

**ANNOUNCEMENT OF RESULTS OF REMOTE E-VOTING PROCESS AND POLL CONDUCTED AT THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF RELIANCE MEDIAWORKS LIMITED (THE COMPANY).**

I hereby declare the following resolutions as passed in accordance with Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended and Section 109 of the Act read with Rule 21 of the Rules, as contained in the Notice dated November 22, 2017 of the 30<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on December 22, 2017 at Reliance MediaWorks Limited, Film City Complex, Goregaon (East), Mumbai 400 065.

The report dated December 22, 2017 submitted by Shri Rinkit Kiran Uchat, the Scrutinizer, appointed under Section 108 & 109 of the Act by the Board of Directors of the Company is attached herewith for the details of voting.

Resolution No.	Type of Resolution	Description	Result
1	Ordinary Resolution	To consider and adopt: a) the audited financial statement of the Company for the financial year ended March 31, 2017, and the reports of the Board of Directors and Auditors thereon, and b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.	Carried with requisite majority
2	Ordinary Resolution	To appoint a Director in place of Shri Gautam Doshi (DIN : 00004612), who retires by rotation and being eligible, offers himself for re-appointment.	Carried with requisite majority
3	Ordinary Resolution	To appoint M/s. M.S. Sethi & Associates, Chartered Accountants (Registration No. 109407W) as Auditors and to fix their remuneration.	Carried with requisite majority
4	Ordinary Resolution	To appoint Ms. Anuprita Daga (DIN: 07771460) as a Director liable to retire by rotation.	Carried with requisite majority
5	Special Resolution	To approve Private Placement of Non-Convertible Debentures and / or other Debt Securities.	Carried with requisite majority

*S. M. Kadakia*

**Satish Kadakia**  
 Chairman of the Annual General Meeting



Place: Mumbai  
 Date: December 22, 2017

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 30<sup>th</sup> Annual General Meeting of Reliance MediaWorks Limited (the "Company") held on December 22, 2017 at Reliance MediaWorks Limited, Film City Complex, Goregaon (East), Mumbai 400 065.**

**The Chairman of the Annual General Meeting  
Reliance MediaWorks Limited  
Communication Centre,  
Film City Complex,  
Goregaon (East),  
Mumbai 400 065.**

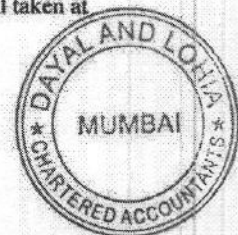
Dear Sir,

1. The Board of Directors of the Company has appointed me, Rinkit Kiran Uchat, a Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the:

- (i) e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended; and
- (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated November 22, 2017 (the Notice) of the 30<sup>th</sup> Annual General Meeting of the Members of Reliance MediaWorks Limited (the "Company"), held on December 22, 2017 at Reliance MediaWorks Limited, Film City Complex, Goregaon (East), Mumbai 400 065 (AGM).

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act, the Rules relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 30<sup>th</sup> AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules, to provide remote e-voting facility to the Members of the Company from 10.00 A.M. on December 19, 2017 to 5.00 P.M. on December 21, 2017.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy and based on the results of Poll taken at the AGM.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the AGM on the business contained in the Notice to the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under :-



**Item No. 1:-**

Ordinary Resolution to Consider and adopt :

- the audited financial statement of the Company for the financial year ended March 31, 2017, and the reports of the Board of Directors and Auditors thereon, and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In Favour	8	26	34	18,43,08,072	2,122	18,43,10,194	99.99999
Against	1	0	1	10	-	10	0.00001
<b>Total</b>	<b>9</b>	<b>26</b>	<b>35</b>	<b>18,43,08,082</b>	<b>2,122</b>	<b>18,43,10,204</b>	<b>100.00000</b>
Invalid / Abstained	0	3	3	0	175	175	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated November 22, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

Ordinary Resolution to appoint a Director in place of Shri Gautam Doshi (DIN: 00004612), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In Favour	8	26	34	18,43,08,072	2,122	18,43,10,194	99.99999
Against	1	0	1	10	-	10	0.00001
<b>Total</b>	<b>9</b>	<b>26</b>	<b>35</b>	<b>18,43,08,082</b>	<b>2,122</b>	<b>18,43,10,204</b>	<b>100.00000</b>
Invalid / Abstained	0	3	3	0	175	175	---

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated November 22, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 3:-**

Ordinary Resolution to appoint M/s. M.S. Sethi & Associates, Chartered Accountants (Registration No. 109407W) as Auditors and to fix their remuneration.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In Favour	8	26	34	18,43,08,072	2,122	18,43,10,194	99.99999
Against	1	0	1	10	-	10	0.00001
<b>Total</b>	<b>9</b>	<b>26</b>	<b>35</b>	<b>18,43,08,082</b>	<b>2,122</b>	<b>18,43,10,204</b>	<b>100.00000</b>
Invalid / Abstained	0	3	3	0	175	175	---



Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated November 22, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 4:-**

Ordinary Resolution to appoint Ms. Anuprita Daga (DIN: 07771460) as a Director liable to retire by rotation.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In Favour	8	26	34	18,43,08,072	2,122	18,43,10,194	99.999999
Against	1	0	1	10	-	10	0.000001
<b>Total</b>	<b>9</b>	<b>26</b>	<b>35</b>	<b>18,43,08,082</b>	<b>2,122</b>	<b>18,43,10,204</b>	<b>100.000000</b>
Invalid / Abstained	0	3	3	0	175	175	---

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated November 22, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 5:-**

Special Resolution to approve Private Placement of Non-Convertible Debentures and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In Favour	8	26	34	18,43,08,072	2,122	18,43,10,194	99.999999
Against	1	0	1	10	-	10	0.000001
<b>Total</b>	<b>9</b>	<b>26</b>	<b>35</b>	<b>18,43,08,082</b>	<b>2,122</b>	<b>18,43,10,204</b>	<b>100.000000</b>
Invalid / Abstained	0	3	3	0	175	175	---

Based on the aforesaid results, Special Resolution No. 5 of the Notice dated November 22, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated November 22, 2017, the Members who had already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members through poll at the meeting who had already voted at remote e-voting were treated as invalid.

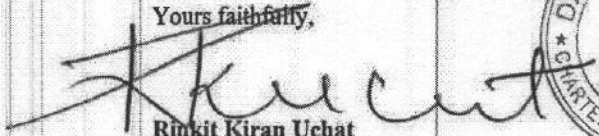


dayal and lohia  
Chartered accountants

7. A Compact Disc (CD) containing Electronic data and other relevant records relating to remote e voting and Poll has been kept in my safe custody and shall be retained until the minutes of the AGM are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You.

Yours faithfully,



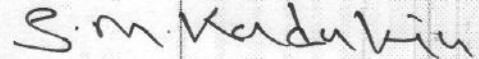
Rinkit Kiran Uchat  
Practicing Chartered Accountant  
Membership No.165557  
Partner  
Dayal & Lohia  
Chartered Accountants  
(Firm Registration No.102200W)



Place : Mumbai.  
Dated : December 22, 2017

Countersigned by:

For Reliance MediaWorks Limited



Chairman of the Annual General Meeting