



Dated: 30th September, 2023

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

<i>Symbol- TOUCHWOOD</i>	<i>ISIN- INE486Y01013</i>	<i>Series- EQ</i>
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Subject: Submission of Scrutinizer's Report & Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir/Ma'am,

In continuation to our letter dated 29th September, 2023, wherein the Company had submitted with the exchange the proceedings of the 26th AGM of the Company held on 29th September, 2023 at 4 P.M. (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM).

In this regard, please find enclosed herewith the Scrutinizer's Report dated **30th September, 2023** 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 e-voting process.

The resolutions as set out in the AGM Notice were duly approved by the members, with requisite majority.

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

Thanking You,

Yours Faithfully,

For Touchwood Entertainment Limited

Ashima Arora
Company Secretary & Compliance Officer
Membership No. A58754

Encl. as above

TOUCHWOOD ENTERTAINMENT LIMITED

CIN: L92199DL1997PLC088865 | ISO 9001 :2015 | UAM No. DL10F0009354

Reg. Office : Sec-B, Pkt-1, Space 301 and 302, LSC-7 Community Centre, Vasant Kunj New Delhi -110070

Corporate Office : Thapar Farm-1, Opp. Shanti Kunj Main, Sector D-3 Church Mall Road, Vasant Kunj, New Delhi - 110070

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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

26th Annual General Meeting (hereinafter called as 'The AGM') of the Equity Shareholders of Touchwood Entertainment Limited (hereinafter called as 'The Company') (CIN: L92199DL1997PLC088865) held on Friday, the 29th day of September, 2023 at 16:00 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 26th AGM held on Friday, the 29th day of September, 2023 at 16:00 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 the remote e-voting and e- voting at the time of 26th 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 at the time of AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions contained in the Notice, based on the reports generated from the e-voting facilitator NSDL, the Agency authorized under the Rules and engaged by the Company to provide the e-voting facility and attendance 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 my report as under:

1. The window for accessing the remote *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 Tuesday, September 26th, 2023 and closed at 17:00 hrs. on Thursday, September 28th, 2023. This facility was provided to the members whose names are showing in the Register of Members /List of beneficial owners as on the Cut Off date i.e. September 22nd, 2023. As per the records the total no. of members as on the cut-off date are 1567.
2. With the permission of the Chairman to the AGM the *e*-voting facility was opened for vote during the AGM for those members who have attended the AGM but not casted their votes till the time of AGM and the same was closed at 16:45 hrs. on September 29th, 2023. After the conclusion of the Annual General Meeting the votes casted through remote *e*-voting were unblocked 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. Being the AGM was conducted through Video Conferencing (VC) therefore the voting through demand of poll was dispensed with.
6. The result of the *e*-Voting is as under:

A. ORDINARY BUSINESS

Item No.	01
Description of Resolution	To receive, consider and adopt: a) The Audited Standalone Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon b) The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports 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

Type of resolution	Ordinary
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Voting Summary

Total votes casted (Including Remote e-Voting and Voting at the time of AGM)	Valid Votes	Invalid Votes
9225943	9225943	0

Total Number of members who casted their votes through Remote e-voting Process	Total Number of members who casted their votes through e-voting Process at AGM	Total number of Valid Vote Casted	Total Votes in Favour of resolution	Total Votes casted against the resolution
67	0	9225943	9225941	02

The aforementioned resolution has been approved by requisite majority.

Item No.	02
Description of Resolution	To declare a final dividend of ₹ 0.35/- per equity share for the financial year ended the 31st March, 2023.
Whether Promoters and/or Promoters' Group are interested in the resolution	No
Mode of Vote	Electronically through E-voting facility
Type of resolution	Ordinary

Voting Summary

Total votes casted (Including Remote e-Voting and Voting at the time of AGM)	Valid Votes	Invalid Votes
9225943	9225943	0

Total Number of members who casted their votes through Remote e-voting Process	Total Number of members who casted their votes through e-voting Process at AGM	Total number of Valid Vote Casted	Total Votes in Favour of resolution	Total Votes casted against the resolution
67	0	9225943	9225941	02

Item No.	03
Description of Resolution	To appoint a director in place of Mrs. Priyanka Arora (DIN: 07931265), who retires by rotation, and being eligible, offers herself for re-appointment
Whether Promoters and/or Promoters' Group are interested in the resolution	Yes Mr. Vijay Arora and Mrs. Kanika are interested parties to this resolution.
Mode of Vote	Electronically through E-voting facility
Type of resolution	Ordinary

