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## SAVITA SINGLA & ASSOCIATES COMPANY SECRETARIES

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### FORM MGT-13

### SCRUTINER'S REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

32<sup>nd</sup> Annual General Meeting of the Company of the Equity Shareholders of "ATV PROJECTS INDIA LIMITED" held on Wednesday, 14<sup>th</sup> August, 2019 at 11:00 A.M. at Tejpal Auditorium, Gowalia Tank, Near August Kranti Marg, Mumbai 400 007.

Sub: Passing of the resolution through electronic and poll conducted at the 32<sup>nd</sup> Annual General Meeting (AGM) of ATV Projects India Limited (The Company) held on 14<sup>th</sup> August, 2019.

Dear Sir,

1. I, Savita Singla, a Company Secretary in practice, having office at Tower 8, Flat No.1503, Orchid Residency, Ghatkopar-West, Mumbai-400086 appointed as a Scrutinizer by the Board of Directors of ATV PROJECTS INDIA LIMITED ("The Company") for the purpose of scrutinizing the e voting process under provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, including any statutory modification or re-enactment thereof.

The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 09:00 hrs on Sunday, August 11<sup>th</sup>, 2019 and ended on 17:00 hrs on Tuesday, August 13<sup>th</sup>, 2019. The e-voting results were finalized by me on Wednesday August 14<sup>th</sup>, 2019 at 15:24:45 hours in the presence of two witnesses.

The Chairman of the 32<sup>nd</sup> AGM had appointed me as a scrutinizer on poll under the provision of Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof on the resolutions contained in the notice to the 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, held on Wednesday August 14<sup>th</sup>, 2019 at Tejpal Auditorium, Gowalia Tank, Near August Kranti Marg, Mumbai 400007.

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2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules relating to e voting and poll and clauses of Listing Agreement related to e -voting, on the resolutions contained in the Notice of 32<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e- voting process and poll at the AGM is restricted to make a consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolution as stated below, based on the reports generated from the e voting system provided by Central Depository Services (India) Limited ("CDSL"), and the details/ report provided by the Registrar and Transfer Agents of the Company (Sharex Dynamic India Private Limited).

I submit my report as under:

**A. Relating to E-Voting:**

- a) The e-voting period began at 09.00 hrs on Sunday, August 11<sup>th</sup>, 2019 and ended on 17.00 hrs on Tuesday, August 13<sup>th</sup>, 2019.
- b) The members have casted their vote through e-voting facility provided by the Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.
- c) I have monitored the process of electronic voting through the scrutinizer's secured link provided by the CDSL on the designated website.
- d) Particulars of all votes received electronically from the Members have been entered in a register separately maintained for the purpose.

**B. Relating to Voting at the AGM through Ballot:**

- a) At the time fixed for Annual General Meeting, the empty ballot box was locked and sealed in my presence and in presence of two witnesses.
- b) The locked ballot box was subsequently opened in my presence and two witnesses namely Ms. Mansi Shah and Ms. Anvi Dholakia.
- c) Thereafter, the poll papers and the authorizations/proxies lodged with the Company were reconciled with the records maintained by the Registrar and Transfer Agents of the Company (Sharex Dynamic India Private Limited having office at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083).
- d) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as "Invalid" and kept separately.

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- e) The poll papers, which were duplicate and/or against which, voting has been done through e- voting have been treated as "Rejected" and kept separately.

After counting/ verification of the votes cast at the Annual General Meeting, the votes cast through e- voting were unblocked on Wednesday, August 14<sup>th</sup>, 2019 at 15:24:45 hours in the presence of two witnesses, namely Ms. Mansi Shah and Ms. Anvi Dholakia, who are not in the employment of the Company.

Thereafter, Sharex Dynamic India Private Limited provided the details of equity shareholders, who voted "For" or "Against" through voting at the annual general meeting by electronic means.

**3. The result of the E-voting together with that of the Poll is as under:**

Total number of members who casted their votes through e-voting	Total number of ballots received	Total number of ballots declared invalid	Total number of ballots rejected	Total number of valid votes (as per details provided under each one of the Resolution (s) mentioned hereunder)
35	73	03	02	Various as mentioned under each of the Resolution

**a) Resolution 1: Ordinary Business: Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements for the Financial Year ended 31st March, 2019 together with the Reports of the Directors and the Auditors thereon.

Mode of Voting	Valid votes in favour of the resolution (No. of ballot)		Valid votes against the resolution (No. of ballot)		Invalid votes (No. of ballot)
	Nos.	%	Nos.	%	
E- voting	18785166 (32)	99.999	106 (03)	0.001	N.A.
Poll	327592 (68)	99.950	0	0	164 (05)
Total	19112758	99.999	106	Negligible	164

**b) Resolution 2: Ordinary Business: Ordinary Resolution**

To appoint a director in place of Mrs. Payal Sanghavi (DIN-08133682) who retires by rotation and being eligible offers herself for reappointment.



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Mode of Voting	Valid votes in favour of the resolution (No. of ballot)		Valid votes against the resolution (No. of ballot)		Invalid votes (No. of ballot)
	Nos.	%	Nos.	%	
E- voting	18785066 (31)	99.999	206 (04)	Negligible	N.A.
Poll	327592 (68)	99.950	0	0	164 (05)
Total	19112658	99.999	206	Negligible	164

**c) Resolution 3: Special Business: Ordinary Resolution**

Appointment of Mr. Nitin Wagh (DIN-00221128) as Independent Director of the Company, who was appointed as an additional director of the Company on 11.02.2019.

Mode of Voting	Valid votes in favour of the resolution (No. of ballot)		Valid votes against the resolution (No. of ballot)		Invalid votes (No. of ballot)
	Nos.	%	Nos.	%	
E- voting	18785066 (31)	99.999	206 (04)	Negligible	N.A.
Poll	327592 (68)	99.950	0	0	164 (05)
Total	19112658	99.998	206	Negligible	164

**d) Resolution 4: Special Business: Special Resolution**

Continuation of Directorship of Mr. S. P. Banerjee (DIN-00030895) as a Non- Executive Independent Director.

Mode of Voting	Valid votes in favour of the resolution (No. of ballot)		Valid votes against the resolution (No. of ballot)		Invalid votes (No. of ballot)
	Nos.	%	Nos.	%	
E- voting	18785066 (31)	99.998	206 (04)	Negligible	N.A.
Poll	327592 (68)	99.950	0	0	164 (05)
Total	19112658	99.998	206	Negligible	164

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All the Resolutions stands passed under e- voting and poll with the requisite majority.

4. A List of equity shareholders who voted "FOR" and "Against" and those whose voted were declared invalid for each resolution is enclosed.

I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through e- voting and Poll by the Shareholders of the Company. I shall be arranging to hand over these records to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

For Savita Singla & Associates



Savita Singla  
Proprietor

M. No: F 7745

COP No.: 8614

Date: 14<sup>th</sup> August, 2019



Place: Mumbai

Witnesses:



Ms. Mansi Shah  
7, Bedeshwar, M. G. Road,  
Rajawadi, Opp. One Up Showroom,  
Ghatkopar (East) - 400 077.



Ms. Anvi Dholakia  
Residing at 3 G 163, Kalpataru Aura,  
Opp R City Mall,  
LBS Marg, Ghatkopar West,  
Mumbai- 400 086