

Declaration of results of e-voting/voting by poll in respect of the 32nd AGM of the Members of Esha Media Research Limited held on Saturday, 26th September, 2015 at 3-4-480/3, Barkatpura, Hyderabad - 500 027 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 23rd September, 2015 at 9.00 a.m. and ended on 25th September, 2014 5.00 p.m., and the poll process, which was conducted on Saturday, 26th September 2015, for the 32nd 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, 2015, 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	2145377
Total valid votes cast	2145266
Total votes cast in favour of the Resolution	2144425
Total votes cast against the Resolution	841
%age of valid votes cast in favour of the Resolution	99.96%
%age of valid votes cast against the Resolution	0.04%

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. Jyoti Mahadev Babar having DIN 01196338, who retires by rotation and being eligible, offers herself for re-appointment.

Total votes	2145377
Total valid votes cast	2145266
Total votes cast in favour of the Resolution	2144425
Total votes cast against the Resolution	841
%age of valid votes cast in favour of the Resolution	99.96%
%age of valid votes cast against the Resolution	0.04%

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**.

Resolution No. 3 (Ordinary Resolution):

To appoint a director in place of Mr. Raghava Raju Penmatsa having DIN 00136740, who retires by rotation and being eligible, offers himself for re-appointment.

Total votes	2145377
Total valid votes cast	2145266
Total votes cast in favour of the Resolution	2144425
Total votes cast against the Resolution	841
%age of valid votes cast in favour of the Resolution	99.96%
%age of valid votes cast against the Resolution	0.04%

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 and fix their remuneration.

Total votes	2145377
Total valid votes cast	2145266
Total votes cast in favour of the Resolution	2144425
Total votes cast against the Resolution	841
%age of valid votes cast in favour of the Resolution	99.96%
%age of valid votes cast against the Resolution	0.04%

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):

To reopen and revise financial statement of the company for the financial year ended March 31, 2014 and receive, consider and adopt the audited financial statement of the company for the aforesaid period together with the Auditors' Report thereon and amendments to the Directors Reports.

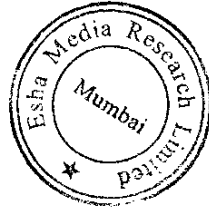
Total votes	2145377
Total valid votes cast	2145266
Total votes cast in favour of the Resolution	2144425
Total votes cast against the Resolution	841
%age of valid votes cast in favour of the Resolution	99.96%
%age of valid votes cast against the Resolution	0.04%

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**.

Based on the report of the Scrutinizer, all Resolutions as set out in the Notice of the 32nd 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. 26th September, 2015. The results alongwith the Scrutinizer's Report shall be available on the Company's website, www.eshamediaresearch.com and on Karvy's website www.evoting.karvy.com.

(P Raghava Raju)
Chairman

Place: Hyderabad
Date: September 28, 2015



Nishant Jawaša & 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

**To The Chairman
Esha Media Research Limited**

32nd Annual General meeting of the Members of Esha Media Research Limited (CIN: L51226MH1983PLC165499) held on Saturday, the September 26, 2015 at 3.00 p.m. at 3-4-480/3, Barkatpura, Hyderabad - 500 027

Sub: Passing of Resolution(s) through electronic voting/ ballot or poll pursuant to section 108 and 109 of the Companies Act 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014 as amended and the Listing Agreement.

The Board of Directors of Esha Media Research Limited (hereinafter referred to as the "Company") at its meeting held on 14th August, 2015 has appointed me as the Scrutinizer for the Remote E-Voting process as well as to Scrutinize the physical ballots forms received from the members and at the venue of the AGM through polling paper pursuant to section 108 & 109 of the Companies Act 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014 and in accordance with Listing Agreement.

Report on Scrutiny:

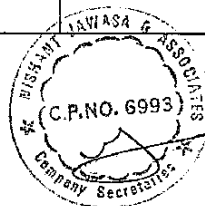
- The Company has appointed Karvy Computershare Private Limited as the Service Provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Karvy Computershare Private Limited is also the registrar and Share Transfer Agent (RTA) of the Company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted in the 32nd Annual General Meeting (AGM) of the Company, which was held on Saturday, September 26, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.karvy.com>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and on the website of the service provider to facilitate their members to cast their vote through Remote E-Voting.
- The Cut-off date for determining members for the dispatch of the Notice of the Annual General meeting (AGM) was 14th August, 2015 and as on that date, there were 1066 members of the Company. The Company has sent the notices of the AGM along with the Annual report and E-Voting details by email to 233 members whose email ids were made available by the Depositories and for those members, holding in physical form, who had registered their email ids with the RTA. In respect of 833 members, Email Ids are not available, the notices were sent by courier and post. No transmission through email had failed. No request has been received for physical copy of Notice of the AGM or the Annual Report.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.



