



JUNE 29, 2016

**DECLARATION OF THE OUTCOME OF POSTAL BALLOT EXERCISE (INCL.E-VOTING)
CONDUCTED BY THE COMPANY FOR SEEKING APPROVAL & RATIFICATION OF
THE SHAREHOLDERS FOR RELATED PARTY TRANSACTIONS OF THE COMPANY**

The Board of Directors of the Company had at their meeting held on May 23, 2016 had approved the seeking of Members' approval for certain Related Party Transactions of the Company by way of Postal Ballot (including e-voting) in terms of Section 110 of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and accordingly, a Postal Ballot Notice dated May 23, 2016 containing the relevant Special Resolutions together with the explanatory statement to be annexed to the Postal Ballot Notice was sent to all Members of the Company whose names appeared as on the cut-off date of May 20, 2016 in the Register of Members/List of Beneficial Owners maintained by the Registrar & Share Transfer Agent and the Depositories on May 27, 2016.

The Company had appointed Mr. Sanjay Parab, Practising Company Secretary, Proprietor of M/s. Sanjay Parab & Co. (Membership No. 6613, Certificate of Practice No. 7093) as the Scrutinizer for the purpose of scrutinizing the e-voting and postal ballot process under the aforementioned provisions of the Act in a fair and transparent manner.

The last date for receipt of the postal ballot forms duly completed from the members as well as e-voting was Tuesday, June 28, 2016 (5:00 P.M. IST).

Now, on the basis of report received from the Scrutinizer today, the results of the postal ballot are hereby declared as under:



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Approval of the 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, 2016 with such annual limits as stated in the resolution.

Item no. of Notice	Particulars	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos. of shares	%	Nos. of shares	%	Nos. of shares	%
Item No. 1 of the Notice (As a Special Resolution)	E-voting	10	0.01	27	32.93	0	0.00
	Postal Ballot	5,26,81,188	99.99	55	67.07	90	100.00
	TOTAL	5,26,81,198	100.00	82	100.00	90	100.00

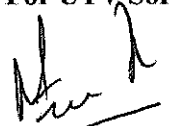
Result: The above Resolution was passed with requisite majority as a Special Resolution.

2. Ratification of Related Party Transactions for FY 2015-16.

Item no. of Notice	Particulars	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos. of shares	%	Nos. of shares	%	Nos. of shares	%
Item No. 2 of the Notice (As a Special Resolution)	E-voting	10	0.01	27	81.82	0	0.00
	Postal Ballot	5,26,81,327	99.99	06	18.18	0	0.00
	TOTAL	5,26,81,337	100.00	33	100.00	0	0.00

Result: The above Resolution was passed with requisite majority as a Special Resolution.

For UTV Software Communications Limited



Nimish Shah

Whole-time Director

DIN: 05250183

