Member of
eema
Event & Entertainment Management Association

Dated: 28th October, 2020

To,
Listing Department
National Stock Exchange of India
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai -400051

Symbol- TOUCHWOOD	*ISIN- INE486Y01013*	*Series- EQ*

Subject: Submission of Scrutinizer's Report & Voting under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements') Regulation, 2015

Dear Sir/Ma'am,

In continuation to our letter dated 26th October, 2020, wherein the Company had submitted with the exchange the proceedings of the 23rd AGM of the Company was held on 26th October, 2020 at 12.15 P.M. through Video Conference (VC) / Other Audio-Visual Means (OAVM), to transact the businesses as stated in the notice dated 9th September, 2020, convening the AGM.

In this regard, please find enclosed herewith the Scrutinizer's Report dated **28th October, 2020** and Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, received from Mr. Advitiya Vyas, practicing Company Secretary, New Delhi, who was appointed as the scrutinizer for conducting the voting process in a fair and transparent manner.

All resolutions as set out in the Notice of the said AGM were duly approved by the Shareholders, with requisite majority.

We request you to take the above information on your record.

Thanking You,

Yours Faithfully,

For Touchwood Entertainment Limited

TOUCHWOOD ENTERTAINMENT LTD.

Ashima Arora
Company Secretary & Compliance Officer

ADVITIYA VYAS & COMPANY
PRACTICING COMPANY SECRETARIES

114, USHA KIRAN BUILDING,
AZADPUR COMMERCIAL COMPLEX
AZADPUR, NEW DELHI-33

Email: csadvitiyavyas@gmail.com
Contact No.: +91-9560097400

CONSOLIDATED REPORT OF SCRUTINIZER
[FORM NO MGT-13]

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

23rd Annual General Meeting of the Equity Shareholders of Touchwood Entertainment Limited (hereinafter called as 'The Company') (CIN: L92199DL1997PLC088865) held on Monday, the 26th day of October, 2020 at 12:15 Hrs. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

Dear Sir,

I, **Advitiya Vyas, practicing Company Secretary**, was appointed as Scrutinizer by the Board of Touchwood Entertainment Limited for the purpose of scrutinizing the process of remote E-voting and E-voting at the time of AGM on the below mentioned resolution(s), at the 23rd Annual General Meeting of the Equity Shareholders of the Company, held on Monday, the 26th day of October, 2020 at 12:15 Hrs. through Video Conferencing(VC)/ Other Audio-Visual Means (OAVM).

The Company has availed the facility of e-voting provided by National Security Depository Limited (NSDL) for conduction the remote *e*-voting and *e*-voting at the time of Annual General Meeting of the Company.

Management's Responsibility
The management of the Company is responsible to ensure compliance with the requirements of

(i) the Companies Act, 2013 and the Rules made thereunder;
(ii) the Circulars issued by the Ministry of Corporate Affairs (MCA); and
(iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM.

The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility
My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and

ADVITIYA VYAS
Digitally signed by ADVITIYA VYAS
DN: c=IN, o=Personal, postalCode=302020, st=RAJASTHAN, serialNumber=5a91de17cae990fac663e10785d88f64f9f8b382c547bc56ec3052c2a52d9fe, cn=ADVITIYA VYAS
Date: 2020.10.28 15:31:21 +05'30'

attendant papers / documents furnished to me electronically by the Company and/ or NSDL for my verification.

Since this AGM was held through VC in accordance with the MCA circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the members was dispensed with.

I hereby submit our report as under:

1. the window for accessing the e-voting facility provided to the members of the Company by NSDL (URL: https://www.evoting.nsdl.com) was opened at 9:00 hrs. on Friday, October 23rd, 2020 and closed at 17:00 hrs. on Sunday, October 25th, 2020. This facility was provided to the members whose names are showing in the Register of Members as on the Cut Off date i.*e.* October 19th, 2020.

2. with permission of the Chairman to the AGM the e-voting facility was opened for those members who attended the AGM but not casted their votes till the time of AGM and the same was closed at 13:15 hrs. on October 26th, 2020. After the conclusion of the General Meeting, the votes casted at the AGM were counted by me and thereafter unblock the votes casted through remote e-voting in presence of two person who were not in employment of the Company.

3. The Voting Results were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

4. No Vote was found defective and therefore there is no invalid vote.

5. The result of the E-Voting (remote e-voting and e-voting at the time of AGM) is as under:

A. ORDINARY BUSINESS

Item No	**01**
Description of Resolution	**To receive, consider & adopt the Audited Financial Statement of the Company for the year ended 31st March 2020, including audited Balance Sheet as at 31st March, 2020, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and report of the Board of Directors and Auditors thereon**
Whether Promoters and/or Promoters' Group are interested in the resolution	**No**
Mode of Vote	**Electronically through E-voting facility**

ADVITIYA VYAS
Digitally signed by ADVITIYA VYAS
DN: c=IN, o=Personal, postalCode=302020, st=RAJASTHAN, serialNumber=5a91de17cae990fac663e10783d88f649ff8b8382c547bc56ec3052c2a52d9fe, cn=ADVITIYA VYAS
Date: 2020.10.28 15:31:47 +05'30'

Category	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No of Votes in favour	No of votes against	No of votes against	% of Votes against on votes polled	Invalid votes
Promoters and Promoters Group	7110157	6827730	96.02	6827730	100	0	0	0
Public-Non-Institutions	3071088	88924	2.89	88924	100	0	0	0

and therefore, the aforementioned resolution has been approved by requisite majority.

