

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 400053

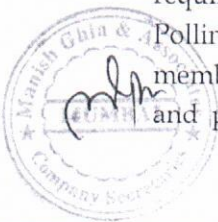
Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through E-Voting Process and Voting by Poll at 10th Annual General Meeting (AGM) of the Members of TV Vision Limited (the Company) held on Monday, 25th September, 2017.

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 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
 - b) Scrutinizing the e-voting process 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 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 Paper (at the AGM) for those shareholders, who do not access to e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 8 as set out in the Notice of 10th Annual General Meeting (AGM) of the members of the Company dated 22nd August, 2017.

2. 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 Securities Depository 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.

3. As per the confirmation received from the Company:
 - a. The Company completed the dispatch of Notice of the AGM dated 22nd August, 2017 along with Statement setting out material facts under Section 102 of the Act by courier on Friday, 1st September, 2017 at registered addresses of shareholders and by e-mail on Saturday, 2nd September, 2017 to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent/ Company/ Depositories.
 - 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, 25th August, 2017.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Janshakti" on Monday, 4th September, 2017.
5. In terms of the aforesaid Notice, voting period was kept open for 3 (Three) days from Friday, 22nd September, 2017 (10.00 a.m.) till Sunday, 24th September, 2017 (5.00 p.m.).
6. 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, 18th September, 2017.
7. As required under the said rules, after the closure of physical voting by Ballot Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under the e-voting facility were unblocked in the presence of CS Rasika Mendhekar and CS Nikita Somaiya who are not in employment with the Company.
8. 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 the Consolidated Audited Financial Statements) for the year ended 31 st March, 2017 along with Board's Report and Auditors' Report thereon.								
Particulars								
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	15993045	10990759	68.722	10990759	0	100.000	0.000
	Poll/ Ballot		5001786	31.275	5001786	0	100.000	0.000
	Total (A)	15993045	15992545	99.997	15992545	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	208907	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/ Ballot		1415326	7.551	1414901	425	99.970	0.030
	Total (C)	18742548	15245141	81.340	15244716	425	99.997	0.003
Total (A+B+C)		34944500	31237686	89.392	31237261	425	99.999	0.001
Result: May be considered as passed with requisite majority								



Resolution No.2

Particulars								
Ordinary Resolution for appointment of a Director in place of Mr. Markand Adhikari, (DIN: 00032016) Managing 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	15993045	10990759	68.722	10990759	0	100.000	0.000
	Poll/Ballot		5001786	31.275	5001786	0	100.000	0.000
	Total (A)	15993045	15992545	99.997	15992545	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.000	0.000
	Poll/Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	208907	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/Ballot		1415326	7.551	1414901	425	99.970	0.030
	Total (C)	18742548	15245141	81.340	15244716	425	99.997	0.003
Total (A+B+C)		34944500	31237686	89.392	31237261	425	99.999	0.001
Result: May be considered as passed with requisite majority								



Resolution No.3

Particulars		Ordinary Resolution for ratification the appointment of M/s. A. R. Sodha & Co., Chartered Accountants, Mumbai (FRN: 110324W) as Statutory Auditors of the Company to hold office from the conclusion of 8 th Annual General Meeting until the conclusion of 11 th Annual General Meeting and to 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	15993045	10990759	68.722	10990759	0	100.000	0.000
	Poll/ Ballot		5001786	31.275	5001786	0	100.000	0.000
	Total (A)	15993045	15992545	99.997	15992545	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.00	0.00
	Poll/ Ballot		0	0.000	0	0	0.00	0.00
	Total (B)	208907	0	0.000	0	0	0.00	0.00
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/ Ballot		1415326	7.551	1414901	425	99.970	0.030
	Total (C)	18742548	15245141	81.340	15244716	425	99.997	0.003
Total (A+B+C)		34944500	31237686	89.392	31237261	425	99.999	0.001
Result: May be considered as passed with requisite majority								



B. SPECIAL BUSINESS

Resolution No.4

Ordinary Resolution for re-designation of Mr. Gautam Adhikari as Chairman and Whole Time Director of the Company.								
Particulars								
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	15993045	10990759	68.722	10990759	0	100.000	0.000
	Poll/ Ballot		5001786	31.275	5001786	0	100.000	0.000
	Total (A)	15993045	15992545	99.997	15992545	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	208907	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/ Ballot		1414901	7.549	1414901	0	100.000	0.000
	Total (C)	18742548	15244716	81.337	15244716	0	100.000	0.000
Total (A+B+C)		34944500	31237261	89.391	31237261	0	100.000	0.000
Result: May be considered as passed unanimously.								



