. 26,81,000 /- has been made in books of accounts as on March 31, 2020 as per expected credit loss method prescribed under IND-AS 109 for amount recoverable from a debtor which is doubtful of recovery. The losses and current liabilities of the Company are understated as on March 31, 2020 to the extent of Rs. 26,81,000 /-.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:

III.	**Signatories:**	
	• Resolution Professional	Sd/-
	• Statutory Auditor	Sd/-
	Place: Mumbai Date: 30th July, 2020	

Statement on Impact of Audit Qualifications for the Financial Year ended March 31,2020 (Consolidated)
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.	Sl.	Particulars	Audited Figures (as reported before adjusting for qualifications) Rs. In Lakhs	Adjusted Figures (audited figures after adjusting for qualifications) Rs. In Lakhs
	1.	Turnover/Total income	-5.70	-5.70
	2.	Total Expenditure including Exceptional Item	3,670.89	59,762.93
	3.	Net Profit/(Loss) before tax	-3,676.59	-59,768.63
	4.	Earnings Per Share	-10.54	-0.002
	5.	Total Assets	17,643.04	6,361.44
	6.	Total Liabilities	20,863.54	65,673.98
	7.	Net Worth	-3,220.50	-59,312.54
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-
		The Hon'ble National Company Law Tribunal, Mumbai bench ("NCLT") in an Order dated December 20, 2019 admitted an Insolvency and Bankruptcy petition filed by one of the secured lenders against Sri Adhikari Brothers Television Network Limited and appointed Mr. Vijendra Kumar Jain to act as Resolution Professional (RP) to carry the functions as mentioned under Insolvency and Bankruptcy Code, 2016. Pursuant to the order of Hon'ble NCLT initiating Corporate Insolvency Resolution Process ("CIRP"), the powers of the Board of Directors stand suspended and such powers are exercisable by Resolution Professional (RP). As informed by the Resolution Professional, the suspended management has not handed over the books of accounts and other accounting records and documents, possession of the corporate office, plot at Kandivali, content library (intangible asset), inventories, other fixed assets, original agreements and documents related to Company. Therefore the Resolution Professional has filed a non-cooperation petition with Hon'ble NCLT, Mumbai against the suspended management of the Company under section 19 of IBC. These Financials are as prepared by the suspended management. The suspended Managing Director who is in possession of the Books of Accounts and under whose supervision the Financials for the quarter ended and financial year ended March 31, 2020 are prepared, has refused to sign the Financials by an email dated 28th July, 2020. Resolution Professional has added qualifications to the above effect in the Notes to the Financials. Accordingly, the Resolution Professional (RP) is not able to comment on the below qualifications."		
II.	**Audit Qualification (each audit qualification separately):**			
1	**a.**	**Details of Audit Qualification: Written management representation as per SRE 2410 and SA 580 not provided.** We are not able to judge solely on the basis of verification of other audit evidences obtained during the course of audit whether the management (i.e. RP pursuant to the NCLT order) has fulfilled its responsibility for the preparation of the financial statements in accordance with the applicable financial reporting framework. Further, we had also requested the management to give a written representation that it has provided us with all the relevant information during the audit and whether all the transactions have been properly recorded and reflected in financial statements, however the management has not provided all such written representations as required by SRE 2410 and as per Standard on Auditing SA 580, as a result we are unable to obtain sufficient appropriate audit evidence. The possible effects of such inability on the financial statements are not confined to specific elements, any accounts or items of financial statements and hence we conclude this condition to be pervasive, in our professional judgment, due to which we have issued adverse opinion on the financial statements in such circumstances as required by Standard on Auditing SA 705 (Revised).		
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion		
	c.	**Frequency of qualification:** Whether appeared first time / repetitive / since how long continuing: First Time		
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA		
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:		