Item No			**02**					
Description of Resolution			**To confirm the interim dividend of Rs. 0.20 per share of the Company and consider the same as final dividend for the financial year ended on March 31, 2020**					
Whether Promoters and/or Promoters' Group are interested in the resolution			**No**					
Mode of Vote			**Electronically through E-voting facility**					
Category	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on outstanding Shares**	**No of Votes in favour**	**No of votes against**	**No of votes against**	**% of Votes against on votes polled**	**Invalid votes**
Promoters and Promoters Group	7110157	6827730	96.02	6827730	100	0	0	0
Public-Non-Institutions	3071088	88924	2.89	88924	100	0	0	0

and therefore, the aforementioned resolution has been approved by requisite majority.

ADVITIYA VYAS
Digitally signed by ADVITIYA VYAS
DN: c=IN, o=Personal, postalCode=302020, st=RAJASTHAN, serialNumber=5a91de17cae990fac663e10783d88f649f8b8382c547bc56ec3052c2a52d9fe, cn=ADVITIYA VYAS
Date: 2020.10.28 15:32:09 +05'30'

Item No			**03**					
Description of Resolution			**To appoint a Director in place of Mr. Vijay Arora (DIN: 00996193), who retires by rotation, and being eligible, offers himself for re-appointment.**					
Whether Promoters and/or Promoters' Group are interested in the resolution			**Yes**					
Mode of Vote			**Electronically through E-voting facility**					
Category	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on outstanding Shares**	**No of Votes in favour**	**No of votes against**	**No of votes against**	**% of Votes against on votes polled**	**Invalid votes**
Promoters and Promoters Group	7110157	6827730	96.02	6827730	100	0	0	0
Public-Non-Institutions	3071088	88924	2.89	88924	100	0	0	0

and therefore, the aforementioned resolution has been approved by requisite majority.

6. The electronic data and all other relevant records relating to electronic voting 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 person authorised by the Chairman.

Thanking you
Yours faithfully,

ADVITIYA VYAS

Digitally signed by ADVITIYA VYAS
DN: c=IN, o=Personal, postalCode=302020, st=RAJASTHAN, serialNumber=5a91de17cae990fac663e10783d88f649f8b8382c547bc56ec3052c2a52d9fe, cn=ADVITIYA VYAS
Date: 2020.10.28 15:33:32 +05'30'

ADVITIYA VYAS
Company Secretary
ACS: 44150
COP: 16257
UDIN: A044150B001074245

Date: 28-10-2020
Place: New Delhi

For Touchwood Entertainment Limited

TOUCHWOOD ENTERTAINMENT LTD.

Counter signed by Manjit Singh
Chairman & Managing Director

VOTING RESULTS

Record Date	19-10-2020
Total number of shareholders on record date	739

ATTENDANCE SUMMARY OF MEMBERS IN AGM

Category	Mode of presence	No of members present
Promoters & Promoter Group	Video Conference	05
	Physical	00
Public	Video Conference	17
	Physical	00
Total		**23**

VOTING SUMMARY

Resolution No	No of Members voted		No of shares held
	Remote E-voting	At the time of AGM	
01	**20**	**0**	**6916654**
02	**20**	**0**	**6916654**
03	**20**	**0**	**6916654**

Item No	**01**
Description of Resolution	**To receive, consider & adopt the Audited Financial Statement of the Company for the year ended 31st March 2020, including audited Balance Sheet as at 31st March, 2020, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and report of the Board of Directors and Auditors thereon**
Whether Promoters and/or Promoters' Group are interested in the resolution	**No**
Mode of Vote	**Electronically through E-voting facility**

Category	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on outstanding Shares**	**No of Votes in favour**	**No of votes against**	**No of votes against**	**% of Votes against on votes polled**	**Invalid votes**
Promoters and Promoters Group	7110157	6827730	96.02	6827730	100	0	0	0
Public-Non-Institutions	3071088	88924	2.89	88924	100	0	0	0

TOUCHWOOD ENTERTAINMENT LTD.

Item No			02					
Description of Resolution			To confirm the interim dividend of Rs. 0.20 per share of the Company and consider the same as final dividend for the financial year ended on March 31, 2020					
Whether Promoters and/or Promoters' Group are interested in the resolution			No					
Mode of Vote			Electronically through E-voting facility					
Category	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on outstanding Shares**	**No of Votes in favour**	**No of votes against**	**No of votes against**	**% of Votes against on votes polled**	**Invalid votes**
Promoters and Promoters Group	7110157	6827730	96.02	6827730	100	0	0	0
Public-Non-Institutions	3071088	88924	2.89	88924	100	0	0	0

TOUCHWOOD ENTERTAINMENT LTD.

Item No			03					
Description of Resolution			To appoint a Director in place of Mr. Vijay Arora (DIN: 00996193), who retires by rotation, and being eligible, offers himself for re-appointment.					
Whether Promoters and/or Promoters' Group are interested in the resolution			Yes					
Mode of Vote			Electronically through E-voting facility					
Category	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on outstanding Shares**	**No of Votes in favour**	**No of votes against**	**No of votes against**	**% of Votes against on votes polled**	**Invalid votes**
Promoters and Promoters Group	7110157	6827730	96.02	6827730	100	0	0	0
Public-Non-Institutions	3071088	88924	2.89	88924	100	0	0	0