Resolution No.5

Particulars								
Ordinary Resolution for payment of remuneration to Mr. Ravi Adhikari as a Creative Director, for holding office or place of profit/employment in 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	15993045	5497630	34.375	5497630	0	100.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (A)	15993045	5497630	34.375	5497630	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	208907	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/ Ballot		1414901	7.549	1414901	0	100.000	0.000
	Total (C)	18742548	15244716	81.337	15244716	0	100.000	0.000
Total (A+B+C)		34944500	20742346	59.358	20742346	0	100.000	0.000
Result: May be considered as passed unanimously.								

* Voting by interested parties is excluded



Resolution No.6

Particulars								
Ordinary Resolution for payment of remuneration to Mr. Kailasnath Adhikari as a Corporate Communications Head - Personal Relations Officer, for holding office or place of profit/employment in 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	15993045	5494129	34.353	5494129	0	100.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (A)	15993045	5494129	34.353	5494129	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	208907	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/ Ballot		1414901	7.549	1414901	0	100.000	0.000
	Total (C)	18742548	15244716	81.337	15244716	0	100.000	0.000
Total (A+B+C)		34944500	20738845	59.348	20738845	0	100.000	0.000
Result: May be considered as passed unanimously								

* Voting by interested parties is excluded



Resolution No.7

Particulars								
Special Resolution for authorizing the Board of Directors to create offer, issue and 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	15993045	10990759	68.722	10990759	0	100.000	0.000
	Poll/ Ballot		5001786	31.275	5001786	0	100.000	0.000
	Total (A)	15993045	15992545	99.997	15992545	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	208907	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/ Ballot		1414901	7.549	1414901	0	100.000	0.000
	Total (C)	18742548	15244716	81.337	15244716	0	100.000	0.000
Total (A+B+C)		34944500	31237261	89.391	31237261	0	100.000	0.000
Result: May be considered as passed unanimously.								



Resolution No.8

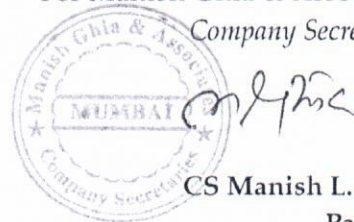
Particulars								
Special Resolution for approval of the Employee Stock Option Scheme 2017 and grant of the Employee Stock Options under the Plan.								
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	15993045	10990759	68.722	10990759	0	100.000	0.000
	Poll/ Ballot		5001786	31.275	5001786	0	100.000	0.000
	Total (A)	15993045	15992545	99.997	15992545	0	100.000	0.000
Public-Institutions	E-Voting	208907	0	0.000	0	0	0.000	0.000
	Poll/ Ballot		0	0.000	0	0	0.000	0.000
	Total (B)	208907	0	0.000	0	0	0.000	0.000
Public-Non Institutions	E-Voting	18742548	13829815	73.788	13829815	0	100.000	0.000
	Poll/ Ballot		1414881	7.549	1414881	0	100.000	0.000
	Total (C)	18742548	15244696	81.337	15244696	0	100.000	0.000
Total (A+B+C)		34944500	31237241	89.391	31237241	0	100.000	0.000
Result: May be considered as passed unanimously.								



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



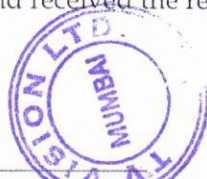
CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 26th September, 2017

Countersigned and received the report:



Chairman / Authorised Signatory
TV Vision Limited

Place: Mumbai

Date: 27/9/2017