

CONSOLIDATED REPORT OF THE SCRUTINIZER
*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]*

To
The Chairman
TV Vision Limited
4th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai - 400 053

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of resolutions through e-voting process and voting by poll papers at 11th Annual General Meeting (AGM) of the Members of TV Vision Limited (the Company) held on Tuesday, 25th September, 2018.

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of
 - a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 (the Act) read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time;
 - b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) Scrutinizing the votes cast through polling papers (at the AGM) for those members, who have not casted their votes through e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 09 as set out in the Notice of 11th Annual General Meeting (AGM) of the members of the Company dated 13th August, 2018.

- d) The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process



and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by National Depository Services Limited ("NSDL"), the agency engaged by the Company to provide e-voting facility, and poll conducted at the AGM in a fair and transparent manner.

- e) As per the confirmation received from the Company:
- a. The Company has completed the dispatch of the Notice of 11th AGM dated 13th August, 2018 along with Statement setting out material facts under Section 102 of the Act to those members through email whose email-ids is registered with the Registrar and Share Transfer Agent (RTA)/ Depositories and by courier to all the other members at their registered addresses on Saturday, 1st September, 2018.
 - b. The said notice was dispatched on the basis of Register of Members made available by M/s. Sharex Dynamic (India) Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 17th August, 2018.
 - f) As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Mumbai Mitra" on Tuesday, 4th September, 2018.
 - g) In terms of the aforesaid notice, voting period through electronic means was kept open for 3 (Three) days from Saturday, 22nd September, 2018 (10.00 a.m.) upto Monday, 24th September, 2018 (5.00 p.m.).
 - h) The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 18th September, 2018.
 - i) As required under the said rules, after the closure of physical voting by polling papers at the AGM, the votes casted through poll were counted; thereafter the votes casted under the e-voting facility were unblocked in the presence of CS Bhavya Gala and CS Nikita Somaiya, representatives of the Scrutinizer who are not in employment with the Company.
 - j) The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.



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

A. ORDINARY BUSINESS

Resolution No.1

Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31 st March, 2018 together with the Boards' Report and Auditors' Report thereon.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)		10898345	10898345	99.995	10898345	0	100.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)		6314165	0	0.000	0	0	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157142	0	100.000	0.000
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)		17731490	6685770	37.706	6685770	0	100.000
Total (A+B+C)		34944500	17584115	50.320	17584115	0	100.000	0.000

Result: May be considered as passed unanimously.



Resolution No.2

Particulars		Ordinary Resolution for appointment of a director in place of Mr. Markand Adhikari (DIN: 00032016) Director who retires by rotation and being eligible, offers himself for re-appointment.						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157142	0	100.000	0.000
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685770	37.706	6685770	0	100.000	0.000
Total (A+B+C)		34944500	17584115	50.320	17584115	0	100.000	0.000
Result: May be considered as passed unanimously.								



Resolution No.3

Particulars								
Ordinary Resolution to appoint M/s P. Parikh and Associates, Chartered Accountants (FRN: 107564W) as the Statutory Auditors of the Company for a period of 5 years to hold office from conclusion of 11 th Annual General Meeting until the conclusion of 16 th Annual General Meeting and fix their remuneration.								
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	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157142	0	100.000	0.000
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685770	37.706	6685770	0	100.000	0.000
Total (A+B+C)		34944500	17584115	50.320	17584115	0	100.000	0.000
Result: May be considered as passed unanimously.								



B. SPECIAL BUSINESS

Resolution No.4

Particulars								
Ordinary Resolution to re-appoint Mr. Markand Adhikari (DIN: 00032016) as Managing Director of the Company for a further period of 3 years w.e.f. 1 st June, 2018 to 31 st May, 2021.								
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	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157092	50	99.968	0.032
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685770	37.706	6685720	50	99.999	0.001
Total (A+B+C)		34944500	17584115	50.320	17584065	50	100.000	0.000*
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible



Resolution No.5

Particulars								
Ordinary Resolution to appoint Dr. Ganesh P Raut (DIN: 08047742) as an Independent Director of the Company.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	156842	0.885	156842	0	100.000	0.000
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685470	37.704	6685470	0	100.000	0.000
Total (A+B+C)		34944500	17583815	50.319	17583815	0	100.000	0.000
Result: May be considered as passed unanimously.								



Resolution No.6

Particulars		Ordinary Resolution to appoint Mr. M. Soundara Pandian (DIN: 07566951) as an Independent Director of the Company.						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157142	0	100.000	0.000
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685770	37.706	6685770	0	100.000	0.000
Total (A+B+C)		34944500	17584115	50.320	17584115	0	100.000	0.000
Result: May be considered as passed unanimously.								



Resolution No.7

Particulars		Ordinary Resolution to appoint Mr. Umakanth Bhyravajoshiyulu (DIN: 08047765) as an Independent Director of the Company.						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157142	0	100.000	0.000
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685770	37.706	6685770	0	100.000	0.000
Total (A+B+C)		34944500	17584115	50.320	17584115	0	100.000	0.000
Result: May be considered as passed unanimously.								



Resolution No.8

Particulars								
Ordinary Resolution to appoint Mrs. Latasha Laxman Jadhav (DIN: 08141498) as a Non-Executive Woman Director of the Company.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157142	0	100.000	0.000
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685770	37.706	6685770	0	100.000	0.000
Total (A+B+C)		34944500	17584115	50.320	17584115	0	100.000	0.000
Result: May be considered as passed unanimously.								



Resolution No.9

Particulars								
Special Resolution for authority to Board of Directors to create, offer, issue & allot further securities of the Company.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	10898845	5023230	46.090	5023230	0	100.000	0.000
	Poll/ Ballot		5875115	53.906	5875115	0	100.000	0.000
	Total (A)	10898845	10898345	99.995	10898345	0	100.000	0.000
Public-Institutions	E-Voting	6314165	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	6314165	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	17731490	157142	0.886	157092	50	99.968	0.032
	Poll/ Ballot		6528628	36.819	6528628	0	100.000	0.000
	Total (C)	17731490	6685770	37.706	6685720	50	99.999	0.001
Total (A+B+C)		34944500	17584115	50.320	17584065	50	100.000	0.000*
Result: May be considered as passed with requisite majority.								

* The percentage of votes is negligible



We further report that:

- a. We have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s and also the Poll Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to the E-Voting and Poll at the AGM, shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



CS Manish L. Ghia
Partner

M. No. FCS 6252; C. P. No. 3531

Place: Mumbai

Date: 26th September, 2018

Countersigned and received the report:

Chairman / Authorised Signatory
TV Vision Limited

Place: Mumbai

Date: