Member of

Event & Entertainment Management Association

Date: 12/08/2019

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

Ref: Symbol- TOUCHWOOD
ISIN- INE486Y01013

Sub:- Submission of Voting Results & Scrutinizer's Report of Postal Ballot as per Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulation, 2015, we hereby submit the details of voting results in respect of the resolutions contained in the Notice dated 11th July, 2019 through Postal Ballot along with the Scrutinizer's Report thereon, the result of which was declared on 12th August, 2019.

Kindly take the same on your records.

Thanking You,

Yours Faithfully,

For & on behalf of
Touchwood Entertainment Limited

TOUCHWOOD ENTERTAINMENT LTD.

Manjit Singh
Managing Director
Din: 00996149

TOUCHWOOD ENTERTAINMENT LIMITED
CIN: L92199DL1997PLC088865
Reg. Office : Plot No. - 645, Near E.P.T. Block, Sarojini Nagar, New Delhi - 110023
Contact: +91-9810108253 ; Website: www.touchwood.in E-mail: delhi@touchwood.in

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VOTING RESULTS

Date of the AGM	Not Applicable as the resolution have been passed through Postal Ballot, result of which was declared on 12th August, 2019.
Total number of shareholders on record date	108
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group : **Public :**	Not Applicable as the resolution have been passed through Postal Ballot
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group : **Public :**	Not Applicable as the resolution have been passed through Postal Ballot

TOUCHWOOD ENTERTAINMENT LTD.

Agenda wise Disclosure:

1. **ISSUE OF BONUS EQUITY SHARES:**

Resolution required:					Ordinary			
Whether promoter/ promoter group are interested in the agenda/ resolution					NO			
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-in Against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter& Promoter group	E-Voting	2844063	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		2844063	100	2844063	0	100	0
	Total		**2844063**	**100**	**2844063**	**0**	**100**	**0**
Public Institution	E-Voting	0	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non-Institution	E-Voting	1228435	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		282835	23.02	282835	0	100	0
	Total		282835	**23.02**	282835	**0**	**100**	**0**

TOUCHWOOD ENTERTAINMENT LTD.

2. **VARIATION IN TERMS OF OBJECTS OF THE ISSUE REFERRED TO IN THE PROSPECTUS DATED DECEMBER 1, 2017**

Resolution required:					Special			
Whether promoter/ promoter group are interested in the agenda/ resolution					NO			
Category	**Mode of Voting**	**No. of Shares held (1)**	**No. of Votes polled (2)**	**% of Votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes-in favour (4)**	**No. of Votes-in Against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter& Promoter group	E-Voting	2844063	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		2844063	100	2844063	0	100	0
	Total		**2844063**	**100**	**2844063**	**0**	**100**	**0**
Public Institution	E-Voting	0	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non-Institution	E-Voting	1228435	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		282835	23.02	282835	0	100	0
	Total		282835	**23.02**	282835	**0**	**100**	**0**

TOUCHWOOD ENTERTAINMENT LTD.

3. **MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.**

Resolution required:					Special			
Whether promoter/ promoter group are interested in the agenda/ resolution					NO			
Category	**Mode of Voting**	**No. of Shares held (1)**	**No. of Votes polled (2)**	**% of Votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes-in favour (4)**	**No. of Votes-in Against (5)**	**% of votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of votes against on votes polled (7)=[(5)/(2)]*100**
Promoter& Promoter group	E-Voting	2844063	NA	NA	NA	NA	NA	NA
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		2844063	100	2844063	0	100	0
	Total		**2844063**	**100**	**2844063**	**0**	**100**	**0**
Public Institution	E-Voting	0	NA	NA	NA	NA	NA	0
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	NA
	Total		**0**	**0**	**0**	**0**	**0**	0
Public Non-Institution	E-Voting	1228435	NA	NA	NA	NA	NA	**0**
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		282835	23.02	282835	0	100	NA
	Total		282835	**23.02**	282835	**0**	**100**	0

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

REPORT OF SCRUTINIZER ON POSTAL BALLOT PROCESS

[Pursuant to the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

To,

The Chairman
Touchwood Entertainment Limited
Plot No. 645, Near E.P.T. Block,
Sarojini Nagar, New Delhi-23

