

September 6, 2023

National Stock Exchange of India Limited	<b>BSE Limited</b>
Exchange Plaza, Plot No. C/1,	P J Towers
G-Block Bandra-Kurla Complex,	Dalal Street
Bandra (E) Mumbai – 400 051	Mumbai – 400 001
Trading Symbol: TV18BRDCST	SCRIP CODE: 532800

# Sub: Disclosure of Voting Results in respect of the 18<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 5, 2023

Dear Sirs,

The details of voting results in respect of the 18<sup>th</sup> Annual General Meeting of the Company held on Tuesday, September 5, 2023 is enclosed herewith in the format prescribed under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic voting system).

You are requested to take the same on record and disseminate on your website.

Thanking you,

Yours faithfully, For **TV18 Broadcast Limited** 

Ratnesh Rukhariyar Company Secretary

Encl: As above

# TV18 BROADCAST LIMITED Format for Voting Results

Date of the AGM/ <del>EGM</del> :	September 5, 2023
Total number of shareholders on record date( i.e., August 29, 2023 - cut-off date for voting purpose):	3,66,984
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	
No. of shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	9
Public:	110

# Agenda-wise disclosure

The Mode of voting for all resolutions was remote e-voting and e-voting at the Meeting.

Resolution 1(a): Consideration and adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

Whether promoter	r/ promoter group are interest	ed in the agenda/reso	lution?	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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
Promoter and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter Group	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
	E-Voting	21 12 01 783	13 40 78 792	63.4837	13 40 78 792	0	100.0000	0.0000
Public- Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21 12 01 783	13 40 78 792	63.4837	13 40 78 792	0	100.0000	0.0000
	E-Voting	46 76 38 272	44 58 905	0.9535	44 53 324	5 581	99.8748	0.1252
Public- Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	46 76 38 272	44 58 905	0.9535	44 53 324	5 581	99.8748	0.1252
Total		171 43 60 160	117 40 57 802	68.4837	117 40 52 221	5 581	99.9995	0.0005

Whether resolution is passed or not ? (Yes or No): Yes

# Resolution 1(b): Consideration and adoption of Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon(Ordinary Resolution)

Whether promote	r/ promoter group are interest	ed in the agenda/resol	lution?	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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
Promoter and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter Group	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
	E-Voting	21 12 01 783	13 40 78 792	63.4837	13 40 78 792	0	100.0000	0.0000
Public- Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21 12 01 783	13 40 78 792	63.4837	13 40 78 792	0	100.0000	0.0000
	E-Voting	46 76 38 272	44 58 905	0.9535	44 53 317	5 588	99.8747	0.1253
Public- Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	46 76 38 272	44 58 905	0.9535	44 53 317	5 588	99.8747	0.1253
Total		171 43 60 160	117 40 57 802	68.4837	117 40 52 214	5 588	99.9995	0.0005

Whether resolution is passed or not ? (Yes or No): Yes

#### Resolution 2: Appointment of Ms. Jyoti Deshpande (DIN: 02303283), a Director retiring by rotation(Ordinary Resolution)

Whether promote	r/ promoter group are interest	ed in the agenda/reso	lution?	No				
Category Mode of Voting	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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
Promoter and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter Group	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
	E-Voting	21 12 01 783	13 47 01 802	63.7787	13 42 87 611	4 14 191	99.6925	0.3075
Public- Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21 12 01 783	13 47 01 802	63.7787	13 42 87 611	4 14 191	99.6925	0.3075
	E-Voting	46 76 38 272	44 58 684	0.9534	44 23 545	35 139	99.2119	0.7881
Public- Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	46 76 38 272	44 58 684	0.9534	44 23 545	35 139	99.2119	0.7881
Total		171 43 60 160	117 46 80 591	68.5201	117 42 31 261	4 49 330	99.9617	0.0383

Whether resolution is passed or not ? (Yes or No): Yes

Resolution 3: Approval of Material Related Party Transactions of Viacom 18 Media Private Limited, a subsidiary of the Company(Ordinary Resolution)##

Whether promote	r/ promoter group are interes	ted in the agenda/resol	ution?	Yes				
Category	Mode of Voting	No. of shares held I Mode of Voting #		% of Votes Polled on outstanding shares No. of Votes – in favour agains		No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	103 55 20 105	0	0.0000	0	0	0.0000	0.0000
Promoter and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter Group	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	103 55 20 105	0	0.0000	0	0	0.0000	0.0000
	E-Voting	21 12 01 783	13 47 01 805	63.7787	13 47 01 805	0	100.0000	0.0000
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21 12 01 783	13 47 01 805	63.7787	13 47 01 805	0	100.0000	0.0000
	E-Voting	46 76 38 272	44 58 814	0.9535	44 49 031	9 783	99.7806	0.2194
Public- Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	46 76 38 272	44 58 814	0.9535	44 49 031	9 783	99.7806	0.2194
Total		171 43 60 160	13 91 60 619	8.1174	13 91 50 836	9 783	99.9930	0.0070

Whether resolution is passed or not ? (Yes or No): Yes

Resolution 4: Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2024(Ordinary Resolution)

Whether promote	r/ promoter group are interest	ed in the agenda/reso	lution?	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
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
Promoter and	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Promoter Group	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	103 55 20 105	103 55 20 105	100.0000	103 55 20 105	0	100.0000	0.0000
	E-Voting	21 12 01 783	13 47 01 805	63.7787	13 47 01 805	0	100.0000	0.0000
Public- Institutions	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Fublic- Institutions	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	21 12 01 783	13 47 01 805	63.7787	13 47 01 805	0	100.0000	0.0000
	E-Voting	46 76 38 272	44 58 727	0.9535	44 50 930	7 797	99.8251	0.1749
Public- Non	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Institutions	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	46 76 38 272	44 58 727	0.9535	44 50 930	7 797	99.8251	0.1749
Total		171 43 60 160	117 46 80 637	68.5201	117 46 72 840	7 797	99.9993	0.0007

#### Whether resolution is passed or not ? (Yes or No): Yes

(1) # Includes shares held in the Unclaimed Suspense Account on which voting rights are frozen pursuant to Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto.

(2) ## For the voting results, the votes cast by shareholders who are eligible to vote in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been considered

(3) \$ Represents valid votes polled

Note: All the aforesaid resolutions have been passed with requisite majority.



00

ASSOCIATE

#### **Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of 18th Annual General Meeting ("AGM" or the "Meeting") of the Members of TV18 Broadcast Limited held on Tuesday, September 5, 2023 at 3.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Sub: Consolidated Report on remote e-voting and voting through Electronic Voting system at the AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, General Circulars No. 20/2020 dated May 5, 2020, No. 17/2020 dated April 13, 2020, No. 14/2020 dated April 8, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA), Government of India and Circular dated January 5, 2023, issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "MCA & SEBI Circulars")

Dear Sir.

I, B. Narasimhan, a Company Secretary in Practice (Proprietor of BN & Associates, Company Secretaries), have been appointed by the Board of Directors of TV18 Broadcast Limited (the "Company") as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and the process of voting through electronic means at the AGM (i.e. Insta Poll) for ascertaining the requisite majority, as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and MCA & SEBI Circulars, on the resolutions contained in the Notice dated August 9, 2023, calling the 18th AGM of the Company held on Tuesday, the 5<sup>th</sup> day of September, 2023, at 3.00 p.m. (IST) through VC / OAVM.

The MCA & SEBI Circulars provide for relaxation in the manner in which an Annual General Meeting will be held including the manner of sending the Notices and Annual Reports to the Members and the manner of voting at the meeting.

As mentioned in the Notice, the deemed venue of the AGM was the Registered Office of the Company.

- 1. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the MCA & SEBI Circulars.
- 2. The management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, MCA & SEBI Circulars and Listing Regulations relating to voting through electronic means (i.e. by remote e-voting and through Insta Poll on the NY Secret BN&

601/602, B Wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai – 400 T: +91 22 2403 6596 M: +91 90040 89490 / 98201 42331 E: narasimhan.b8@gmail.com / bn@bnpassociate@#40

1



ASSOCIATE

- 3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's **Company Secretaries** report of the votes cast "in favour of" or "against" the resolutions stated in the Notice of the AGM, based on the reports generated from the remote e-voting and voting through Insta Poll system provided by KFin Technologies Limited ("KFin"), the agency authorised under the Rules to provide e-voting facilities and accordingly engaged by the Company. KFin is also the Registrar and Transfer Agent (RTA) of the Company.
- 4. I have also verified various compliances as mentioned in Rules prescribed for remote evoting, made by the Company and mentioned in this report.
- 5. I confirm that the Company has complied with the process of sending the Annual Report including Notice of AGM electronically to those Members who have registered their e-mail addresses with Depositories / Company / RTA / Depository Participants. The Notices sent through email contained the detailed procedure to be followed by the Members for casting their votes electronically as provided in the Rules and MCA & SEBI Circulars.
- 6. KFin had provided a system for recording the votes of the Members electronically (through remote e-voting and Insta Poll) on all the items sought to be transacted at the AGM.
- 7. The Company had uploaded the Notice of AGM containing all the items of the business to be transacted thereat on the website of the Company, in order to facilitate the Members to cast their vote through E-Voting. The Notice of AGM was also uploaded on the website of KFin and the websites of Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
- As per the MCA & SEBI Circulars, the Company had advertised in the newspapers, asking Members, who have not registered their email ids with the Company or KFin or with the respective Depository Participant, to do so and to the extent, details provided by the Members were considered for sending the Notice of the AGM and the Annual Report 2022-23.
- 9. The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Tuesday, August 29, 2023.**
- 10. As prescribed in the Rules, the remote e-voting facility was kept open from 9:00 a.m. (IST) on Friday, September 1, 2023 to 5:00 p.m. (IST) on Monday, September 4, 2023.
- 11. In compliance with the clause 3(A)(IV) of the MCA Circular dated 5<sup>th</sup> May, 2020, the Company had published an advertisement prior to sending Notice of AGM to the Members in the English newspaper 'Financial Express' and Marathi newspaper 'Navshakti', on August 13, 2023. The Notice published in the Newspaper contained the required information as provided under clause IV (a) to (f) of the said circular.
- 12. Further, in compliance with Rule 20(4)(v) of the Rules, the Company had also published an advertisement, 21 days before the date of the AGM, in English newspaper 'Financial Express' and in Marathi newspaper 'Navshakti' on August 15, 2023. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the Secret said Rule.

2

601/602, B Wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai – 400 037. T : + 91 22 2403 6596 M : +91 90040 89490 / 98201 42331 E : narasimhan.b8@gmail.com / bn@bnpassociates.in



- 13. Further to the above, I submit my report on remote e-voting and for the voting through Insta Poll as under:
  - i. The votes cast through remote e-voting were blocked on Monday, September 04, 2023 after 5:00 p.m. (i.e. end of remote e-voting period), however, we had the access to the data, for the limited purpose of identifying those Members who have participated through remote e-voting process and the details of the Members were downloaded on September 04, 2023 from the e-voting portal of KFin.
  - ii. After the conclusion of voting at the AGM through Insta Poll, the votes cast at the Meeting were counted first and thereafter the votes cast through remote evoting were unblocked and the details containing, *inter alia*, the list of Members, who voted "for" or "against" each of the resolutions, that were put to vote, were generated from the e-voting system of KFin and was also witnessed by 2 witnesses, Mr. Yashraj Bhatt and Mr. Aditya Joshi who are not in the employment of the Company and / or KFin. The witnesses signed this report in confirmation of the fact that the votes were unblocked in their presence on Tuesday, September 05, 2023.

