

SANJAY PARAB AND COMPANY

COMPANY SECRETARIES

Office No. B - 401, 4th Floor, Kanara Business Center, Ghatkoper - Andheri Link Road,
Near Shreyas Cinema, 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. Nimish Shah, Whole Time 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 the 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 Section 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 casts in "favour" or "against" on the resolution stated in the Notice of postal ballot, based on the reports 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 29th September, 2016.
3. I have issued a separate Scrutinizer's Report dated 29th September, 2016 respectively for e-voting and postal ballot on the proposed resolution contained in the Notice of the postal ballot. 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

Approval of the closure of the Company's local studios business pursuant to provisions of section 180(1)(a) of the Companies Act, 2013.

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 (As a Special Resolution)	E-voting	30	0.01	52	3.77	Nil	Nil
	Postal Ballot	52680530	99.99	1329	96.23	Nil	Nil
	TOTAL	52680560	100%	1381	100%	Nil	Nil

* 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


CS Sanjay P. Parab

Proprietor

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



Date: 29th September, 2016

Place: Mumbai