Dear Sir,

Subject:- Scrutinizer's Report on the Postal Ballot conducted pursuant to the Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of Touchwood Entertainment Limited ('The Company') has vide Board Resolution passed on 11th Day of July, 2019 decided to provide to the members of the Company, a facility to exercise their Voting Rights on the resolution for:

1. ***Issue of Bonus Shares***
2. ***Variation in terms of objects of the issue***
3. ***Migration of the Company from NSE SME Platform to Main Board of NSE Ltd.,***

pursuant to the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Advitiya Vyas, Company Secretary in practice having Membership no. 44150, has been appointed as Scrutinizer by the Board of the Company vide Board Resolution dated 11th day of July 2019 as required under section 110 of the Act for the purpose of scrutinizing the process of Postal Ballot in a fair and transparent manner and render

ADVITIYA VYAS & COMPANY
CP 16257
New Delhi
Company Secretary

Scrutinizer Report to the Chairman of the Company or any other person authorised by the Chairman.

The compliance with provisions of the Act) and the Rules made thereunder relating to the Voting through Postal Ballot by the shareholders on the resolutions mentioned hereinabove is the responsibility of the management of the Company. My responsibility as scrutinizer is tethered to ensure the voting process through postal ballot is conducted in a fair and transparent manner and prepare the Scrutinizer Report of the votes casted 'in favour' or 'against' the proposed resolutions stated above on basis of the postal ballot forms received to me till the closure date of the voting through postal ballot and render the Scrutinizer Report to the Chairman of the Company or any other person authorised by the Chairman to receive the Report.

In this regard, I submit my report as under:

1. The notice of Postal Ballot dated 11th July, 2019 was sent to the Shareholders of the Company along with explanatory statement (pursuant to section 102 of the Act) setting out the material facts for each resolution proposed to be passed through postal ballot;

2. The members of the Company holding shares as on the Cut-off date *i.e.* 05th July, 2019 were entitled to vote on the proposed resolution mentioned herein above;

3. The Company dispatched postal ballot forms along with the postage prepaid business reply envelops to its members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 05th day of July 2019;

4. The Voting remained open **from 11th July 2019 at 18:00 hrs. till 10th August, 2019 at 17:00 hrs.**;

5. The postal ballot forms were kept under my safe custody before commencing the scrutiny of such postal ballot forms;

6. The scrutiny of the forms was conducted after closure of the voting time period *i.e.* 10th August 2019 at 17:00 hrs.in my presence and all the ballot forms were considered for the scrutiny ;

ADVITIYA VYAS & COMPANY COP 16257 New Delhi Company Secretary

7. The shareholding was matched or confirmed with the Register of Members/ List of beneficiaries of the Company as on 05th July 2019 (the cut - off date);

8. I have not received any postal ballot form after the closure of the postal ballot voting time period;

9. The results of the votes casted in favour of the resolutions as well as against to the resolutions have been recorded in a register separately maintained for the purpose;

10. **Summary of the Postal Ballot Process is as under:**

Particulars	No of Postal Ballot Forms received	No of Shares
Postal Ballot Forms received till 17:00 hrs. on 10/08/2019	25	3126898
Less: Invalid Postal Ballot forms	0	0
Net Valid Postal Ballot Forms	**25**	**3126898**

11. **The Results of the Postal Ballot Voting Process is as under:**

Sr. No	Particulars of Resolution	Type of Resolution	Votes 'in favour' (in number)	Votes in favour (in %)	Votes 'against' (in number)	Votes 'against' (in %)
01	To issue Bonus Shares in the ratio of one and half Equity shares for every one equity share held by the members	Ordinary	3126898	100.00	0	0.00
02	Variation in terms of the objects of the Issue	Special	3126898	100.00	0	0.00

ADVITIYA VYAS & COMPANY COP 10257 New Delhi Company Secretary

03	Migration of equity shares of the Company from emerge Platform of National Stock Exchange of India Limited to main board of National Stock Exchange of India Limited	Special	3126898	100.00	0	0.00

12. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Company Secretary considers, approves and signs the results of the Postal Ballot;

13. **RESULTS**

All the resolutions have secured requisite majority of votes and therefore may be considered to have been passed. The Company Secretary of the Company may accordingly declare the results of voting.

