

**Nishant Jawasa & Associates  
Company Secretaries**

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

**FORM No. MGT-13**

**REPORT OF THE SCRUTINIZER**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]**

To  
The Chairman  
Of the 31<sup>st</sup> Annual General Meeting of the Shareholders of  
Esha Media Research Limited  
Held on Monday, 29<sup>th</sup> September, 2014 at 03.00 p.m.  
At the Federation of AP Chambers of Commerce & Industry, 11-6-841.  
POB No.14, Federation House, Red Hills, Hyderabad - 500 004

Dear Sir,

I, Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution, at the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Esha Media Research Limited held on Monday, 29<sup>th</sup> September, 2014 at 03.00 p.m. at the Federation of AP Chambers of Commerce & Industry, 11-6-841. POB No.14, Federation House, Red Hills, Hyderabad - 500 004, submit my report as under:

- 1) After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- 2) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4) The result of the Poll is as under:

**A) Resolution No. 1: Ordinary Resolution**

**Consider and adopt Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon:**



(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	834	100.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
8	-

#### B) Resolution No. 2: Ordinary Resolution

Appoint a director in place of Ms. Sakshi Samir Parab, who retires by rotation and being eligible, seeks reappointment:

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	834	100.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
8	-





**C) Resolution No. 3: Ordinary Resolution**

**Appoint a director in place of Ms. Shilpa Vinod Pawar, who retires by rotation and being eligible, seeks reappointment:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	834	100.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
8	-

**D) Resolution No. 4: Ordinary Resolution**

**Appointment of Statutory Auditors and fixing their remuneration:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	834	100.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
8	-



**E) Resolution No. 5: Ordinary Resolution**

**Appointment of Mr. Masanam Chelliah as an Independent Director of the Company:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	834	100.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
8	-

**F) Resolution No. 6: Ordinary Resolution**

**Appointment of Mr. Shishir Dileep Joshi as an Independent Director of the Company:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	834	100.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
8	-



**G) Resolution No. 7: Ordinary Resolution**

**Appointment of Mr. Jahangir Manekshaw Contractor as an Independent Director of the Company:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	834	100.00%

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

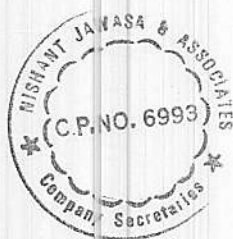
(iii) Invalid Votes

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
8	-

- 5) A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6) The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,



**Nishant Jawasa**  
**{Proprietor}**  
**Nishant Jawasa & Associates**  
**Company Secretaries**  
**COP No.: 6993**  
**Membership No.: FCS - 6557**  
**Place Mumbai**  
**Dated: 30<sup>th</sup> September, 2014**



# Nishant Jawasa & Associates

## Company Secretaries

A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

### SCRUTINIZERS' REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management & Administration) Rules, 2014]

The Chairman

Of the 31<sup>st</sup> Annual General Meeting of the Shareholders of  
Esha Media Research Limited

To be held on Monday, 29<sup>th</sup> September, 2014 at 03.00 p.m.

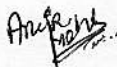
At the Federation of AP Chambers of Commerce & Industry, 11-6-841.

POB No.14, Federation House, Red Hills, Hyderabad - 500 004

Dear Sirs,

I, Nishant Jawasa, Proprietor of M/s. Nishant Jawasa & Associates, Company Secretaries having office at A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W), Mumbai – 400058 have been appointed as Scrutinizer of Esha Media Research Limited (“the Company”) for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 on the below mentioned resolutions, at the 31<sup>st</sup> Annual General Meeting of the shareholders of the Company to be held on Monday, 29<sup>th</sup> September, 2014 at 03.00 p.m. at the Federation of AP Chambers of Commerce & Industry, 11-6-841. POB No.14, Federation House, Red Hills, Hyderabad - 500 004, hereby submit my report as under:

- 1) The e-voting period remained open from 23<sup>rd</sup> September, 2014 at 10.00 a.m. to 25<sup>th</sup> September, 2014 6.00 p.m.
- 2) The shareholders holding shares as on “cut off” date i.e. 14<sup>th</sup> August, 2014 were entitled to vote on the proposed resolutions as set out in the Notice of the 31<sup>st</sup> Annual General Meeting of the Company.
- 3) Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e. on 25<sup>th</sup> September, 2014 at 6.00 p.m. the Karvy portal was blocked for voting.
- 4) The votes cast were unblocked on 26<sup>th</sup> September, 2014 in the presence of two witnesses Mr. Anuj Mehta and Ms. Sneha Suryavanshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Anuj Mehta



Ms. Sneha Suryavanshi



- 5) Thereafter the details containing, inter-alia, list of equity shareholders who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited ([www.evoting.karvy.com](http://www.evoting.karvy.com)).
- 6) The results of the e-voting is as under:

**A) Resolution No. 1 – Consider and adopt Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
4	1279191	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

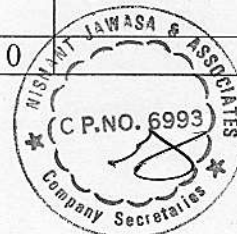
**B) Resolution No. 2 – Appoint a director in place of Ms. Sakshi Samir Parab, who retires by rotation and being eligible, seeks reappointment.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
4	1279191	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

C) Resolution No. 3 – Appoint a director in place of Ms. Shilpa Vinod Pawar, who retires by rotation and being eligible, seeks reappointment.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
4	1279191	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

D) Resolution No. 4 – Appointment of Statutory Auditors and fixing their remuneration.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
4	1279191	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%





(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

**E) Resolution No. 5 – Appointment of Mr. Masanam Chelliah as an Independent Director of the Company.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
4	1279191	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

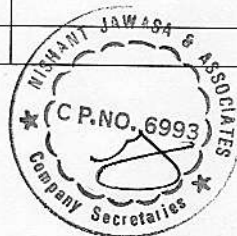
**F) Resolution No. 6 – Appointment of Mr. Shishir Dileep Joshi as an Independent Director of the Company.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
4	1279191	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

**G) Resolution No. 7 – Appointment of Mr. Jahangir Manekshaw Contractor as an Independent Director of the Company.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
4	1279191	100.00%

(ii) Voted against the Resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Number of votes declared invalid
0	0

- 7) The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the Company Secretary for safe keeping.

Thank you.  
Yours faithfully,



**Nishant Jawasa**  
**{Proprietor}**  
**Nishant Jawasa & Associates**  
**Company Secretaries**  
**COP No.: 6993**  
**Membership No.: FCS - 6557**  
**Place Mumbai**  
**Dated: 26<sup>th</sup> September, 2014**





# ESHA MEDIA RESEARCH LIMITED

(FORMERLY LASERDOT LIMITED)

REGD. OFFICE:  
#3-4-481/5A, Barkathpura,  
Hyderabad - 500 027.  
Phone : 27568681, 27563433  
TELEFAX : (040) 27560256  
E-mail : laserdottd@gmail.com  
GRAMS : INKSHADE/SCANNER

Declaration of results of e-voting/voting by poll in respect of the 31<sup>st</sup> AGM of the Members of Esha Media Research Limited held on Monday, 29<sup>th</sup> September, 2014 at the Federation of AP Chambers of Commerce & Industry, 11-6-841. POB No.14, Federation House, Red Hills, Hyderabad - 500 004 at 3.00 p.m.

On the basis of the report submitted by Shri Nishant Jawasa, Practicing Company Secretary (Membership No. FCS 6557), the Scrutinizer appointed for the purpose of scrutinizing the e-voting, which started on 23<sup>rd</sup> September, 2014 at 10.00 a.m. and ended on 25<sup>th</sup> September, 2014 6.00 p.m., and the poll process, which was conducted on Monday, 29<sup>th</sup> September 2014, for the 31<sup>st</sup> Annual General Meeting (AGM) of the Company, in a fair and transparent manner, I declare the result of the voting on the resolutions by the Members of the Company in the Notice of the AGM as follows:

### Resolution No. 1 (Ordinary Resolution):

To consider and adopt the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon

Total votes	1280025
Total valid votes cast	1280025
Total votes cast in favour of the Resolution	1280025
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 1 has been passed as **Ordinary Resolution**.

