

SCRUTINIZER'S REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]*

To
Mr. Gautam Adhikari
Chairman
TV Vision Limited
4th Floor, Adhikari Chambers,
Oberoi Complex, New Link Road,
Andheri (West), Mumbai-400053

Respected Sir,

Sub: Scrutinizer's Report for passing of resolution through Postal Ballot Process and Remote E - Voting

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 at its meeting held on 20th August, 2016 for conducting the voting by Postal Ballot process seeking approval of members for following matters:

- a. Special Resolution for borrowings u/s 180 (1) (c) of the Companies Act, 2013 upto a limit of Rs.500.00 Crores
 - b. Special Resolution for creation of charge on the assets of the Company u/s 180(1) (a) of the Companies Act, 2013
 - c. Special Resolution for making loans, investments, etc. u/s 186 of the Companies Act, 2013 upto a limit of Rs.500.00 Crores.
1. The Postal Ballot voting process has been completed and now I submit my report as under:
- 1.1 The Company completed the dispatch of Postal Ballot Notice dated 20th August, 2016 along with Postal Ballot Form and self-addressed postage prepaid envelope through e-mail whose email id is registered with the Registrar & Share transfer Agent/ Depositories and dispatched through Courier on 3rd September, 2016 to its members, whose names appeared in the Register of Members/List of Beneficiaries as on the cut-off date (Record date) being on Friday, 26th August, 2016.



Manish Ghia & Associates

- 1.2 As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing E - voting facility in English Newspaper "Business Standard" on Sunday, 4th September, 2016 and in Marathi newspaper "Mumbai Tarun Bharat" on Monday, 5th September, 2016.
- 1.3 Particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto the close of working hours of 3rd October, 2016, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on 3rd October, 2016 after 5.00 p.m. in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, 26th August, 2016.
- 1.6 The e-voting period commenced on Sunday, 4th September, 2016 (10.00 a.m.) and ended on Monday, 3rd October, 2016 (5.00 p.m.) through National Securities Depository Limited (NSDL), the agency engaged by the Company to provide remote e-voting facility for Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by NSDL on Monday, 3rd October, 2016 (5.00 p.m.).
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Monday, 3rd October, 2016 (5.00 p.m.).
- 1.10 43 (Forty Three) Envelopes were returned undelivered containing Postal Ballot form for Notice dated 20th August, 2016.



Manish Ghia & Associates

2. The summary of the voting through Postal Ballot Forms received and electronic means is as follows:

Resolution No.1

Special Resolution for borrowings u/s 180 (1) (c) of the Companies Act, 2013 upto a limit of Rs.500.00 Crores.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	15993045	15993045	100.00	15993045	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	15993045	15993045	100.00	15993045	0	100.00	0.00
Public-Institutions	E-Voting	204648	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	204648	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	18746807	15034114	80.20	14868302	165812	98.90	1.10
	Postal Ballot		521389	2.78	9360	512029	1.80	98.20
	Total (C)	18746807	15555503	82.98	14877662	677841	95.64	4.36
Total (A+B+C)		34944500	31548548	90.28	30870707	677841	97.85	2.15
Result: May be considered passed with requisite majority								



Manish Ghia & Associates

Resolution No.2

Special Resolution for creation of charge on the assets of the Company u/s 180(1) (a) of the Companies Act, 2013.								
Particulars								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	15993045	15993045	100.00	15993045	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	15993045	15993045	100.00	15993045	0	100.00	0.00
Public- Institutions	E-Voting	204648	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	204648	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	18746807	15034114	80.20	14868402	165712	98.90	1.10
	Postal Ballot		521389	2.78	9360	512029	1.80	98.20
	Total (C)	18746807	15555503	82.98	14877762	677741	95.64	4.36
Total (A+B+C)		34944500	31548548	90.28	30870807	677741	97.85	2.15
Result: May be considered passed with requisite majority								



Resolution No.3

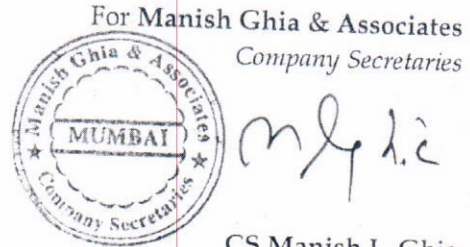
Particulars								
Special Resolution for making loans, investments, etc. u/s 186 of the Companies Act, 2013 upto a limit of Rs.500.00 Crores.								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	15993045	15993045	100.00	15993045	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (A)	15993045	15993045	100.00	15993045	0	100.00	0.00
Public-Institutions	E-Voting	204648	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	204648	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	18746807	15034114	80.20	14868302	165812	98.90	1.10
	Postal Ballot		521389	2.78	9360	512029	1.80	98.20
	Total (C)	18746807	15555503	82.98	14877662	677841	95.64	4.36
Total (A+B+C)		34944500	31548548	90.28	30870707	677841	97.85	2.15
Result: May be considered passed with requisite majority								



Manish Ghia & Associates

You may accordingly declare the result of the voting by Postal Ballot and Remote E-Voting.