Thanking You.

Yours faithfully,

ADVITIYA VYAS

Scrutinizer of the Postal Ballot

Company Secretary in Practice

Membership No. 44150

COP: 16257

UDIN: A044150A000003186

Date: 12-08-2019

Place: New Delhi

Member of
eema
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MINUTES OF DECLARATION OF RESULTS OF POSTAL BALLOT ON MONDAY 12TH AUGUST, 2019 AT 4 P.M.AT REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO 645, NEAR EPT BLOCK, SAROJINI NAGAR, NEW DELHI-110023, FOR THE RESOLUTIONS AS SET OUT IN THE NOTICE OF POSTAL BALLOT DATED 11TH JULY, 2019.

PRESENT:

1. Mr. Manjit Singh	Chairman and Managing Director
2. Mr. Vijay Arora	Whole Time Director
3. Ms. Sonia Madnani	Company Secretary
4. Mr. Dinesh Singla	Chief Financial Officer

1. Mr. Manjit Singh, Chairman and Managing Director of the Board, duly authorised for the purpose of declaring the Postal Ballot results, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administaration) Rules, 2014 as amended from time to time, the Company had issued Postal Ballot notice dated 11th July, 2019 to the members seeking their consent with respect to resolutions as set out in principal notice.

2. Mr. Manjit Singh placed on record the following actions of the Board conducted in compliance with the provisions of the Act:
   - The Board of Directors had appointed Mr. Advitiya Vyas, Practicing Company Secretary, (M.No.: 44150, COP: 16257) as Scrutinizer for conducting the Postal Ballot.
   - On 11th July, 2019, the Company had dispatched the Postal Ballot Notice, Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope (BRE) to the members of the Company.
   - The voting period commenced on Thursday, 11th July, 2019 and ended on Saturday, 10th August, 2019
   - The cut-off date for the purpose of determining the number of Members for voting was Friday, 5th July, 2019 and total number of members as on cut-off date were 108.

3. Mr. Advitiya Vyas, Scrutinizer had carried out scrutiny of all the Postal Ballot Forms received upto 5:00 pm on Saturday, 10th August, 2019, being the last day of Postal Ballot Voting and prepared a Scrutinizer report on the Basis of data/ reports received by him.

4. The Scrutinizer submits his report on Monday, 12th August, 2019. The details of Voting of the Resolution set out in the Postal Ballot Notice dated 11th July, 2019 are as under:

TOUCHWOOD ENTERTAINMENT LTD.

TOUCHWOOD ENTERTAINMENT LIMITED
CIN: L92199DL1997PLC088865
Reg. Office : Plot No. - 645, Near E.P.T. Block, Sarojini Nagar, New Delhi - 110023
Contact: +91-9810108253 ; Website: www.touchwood.in E-mail: delhi@touchwood.in

Member of
eema
Event & Entertainment Management Association

RESOLUTION No. 1: ISSUE OF BONUS EQUITY SHARES:

Type of Resolution: Ordinary Resolution

Particulars of Resolution	Votes cast	Votes 'in favour' (in number)	Votes in favour (in %)	Votes 'against' (in number)	Votes 'against' (in %)
To issue Bonus Shares in the ratio of one and half Equity shares for every one equity share held by the members	3126898	3126898	100.00	0	0.00

RESOLUTION No. 2: VARIATION IN TERMS OF OBJECTS OF THE ISSUE REFERRED TO IN THE PROSPECTUS DATED DECEMBER 1, 2017

Type of Resolution: Special Resolution

Particulars of Resolution	Votes cast	Votes 'in favour' (in number)	Votes in favour (in %)	Votes 'against' (in number)	Votes 'against' (in %)
Variation in terms of the objects of the Issue	3126898	3126898	100.00	0	0.00

TOUCHWOOD ENTERTAINMENT LTD. *

RESOLUTION No. 3: MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

Type of Resolution: Special Resolution

Particulars of Resolution	Votes cast	Votes 'in favour' (in number)	Votes in favour (in %)	Votes 'against' (in number)	Votes 'against' (in %)
Migration of equity shares of the Company from emerge Platform of National Stock Exchange of India Limited to main board of National Stock Exchange of India Limited	3126898	3126898	100.00	0	0.00

5. Thereafter Mr. Manjit Singh, Chairman & Managing Director of the Company, proceeded with declaration of Postal Ballot results on the basis of Scrutinizer's Report.

