

SANJAY PARAB AND COMPANY

COMPANY SECRETARIES

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To,

The Chairman,
UTV Software Communications Limited,
1st Floor, Building No.14, Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala,
Andheri (E), Mumbai -400093.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot

Pursuant to the resolution passed by the Board of Directors of UTV Software Communications Limited on August 5, 2014, I, Sanjay Parab, Practicing Company Secretary, have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated August 5, 2014.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Rules framed under Companies (Management and Administration) Rules, 2014, Companies are required to provide voting facility through Postal Ballot.

The Notice of the Postal Ballot dated 5th August, 2014 was dispatched to the shareholders by prescribed modes on 9th August, 2014 and the Advertisement was published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on 10th August, 2014. The voting period commenced on Sunday, 10th August, 2014 and ended on Tuesday, 9th September, 2014 for postal ballot.

I report that I have received the Postal Ballot forms from the shareholders during the period starting from Sunday, 10th August, 2014 and ended on Tuesday, 9th September, 2014. All the Postal Ballot forms with all votes cast received up to closing of working hours on Tuesday, 9th September, 2014, being the last date fixed by the Company for receipt of the ballot forms, were considered for my scrutiny.

The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" shall be handed over to the Chairman.

The ballot papers received were scrutinized and were reconciled with the records maintained by the Company/ R&TA and the authorizations lodged with the Company.



The result of the Postal Ballot is as under:-

Resolution No.1						
<i>Special Resolution: To authorise the Board of Directors to borrow up to Rupees 2,800 Crores (Rupees Two Thousand Eight Hundred Crores Only) over and above the paid-up share capital and free reserves.</i>						
	Number of Members voted	Total Number of votes cast by them	Total Number of votes casted		% of votes casted	
			In favour	Against	In favour	against
Total votes cast through Postal Ballot Forms	35	5,15,07,430	5,15,07,313	117	99.99	0.01
Invalid Postal Ballot forms	1	50	-	-	-	-
Result: Passed with requisite majority						

Resolution No.2						
<i>Special resolution pursuant to Section 14 of the Companies Act, 2013 to adopt new set of Articles of Association.</i>						
	Number of Members voted	Total Number of votes cast by them	Total Number of votes casted		% of votes casted	
			In favour	Against	In favour	against
Total votes cast through Postal Ballot Forms	35	5,15,07,430	5,15,07,309	121	99.99	0.01
Invalid Postal Ballot forms	1	50	-	-	-	-
Result: Passed with requisite majority						

All the Resolutions stands passed with the requisite majority and the same may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours faithfully,

For Sanjay Parab & Co.
Company Secretaries
Proprietor

FCS: 6613 CP: 7093

Date: 11th September, 2014

Place: Mumbai