Total votes casted (Including Remote e-Voting and Voting at the time of AGM)	Valid Votes	Invalid Votes
5797938*	5797938*	0

Total Number of members who casted their votes through Remote <i>e</i>-voting Process	Total Number of members who casted their votes through <i>e</i>-voting Process at AGM	Total number of Valid Vote Casted	Total Votes casted in Favour of resolution	Total Votes casted against the resolution
64	0	5797938	5797783	155

**Mr. Vijay Arora, Mrs. Priyanka Arora and Mrs. Kanika belong to the promoters' group and are interested parties in the said resolution therefore, their casted votes have not been reckoned for arriving at the requisite majority for this resolution. However, the votes casted other than the above mentioned promoters' votes are in majority.*

Item No.	04
Description of Resolution	Variation in terms of the objects of the preferential issue as stated in the explanatory statement of resolution approved by members dated February 05, 2023.
Whether Promoters and/or Promoters' Group are interested in the resolution	No
Mode of Vote	Electronically through E-voting facility

Type of resolution	Special
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Voting Summary

Total votes casted (Including Remote e-Voting and Voting at the time of AGM)	Valid Votes	Invalid Votes
9225943	9225943	0

Total Number of members who casted their votes through Remote e-voting Process	Total Number of members who casted their votes through e-voting Process at AGM	Total number of Valid Vote Casted	Total Votes in Favour of resolution	Total Votes casted against the resolution
67	0	9225943	9225788	155

7. 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,

For ADVITIYA VYAS & COMPANY

Practicing Company Secretary

ADVITIY

A VYAS

ADVITIYA VYAS

Company Secretary

ACS: 44150

COP: 16257

UDIN: A044150E001144843

Date: 30-09-2023

Place: New Delhi

Digitally signed by ADVITIYA VYAS
DN: c=IN, o=PERSONAL,
pseudonym=fcea496500e9518cfbc4edcca18436
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2.5.4.20=00F7577440830E6A5157730B12D7C86
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postalCode=302020, st=RAJASTHAN,
serialNumber=5a91de17cae990fac663e10783d88f
649fbb382c547bc56ec3052c2a52d99fe,
cn=ADVITIYA VYAS
Date: 2023.09.30 17:55:23 +05'30'

ATTENDANCE SUMMARY OF MEMBERS IN AGM

Mode of presence	Promoter & Promoters' Group	Public
Through Video Conference	06	30
Physical	0	0
Total	06	30

DETAILS OF VOTING RESULTS

Item No.	01
Description of Resolution	To receive, consider and adopt: a) The Audited Standalone Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon b) The Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports 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
Type of resolution	Ordinary

Category	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No of Votes in favour	% of votes in favour	No of votes against	% of Votes against on votes polled	Invalid votes
Promoters and Promoters' Group	7133880	7133880	100	7133880	100	0	0	0
Public Institution	0	0	0	0	0	0	0	0
Public-Non-Institutions	3577365	2092063	58.48	2092061	99.99	02	0.00	0

Item No.	02
Description of Resolution	To declare a final dividend of ₹ 0.35/- per equity share for

	the financial year ended the 31st March, 2023.
Whether Promoters and/or Promoters' Group are interested in the resolution	No
Mode of Vote	Electronically through E-voting facility
Type of resolution	Ordinary

Category	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No of Votes in favour	% of votes in favour	No of votes against	% of Votes against on votes polled	Invalid votes
Promoters and Promoters' Group	7133880	7133880	100	7133880	100	0	0	0
Public Institution	0	0	0	0	0	0	0	0
Public-Non-Institutions	3577365	2092063	58.48	2092061	99.99	02	0.00	0

Item No.	03
Description of Resolution	To appoint a director in place of Mrs. Priyanka Arora (DIN: 07931265), who retires by rotation, and being eligible, offers herself for re-appointment
Whether Promoters and/or Promoters' Group are interested in the resolution	Yes Mr. Vijay Arora and Mrs. Kanika are interested parties to this resolution.
Mode of Vote	Electronically through E-voting facility
Type of resolution	Ordinary

