

**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**

4<sup>th</sup> Floor, Adhikari Chambers,

Obero Complex, New Link Road,

Andheri(West), Mumbai 400053

Dear Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolution through Remote E-voting and E-voting by the members during the Annual General Meeting (AGM), 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 14<sup>th</sup> (Fourteenth) AGM held on Saturday, 18<sup>th</sup> September, 2021 at 03:45 P.M. IST through Video conferencing ('VC') / Other Audio Visual means ('OAVM').**

1. I, CS Mannish 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 under item numbers 1 to 6 as set out in the Notice of AGM dated 18<sup>th</sup> August, 2021 ("Notice") issued by the Company in accordance with Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and 13<sup>th</sup> January 2021, 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 12<sup>th</sup> May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 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 Saturday, 18<sup>th</sup> September, 2021 at 03:45 P.M. IST.
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 resolution 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 resolution 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 18<sup>th</sup> August, 2021 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 Thursday, 26<sup>th</sup> August, 2021 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, 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, 20<sup>th</sup> August, 2021.
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 "Pratahkal" on Tuesday, 24<sup>th</sup> August, 2021 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 "Pratahkal" on Friday, 27<sup>th</sup> August, 2021 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 Wednesday, 15<sup>th</sup> September, 2021 (9:00 A.M. IST) till Friday, 17<sup>th</sup> September, 2021 (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., Saturday, 11<sup>th</sup> September, 2021.
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 Ms. Nishi Seth and Mr. Behla Tambawala, 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 e-voting system of National Securities Depository Limited (NSDL) and the summary of the e-voting process is as follows:



**ORDINARY BUSINESS**

**Resolution No.1: Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company, for the year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	14324700	99.98

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	2675	0.02

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**Resolution No.2: Ordinary Resolution**

To appoint a Director in place of Mrs. Latasha Laxman Jadhav (DIN: 08141498), Non-Executive Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
89	14319400	99.94

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	7975	0.06



(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**SPECIAL BUSINESS:**

**Resolution No.3: Ordinary Resolution**

To appoint Mr. Pritesh Rajgor (DIN: 07237198) as an Independent Director of the Company for a consecutive period of 5 (five) years with effect from 24<sup>th</sup> November, 2020 to 23<sup>rd</sup> November, 2025.

(i) **Voted in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
90	14319500	99.95

(ii) **Voted against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	7875	0.05

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**Resolution No.4: Special Resolution**

To create, offer, issue and allot up to 18,00,000 Equity Shares on Preferential Basis.

(i) **Voted in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
90	14319650	99.84



(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	22725	0.16

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-

**Resolution No.5: Special Resolution**

To create, offer, issue and allot up to 20,00,000 Convertible Warrants on Preferential Basis.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
88	14319410	99.84

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	22965	0.16

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-



**Resolution No.6: Special Resolution**

To authorize the Board of Directors to create, offer, issue & allot further securities of the Company upto a total amount of Rs. 200,00,00,000/- (Rupees Two Hundred Crore Only) or its equivalent in one or more currencies.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
90	14319600	99.84

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	22775	0.16

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
-	-



## 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,

For Manish Ghia & Associates  
Company Secretaries  
(Unique ID: P2006MH007100)



*Mannish L. Ghia*

CS Mannish L. Ghia  
Partner

M. No. FCS 6252 C. P. No. 3531  
PR 822/2020

Place: Mumbai  
Date: 18<sup>th</sup> September, 2021  
UDIN: F006252C000962977

Countersigned by

Chairperson / Authorized Person  
TV Vision Limited

Place:  
Date: