

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 REPORT ON E-VOTING AND POSTAL BALLOT

To,

Mr. Sujit Vaidya, Director

UTV SOFTWARE COMMUNICATIONS LIMITED

1st Floor, Building No.14, Solitaire Corporate Park,

Guru Hargovindji Marg, Chakala, Andheri (E),

Mumbai – 400 093.

Dear Sir,

1. I, Sanjay Parab, Company Secretary in Practice, Proprietor of **M/s. SANJAY PARAB & CO.**, Company Secretaries, Mumbai have been appointed as a Scrutinizer by the Board of Directors of **UTV Software Communications Limited** ("the Company") for the purpose of scrutinizing the e-voting process and postal ballot process under the provision of Sections 108 and 110 of the Companies Act, 2013 ("the Act") respectively read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") on the proposed resolutions to be passed through postal ballot.
2. The Management of the Company is responsible for ensuring the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and postal ballot on the proposed resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making a Scrutinizer's Report for the votes casted in "favour" or "against" on the resolution stated in notice of postal ballot dated May 05, 2017 ("the notice"), based on the report generated from the e-voting website of Karvy Computershare Private Limited ("Karvy"), i.e. <https://evoting.karvy.com> on the close of business hours (5.00 P.M. IST) on **June 06, 2017**.
3. I have issued separate Scrutinizer's Report dated **June 06, 2017** respectively for e-voting and postal ballot on the proposed resolution contained in the notice. As requested by the Management, I also hereby submit my Combined Report on the results of e-voting together with that of postal ballot which is as under:

Resolution No. 1: **As a Special Resolution**

To reaffirm approval to the Composite Scheme of Amalgamation and Arrangement between The Walt Disney Company (India) Pvt. Ltd. ("Transferor Company1"); Indiagames Ltd. ("Transferor Company2"); and UTV Software Communications Ltd. ("Transferee Company / the Company").



Item no. of Notice	Particulars	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos. of shares	Percentage *	Nos. of shares	Percentage*	Nos. of shares	Percentage
Item No. 1 of the Notice <i>(As a Special Resolution)</i>	E-voting	10	0.00	2	100.00	0.00	-
	Postal Ballot	87,54,31,748	100.00	0.00	-	0.00	-
	TOTAL	87,54,31,758	100.00	2	100.00	0.00	-

* Rounded off to two decimals

4. The resolution is accordingly passed with a Special Majority.

I hereby confirm that I am maintaining the Registers received from Karvy electronically in respect of the votes cast through e-voting and for Postal Ballot forms received by the shareholders of the Company. I shall be arranging to hand over these records to Mr. Puneet Juneja, Company Secretary of the Company, who was actively involved in supervision of the Postal Ballot process.

Thanking You,

Yours faithfully,

For SANJAY PARAB & Co.
Company Secretaries



Proprietor
FCS No. 6613 C.P.No.: 7093



Place: Mumbai
Date: June 06, 2017