Ordinary Resolution

1.ISSUE OF BONUS EQUITY SHARES:

"**RESOLVED THAT** in pursuance of Section 63 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to the Company to capitalize a sum of Rs. 2,95,32,230/- (Rupees Two Crore Ninety Five Lakh Thirty Two Thousand Two Hundred and Thirty only) out of Rs. 2,95,32,230/- (Rupees Two

Crore Ninety Five Lakh Thirty Two Thousand Two Hundred and Thirty only) standing to the credit of Securities Premium Account and a sum of Rs. 3,15,55,240/- (Rupees Three Crore Fifteen Lakhs Fifty Five Thousand Two Hundred and Forty only) out of General Reserves of Rs. 4,89,06,562.12 (Rupees Four Crores Eighty Nine Lakhs Six Thousand Five Hundred and Sixty Two Only) to apply this sum of Rs. 6,10,87,470/-(Rupees Six Crore Ten Lakhs Eighty Seven Thousand Four Hundred Seventy only) for paying in full at par 6108747 (Sixty one Lakhs Eight Thousand Seven Hundred Forty Seven only) Equity shares of Rs. 10/- each in the capital of the company to be allotted and distributed as fully paid up bonus shares to the holders of equity shares of Rs.10/-each in the Company, whose names appear in the Register of Members of the Company as on the record date, in the ratio of 1.5:1 i.e. 1.5 (one and half) Bonus share of Rs.10/- each for every 1 (One) fully paid up equity share held by shareholders and that such new Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, proportionately in the year of the allotment of these shares.

RESOLVED FURTHER THAT the Bonus Equity Shares will be allotted to those Members holding shares in electronic form as per the beneficiary position downloaded from the Depositories i.e. NSDL and CDSL and to those Members holding shares in physical form on August 23, 2019 ("Record Date").

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the bonus shares and the bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Company Secretary or all the Directors of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Shares, including but not limited to filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/or any concerned authorities, applying and seeking necessary approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto."

TOUCHWOOD ENTERTAINMENT LTD.

Special Resolution

2. VARIATION IN TERMS OF OBJECTS OF THE ISSUE REFERRED TO IN THE PROSPECTUS DATED DECEMBER 1, 2017

"**RESOLVED THAT** pursuant to the provisions of Sections 27 of the Companies Act, 2013, read with the Rule 7 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and other applicable provisions of Companies Act, 2013, Regulation 59 read with Schedule XX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded to vary the terms of objects of the issue referred to in the prospectus dated December 1, 2017 (the 'Prospectus') in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the 'IPO') made in pursuance of the Prospectus and utilize such proceeds for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of its powers herein conferred to any committee thereof or to any one or more executives of the Company."

TOUCHWOOD ENTERTAINMENT LTD. *

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Management Association

Special Resolution

3. **MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.**

"**RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable provisions, if any, the Companies Act, 2013 ('the Act') and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of National Stock Exchange of India Limited ('NSE'), the consent of the Members of the Company be and is hereby accorded for migration of the Company's present listing from Emerge Platform of NSE to the Main Board of NSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the this resolution."

"**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the this resolution."

6. Thereafter, Mr. Manjit Singh, announced that aforesaid resolutions as set out in Postal ballot Notice dated 11th July, 2019 was duly approved by members with requisite majority.

7. There being no further business for discussion, the proceedings concluded with a vote of thanks to the chair.

TOUCHWOOD ENTERTAINMENT LTD.

Date: 12.08.2019
Place: New Delhi

Manjit Singh
Chairman and Managing Director

TOUCHWOOD ENTERTAINMENT LIMITED
CIN: L92199DL1997PLC088865
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