

RAMESH CHANDRA BAGDI & ASSOCIATES

COMPANY SECRETARIES

31, SHRADDHANAND MARG, CHHAWANI, INDORE (MP)-452 001

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SCRUTINIZER'S REPORT

Report to the Chairman of the Board of Directors of M/s. Media Savvy (India) Limited (CIN L67120MH1987PLC042819), a Company incorporated under the Companies Act, 1956 and having its Registered Office at Office No. 350, 3rd Floor, Balaji Bhawan, Sector 11, CBD Belapur, Navi Mumbai, CBD Belapur Maharashtra - 400614 (hereinafter referred to as ('the Company')) on the **POSTAL BALLOT** conducted by the Company to approve the businesses as mentioned in the Notice of Postal ballot dated 17.07.2015.

1. Pursuant to the provisions of the Section 12 and all other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification/s or re-enactment thereof for the time being in force), approval of the shareholders was sought for shifting of the registered office of the Company outside city limits but within the State of Maharashtra.
2. In terms of provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, I was appointed as Scrutinizer by the Company on 17.07.2015 to conduct the Postal Ballot for passing of the Special Resolution as contained in the Notice dated 17.07.2015.
3. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 28.07.2015, the Company completed dispatch of the Notice of Postal Ballot :
 - By email on 3rd August, 2015 to 23 Members who had registered their email-id's with the Company, and
 - By courier on 3rd August, 2015 to 300 Members in physical form.
4. In terms of the aforesaid Notice, Members were required to convey their Assent or Dissent, as the case may be, on or before 6.00P.M. IST on 2nd September, 2015 in respect of the Special Resolutions as set out therein.
5. I received 18 Postal Ballot Forms and No Member cast their votes on the e-Voting platform, till 6.00 P.M. IST on 2nd September, 2015, being the last day for receipt of




duly completed Postal Ballot Forms and e-Voting on CDSL portal, as per said Notice.

6. With the support of M/s. System Support Services, the Registrar & Transfer agents (RTA) of the Company, the Postal Ballot Forms were scrutinized and signatures of Members who had cast their votes were verified with their specimen signatures registered with Company and as provided by the Depositories.
7. In case of e-Voting, Members' demographic details, their voting rights and voting pattern were not required as no member had cast their vote through e-voting platform.
8. The votes, if any, cast by a member(s) both in physical form and e-Voting having been identified, in terms of the said Notice, votes cast through e-Voting only were considered valid.
9. After the aforesaid scrutiny of Postal Ballot Forms and taking into account the e-Voting results, I report that the Special Resolution as contained in the said Notice has been passed with Requisite Majority.

I have annexed with this Report, the details of the Postal ballot and e-voting and the analysis of the Results of the Special Resolution as contained in the said Notice.

For Ramesh Chandra Bagdi & Associates
Company Secretaries


Ramesh Chandra Bagdi
Proprietor
CP No.: 2871



Date: 04.09.2015

Place: Indore

Annexure I

Details of the Postal Ballot & E-voting

| | | |
|---|---|----|
| A | Postal Ballot | |
| 1 | Number of Forms received from Members | 18 |
| 2 | Number of Forms rejected/not considered for reasons as stated below:- | 0 |
| | a. Incomplete Form | - |
| | Total Invalid Forms | 0 |
| | Number of Valid Forms (A) | 18 |
| B | E-Voting | |
| 1 | Number of members who participated in e-voting | - |
| | Number of Votes not considered | - |
| | Number of Valid Votes (B) | - |
| C | Total (A+B) | 18 |



Analysis of Results of the Special Resolution as set out in Notice


1. Shifting of Registered office of the Company

| Particulars | Number of Valid | | | Number of Votes Contained in | | | Percentage |
|-------------|---------------------|---------|-------|------------------------------|---------|--------|------------|
| | Postal Ballot Forms | e-Votes | Total | Postal Ballot Forms | e-Votes | Total | |
| Received | 18 | - | 18 | 426800 | - | 426800 | 100% |
| Assent | 17 | - | 17 | 426700 | - | 426700 | 99.98% |
| Dissent | 1 | - | 1 | 100 | - | 100 | 0.02% |
| Abstained | 0 | - | 0 | 0 | - | 0 | 0 |
| Total | 18 | - | 18 | 426800 | - | 426800 | 100% |

Accordingly, out of the 18 valid votes polled through Postal Ballot Forms and E-Votes, 17 votes were cast **ASSENTING** to the Special resolution constituting 99.98% (Approx.) of the votes polled and 1 vote was cast **DISSENTING** to the Special Resolution.

Thus, the Special Resolution for shifting of the registered office of the Company as contained in the Notice of Postal Ballot dated 17th July, 2014 is passed with **Requisite Majority**.

For Ramesh Chandra Bagdi & Associates
Company Secretaries


Ramesh Chandra Bagdi
Proprietor
CP No.: 2871



Date: 04.09.2015

Place: Indore