2	a.	**Details of Audit Qualification: Unable to obtain sufficient and appropriate audit evidence regarding management use of the going concern of accounting in the preparation of financial results.** ii) We draw attention to Note No. 6 forming part of financial results regarding preparation of accounts on going concern basis notwithstanding the fact that loans have been recalled back by secured lenders, current liabilities are substantially higher than the current assets, issue of notices under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, recovery proceedings initiated with debt recovery tribunal and taking over symbolic possession of immovable properties by the secured lenders of the Company and invocation of Corporate Guarantees which was given by the Company relating to its related group companies, initiation of Corporate Insolvency Resolution Process under Insolvency and Bankruptcy Code, 2016, termination of leave and licence agreement notices sent to lessees in the subsequent financial year, substantial losses incurred by the Company for the quarter and period ended March 31, 2020 and previous financial years and negative Total Equity of Rs. 32,20,49,937/- as on March 31, 2020. Further, attention is drawn to Order dated 17.01.2020 by Hon'ble NCLAT, New Delhi, wherein it is stated that the RP has to ensure that the Company continues to remain as a going concern and will have to take the assistance of the suspended management. The appropriateness of assumption of going concern is mainly dependent on the company's ability to generate growth in cash flows in future, to meet its obligation. However, we are unable to obtain sufficient and appropriate audit evidence regarding management using principle of going concern in the preparation of financial results, in view of the initiation of Corporate Insolvency Resolution Process, the outcome of which cannot be ascertained as on date and uncertainty relating to other matters stated hereinabove. Further, as represented by RP in Committee of Creditors (CoC) meeting dated June 20, 2020 wherein it was decided that since the current leases are causing many hindrances, as mentioned in minutes of the said CoC meeting, in finding a resolution to the Company's current situation, the RP has served termination of Leave and License agreement notices to the lessees in the subsequent financial year in the interest of the Company. However, an application is issued on behalf of Mr. Markand Adhikari before Hon'ble NCLT, Mumbai Bench seeking issuance of appropriate directions to quash the termination of Leave and Licence Notice on behalf of the Company to the lessees. The outcome of such application cannot be ascertained as on date.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
3	a.	**Details of Audit Qualification: Non Provision of Interest on loan.** Due to defaults in repayment of loans taken from Bank/s, the Account of the Company has been classified as Non-Performing Asset by Banks in the previous financial years and except two Banks, other Banks have not charged the interest / reversed the unpaid interest charged from the date the account has been classified as non-performing. No provision has been made in the books of accounts maintained by the Company for interest / penal interest, if any, on these term loans amounting to Rs. 19,79,81,711/- as on March 31, 2020, hence to that extent, finance cost, total loss for the year ended March 31, 2020, Negative "Other Equity" balances (as it includes interest expense of previous financial years) and current financial liabilities are understated by Rs. 19,79,81,711/- as on March 31, 2020. The said amount of Rs. 19,79,81,711/- is the difference between claims amounting to Rs. 1,94,98,88,488/- (including interest) received from banks by RP and amount of loan outstanding from banks amounting to Rs.175,19,06,777 /- reflected in books of accounts of the Company as on March 31, 2020.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** Repetitive
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:

4	a.	**Details of Audit Qualification: Understatement of Trade Payables.** The Company / RP has received claims from Operational Creditors and employees amounting to Rs. 10,19,182 /- which has been accepted, however Rs. 7,82,303/- is the balance outstanding as per books as on March 31, 2020 for such creditors and employees. The loss for the year ended March 31, 2020 and Trade Payables are understated to the extent of Rs. 2,36,879 /- as on March 31, 2020.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
5	a.	**Details of Audit Qualification: Impairment in the value of intangible business and commercial rights.** The aggregate carrying value of Business and Commercial rights in the books of the Company as on March 31, 2020 is Rs. 109,83,77,750/-. There is no revenue generation from monetization of these assets during the quarter and period ended March 31, 2020 due to which the Company has incurred substantial losses during the quarter and period ended March 31, 2020 and previous financial years. There is a strong indication of impairment in the value of these business and commercial rights and therefore we are of the opinion that the impairment loss of Rs. 109,83,77,750/- should be provided on all such assets in the books of accounts of the Company as on March 31, 2020. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** Repetitive
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
6	a.	**Details of Audit Qualification: Non Provision of Loss allowances on Financial Guarantee Contracts.** The Company has not provided for loss allowances on financial guarantee contracts amounting to Rs. 4,28,28,25,736/- (including interest / penalty calculated upto CIRP admission date) given by the Company on behalf of its related group companies which is to be recognized as required by Indian Accounting Standard (IND-AS 109). The financial liabilities of the Company and net loss for the quarter and period ended March 31, 2020 is understated to that extent."
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:

7	a.	**Details of Audit Qualification: Overstatement of Inventories.** The Company's inventories are carried in the Balance Sheet at Rs. 2,71,01,487/- as on March 31, 2020. The Management has not stated the inventories at the lower of cost and net realizable value but has stated them solely at cost, which constitutes a departure from Indian Accounting Standard-2- Inventories (Ind AS-2). As the inventories of the Company consist of rights which are returned by the customers due to defect in quality of such rights and it also consist of such inventory which are non-moving for a long period of time, we are of the opinion that the net realizable value of inventories is NIL as on March 31, 2020. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification:** Whether appeared first time / repetitive / since how long continuing: First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
8	a.	**Details of Audit Qualification: Impairment of Assets.** The impact of impairment of all other Tangible assets in Property, Plant and Equipment amounting to Rs. 39,38,61,597/- and Capital Work in Progress amounting to Rs. 14,03,44,247 /- should have been accounted in the books of accounts by the Company at the year ended March 31, 2020 after the physical verification of all such assets and by ascertaining the Fair Market Value of such assets by appointing a third party expert valuers and doing a valuation of the same. The assets of the Company are overstated and net loss for the quarter and period ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
9	a.	**Details of Audit Qualification: Non Provision for Doubtful Debts** No provision for doubtful debts for the sum of Rs. 26,81,000 /- has been made in books of accounts as on March 31, 2020 as per expected credit loss method prescribed under IND-AS 109 for amount recoverable from a debtor which is doubtful of recovery. The losses and current liabilities of the Company are understated as on March 31, 2020 to the extent of Rs. 26,81,000 /-.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:

