

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To
The Chairperson/Company Secretary
TV Vision Limited
4th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai – 400 053.

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-voting and E-voting by the members during the Annual General Meeting (AGM) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of TV Vision Limited ('the Company') for its AGM held on Monday, 28th September, 2020 at 02:45 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner, for passing of the resolutions as mentioned from item numbers 1 to 4 as set out in the notice of AGM dated 12th August, 2020 ("Notice") issued by the Company in accordance with General Circular No. 14/2020, 17/2020 and 22/2020 dated 8th April 2020, 13th April 2020 and 15th June 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI Circular"), for convening the AGM of its members through VC / OAVM on Monday, 28th September, 2020 at 2:45 p.m.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules, MCA Circulars and SEBI Circular relating to remote e-voting and e-voting during the AGM on the resolutions contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's



Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), the agency engaged by the Company to provide E-voting facility, and that the e-voting is conducted in a fair and transparent manner.

3. As per the confirmation received from the Company:
 - a. The Notice of the AGM dated 12th August, 2020 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Sunday, 6th September, 2020 in terms of the MCA Circulars.
 - b. The said Notice was sent on the basis of Register of Members made available by M/s. Link Intime India Private Limited (*Formerly known as Sharex Dynamic (India) Private Limited*), the Registrar and Share Transfer Agent of the Company ("the RTA") and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 28th August, 2020.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice in the English newspaper "Financial Express" and Marathi (Vernacular language) newspaper "The Global Times" on Tuesday, 1st September, 2020 regarding the convening of the AGM through VC/OAVM and manner of registering the email ids of the members.
5. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has published a Public Notice in the English newspaper "Financial Express" and Marathi (Vernacular language) newspaper "The Global Times" on Monday, 7th September, 2020 regarding completion of dispatch of Notice of meeting through email and providing e-voting facility.
6. In terms of the aforesaid Notice, voting period was kept open for 3 (Three) days from Friday, 25th September 2020 (09.00 a.m. IST) till Sunday, 27th September, 2020 (5.00 p.m. IST).
7. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e., Monday, 21st September, 2020.
8. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the AGM through VC / OAVM and who had not cast their vote earlier.
9. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, the votes cast under the remote e-voting facility prior to the AGM and e-voting



facility during the AGM were unblocked in the presence of Mr. Bhavya Gala and Ms. Vibha Zaveri who are not in employment with the Company.

10. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system and the summary of the e-voting process is as follows:

A. ORDINARY BUSINESS

Resolution No. 1: Ordinary Resolution

Particulars		To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10383845	6710516	64.6246	6710516	-	100.0000	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)		10383845	6710516	64.6246	6710516	-	100.0000
Public-Institutions	E-Voting	6587210	-	-	-	-	-	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)		6587210	-	-	-	-	-
Public- Non Institutions	E-Voting	17973445	6499543	36.1619	6498933	610	99.9906	0.0094
	Poll		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)		17973445	6499543	36.1619	6498933	610	99.9906
Total (A+B+C)		34944500	13210059	37.8030	13209449	610	99.9954	0.0046
<p>Result: We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.</p>								

Invalid Votes: There were no invalid votes



Resolution No. 2: Ordinary Resolution

Particulars		To appoint a Director in place of Mr. Markand Adhikari (DIN: 00032016), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10383845	6710516	64.6246	6710516	-	100.0000	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)	10383845	6710516	64.6246	6710516	-	100.0000	-
Public-Institutions	E-Voting	6587210	-	-	-	-	-	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)	6587210	-	-	-	-	-	-
Public- Non Institutions	E-Voting	17973445	6499543	36.1619	6498933	610	99.9906	0.0094
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)	17973445	6499543	36.1619	6498933	610	99.9906	0.0094
Total (A+B+C)		34944500	13210059	37.8030	13209449	610	99.9954	0.0046
Result: We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.								

Invalid Votes: There were no invalid votes



B. SPECIAL BUSINESS

Resolution No. 3: Ordinary Resolution

Particulars		Re-appointment of Mr. Markand Adhikari (DIN: 00032016) as Managing Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10383845	6710516	64.6246	6710516	-	100.0000	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)		10383845	6710516	64.6246	6710516	-	100.0000
Public-Institutions	E-Voting	6587210	-	-	-	-	-	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)		6587210	-	-	-	-	-
Public- Non Institutions	E-Voting	17973445	6499543	36.1619	6498933	610	99.9906	0.0094
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)		17973445	6499543	36.1619	6498933	610	99.9906
Total (A+B+C)		34944500	13210059	37.8030	13209449	610	99.9954	0.0046
<p>Result: We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.</p>								

Invalid Votes: There were no invalid votes



Resolution No. 4: Special Resolution

Particulars		Authority to the Board of Directors to create, offer, issue & allot further securities of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10383845	6710516	64.6246	6710516	-	100.0000	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (A)	10383845	6710516	64.6246	6710516	-	100.0000	-
Public-Institutions	E-Voting	6587210	-	-	-	-	-	-
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (B)	6587210	-	-	-	-	-	-
Public- Non Institutions	E-Voting	17973445	6499543	36.1619	6498883	660	99.9898	0.0102
	Poll (NA)		-	-	-	-	-	-
	Postal Ballot (NA)		-	-	-	-	-	-
	Total (C)	17973445	6499543	36.1619	6498883	660	99.9898	0.0102
Total (A+B+C)		34944500	13210059	37.8030	13209399	660	99.9950	0.0050
<p>Result: We report that the number of votes cast in favour of the aforesaid Special Resolution is three times more than the number of votes cast against, accordingly the resolution may be considered as passed with requisite majority.</p>								

Invalid Votes: There were no invalid votes



Manish Ghia & Associates

I further report that the electronic data and all other relevant records, if any relating to the Remote E-Voting and e-voting during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You

Place: Mumbai
Date: 29th September , 2020
UDIN: F006252B000811276

For Manish Ghia & Associates
Company Secretaries



Manish Ghia

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

Countersigned by



Chairperson / Authorized Person
TV Vision Limited

Place: Mumbai
Date: 30/9/2020