### Resolution No. 2 (Ordinary Resolution):

To appoint a director in place of Ms. Sakshi Samir Parab (DIN: 01196287) who retires by rotation and being eligible offers herself for re-appointment

Total votes	1280025
Total valid votes cast	1280025
Total votes cast in favour of the Resolution	1280025
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 2 has been passed as Ordinary Resolution.





# ESHA MEDIA RESEARCH LIMITED

(FORMERLY LASERDOT LIMITED)

REGD. OFFICE:  
#3-4-481 SA, Barkathpura,  
Hyderabad - 500 027.  
Phone : 27568681, 27563433  
TELEFAX : (040) 27560256  
E-mail : laserdotltd@gmail.com  
GRAMS : INKSHADE/SCANNER

## Resolution No. 3 (Ordinary Resolution):

To appoint a director in place of Ms. Shilpa Vinod Pawar (DIN: 01196385) who retires by rotation and being eligible offers herself for re-appointment

Total votes	1280025
Total valid votes cast	1280025
Total votes cast in favour of the Resolution	1280025
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 3 has been passed as **Ordinary Resolution**.

## Resolution No. 4 (Ordinary Resolution):

To appoint auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. Retiring auditors, M/s. Jayesh R. Shah & Associates, Chartered Accountants, Mumbai are eligible for re-appointment

Total votes	1280025
Total valid votes cast	1280025
Total votes cast in favour of the Resolution	1280025
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 4 has been passed as **Ordinary Resolution**.

## Resolution No. 5 (Ordinary Resolution):

Appointment of Mr. Masanam Chelliah as an Independent Director of the Company

Total votes	1280025
Total valid votes cast	1280025
Total votes cast in favour of the Resolution	1280025
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 5 has been passed as **Ordinary Resolution**.





**ESHA MEDIA RESEARCH LIMITED**  
(FORMERLY LASERDOT LIMITED)

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Hyderabad - 500 027.  
Phone : 27568681, 27563433  
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GRAMS : INKSHADE/SCANNER

**Resolution No. 6 (Ordinary Resolution):**

Appointment of Mr. Shishir Dileep Joshi as an Independent Director of the Company

Total votes	1280025
Total valid votes cast	1280025
Total votes cast in favour of the Resolution	1280025
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 6 has been passed as **Ordinary Resolution**.

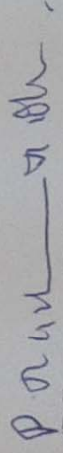
**Resolution No. 7 (Ordinary Resolution):**

Appointment of Mr. Jahangir Manekshaw Contractor as an Independent Director of the Company

Total votes	1280025
Total valid votes cast	1280025
Total votes cast in favour of the Resolution	1280025
Total votes cast against the Resolution	0
%age of valid votes cast in favour of the Resolution	100.00%
%age of valid votes cast against the Resolution	0.00%

Since the votes cast in favour of the resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 7 has been passed as **Ordinary Resolution**.

Based on the report of the Scrutinizer, all Resolutions as set out in the Notice of the 31<sup>st</sup> AGM have been duly approved by the Members with requisite majority and such resolutions are deemed to be passed on the date of the AGM of the Company i.e. 29<sup>th</sup> September, 2014. The results alongwith the Scrutinizer's Report shall be available on the Company's website, [www.eshamediaresearch.com](http://www.eshamediaresearch.com) and on Kary's website [www.evoting.karvy.com](http://www.evoting.karvy.com).

  
(P Raghava Raju)  
Chairman

Place: Hyderabad

Date: October 01, 2014