10	a.	**Details of Audit Qualification: Impairment in the value of intangible business and commercial rights of the Associate Company.** The aggregate carrying value of Business and Commercial Rights and Channel Development Cost in the books of SAB Media Networks Private Limited as on March 31, 2020 is Rs. 98,47,20,824/-. There is no revenue generation from monetization of these assets during the quarter and year ended March 31, 2020 due to which the Company has incurred substantial losses during the quarter and year ended March 31, 2020 and previous financial years. There is a strong indication of impairment in the value of these Business and Commercial Rights and Channel Development Cost and therefore we are of the opinion that the impairment loss of Rs. 98,47,20,824/- should be provided on all such assets in the books of accounts of the Company as on March 31, 2020. The assets of the Company are overstated and net loss for the quarter and year ended March 31, 2020 is understated to that extent.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** Repetitive
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
11	a.	**Details of Audit Qualification: Non Provision of Interest on loan by the Associate Company** Due to defaults in repayment of loans taken from Bank/s, the Account of SAB Media Networks Private Limited has been classified as Non-Performing Asset by Banks in the previous financial years. Further bank has taken possession and sold the collateral securities belonging to the promoters and its group entities and has invoked the shares pledged as collaterals provided by third party and adjusted sale proceeds of Rs.25,78,01,079/- against the interest liability. No provision has been made in the books of accounts maintained by the Company for interest / penal interest, if any, on these term loans amounting to Rs. 26,81,93,660/- as on March 31, 2020, hence to that extent, finance cost, total loss for the year ended March 31, 2020, Negative "Other Equity" balances (as it includes interest expense of previous financial years) and current financial liabilities are understated by Rs. 26,81,93,660/- as on March 31, 2020.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** Repetitive
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:**
	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** NA I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:
12	a.	**Details of Audit Qualification: Material uncertainty related to Going Concern of Associate Company.** The results of SAB Media Networks Private Limited are prepared on going concern basis notwithstanding the fact that loan accounts are classified as non-performing by bank, loans have been recalled back by secured lenders, current liabilities are substantially higher than the current assets, sale of mortgaged property provided as collateral by promoter and promoter group companies, invocation of part of the shares pledged as collaterals by bank, further as discussed in the Basis of Adverse Opinion paragraph, the carrying value of non-current assets has been fully impaired and also that there is no business activity has been carried out during the financial year under audit and substantial losses incurred by the Company during the year ending March 31, 2020 and previous financial years and negative net worth of Rs. 32,49,83,866 /- as on March 31, 2020. All of the above conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.
	b.	**Type of Audit Qualification :** ~~Qualified Opinion / Disclaimer of Opinion~~ / Adverse Opinion
	c.	**Frequency of qualification: Whether appeared first time / repetitive / since how long continuing:** First Time
	d.	**For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:** NA

	e.	**For Audit Qualification(s) where the impact is not quantified by the auditor:** I. Management's estimation on the impact of audit qualification: NIL ii. If management is unable to estimate the impact, reasons for the same: iii. Auditors' Comments on (i) or (ii) above:	
III.	**Signatories:**		
	• Resolution Professional		Sd/-
	• Statutory Auditor		Sd/-
	Place: Mumbai Date: 30th July, 2020		

SRI ADHIKARI BROTHERS TELEVISION NETWORK LIMITED

CIN: L32200MH1994PLC083853

Registered Office : 6th Floor, Adhikari Chambers, Oberoi Complex, New Link Road, Andheri (West), Mumbai – 400 053

Email: investorservices@adhikaribrothers.com **Website:** www.adhikaribrothers.com

Phone: 91- 22 - 40230000, **Fax:** 91- 22 - 26395459

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholders,

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Registered Folio / DP ID & Client ID	
Name of the Shareholder(s)	
Father's / Mother's / Spouse's Name	
Address (Registered Office Address in case the Member is a Body Corporate)	
E-mail ID	
PAN or CIN (in case of Body Corporate)	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of birth of the Member	

Note: Members holding shares in DEMAT mode may furnish these details to their respective depositories.

Place: _____

Date: _____

_____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agent of the Company viz. "Sharex Dynamic (India) Pvt. Ltd.; Unit: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083.

Thanking you,

For Sri Adhikari Brothers Television Network Limited
(Company under Corporate Insolvency Resolution Process)
(By the order of Resolution Professional)

Komal Jhamnani
Company Secretary & Compliance Officer
ACS No.:59224

THIS PAGE IS INTENTIONALLY KEPT BLANK

a Sri Adhikari Brothers Enterprise



6th Floor, Adhikari Chembers,Oberoi Complex,
New Link Road, Andheri (west), Mumbai - 400 053
Tel : 022 - 2639 5400 / 022 - 4023 0000
Fax No : 2639 5459
Email : investorservices@adhikaribrothers.com
Website : www.adhikaribrothers.com