

## ANNOUNCEMENT OF RESULTS OF REMOTE E-VOTING PROCESS AND POLL CONDUCTED AT THE TRIBUNAL CONVENED MEETING OF THE SERIES II PREFERENCE SHAREHOLDERS OF RELIANCE MEDIAWORKS LIMITED (THE COMPANY)

I hereby declare the following resolution 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 read with Rule 21 of the Rules, as contained in the Notice dated June 26, 2017 of the Tribunal Convened Meeting of the Series II Preference Shareholders of the Company, held on August 3, 2017 at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065.

The report dated August 3, 2017 submitted by Shri Rinkit Kiran Uchat Partner at M/s. Dayal and Lohia, Chartered Accountants, 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	Special Resolution	Resolution approving Scheme of Arrangement pursuant to Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 between Reliance MediaWorks Limited and Reliance Commercial Finance Limited and their respective Shareholders.	Majority in number representing three-fourths in value of members as required under Section 230 of the Companies Act, 2013.

  
**Sushil Kumar Agrawal**  
Chairperson appointed for the meeting

Place : Mumbai

Date : August 3, 2017

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the Remote E-voting process and Poll conducted at the Tribunal Convened Meeting of the Series II Preference Shareholders of Reliance MediaWorks Limited held on Thursday, 3<sup>rd</sup> August, 2017 at 10:30 A.M. IST at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065.**

3<sup>rd</sup> August, 2017

**To,**  
**Shri Sushil Kumar Agrawal**  
**Chairman of the Tribunal Convened Meeting**  
**of the Series II Preference Shareholders of**  
**Reliance MediaWorks Limited**  
Communication Centre,  
Film City Complex,  
Goregaon (East),  
Mumbai 400 065.

Dear Sir,

1. The Tribunal / Board of Directors of the Company 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 as amended (the "Rules"); and
  - (ii) Poll conducted at Tribunal Convened Meeting under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on the Resolution contained in the Notice dated 26<sup>th</sup> June, 2017 (the "Notice") of the Tribunal Convened Meeting of the Series II Preference Shareholders of the Company (the "Meeting"), held on 3<sup>rd</sup> August, 2017, at Reliance Energy Management Institute, Jogeshwari - Vikhroli Link Road, Opposite SEEPZ, North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065, for business to be transacted in the matter of proposed Scheme of Arrangement between Reliance MediaWorks Limited ("RMW" or "The Demerged Company") and Reliance Commercial Finance Limited ("RCFL" or "The Resulting Company") and their respective shareholders ("the Scheme" or "Scheme").

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Remote E-voting and through Poll on the Resolution contained in the Notice of the Meeting.



3. The Company has appointed M/s. Karvy Computershare Private Limited (“Karvy”), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide Remote E-voting facility to the Series II Preference Shareholders of the Company. E-voting commenced on Tuesday, 4<sup>th</sup> July, 2017 at 9:00 A.M. IST and ended on Wednesday, 2<sup>nd</sup> August, 2017 at 5:00 P.M. IST.
4. My responsibility as a scrutinizer for the voting process (by Remote E-voting and Poll at the Meeting), was restricted to scrutinize the Remote E-voting process and poll at the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer’s Report of the votes cast “in favour” or “against” the resolution stated in the Notice, based on the reports generated from the Remote E-voting system provided by Karvy and based on the Poll taken at the Meeting.
5. I submit a consolidated Scrutinizer’s report on the results of voting by Remote E-voting and Poll taken at the Meeting as under:

Resolution to be passed with requisite majority of the Shareholders:

To consider and, if thought fit, approve with or without modification(s), the Resolution under Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 for approval of the proposed Scheme of Arrangement between Reliance MediaWorks Limited (“RMW” or “The Demerged Company”) and Reliance Commercial Finance Limited (“RCFL” or “The Resulting Company”) and their respective shareholders (“the Scheme” or “Scheme”).

	Number of Series II Preference Shareholders			Number of votes contained in			%
	Remote E-voting	Poll at the Meeting	Total	Remote E-voting	Poll at the Meeting	Total	
In favour	0	3	3	0	2,08,00,00,000	2,08,00,00,000	100.00
Against	0	0	0	0	0	0	0.00
<b>Total</b>	<b>0</b>	<b>3</b>	<b>3</b>	<b>0</b>	<b>2,08,00,00,000</b>	<b>2,08,00,00,000</b>	<b>100.00</b>
Invalid / Abstained	0	0	0	0	0	0	--

Based on the aforesaid results, Resolution of the Notice dated June 26, 2017 has been passed by the Series II Preference Shareholders through Poll at the meeting with requisite majority.



6. In terms of the Notice for Tribunal Convened Meeting dated June 26, 2017, the shareholders who have already voted through Remote E-voting were not entitled to vote at the Tribunal Convened Meeting. As such, votes, if any, cast by the Shareholders in the Meeting, who had voted at Remote E-voting, were treated as invalid.



7. A Compact Disc (CD) containing Electronic data and other relevant records relating to Remote E-voting and Poll taken at the meeting has been kept in my safe custody and shall be retained until the minutes of the Tribunal Convened Meeting is 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 and Lohia**

Chartered Accountants

(Firm registration No.102200W)

Place : Mumbai

Date : August 3, 2017