

## CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To  
The Chairman,  
**TV Vision Limited**  
4<sup>th</sup> Floor, Adhikari Chambers,  
Oberoi Complex, New Link Road,  
Andheri West, Mumbai – 400053.

Respected Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolutions through electronic voting process and voting by poll papers at 12<sup>th</sup> Annual General Meeting ('AGM') of the Members of TV Vision Limited ('the Company') held on Monday, 30<sup>th</sup> September, 2019.**

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 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India;
  - c) Scrutinizing the votes cast through polling paper (at the AGM) for those members, who have not casted their votes through e-voting platform,

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 04 as set out in the Notice of 12<sup>th</sup> AGM of the members of the Company dated 14<sup>th</sup> August, 2019.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Act 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. Our responsibility as 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' on the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by National Services 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 Notice of the AGM dated 14<sup>th</sup> August, 2019 along with Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders by courier at their registered addresses and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories by Thursday, 5<sup>th</sup> September, 2019.
  - b. The said notice was dispatched on the basis of Register of Members made available by Sharex Dynamic (India) Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depository's viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 23<sup>rd</sup> August, 2019.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company has published the advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Marathi newspaper "Arthakaran" on Saturday, 7<sup>th</sup> September, 2019.
5. In terms of the aforesaid Notice, voting period through electronic means was kept open for 3 (Three) days from Friday, 27<sup>th</sup> September, 2019 (10.00 a.m.) till Sunday, 29<sup>th</sup> September, 2019 (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, 23<sup>rd</sup> September, 2019.
7. As required under the said rules, after the conclusion of AGM, the votes cast under e-voting facility including voting through poll papers in the poll box were unblocked in the presence of Mr. Bhavya Gala and Ms. Nikita Somaiya, who are not in employment with the Company.



Summary of the e-voting and poll at the AGM 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, 2019 together with the Boards' Reports and Auditor's Report 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	4508730	43.4206	4508730	0	100.0000	0.0000
	Poll/Ballot Papers		2201786	21.2040	2201786	0	100.0000	0.0000
	<b>Total (A)</b>	<b>10383845</b>	<b>6710516</b>	<b>64.6246</b>	<b>6710516</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	6587210	0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	<b>Total (B)</b>	<b>6587210</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	17973445	265911	1.4795	262311	3600	98.6462	1.3538
	Poll/Ballot Papers		6447343	35.8715	6447343	0	100.0000	0.0000
	<b>Total (C)</b>	<b>17973445</b>	<b>6713254</b>	<b>37.3510</b>	<b>6709654</b>	<b>3600</b>	<b>99.9464</b>	<b>0.0536</b>
<b>Total (A+B+C)</b>		<b>34944500</b>	<b>13423770</b>	<b>38.4145</b>	<b>13420170</b>	<b>3600</b>	<b>99.9732</b>	<b>0.0268</b>

**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.



**Resolution No. 2: Ordinary Resolution**

<b>Particulars</b>		<b>To appoint a Director in place of Mrs. Latasha Jadhav (DIN: 08141498), Non-Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.</b>						
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				<b>No</b>				
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of valid votes polled</b>	<b>% of votes Polled on outstanding shares</b>	<b>No. of Votes in favour</b>	<b>No. of votes - against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>
<b>Promoter and Promoter Group</b>	E-Voting	10383845	4508730	43.4206	4508730	0	100.0000	0.0000
	Poll/Ballot Papers		2201786	21.2040	2201786	0	100.0000	0.0000
	<b>Total (A)</b>		<b>6710516</b>	<b>64.6246</b>	<b>6710516</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public-Institutions</b>	E-Voting	6587210	0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	<b>Total (B)</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	E-Voting	17973445	265911	1.4795	262311	3600	98.6462	1.3538
	Poll/Ballot Papers		6447343	35.8715	6447343	0	100.0000	0.0000
	<b>Total (C)</b>		<b>6713254</b>	<b>37.3510</b>	<b>6709654</b>	<b>3600</b>	<b>99.9464</b>	<b>0.0536</b>
<b>Total (A+B+C)</b>		<b>34944500</b>	<b>13423770</b>	<b>38.4145</b>	<b>13420170</b>	<b>3600</b>	<b>99.9732</b>	<b>0.0268</b>
<b>Result:</b> 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: 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	4508730	43.4206	4508730	0	100.0000	0.0000
	Poll/Ballot Papers		2201786	21.2040	2201786	0	100.0000	0.0000
	<b>Total (A)</b>	<b>10383845</b>	<b>6710516</b>	<b>64.6246</b>	<b>6710516</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	6587210	0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	<b>Total (B)</b>	<b>6587210</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	17973445	265911	1.4795	262201	3710	98.6048	1.3952
	Poll/Ballot Papers		6447343	35.8715	6447343	0	100.0000	0.0000
	<b>Total (C)</b>	<b>17973445</b>	<b>6713254</b>	<b>37.3510</b>	<b>6709544</b>	<b>3710</b>	<b>99.9447</b>	<b>0.0553</b>
<b>Total (A+B+C)</b>		<b>34944500</b>	<b>13423770</b>	<b>38.4145</b>	<b>13420060</b>	<b>3710</b>	<b>99.9724</b>	<b>0.0276</b>
<b>Result:</b> 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.								

Invalid Votes: There were no invalid votes.



## Resolution No. 4: Ordinary Resolution

<b>Particulars</b>	Payment of remuneration to Mr. Kailasnath Adhikari as a Business Development Head, for holding office or Place of profit/employment in 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
<b>Promoter and Promoter Group</b>	E-Voting	10383845	500	0.0048	500	0	100.0000	0.0000
	Poll/Ballot Papers		2201786	21.2040	2201786	0	100.0000	0.0000
	<b>Total (A)</b>	<b>10383845</b>	<b>2202286</b>	<b>21.2088</b>	<b>2202286</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public-Institutions</b>	E-Voting	6587210	0	0.0000	0	0	0.0000	0.0000
	Poll/Ballot Papers		0	0.0000	0	0	0.0000	0.0000
	<b>Total (B)</b>	<b>6587210</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	E-Voting	17973445	265911	1.4795	262201	3710	98.6048	1.3952
	Poll/Ballot Papers		6447343	35.8715	6447343	0	100.0000	0.0000
	<b>Total (C)</b>	<b>17973445</b>	<b>6713254</b>	<b>37.3510</b>	<b>6709544</b>	<b>3710</b>	<b>99.9447</b>	<b>0.0553</b>
<b>Total (A+B+C)</b>		<b>34944500</b>	<b>8915540</b>	<b>25.5134</b>	<b>8911830</b>	<b>3710</b>	<b>99.9584</b>	<b>0.0416</b>
<b>Result:</b> 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.								

*Note: The votes of interested members are not considered.*

**Invalid Votes:** There were no invalid votes.



We further report that:

- a. We have received all the documents as mentioned in Sections 105 and 113 of the Act and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Registers; and
- b. The Registers, all other papers and relevant records relating to E-Voting and voting through Poll papers at 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: 01.10.19



For Manish Ghia & Associates  
Company Secretaries

A handwritten signature in blue ink, appearing to read "m.ghia".

CS Manish L. Ghia  
Partner

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

Countersigned by

A handwritten signature in blue ink, appearing to be a stylized name.



Chairman/ Authorized Signatory  
TV Vision Limited

Place: Mumbai  
Date: 1/10/2019