

**ANNOUNCEMENT OF RESULTS OF E-VOTING PROCESS AND POLL CONDUCTED AT THE 28<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 as amended (Rules) and Section 109 of the Act read with Rule 21 of the Rules, as contained in the Notice dated August 28, 2015 of the 28<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 28<sup>th</sup> September, 2015 at Film City Complex, Goregaon (East), Mumbai 400 065.

The report dated September 30, 2015 submitted by Shri Anil Lohia, the Scrutinizer, appointed under Section 108 and 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, 2015, 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, 2015 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 Auditors and to fix their remuneration.	Carried with requisite majority
4	Ordinary Resolution	To appoint Ms. Shubhdarshini Ghosh (DIN: 079191985) as a Director of the Company.	Carried with requisite majority
5	Ordinary Resolution	To appoint Shri Sushilkumar Agrawal (DIN: 00400892) as an Independent Director of the Company.	Carried with requisite majority
6	Ordinary Resolution	To appoint Shri Parag Ved (DIN : 00221908) as an Independent Director of the Company.	Carried with requisite majority
7	Special Resolution	To appoint Shri Satish Kadakia (DIN : 07004001) as the Whole-time Director of the Company.	Carried with requisite majority
8	Special Resolution	To approve Private Placement of Non-Convertible Debentures and / or other debt security.	Carried with requisite majority

Sd/-  
**Satish Kadakia**  
**Chairman of the Annual General Meeting**

Place: Mumbai  
 Date: October 1, 2015

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the E-voting process and Poll conducted at the 28<sup>th</sup> Annual General Meeting of Reliance MediaWorks Limited (the Company) held on 28<sup>th</sup> September, 2015 at Film City Complex, Goregaon (East), Mumbai 400 065.**

To,  
Chairman of the Annual General Meeting  
Reliance MediaWorks Limited  
Mumbai.

Dear Sir,

1. The Board of Directors of the Company has appointed me, Anil Lohia, a Chartered Accountant in practice, as a scrutinizer for the purpose of :
  - (i) Scrutinizing the 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 as amended (Rules), and
  - (ii) Poll taken under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice dated August 28, 2015 (the Notice) to the 28<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 28<sup>th</sup> September, 2015 at Film City Complex, Goregaon (East), Mumbai 400 065.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and through Poll on the resolutions contained in the Notice to the 28<sup>th</sup> Annual General Meeting of the Members of the Company.
3. The Company has appointed Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Members from 10.00 A.M. on 25<sup>th</sup> September, 2015 to 5.00 P.M. on 27<sup>th</sup> September, 2015.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to making 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 e-voting system provided by Karvy and based on the 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 resolutions 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 :

- a) the audited financial statement of the Company for the financial year ended March 31, 2015, 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, 2015 and the report of the Auditors thereon.



	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Ordinary Resolution No.1 of the Notice dated August 28, 2015 has been passed 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			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Ordinary Resolution No.2 of the Notice dated August 28, 2015 has been passed with requisite majority.

**Item No. 3:-**

Ordinary Resolution to appoint Auditors and to fix their remuneration.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Ordinary Resolution No.3 of the Notice dated August 28, 2015 has been passed with requisite majority.



**Item No. 4:-**

Ordinary Resolution to appoint Ms. Shubhdarshini Ghosh (DIN : 079191985) as a Director of the Company.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Ordinary Resolution No.4 of the Notice dated August 28, 2015 has been passed with requisite majority.

**Item No. 5:-**

Ordinary Resolution to appoint Shri Sushilkumar Agrawal (DIN : 00400892) as an Independent Director of the Company.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated August 28, 2015 has been passed with requisite majority.

**Item No. 6:-**

Ordinary Resolution to appoint Shri Parag Ved (DIN : 00221908) as an Independent Director of the Company.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

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Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated August 28, 2015 has been passed with requisite majority.

**Item No. 7:-**

Special Resolution to appoint Shri Satish Kadakia (DIN : 07004001) as the Whole-time Director of the Company.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated August 28, 2015 has been passed with requisite majority.

**Item No. 8:-**

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

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	11	14	25	183951751	1752	183953503	100.00%
Dissent	0	0	0	0	0	0	0.00%
Absent *	0	0	0	0	0	0	--
Invalid	0	8	8	0	369	369	--
Total	11	22	33	183951751	2121	183953872	--

\*Includes votes which were not cast "for" or "against" the resolution in remote e voting.

Based on the aforesaid results, Special Resolution No. 8 of the Notice dated August 28, 2015 has been passed with requisite majority.

6. A Compact Disc 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 Annual General Meeting are approved and signed, and shall be returned to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



**Anil Lohia**  
Practicing Chartered Accountant  
Membership No.31626  
Partner  
**Dayal & Lohia**  
Chartered Accountants  
(Firms registration No.102200W)

Place : Mumbai.

Dated : 30<sup>th</sup> September, 2015

Countersigned by:

**For Reliance MediaWorks Limited**



**Chairman**