- The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the members was 19th September, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Wednesday, 23rd September, 2015 (9:00 a.m.) and ends Friday, 25th September, 2015 (05:00 p.m.).
- The Company completed the dispatch of the notices in physical and through e-mail to the members on 29th August, 2015.
- As prescribed in clause (v) of sub-rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper dated 30th August, 2015 having country-wide circulation and in Telugu in 'Prajasakti' newspaper dated 29th August, 2015. The notice published in the newspaper carried the required information as specified in Sub-Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 32nd Annual General Meeting of the Company held on 26th September, 2015, the facility to vote through Polling Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- on 26th September, 2015 after counting of the votes conducted at the venue of the AGM through polling paper, the votes cast through Remote E-voting facility was duly unblocked by me as scrutinizer in the presence of Ms. Sneha Suryavanshi and Mr. Chetan Panchal who acted as the witness, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was conducted, 1(one) ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. The locked ballot box was subsequently opened in my presence and in presence of the two witnesses, as mentioned above, and polling papers were diligently scrutinized. The polling papers were reconciled with record maintained by Registrar and Transfer Agents of the company and the authorizations/proxies lodged with the Company. The polling papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a scrutinizer, duly complied details of Remote E-voting carried out by the Members, and the facility of physical voting was provided at the venue of the AGM by way of polling paper, 24 persons voted, the details of which are as follows.

The results of the Remote E-voting together with that of the voting conducted at venue of the AGM by way of polling papers are as under:

Details	Remote E-voting	Voting through poll/ballot paper	Total voting
Number of Members who cast their votes	5	24	29
Total number of shares held by them	1537341	608036	2145377
Invalid votes (number of Members)	0	5	5
Invalid votes (number of shares)	0	111	111



Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-voting and physical Voting.

Item no. 1 of the Notice (As an ordinary Resolution)

To receive, consider and adopt the audited financial statement of the company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
Remote E-voting	1537341	100	0	0	0
Physical Voting	607084	99.86	841	0.14	111
Total	2144425	99.96	841	0.04	111

The votes cast in favour are more than the votes cast against the resolutions.

Item no. 2 of the Notice (As an ordinary Resolution)

To appoint a director in place of Ms. Jyoti Mahadev Babar having DIN 01196338, who retires by rotation and being eligible, offers herself for re-appointment.

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
Remote E-voting	1537341	100	0	0	0
Physical Voting	607084	99.86	841	0.14	111
Total	2144425	99.96	841	0.04	111

The votes cast in favour are more than the votes cast against the resolutions.

Item no. 3 of the Notice (As an ordinary Resolution)

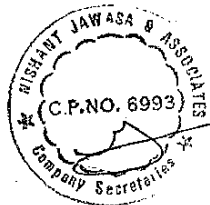
To appoint a director in place of Mr. Raghava Raju Penmatsa having DIN 00136740, who retires by rotation and being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
Remote E-voting	1537341	100	0	0	0
Physical Voting	607084	99.86	841	0.14	111
Total	2144425	99.96	841	0.04	111

The votes cast in favour are more than the votes cast against the resolutions.

Item no. 4 of the Notice (As an ordinary Resolution)

To appoint Auditors and fix their remuneration.



Manner of voting	Votes in favour of the resolutions		Votes against the resolutions		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
Remote E-voting	1537341	100	0	0	0
Physical Voting	607084	99.86	841	0.14	111
Total	2144425	99.96	841	0.04	111

The votes cast in favour are more than the votes cast against the resolutions.

Item no. 5 of the Notice (As an ordinary Resolution)

To reopen and revise financial statement of the company for the financial year ended March 31, 2014 and receive, consider and adopt the audited financial statement of the company for the aforesaid period together with the Auditors' Report thereon and amendments to the Directors Reports.

Manner of voting	Votes in favour of the resolutions		Votes against the resolutions		Invalid Votes
	Nos.	Percentage	Nos.	Percentage	
Remote E-voting	1537341	100	0	0	0
Physical Voting	607084	99.86	841	0.14	111
Total	2144425	99.96	841	0.04	111

The votes cast in favour are more than the votes cast against the resolutions.

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of polling papers with the requisite majority and hence deemed to be passed as on date of the AGM.

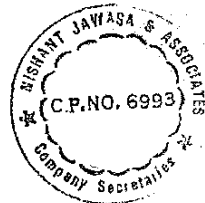
I hereby confirm that I am maintaining the Registers received from the Service provider both electronically and manually, in respect of the votes cast through Remote E-voting and Voting conduct at AGM by way of polling papers by the members of the Company. All other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the company secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

Date: 28th September, 2015

Place: Mumbai

For Nishant Jawasa & Associates
Company Secretaries



(Signature)

Nishant Jawasa
Proprietor
M. No. FCS 6557
COP No. 6993

Witnesses:

1. *(Signature)*
Ms. Sneha Suryavanshi

2. *(Signature)*
Mr. Chetan Panchal