

SCRUTINIZER'S REPORT

[Pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated 5 June, 2024]

Date: 10 July, 2024

To,

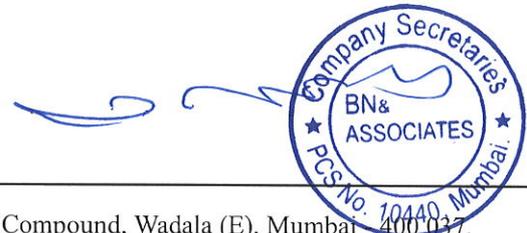
Justice (Retd.) V. Ramasubramanian,

Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") for the meeting of the Equity Shareholders of e-Eighteen.com Limited

Dear Sir,

Re: Meeting of the Equity Shareholders of e-Eighteen.com Limited convened pursuant to the Order dated 5 June, 2024 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, held on Wednesday, 10 July, 2024 at 10:30 a.m. (IST) at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai - 400013, Maharashtra

1. The NCLT *vide* its Order dated 5 June, 2024 ("NCLT Order") has *inter alia* directed e-Eighteen.com Limited ("**Company**" or "**Amalgamating Company 1**" or "**E18**") to hold a meeting of its Equity Shareholders to consider and approve, the proposed Composite Scheme of Arrangement amongst e-Eighteen.com Limited and its shareholders and creditors & TV18 Broadcast Limited ("**TV18**" or "**Amalgamating Company 2**") and its shareholders and creditors & Network18 Media & Investments Limited ("**Network18**" or "**Amalgamated Company**") and its shareholders and creditors ("**Scheme**"). The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and provides for:
 - (i) amalgamation of E18, a 91.89% subsidiary of Network18 with Network18; and
 - (ii) amalgamation of TV18, a 51.17% subsidiary of Network18 with Network18.
2. In terms of the NCLT Order:
 - a) Meeting of the Equity Shareholders of the Company was convened and held on Wednesday, 10 July, 2024 at 10:30 a.m. (IST) at First Floor, Empire Complex, 414- Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra;
 - b) Notice of the Meeting dated 6 June, 2024 ("**Notice**") along with the accompanying documents were sent through electronic mail to those Equity Shareholders whose e-mail addresses were registered with the Company / Registrar and Transfer Agent / Depository Participant / Depositories. Further, the Notice of the Meeting along with the accompanying documents were sent through speed post to those Equity Shareholders whose e-mail addresses were not registered/ available with the Company;
 - c) The said Notice was also placed on the website of the Company at: <https://www.moneycontrol.com/investors/>; and



- d) Notice of the meeting of the Equity Shareholders of the Company was published on 10 June, 2024 in 'Business Standard' in English language having nationwide circulation and in 'Loksatta' in Marathi language having circulation in Maharashtra.
3. I, B. Narasimhan, Company Secretary in practice and Proprietor of M/s. BN & Associates, have been appointed as Scrutinizer *vide* the NCLT Order for the purpose of scrutinizing the process of voting on the proposed resolution contained in the Notice calling the Meeting.

Management's Responsibility

4. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; and (ii) the NCLT Order in this regard.

Scrutinizer's Responsibility

5. My responsibility as Scrutinizer for voting process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the documents provided and available with me under the Act and the Rules made thereunder and attendance papers/ documents furnished to me by the Company for my verification.
6. **Poll:**
- (i) After the time fixed for closing of the poll by the Hon'ble Chairperson, ballot box kept for polling was locked in my presence with due identification marks placed by me.
- (ii) The locked ballot box was subsequently opened in my presence and was witnessed by two witnesses, Ms. Kashish Tekchandani and Ms. Shikha Yadav who are not in employment of the Company. They have signed below in confirmation of the same.

Kashish
(Ms. Kashish Tekchandani)

Shikha
(Ms. Shikha Yadav)

- (iii) The poll papers were diligently scrutinized and reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
- (iv) We did not find any poll papers invalid.
7. The resolution as set out in the Notice calling the Meeting of Equity Shareholders ("**Resolution**") is reproduced below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in

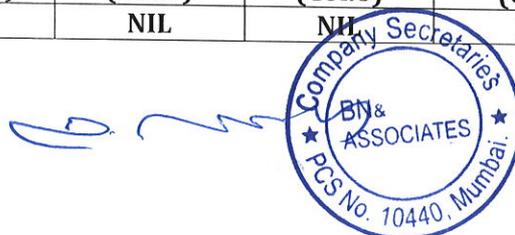


force), the provisions of the Memorandum and Articles of Association of the Company and subject to the sanction of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal") and subject to such other approval(s), permission(s) and sanction(s) of regulatory and other authorities, as may be necessary and subject to such condition(s) and modification(s) as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approval(s), permission(s) and sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement amongst e-Eighteen.com Limited and its shareholders and creditors & TV18 Broadcast Limited and its shareholders and creditors & Network18 Media & Investments Limited and its shareholders and creditors ("Scheme"), be and is hereby approved;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modification(s) or amendment(s) to the Scheme at any time and for any reason whatsoever, and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any question(s) or doubt(s) or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Members and the Members shall be deemed to have given their approval thereto expressly by authority under this Resolution."

8. I submit, herewith, the Scrutinizer's Report on the results of the voting on the Resolution:
- a. Total number of Valid Votes Polled: 49,67,677
- b.

Votes in favor of the Resolution			Votes against the Resolution			Invalid votes
Number of Equity Shareholders present and voting (in person or by proxy)	Number of Valid Votes	As a percentage of total number of valid votes as referred in "a" above	Number of Equity Shareholders present and voting (in person or by proxy)	Number of Valid Votes	As a percentage of total number of valid votes as referred in "a" above	Number of Invalid Votes
(Col.1)	(Col.2)	(Col.3)	(Col.4)	(Col.5)	(Col.6)	(Col.7)
59	49,67,677	100.00 %	NIL	NIL	NIL	NIL



Accordingly, the Resolution has been approved by the Equity Shareholders of the Company with requisite majority as required under the Act.

9. The poll papers and all other relevant records will be handed over to Ms. Urvashi Gupta, Company Secretary of the Company for safe keeping as provided in the Act read with the relevant Rules.

Thanking you

Yours sincerely,

Signature: _____

Name: B. Narasimhan

Firm Name: BN & Associates

COP/Membership No: 10440 / FCS1303

UDIN: F001303F000697306



Date: July 10, 2024

Place: Mumbai

Counter signed by:

A handwritten signature in blue ink, appearing to be "Justice (Retd.) V. Ramasubramanian".

Justice (Retd.) V. Ramasubramanian,
Hon'ble Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench
for the meeting of the Equity Shareholders of e-Eighteen.com Limited

Date: July 10, 2024

Place: *Mumbai*