The results of the remote e-voting together with that of the voting conducted at the AGM by way of Insta Poll are as under:

# **ORDINARY BUSINESS**

Item No. 1 (a) of the Notice:

Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon. (As an Ordinary Resolution)

Votes		Votes		Invalid votes
in favour of the resolution		against the reso	lution	
Nos.	%age	Nos.	%age	Nos.
117,40,52,221	99.9995	5,581	0.0005	NIL

The resolution stands passed with the requisite majority.

Item No. 1 (b) of the Notice:

Consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon. (As an Ordinary Resolution)



601/602, B Wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai – 400 037. T : + 91 22 2403 6596 M : +91 90040 89490 / 98201 42331 E : narasimhan.b8@gmail.com / bn@bnpassociates.in

3



Votes		Votes		Invalid votes
in favour of the resolution		against the reso	lution	
Nos.	%age	Nos.	%age	Nos.
117,40,52,214	99.9995	5,588	0.0005	NIL

The resolution stands passed with the requisite majority.

# Item No. 2 of the Notice:

Appointment of Ms. Jyoti Deshpande (DIN: 02303283), a Director retiring by rotation. (As an Ordinary Resolution)

Votes		Votes		Invalid votes
in favour of the resolution		against the resol	ution	
Nos.	%age	Nos.	%age	Nos.
117,42,31,261	99.9617	4,49,330	0.0383	NIL

The resolution stands passed with the requisite majority.

# SPECIAL BUSINESS

Item No. 3 of the Notice:

Approval of Material Related Party Transactions of Viacom 18 Media Private Limited, a subsidiary of the Company. (As an Ordinary Resolution)#

Votes		Votes		Invalid votes
in favour of the resolution		against the reso	lution	
Nos.	%age	Nos.	%age	Nos.
13,91,50,836	99.9930	9,783	0.0070	NIL

# For the voting results, the votes cast by shareholders who are eligible to vote in terms of Regulation 23 of Listing Regulations have been considered.

The resolution stands passed with the requisite majority.

Item No. 4 of the Notice:

Ratification of the remuneration of the Cost Auditor for the financial year ending March 31, 2024. (As an Ordinary Resolution)

Votes		Votes		Invalid votes
in favour of the resolution		against the reso	lution	
Nos.	%age	Nos.	%age	Nos.
117,46,72,840	99.9993	7,797	0,00050	NIL NIL
			15	1976

ASSOCIATE

# The resolution stands passed with the requisite majority.

601/602, B Wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wildaw C, Mumbai – 400 037. T : + 91 22 2403 6596 M : +91 90040 89490 / 98201 42331 E : narasimhan.b8@gmail.com / bn@bnpassociates.in

4



All the Resolutions mentioned in the AGM Notice dated August 9, 2023 as per the details mentioned above stand passed with the requisite majority and hence deemed to be passed as on the date of the AGM i.e. September 5, 2023.

The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Company Secretary, for safe keeping, after the Chairman signs the minutes of the AGM.

any Ser

Thanking you,

Yours Faithfully

CS B. Narasimhan Company Secretary in Practice (FCS no 1303 COP no 10440) Proprietor BN & Associates COMPANY SECRETARIES UDIN: F001303E000907582

Place: Mumbai Date: September 6, 2023

The following were the witnesses to the unblocking of the votes cast through remote e-voting.

4Bhatto-

1. Mr. Yashraj Bhatt

Countersigned For TV18 Broadcast Limited

Ratnesh Rukhariyar Company Secretary

2. Mr. Aditya Joshi

601/602, B Wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai – 400 037. T : + 91 22 2403 6596 M : +91 90040 89490 / 98201 42331 E : narasimhan.b8@gmail.com / bn@bnpassociates.in