

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

To,

The Chairman/ The Board of Directors,
UTV Software Communications Limited,
Address: 1st Floor, Building No.14, Solitaire Corporate,
Park, Guru Hargovindji Marg, Chakala, Andheri (E)
Mumbai – 400 093.

Dear Sir(s)/ Madam,

Sub: Passing of Resolution through electronic AND poll conducted at the 25th AGM of UTV Software Communications Limited (“the Company”) held on 30th September, 2015.

The 25th Annual General Meeting of the Shareholders of UTV Software Communications Limited to be held on Wednesday, 30th September 2015 at 11.00 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 27th July, 2015 had appointed me as Scrutinizer for the e-voting commenced from 26th September, 2015 at 09.00 A.M. to 29th September, 2015 at 5.00 P.M. and the Chairman of the 25th Annual General Meeting (AGM) has appointed CS Sanjay Parab as the Scrutinizer for the Poll held at the 25th AGM of the Company on 30th September, 2015.

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 26th September, 2015 at 09.00 A.M. to 29th September, 2015. M/s Karvy Computershare Private Limited (“Karvy”) is the Registrar and Share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on Wednesday, 30th September, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 01st October, 2015 attached herewith.

At the 25th AGM of the Company held on 30th September, 2015, 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 01st October, 2015 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 consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the financial year ended on that date together with the Auditors' and Directors' Report thereon (As an Ordinary Resolution)	E-voting	19	90.48	02	09.52	0	0.00
	Poll	5,15,06,680	100.00	0	0.00	1	0.00
	TOTAL	5,15,06,699	100.00	0	0.00	0	0.00
Item No. 2							
Appointment of Mr. Sujit Vadiya (DIN: 03287161), who retires by rotation and being eligible, offers himself for re-appointment. (As an Ordinary Resolution)	E-voting	19	90.48	02	09.52	0	0.00
	Poll	5,15,06,680	100.00	0	0.00	1	0.00
	TOTAL	5,15,06,699	100.00	0	0.00	0	0.00
Item No. 3							
Appointment of M/s. Price Waterhouse & Co Bangalore LLP (Registration No: 007567S/S-200012), Chartered Accountants, as Statutory Auditors of the Company. (As an Ordinary Resolution)	E-voting	19	90.48	02	09.52	0	0.00
	Poll	5,15,06,680	100.00	0	0.00	1	0.00
	TOTAL	5,15,06,699	100.00	0	0.00	0	0.00



Item No. 4 Appointment of Mr. Nimish Shah (DIN: 05250183) as a Whole Time Director of the Company to hold office for a period of Five years (05) with effect from 05 th September, 2014. (As an Ordinary Resolution)	E-voting Poll TOTAL	19 5,15,06,680 5,15,06,699	90.48 100.00 100.00	02 0 0	09.52 0.00 0.00	0 1 0	0.00 0.00 0.00
Item No. 5 Appointment of Ms. Parul Tevatia (DIN: 07129849) as a Director. (As an Ordinary Resolution)	E-voting Poll TOTAL	19 5,15,06,680 5,15,06,699	90.48 100.00 100.00	02 0 0	09.52 0.00 0.00	0 1 0	0.00 0.00 0.00
Item No. 6 Appointment of Mr. Prem Raj Mehta (DIN: 00005622) as Director. (As an Ordinary Resolution)	E-voting Poll TOTAL	19 5,15,06,680 5,15,06,699	90.48 100.00 100.00	02 0 0	09.52 0.00 0.00	0 1 0	0.00 0.00 0.00
Item No. 7 Appointment of Mr. Narendra Ambwani (DIN: 00005622) as a Director. (As an Ordinary Resolution)	E-voting Poll TOTAL	19 5,15,06,680 5,15,06,699	90.48 100.00 100.00	02 0 0	09.52 0.00 0.00	0 1 0	0.00 0.00 0.00



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 you or such other person as authorized by you.

Thanking you,

Yours faithfully

For Sanjay Parab & Company
Company Secretaries



CS Sanjay Parab

Proprietor

FCS: 6613, CP:7093



Date: 1st October, 2015

Place: Mumbai