

Resolution - 1

ESHA MEDIA RESEARCH LIMITED

In accordance with Clause 35A of the Listing Agreement, the details of Business transacted at Extra-Ordinary General Meeting of the Company are furnished below:

Date of Extra-Ordinary General Meeting	14th March, 2015
Total No. of Equity shareholders as on record date (i.e. January 30, 2015 cut-off date for e-voting purpose)	1060
No. of persons present in the meeting either in person or through proxy:	47
a. Promoter and Pramoter Group	3
b. Public	44
No of Shareholders attending the meeting through vedio conferencing:	NIL
a. Promoter and Pramoter Group	NIL
b. Public	NIL

Sr. No.	Details of the Agenda	Resolution Required	Mode of Voting
1	Appointment of M/s. Dhakad & Co., Chartered Accountants as statutory auditors in the casual vancancy caused by resignation of M/s. Jayesh R. Shah & Associates	Ordinary	Evoting & Ballot Voting

Resolution -1

Consolidated (electronic + physical)

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4292801	2402276	55.96	2402276	0	100.00	0.00
Public Institutional Holders	1000	0	0.00	0	0	0.00	0.00
Public-Others	3513129	1171	0.03	1068	103	91.20	8.80
Total (A)	7806930	2403447	30.79	2403344	103	100.00	0.00

Nishant Jawaasa & 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

SCRUTINIZERS' REPORT

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

The Chairman of Extra-Ordinary General Meeting of the Shareholders of Esha Media Research Limited to be held on Saturday, 14th March, 2015 at 03.00 p.m. at 3-4-480/3 Barkatpura, Hyderabad – 500027.

Dear Sir,

1. I, Nishant Jawaasa, Company Secretaries in practice, have been appointed by the Board of Directors of Esha Media Research Limited (“the Company”) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 on the resolution contained in the notice of the Extra-Ordinary General Meeting (EGM) of the shareholders of the Company to be held on Saturday, 14th March, 2015 at 03.00 p.m. at 3-4-480/3 Barkatpura, Hyderabad – 500027.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting through electronic means on the resolution contained in the notice of the EGM of the shareholders of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to presenting scrutinizer’s report of the votes cast “in favour” or “against” the resolution stated above, based on the report generated from the e-voting system provided by the Karvy Computershare Private Limited, the authorised agency to provide e-voting facility, by the Company.
3. Further to above I submit my report as under:
 - 1) The e-voting period remained open from 9th March, 2015 at 10.00 a.m. to 10th March, 2015 6.00 p.m.
 - 2) The shareholders holding shares as on “cut off” date i.e. 30th January, 2015 were entitled to vote on the proposed resolution as set out in the Notice of the Extra-Ordinary 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 10th March, 2015 at 6.00 p.m. the Karvy portal was blocked for voting.
 - 4) The votes cast were unblocked on 11th March, 2015 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) and based on such report generated the results of the e-voting is as under:

Ordinary Resolution – For appointment of M/s. Dhakad & Co., Chartered Accountants as statutory auditors in the casual vacancy caused by resignation of M/s. Jayesh R. Shah & Associates.

(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
5	1596741	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

Thank you.
Yours faithfully,



Nishant Jawasa
Proprietor
Nishant Jawasa & Associates
Company Secretaries
COP No.: 6993
Membership No.: FCS - 6557
Place Mumbai
Dated: 11th March, 2015



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

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
Extra-Ordinary General Meeting of the Shareholders of
Esha Media Research Limited
Held on Saturday, 14th March, 2015 at 03.00 p.m.
at 3-4-480/3 Barkatpura, Hyderabad – 500027.

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 Extra-Ordinary General Meeting of the Equity Shareholders of Esha Media Research Limited held on Saturday, 14th March, 2015 at 03.00 p.m. at the at 3-4-480/3 Barkatpura, Hyderabad – 500027, 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:

Ordinary Resolution

Appointment of M/s. Dhakad & Co., Chartered Accountants as statutory auditors in the casual vacancy caused by resignation of M/s. Jayesh R. Shah & Associates:



(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
25	806603	99.99%

(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
4	103	0.01%

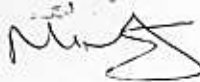
(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
3	-

- 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: 16th March, 2015

