

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,
The Chairperson/ Board of Directors
UTV SOFTWARE COMMUNICATIONS LIMITED
1st Floor, Building No.14, Solitaire Corporate Park,
Guru Hargovindji Marg, Chakala, Andheri (E),
Mumbai – 400 093, Maharashtra.

Dear Sir,

- 1 I Sanjay Parab, Company Secretary in Practice, Proprietor of **SANJAY PARAB & CO.**, Company Secretaries, Mumbai have been appointed as a Scrutinizer by the Board of Directors of **UTV Software Communications Limited** (the Company) as a Scrutinizer 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 2013 Act) respectively read with Rule 20 / 22 of the Companies (Management and Administration) Rules, 2014 (Rules) on the proposed Resolutions to be passed through postal ballot.
2. The Management of the Company is responsible to ensure the Compliance of 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 casted in "favour" or "against" on the resolution stated in notice of postal ballot, based on the reports generated from the e-voting website of Karvy Computershare Private Limited ("Karvy"), i.e. <https://www.evoting.karvy.com> on the close of business 5.00 P.M. on 21st September, 2015.
3. I have issued separate Scrutinizer's Report dated 22nd September, 2015 on the e-voting and postal ballot on the proposed resolution contained in the notice to the postal ballot. As requested by the Management I submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:



Resolution No. 1: As a Special Resolution

Special Resolution pursuant to section 186 and other applicable provision, if any of the Companies act - 2013 (Including any statutory modification or re-enactment thereof for the time being in force).

Item no. of Notice	Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	Percentage	Nos.	Percentage	Nos.	Percentage
Item No. 1 of the Notice (As a Special Resolution)	E-voting	923	0.002	87	4.524	0	0.00
	Poll	5,15,07,670	99.998	1,836	95.476	05	100.00
	TOTAL	5,15,08,593	100.00	1,923	100.00	05	100.00

4. The Resolution accordingly passed as a Special Majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider 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 Company Secretary or such other person as authorized by board.

Thanking you,

Yours faithfully,

For **SANJAY PARAB & Co.**
Company Secretaries



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



Place: Mumbai

23 SEP 2015