

# SANJAY PARAB AND COMPANY

## COMPANY SECRETARIES

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**COMBINED SCRUTINIZER REPORT**  
**[FOR E-VOTING & POLL FOR UTV SOFTWARE COMMUNICATIONS LIMITED]**

To,

The Chairman of 26<sup>th</sup> Annual General meeting  
UTV Software Communications Limited,  
Address: 1st Floor, Building No.14, Solitaire Corporate,  
Park, Guru Hargovindji Marg, Chakala, Andheri (E)  
Mumbai - 400 093.

Dear Sir,

**Sub: Passing of Resolution through electronic voting and poll conducted at the 26<sup>th</sup> AGM of UTV Software Communications Limited ("the Company") held on 29<sup>th</sup> September, 2016.**

The 26<sup>th</sup> Annual General Meeting of the Shareholders of the Company was held on Thursday, 29<sup>th</sup> September 2016 at 11.30 A.M. at The Hall of Culture, Discovery of India building, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

The Board of the Company at its meeting held on 29<sup>th</sup> August, 2016 had appointed me as Scrutinizer for the e-voting commenced from Monday, 26<sup>th</sup> September, 2016 at (9:00 a.m. IST) to Wednesday, September 28, 2016 (5:00 p.m. IST) as well as the Scrutinizer for the Poll held at the 26<sup>th</sup> AGM of the Company on 29<sup>th</sup> September, 2016.

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 Monday, 26<sup>th</sup> September, 2016 at (9:00 a.m. IST) to Wednesday, September 28, 2016 (5:00 p.m. IST). Karvy is the Registrar and Share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on Thursday, 29<sup>th</sup> September, 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report for e-voting dated 29<sup>th</sup> September, 2016 attached herewith.

At the 26<sup>th</sup> AGM of the Company held on 29<sup>th</sup> September, 2016, 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. For further details kindly refer the Scrutinizer report in form MGT-13 dated 29<sup>th</sup> September, 2016 attached herewith.



The result of the E-voting together with the Poll is as under:

Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos	%age
Item No. 1 To receive, consider and adopt the Audited Financial Statements both Standalone & Consolidated for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.  (As an Ordinary Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>
Item No. 2 To appoint a Director in place of Ms. Parul Tevatia (DIN: 07129849), who retires by rotation and being eligible, offers herself for re-appointment.  (As an Ordinary Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>
Item No. 3 To re-appoint M/s. Price Waterhouse & Co., Bangalore LLP (Registration No: 007567S/S-200012), Chartered Accountants, as Statutory Auditors of the Company and fix their remuneration.  (As an Ordinary Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>



Item No. 4 To approve the Re-classification of the Authorised Share Capital of the Company.  (As a Special Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>
Item No. 5 To approve the Increase in Authorised Share Capital of the Company.  (As a Special Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>
Item No. 6 To approve the alteration of the Capital Clause of Memorandum of Association of the Company.  (As a Special Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>
Item No. 7 Approval to create, offer, issue and allot, in one or more tranches 1,346,153,846 equity shares of Rs. 10/- ("Equity Shares") each at a premium of Rs. 3/- per share thereby not exceeding a sum of Rs. 1,750 Crore on Preferential basis to The Walt Disney Company (Southeast Asia) Pte. Limited.  (As a Special Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>



Item No. 8							
Approval for utilization/adjustment of identified reserves for writing off the existing debit balance in profit & loss account of the Company as at March 31, 2015 upto an amount of Rs.1,600 crore (upto Rs. 16,000 million).  (As a Special Resolution)	E-voting	Nil	Nil	02	100	Nil	Nil
	Poll	54346496*	100	Nil	Nil	Nil	Nil
	<b>TOTAL</b>	<b>54346496*</b>	<b>100</b>	<b>02</b>	<b>100</b>	<b>Nil</b>	<b>Nil</b>

\*Includes 16,66,000 Preference Shares included pursuant to section 47(2) of the Companies Act, 2013.

I declare that all resolutions 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. I shall be arranging to hand over these records to Mr. Puneet Juneja, the Company Secretary of the Company.

Thanking you,

Yours faithfully

For Sanjay Parab & Company  
Company Secretaries



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



Date: 29<sup>th</sup> September, 2016  
Place: Mumbai