

CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. Rajababu Kalla
Whole-time Director,
Euro Multivision Limited
F 12, Ground Floor,
Sangam Arcade, Vallabhkhair Road,
Vile Parle (West), Mumbai - 400 056

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Polling Papers at 11th Annual General Meeting (AGM) of the Members of Euro Multivision Limited (the Company) held on Tuesday, 29th September, 2015.

1. I, CS Manish 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 Remote E-Voting process and conducting poll through polling paper at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 4 as set out in the Notice of the aforesaid AGM of the members of the Company dated 14th August, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-Voting and Voting by way of polling papers at the AGM, on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote 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' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide Remote 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 14th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier on 4th September, 2015.
 - b. The said notice was dispatched on the basis of Register of Members made available by M/s. Link Intime India Private Limited, the Registrar & 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, 28th August, 2015.
 - c. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Saturday, 26th September, 2015 (09:00 am) to Monday, 28th September, 2015 (05:00 p.m.).
4. The voting rights of members was considered in proportion to their shares in the paid up equity share capital of the Company as on the Cut-Off date i.e. Tuesday, 22nd September, 2015.
5. At the AGM, no shareholder has cast their vote through polling papers. As required under the said rules, after the closure of the AGM, the votes cast under Remote E-Voting facility were unblocked in the presence of CS K Venkataraman and CS Suchi Harlalka, who are not in employment with the Company.
6. Summary of the Remote E-voting and poll is as follows:

Resolution No. 1

| Particulars | Ordinary Resolution: For adoption of Audited Financial Statements for the year ended March 31, 2015 and the Reports of the Directors' and the Auditors'. | | | | | |
|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------------------------------------------------------|-----------------------|-----------------------|--------------|
| | Number of members voted | | Votes equivalent to number of shares held by members | | Valid votes cast | |
| | Total received | Valid | Total | Valid | In favour | Against |
| Remote E-voting | 36 | 36 | 15452875 | 15452875 | 15452875 | 0 |
| Polling at AGM | - | - | - | - | - | - |
| Total | 36 | 36 | 15452875 | 15452875 (100.00%) | 15452875 (100.00%) | 0 (0.00%) |
| Result: The said resolution may be considered as passed unanimously. | | | | | | |



Resolution No. 2

| | | | | | | |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------------------------------------------------------|-----------------------|-----------------------|-----------------|
| Particulars | Ordinary Resolution: For appointment of a Director in the place of Mr. Rajababu Kalla (DIN:00346283), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment. | | | | | |
| Voting pattern | Number of members voted | | Votes equivalent to number of shares held by members | | Valid votes cast | |
| | Total received | Valid | Total | Valid | In favour | Against |
| Remote E-voting | 36 | 36 | 15452875 | 15452875 | 15452560 | 315 |
| Polling at AGM | - | - | - | - | - | - |
| Total | 36 | 36 | 15452875 | 15452875 (100.00%) | 15452560 (99.998%) | 315 (0.002%) |
| Result: The said resolution may be considered as passed with requisite majority. | | | | | | |

Resolution No. 3

| | | | | | | |
|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------------------------------------------------------|-----------------------|-----------------------|--------------|
| Particulars | Ordinary Resolution: For ratification of appointment of M/s. Deepak Maru & Co., Chartered Accountants, Mumbai (FRN: 115678W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of 15 th Annual General Meeting and to authorize the Board of Directors to fix their remuneration. | | | | | |
| Voting pattern | Number of members voted | | Votes equivalent to number of shares held by members | | Valid votes cast | |
| | Total received | Valid | Total | Valid | In favour | Against |
| Remote E-voting | 36 | 36 | 15452875 | 15452875 | 15452875 | 0 |
| Polling at AGM | - | - | - | - | - | - |
| Total | 36 | 36 | 15452875 | 15452875 (100.00%) | 15452875 (100.00%) | 0 (0.00%) |
| Result: The said resolution may be considered as passed unanimously. | | | | | | |



Resolution No. 4

| Particulars | Ordinary Resolution: For appointment of Mrs. Forum Shah (DIN: 00221648), as a Director of the Company. | | | | | |
|-----------------|-----------------------------------------------------------------------------------------------------------|-------|------------------------------------------------------|-----------------------|-----------------------|-----------------|
| | Number of members voted | | Votes equivalent to number of shares held by members | | Valid votes cast | |
| | Total received | Valid | Total | Valid | In favour | Against |
| Remote E-voting | 36 | 36 | 15452875 | 15452875 | 15452560 | 315 |
| Polling at AGM | - | - | - | - | - | - |
| Total | 36 | 36 | 15452875 | 15452875 (100.00%) | 15452560 (99.998%) | 315 (0.002%) |

Result: The said resolution may be considered as passed with requisite majority.

I further report that:

- I have received all the documents as mentioned in Sections 105, 112 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register ;
- The Register/s, all other papers and relevant records relating to Remote E-Voting shall remain in my 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 Compliance Officer of the Company for safe keeping.



For Manish Ghia & Associates
Company Secretaries

Manish Ghia

CS Manish L. Ghia
Partner

Place: Mumbai

Date: 29th September, 2015

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

Countersigned by:

Rajababu Kalla

Rajababu Kalla

Whole-time Director

Euro Multivision Limited