Category	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No of Votes in favour	% of votes in favour	No of votes against	% of Votes against on votes polled	Invalid votes
Promoters and Promoters' Group	7133880	3705875	51.95	3705875	100	0	0	0
Public Institution	0	0	0	0	0	0	0	0

Public-Non-Institutions	3577365	2092063	58.48	2091908	99.99	155	0.00	0
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Item No.	04
Description of Resolution	Variation in terms of the objects of the preferential issue as stated in the explanatory statement of resolution approved by members dated February 05, 2023.
Whether Promoters and/or Promoters' Group are interested in the resolution	No
Mode of Vote	Electronically through E-voting facility
Type of resolution	Special

Category	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding Shares	No of Votes in favour	% of votes in favour	No of votes against	% of Votes against on votes polled	Invalid votes
Promoters and Promoters' Group	7133880	7133880	100	7133880	100	0	0	0
Public Institution	0	0	0	0	0	0	0	0
Public-Non-Institutions	3577365	2092063	58.48	2091908	99.99	155	0.00	0

For ADVITIYA VYAS & COMPANY

Practicing Company Secretary

ADVITIYA

VYAS

ADVITIYA VYAS

Company Secretary

ACS: 44150

COP: 16257

UDIN: A044150E001144843

Date: 30-09-2023

Place: New Delhi

Digitally signed by ADVITITYA VYAS
DN: c=IN, o=PERSONAL,
pseudoym=fce4a9b9560e9518cfc4edcca18436a,
2.5.4.20=00f757744083066AA5157730812D7CB65211AE1D
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st=RAJASTHAN,
serialNumber=5a9d1e7cae990fac63e10783d88f649fbb83
82c547bc56c3052c2a52d96c, cn=ADVITITYA VYAS
Date: 2023.09.30 17:56:02 +05'30'

FOR TOUCHWOOD ENTERTAINMENT LIMITED

Manjit Singh

Digitally signed by Manjit
Singh
Date: 2023.09.30 18:05:09
+05'30'

Counter signed by MANJIT SINGH, Chairman

TOUCHWOOD ENTERTAINMENT LIMITED

Item No.	01
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Promoters and Promoters Group	7133880	7133880	100.00	7133880	0	100.00	0	0
Public -Institutions	0	0	0	0	0	0	0	0
Public -Non-Institutions	3577365	2092063	58.48	2092061	02	99.99	0	0

Item No.	02
Description of Resolution	To declare a final dividend of ₹ 0.35/- per equity share for the financial year ended the 31st March, 2023.
Whether Promoters and/or Promoters' Group are interested in the resolution	No
Mode of Vote	Electronically through E-voting facility
Type of resolution	Ordinary

Category	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	Invalid votes
Promoters and Promoters Group	7133880	7133880	100.00	7133880	0	100.00	0	0
Public -Institutions	0	0	0	0	0	0	0	0
Public -Non-Institutions	3577365	2092063	58.48	2092061	02	99.99	0	0

Item No.	03
Description of Resolution	To appoint a director in place of Mrs. Priyanka Arora (DIN: 07931265), who retires by rotation, and being eligible, offers herself for re-appointment
Whether Promoters and/or Promoters' Group are interested in the resolution	Yes Mr. Vijay Arora and Mrs. Kanika are interested parties to this resolution.
Mode of Vote	Electronically through E-voting facility
Type of resolution	Ordinary

Category	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	Invalid votes
Promoters and Promoters Group	7133880	3705875*	51.95	3705875	0	100	0	0
Public -Institutions	0	0	0	0	0	0	0	0
Public -Non-Institutions	3577365	2092063	58.48	2091908	155	99.99	0	0

**Mr. Vijay Arora, Mrs. Priyanka Arora and Mrs. Kanika belong to the promoters' group and are interested parties in the said resolution therefore, their casted votes have not been reckoned for arriving at the requisite majority for this resolution.*

Item No.	04
Description of Resolution	Variation in terms of the objects of the preferential issue as stated in the explanatory statement of resolution approved by members dated February 05, 2023.
Whether Promoters and/or Promoters' Group are interested in the resolution	No
Mode of Vote	Electronically through E-voting facility
Type of resolution	Special

Category	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	Invalid votes
Promoters and Promoters Group	7133880	7133880	100.00	7133880	0	100.00	0	0
Public -Institutions	0	0	0	0	0	0	0	0
Public -Non-Institutions	3577365	2092063	58.48	2091908	155	99.99	0	0