Thanking You



CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 5th October, 2016

Countersigned by





Mr. Gautam Adhikari
Chairman
TV Vision Limited

Jyotsna Keshava
Company Secretary & Compliance Officer

Place: Mumbai

Date: 5th October, 2016

TV VISION LIMITED

Date of declaration of Result of Postal Ballot and e-voting: 5th October, 2016

Total number of shareholders on record date (26/08/2016): 7632

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group:

Public:

No. of shareholders attended the meeting through video conferencing: Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)		Special Resolution for borrowings u/s 180 (1) (c) of the Companies Act, 2013 upto a limit of Rs.500.00 Crores									
Whether promoter/promoter group are interested in agenda/ resolution?		No									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled			
Promoter and Promoter Group	E-Voting		1,59,93,045	100.00	1,59,93,045	0	100.00	0.00			
	Poll (N.A.)		0	0.00	0	0	0.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	Total		1,59,93,045	100.00	1,59,93,045	0	100.00	0.00			
Public- Institutions	E-Voting		0	0.00	0	0	0.00	0.00			
	Poll (N.A.)		0	0.00	0	0	0.00	0.00			
	Postal Ballot		0	0.00	0	0	0.00	0.00			
	Total		0	0.00	0	0	0.00	0.00			
Public- Non Institutions	E-Voting		1,50,34,114	80.20	1,48,68,302	1,65,812	98.90	1.10			
	Poll (N.A.)		0	0.00	0	0	0.00	0.00			
	Postal Ballot		5,21,389	2.78	9,360	5,12,029	1.80	98.20			
	Total		1,87,46,807	82.98	1,48,77,662	6,77,841	95.64	4.36			
	Total	3,49,44,500	3,15,48,548	90.28	3,08,70,707	6,77,841	97.85	2.15			



TV VISION LIMITED

Date of declaration of Result of Postal Ballot and e-voting: 5th October, 2016

Total number of shareholders on record date (26/08/2016): 7632

No. of shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group:

Public:

No. of shareholders attended the meeting through video conferencing: Not Applicable

Promoters and Promoter Group:

Public:

Resolution required: (Ordinary/Special)			Special Resolution for creation of charge on the assets of the Company u/s 180(1) (a) of the Companies Act, 2013					
Whether promoter/promoter group are interested in agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	1,59,93,045	1,59,93,045	100.00	1,59,93,045	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	1,59,93,045	1,59,93,045	100.00	1,59,93,045	0	100.00	0.00
Public- Institutions	E-Voting	2,04,648	0	0.00	0	0	0.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	2,04,648	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	1,87,46,807	1,50,34,114	80.20	1,48,68,402	1,65,712	98.90	1.10
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		5,21,389	2.78	9,360	5,12,029	1.80	98.20
	Total	1,87,46,807	1,55,55,503	82.98	1,48,77,762	6,77,741	95.64	4.36
Total		3,49,44,500	3,15,48,548	90.28	3,08,70,807	6,77,741	97.85	2.15



TV VISION LIMITED

Date of declaration of Result of Postal Ballot and e-voting: 5 th October, 2016
Total number of shareholders on record date (26/08/2016): 7632
No. of shareholders present in the meeting either in person or through proxy: Not Applicable
Promoters and Promoter Group:
Public:
No. of shareholders attended the meeting through video conferencing: Not Applicable
Promoters and Promoter Group: 0
Public: 0

Resolution required: (Ordinary/Special)			Special Resolution Special Resolution for making loans, investments, etc. u/s 186 of the Companies Act, 2013 upto a limit of Rs.500.00 Crores					
Whether promoter/promoter group are interested in agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	1,59,93,045	1,59,93,045	100.00	1,59,93,045	0	100.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1,59,93,045	1,59,93,045	100.00	1,59,93,045	0	100.00
Public- Institutions	E-Voting	2,04,648	0	0.00	0	0	0.00	0.00
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		2,04,648	0	0.00	0	0	0.00
Public- Non Institutions	E-Voting	1,87,46,807	1,50,34,114	80.20	1,48,68,302	1,65,812	98.90	1.10
	Poll (N.A.)		0	0.00	0	0	0.00	0.00
	Postal Ballot		5,21,389	2.78	9,360	5,12,029	1.80	98.20
	Total		1,87,46,807	1,55,55,503	82.98	1,48,77,662	6,77,841	95.64
Total		3,49,44,500	3,15,48,548	90.28	3,08,70,707	6,77,841	97.85	2.15

