

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.
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SCRUTINIZER'S REPORT ON E-VOTING CARRIED OUT FOR EXTRA ORDINARY GENERAL MEETING (01/2018-19) OF UTV SOFTWARE COMMUNICATIONS LIMITED

To,
Mr. Sujit Vaidya,
Chairman of Extra Ordinary General Meeting ("EOGM").
UTV Software Communications Limited,
1st 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 pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Sanjay Parab, Proprietor of M/s. Sanjay Parab & Co., Practicing Company Secretary, have been appointed by the Board of Directors of UTV Software Communications Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") on the below mentioned resolution(s) set out in the notice dated April 06, 2018 convening the EOGM on Tuesday, May 29, 2018 at Emerald Hall, Kohinoor Continental, Andheri - Kurla Rd, J B Nagar, Andheri East, Mumbai, Maharashtra 400 059, India at 11.30 a.m.

The Management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the proposed resolution contained in the notice of EOGM.

I say that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules as amended from time to time.

The Company has 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. Karvy is the Registrar and Share Transfer Agent (RTA) for the Company. Karvy had provided a system for recording the votes of the shareholders electronically on all the items of the business sought to be transacted at the EOGM of the Company. Accordingly Karvy had set up e-voting facility on their website, <https://evoting.karvy.com>.

FOR UTV SOFTWARE COMMUNICATIONS


DIRECTOR



As on the date of the EOGM Notice, there were 4,286 Number of shareholders in the Company. Karvy had sent the Notices of the EOGM by email to 2,851 shareholders whose email Id was registered with them. In respect of 1,435 shareholders the Notices were sent by Speed post.

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Cut-off date (record date) for the purposes of identifying the shareholders who were entitled to vote on the resolutions placed for approval of the shareholders was Friday, 25th May, 2018. As prescribed in the aforesaid Rules, the e-voting facility was kept open for three days from Saturday, May 26, 2018 at (9:00 a.m. IST) to Monday, May 28, 2018 (5:00 p.m. IST).

As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company had also released an advertisement which was published in Free Press Journal (in English) and Navshakti (in Marathi).

At the end of the e-voting period on Monday, 28th May, 2018 (5:00 p.m. IST), the voting portal of the Service Provider was blocked forthwith. On Tuesday, 29th May, 2018, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Aakash Shah and Mr. Pravin Redkar who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20.

As a Scrutinizer, I say that the report of the E-Voting carried out by the shareholders was duly compiled, the details of which are as follows:

The result of the E-Voting is as under:

SPECIAL BUSINESS:

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>Number of members voted</i>	<i>Number of Votes cast by them</i>	<i>% of total number of valid votes cast</i>
(i)Voted in favour of the resolution	Nil	Nil	Nil
(ii)Voted against the resolution	2	650	100
(iii)Invalid Votes	Nil		Nil

DIRECTOR

FOR UTV SOFTWARE COMMUNICATIONS LTD

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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.

<i>Particulars</i>	<i>Number of members voted</i>	<i>Number of Votes cast by them</i>	<i>% of total number of valid votes cast*</i>
(i)Voted in favour of the resolution	1	50	7.6923
(ii)Voted against the resolution	1	600	92.3077
(iii)Invalid Votes	Nil		Nil

**Rounded off to four digit*

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.

<i>Particulars</i>	<i>Number of members voted</i>	<i>Number of Votes cast by them</i>	<i>% of total number of valid votes cast*</i>
(i)Voted in favour of the resolution	1	50	7.6923
(ii)Voted against the resolution	1	600	92.3077
(iii)Invalid Votes	Nil		Nil

**Rounded off to four digit*

FOR UTV SOFTWARE COMMUNICATIONS LTD


 DIRECTOR





I hereby confirm that I am maintaining the Registers in electronic form in respect of the votes cast through E-Voting by the shareholders of the Company. E-voting documents and other relevant records were sealed and hand 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.



FOR UTV SOFTWARE COMMUNICATIONS LTD


DIRECTOR

Date: May 30, 2018

Place: Mumbai