

dayal and lohia

chartered accountants

March 25, 2017.

To
The Board of Directors
Reliance MediaWorks Limited
Communication Centre,
Film City Complex,
Goregaon (East),
Mumbai 400 065.

Dear Sir,

Report on Postal Ballot including e-voting

This has reference to my appointment as Scrutinizer by the Board of Directors of Reliance MediaWorks Limited ("the Company") vide resolution passed on February 3, 2017 as required under Section 108 and Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the purpose of scrutinizing the voting through electronic means and physical postal ballot in respect of the business contained in the Notice dated February 15, 2017 issued by the Company to all its Members.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Forms (PBFs) along with Notice pursuant to Section 110 of the Companies Act, 2013, read with rules made there under, to the members of the Company whose names appeared in the Register of Members or Register of beneficial owner maintained by the depository Participant(s) as on February 10, 2017 (being the cut-off date) and completed the dispatch on February 23, 2017:
 - a. In physical mode, the Postal Ballot Forms (PBFs) (bearing tamper proof security features like Electronic Voting Sequence Number (EVS), User ID and Password) and the above Notice, were sent through Registered Post and courier to all members whose email IDs are not registered with the Company / Depository Participant(s).
 - b. In electronic form, the Postal Ballot Forms (PBFs) and the above Notice were sent by email through Karvy Computershare Private Limited, to those Members whose email IDs are registered with the Company / Depository Participant(s).
2. 38 physical Postal Ballot Forms were received from the members.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, in the matter of voting through remote e-voting on the business contained in the Notice of the Postal Ballot.
4. The Company had appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules to provide remote e-voting facilities to the Members of the Company from 10:00 A.M. on February 24, 2017, to 5:00 P.M. on March 25, 2017. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by Karvy for validation of voting by electronic means. In compliance with Rule 20(4)(xii) of the Rules, after counting the votes cast by Physical Postal Ballot, reports for voting for each resolution have been generated from the e-voting website of Karvy Computershare Private Limited, by unblocking the data after 5.00 P.M. on March 25, 2017 in presence of two witnesses, who were not in the employment of the Company. The Voting by electronic means was validated with software controls.

5. For the purpose of this Report, I have considered the votes as under :
- In physical mode, Postal Ballot Forms received up to close of working hours on March 25, 2017, the last date and time fixed by the Company; and
 - In electronic mode, Votes casted up to 5:00 P.M. on March 25, 2017 the last date and time fixed by the Company.
6. My responsibility as a scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare 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.
7. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
8. All the related papers and details are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
9. Details of Postal ballot forms received / votes cast are as under:

Special Resolution No. 1 - Increase in Authorised Share Capital and amendment to the Memorandum of Association of the Company.

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	71	18,43,28,769	-
Less : Total number of votes abstained	8	5,374	-
Total number of valid votes	63	18,43,23,395	-
Assented to resolution	55	18,43,23,068	99.99982 %
Dissented to resolution	8	327	0.00018 %
Result	Carried with requisite majority		

Special Resolution No. 2 - Conversion of Loan into Preference Shares of the Company.

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	71	18,43,28,769	-
Less : Total number of votes abstained	11	5,520	-
Total number of valid votes	60	18,43,23,249	-
Assented to resolution	51	18,43,22,912	99.99982 %
Dissented to resolution	9	337	0.00018 %
Result	Carried with requisite majority		



10. The Register giving full particulars of all Postal Ballot Forms received / votes cast by electronic means is enclosed for your perusal and record.

You may accordingly declare the result of the Members' voting by Postal Ballots and e-voting, in respect of the Resolutions given in the Notice dated February 15, 2017 issued under Section 110 of the Companies Act, 2013 and Rules made there under.

Yours faithfully,



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



Place : Mumbai.
Date : 25th March, 2017.

Encl.: as above.