

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

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

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

Sub: Passing of Resolutions through Poll 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 Tuesday, May 29, 2018 at Emerald Hall, Kohinoor Continental, Andheri - Kurla Rd, J B Nagar, Andheri East, Mumbai, Maharashtra 400 059, India.

Dear Sir,

I, Sanjay Parab, Proprietor of M/s.Sanjay Parab & Company, Practising Company Secretary having its office at B-411, Kanara Business Centre, Ghatkoper -Andheri Link Road, Laxminagar, Ghatkoper (East), Mumbai- 400 075 was appointed as the scrutinizer for the purpose of poll taken on the below mentioned resolutions at the aforesaid meeting of the Company held on Tuesday, May 29, 2018 at Emerald Hall, Kohinoor Continental, Andheri - Kurla Rd, J B Nagar, Andheri East, Mumbai, Maharashtra 400 059, India, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one(1) ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Computershare Pvt. Ltd. (“Karvy”), the Registrar and Transfer Agents of the Company and the Authorizations/ Proxies lodged with the Company.

FOR UTV SOFTWARE COMMUNICATIONS LTD
Sujit Vaidya
DIRECTOR

Sanjay Parab



3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if the signature of the shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the poll are as under:

SPECIAL BUSINESS:

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>Number of members voted (either by Proxy or Authorised Representative)</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	16	89,17,08,589	99.9998
(ii)Voted against the resolution	17	1,622	0.0002
(iii)Invalid	Nil	Nil	

**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.

<i>Particulars</i>	<i>Number of members voted (either by Proxy or Authorised Representative)</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	19	89,17,09,641	99.9999
(ii)Voted against the resolution	14	570	0.0001
(iii)Invalid	Nil	Nil	

**Rounded off to four digits*

FOR UTV SOFTWARE COMMUNICATIONS LTD

Handwritten Signature
 DIRECTOR

Handwritten Signature



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.

<i>Particulars</i>	<i>Number of members voted (either by Proxy or Authorised Representative)</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	19	89,17,09,641	99.9999
(ii)Voted against the resolution	14	570	0.0001
(iii)Invalid	Nil	Nil	

**Rounded off to four digits*


A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers 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 & Co.
Company Secretaries


CS Sanjay P. Parab
Proprietor
FCS- 6613, CP-7093



Date: May 30, 2018

Place: Mumbai

FOR UTV SOFTWARE COMMUNICATIONS LTD


DIRECTOR