

# SANJAY PARAB AND COMPANY

## COMPANY SECRETARIES

411, B Wing, 4th Floor, Kanara Business Center, Ghatkoper - Andheri Link Road,  
Behind Everest Garden's Bldg., Laxmi Nagar, Ghatkoper (East), Mumbai - 400 075.  
Phone: 022 - 2500 1505 Email: info@sprscs.com Website: www.sprscs.com

**COMBINED SCRUTINIZER REPORT**  
**[ON E-VOTING & POLL FOR EXTRA ORDINARY GENERAL MEETING**  
**(01/2018-19) OF UTV SOFTWARE COMMUNICATIONS LIMITED]**

To,  
Mr. Sujit Vaidya,  
Chairman of Extra Ordinary General Meeting.  
UTV Software Communications Limited,  
1<sup>st</sup> Floor, Building No.14, Solitaire Corporate Park,  
Guru Hargovindji Marg, Chakala, Andheri (E)  
Mumbai – 400 093.

Dear Sir,

**Sub: Passing of Resolution (s) through electronic voting and poll conducted at the first Extra Ordinary General Meeting (“EOGM”) for financial year 2018-19 of the members of UTV Software Communications Limited (“the Company”) held on May 29, 2018.**

1. EOGM of the Shareholders of the Company was held on Tuesday, the 29<sup>th</sup> day of May, 2018 at 11.30 a.m. at Emerald Hall, Kohinoor Continental, Andheri - Kurla Rd, J B Nagar, Andheri East, Mumbai, Maharashtra 400 059, India.
2. The Board of the Company at its meeting held on April 06, 2018 had appointed me as a Scrutinizer for the e-voting process as well as the for the Poll process held at the EOGM of the Company on Tuesday, May 29, 2018.
3. The voting rights were reckoned as on Friday, May 25, 2018, being the cut-off date for the purpose of deciding the entitlements of members at the remote electronic voting and voting at EOGM.
4. The Company had appointed M/s Karvy Computershare Private Limited (“Karvy”), as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Saturday, May 26, 2018 at (9.00 am IST) to Monday, May 28, 2018 (5.00 pm IST). Karvy is the Registrar and Share Transfer Agent (RTA) of the Company. The e-voting results were unblocked by me on Tuesday, May 29, 2018 in the presence of two witnesses. For further details, kindly refer my Scrutinizer's report for e-voting dated May 30, 2018 attached herewith.

FOR UTV SOFTWARE COMMUNICATIONS LTD

  
DIRECTOR





5. At the EOGM of the Company, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.
6. For further details, kindly refer the Scrutinizer report in form MGT-13 dated May 30, 2018 attached herewith.
7. The consolidated result of the e-voting together with the Poll is as under:

**a) Item No. 1 -As a Special Resolution**

Approval of the reduction of equity share capital and the consequential reduction of the securities premium account of the Company.

<i>Particulars</i>	<i>Remote E-Voting</i>		<i>Voting at the EOGM (through Poll)</i>		<i>Total</i>		<i>Percentage (%)**</i>
	<i>Number of Members*</i>	<i>Votes</i>	<i>Number of Members*</i>	<i>Votes</i>	<i>Number of Members*</i>	<i>Votes</i>	
Assent	Nil	Nil	16	89,17,08,589	16	89,17,08,589	99.9997
Dissent	2	650	17	1,622	19	2,272	0.0003
Abstain/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>2</b>	<b>650</b>	<b>33</b>	<b>89,17,10,211</b>	<b>35</b>	<b>89,17,10,861</b>	<b>100</b>

\* Includes Number of Members voted either through proxy or Authorised Representative.

\*\* Rounded off to four digits.

**b) Item No. 2. - As a Special Resolution**

Approval and ratification of transaction(s) with Related Parties under Section 188 of the Companies Act, 2013 and applicable Rules thereunder, as amended from time to time, for FY 2017-18.

FOR UTV SOFTWARE COMMUNICATIONS LTD

*[Signature]*  
 DIRECTOR

*[Signature]*



Particulars	Remote E-Voting		Voting at the EOGM (through Poll)		Total		Percentage (%)**
	Number of Members*	Votes	Number of Members*	Votes	Number of Members*	Votes	
Assent	1	50	19	89,17,09,641	20	89,17,09,691	99.9999
Dissent	1	600	14	570	15	1,170	0.0001
Abstain/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>2</b>	<b>650</b>	<b>33</b>	<b>89,17,10,211</b>	<b>35</b>	<b>89,17,10,861</b>	<b>100</b>

\* Includes Number of Members voted either through proxy or Authorised Representative.

\*\* Rounded off to four digits.

**c) Item No. 3. -As a Special Resolution**

Approval and ratification of transaction(s) with Related Parties under Section 188 of the Companies Act, 2013 and applicable Rules thereunder, as amended from time to time, w.e.f. April 01, 2018 with such annual limits as stated in the resolution read with explanatory statement annexed to it.

Particulars	Remote E-Voting		Voting at the EOGM (through Poll)		Total		Percentage (%)**
	Number of Members*	Votes	Number of Members*	Votes	Number of Members*	Votes	
Assent	1	50	19	89,17,09,641	20	89,17,09,691	99.9999
Dissent	1	600	14	570	15	1,170	0.0001
Abstain/ Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total</b>	<b>2</b>	<b>650</b>	<b>33</b>	<b>89,17,10,211</b>	<b>35</b>	<b>89,17,10,861</b>	<b>100</b>

\* Includes Number of Members voted either through proxy or Authorised Representative.

\*\* Rounded off to four digits.

FOR UTV SOFTWARE COMMUNICATIONS LTD

*Abhijit*  
 DIRECTOR

*[Signature]*



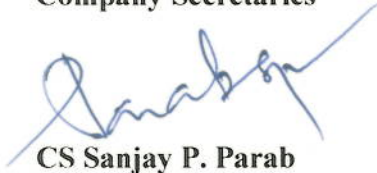
On basis of the aforesaid results, I report that all the Special Resolutions as contained in the EOGM Notice dated April 06, 2018 have been passed with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically in respect of the votes cast through E-Voting and Poll by the shareholders of the Company. The poll papers and other relevant records were sealed and handed over to Mr. Puneet Juneja, the Company Secretary of the Company as authorised by the Board for safe keeping.

Thanking you,

Yours faithfully

**For Sanjay Parab & Company**  
**Company Secretaries**



**CS Sanjay P. Parab**  
**Proprietor**  
**FCS: 6613, CP: 7093**



**Date: May 30, 2018**

**Place: Mumbai**

**FOR UTV SOFTWARE COMMUNICATIONS LTD**

  
**DIRECTOR**