

**dayal and lohia**  
chartered accountants

Date : August 12, 2014

**The Chairman,**  
**Reliance MediaWorks Limited,**  
Film City Complex,  
Goregaon (East),  
Mumbai – 400 065.

Dear Sir,

**Sub : Report on Postal Ballot**

This has reference to my appointment as Scrutinizer by the Board of Directors at their meeting held on July 02, 2014 in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for Postal Ballots received in respect the Notice dated July 2, 2014 issued by Reliance MediaWorks Limited to the shareholders of the Company.

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

1. The Company had printed 47,000 Postal Ballot Forms (PBFs). A complete inventory / tally of the PBFs printed, numbered, unnumbered, dispatched, wasted / spoilt during printing and balance in stock was made and verified, details of which are given below:

Total PBFs printed	Total PBFs numbered	Total PBFs dispatched	Total PBFs spoilt / wasted during printing	Specimen / Duplicate issuance	Balance PBFs out of those unnumbered
47,000	45,429	45,429	213	80	1,278

2. The Company has sent Postal Ballot Forms (PBF) 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 as on July 4, 2014, and completed the dispatch on July 12, 2014 :
  - a. In physical mode, the Postal Ballot Forms (bearing tamper proof security features like serial number) and the above Notice, through courier to those shareholders whose email IDs are not registered with the Company and;
  - b. In electronic form, the Postal Ballot Forms and the above Notice by email through Link Intime India Private Limited to those shareholders whose email IDs are registered with the Company.
  - c. 34,750 PBFs were dispatched vide physical mode. 45,127 PBFs were e-mailed, out of which 10,679 PBFs were bounced back; subsequently the Company had sent them physical forms through courier.

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3. The Postal Ballot Forms received back from the members were kept under safe custody in sealed and tamper proof ballot boxes. All the envelopes received were serially numbered and dated before being put into the sealed ballot boxes. No Postal Ballot Form was received back through e-mail.
4. We have considered, for the purpose of our Report, all the Postal Ballot Forms received upto the close of working hours on August 11, 2014, the last date and time fixed by the Company for receipt of the Postal Ballot Forms.
5. All the Postal Ballot Forms received up to the close of working hours on August 11, 2014 the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were scrutinized and the signatures were verified with the specimen signatures recorded with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company and the particulars thereof were entered in the Register of Postal Ballot.
6. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
7. The Postal Ballot Forms and all other related papers 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.
8. The Register giving full particulars of all Postal Ballot Forms received is enclosed for your perusal and record. A summary of the Postal Ballot Forms received is given herein below:

**Resolution No. 1 - Summary for Special Resolution under Section 181(1)(a) of the Companies Act, 2013 for Sale / transfer of Company's business pertaining to Film & Media Services:**

S.N.	Particulars	No. of Postal Ballot Forms	No. of Shares / Votes	% to total paid up capital	% to total valid Votes Polled
A	Total Postal Ballot Forms received wherein voting right is exercised.	15	182,103,044	94.25	-
B	Postal Ballot Forms Invalid for Resolution	1	250	0.00	-
C	Net valid Postal Ballot Forms (A-B)	14	182,102,794	94.25	100.00
D	Postal Ballot Forms Assenting to Resolution	14	182,102,794	94.25	100.00
E	Postal Ballot Forms Dissenting to Resolution	0	0	0.00	0.00
	<b>Result</b>	<b>Carried with requisite majority</b>			

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**Resolution No. 2 - Summary for Special Resolution under Section 180(2)(c) and 186(3) of the Companies Act, 2013 for subscription to and acquisition of equity shares of Prime Focus Limited:**

S.N.	Particulars	No. of Postal Ballot Forms	No. of Shares / Votes	% to total paid up capital	% to total valid Votes Polled
A	Total Postal Ballot Forms received wherein voting right is exercised.	15	182,103,044	94.25	-
B	Postal Ballot Forms Invalid for Resolution	1	250	0.00	-
C	Net valid Postal Ballot Forms (A-B)	14	182,102,794	94.25	100.00
D	Postal Ballot Forms Assenting to Resolution	14	182,102,794	94.25	100.00
E	Postal Ballot Forms Dissenting to Resolution	0	0	0.00	0.00
	<b>Result</b>	<b>Carried with requisite majority</b>			

You may accordingly declare the result of the Shareholders' voting by Postal Ballot, in respect of the Resolutions given in the Notice dated July 2, 2014 issued under section 110 of the Companies Act, 2013 and Rules made there under.

Yours faithfully,  
For Dayal and Lohia  
Chartered Accountants



**Anil Lohia**  
Partner  
(Scrutinizer)  
M.No.31626

Encl.: as above.

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tal Ballot Register

I.	Name	Address	Folio No. Client ID No.	Number of Shares held on the date of dispatch of notice	Number of Votes entitled	Date of Receipt	Validity of Postal Ballot		Signature tallied	Number of Votes cast in		Number of Votes cast against
							Yes/No	Yes/No		Res. No. 1	Res. No. 2	
	MAHESH KUMAR M	NO.601,4TH B CROSS 8TH MAIN RPC LAYOUT BANGALORE 560040	IN30115125736788	70	70	05-Aug-14	YES	YES	YES	70	70	-
	POOJA SIDHESH RAIKAR	15 MANISHA SAWARKAR NAGAR CHINTAMANI COLONY GANGAPUR ROAD NASHIK MAHARASHTRA 422013	IN30051319621438	250	250	05-Aug-14	NO	NO	NO	-	-	-
	BHARATKUMAR NATVARLAL PANDYA	BLOCK NO 92/7 CHH TYPE SECTOR NO 22 GANDHINAGAR 382022	IN30267931015097	50	50	05-Aug-14	YES	YES	YES	50	50	-
	PALEM LAKSHMI DEVI	FLAT NO 102 SRR HOMES PAKKIRPALLE NEAR KESAVA REDDY SCHOOL KADAPA 516002	IN30102220114843	1,000	1,000	05-Aug-14	YES	YES	YES	1,000	1,000	-
	NUSRATH ULLA KHAN	61/2 RANOJI RAO ROAD BASAVANAGUDI BANGALORE KARNATAKA INDIA 560004	IN30051320127622	20	20	05-Aug-14	YES	YES	YES	20	20	-
	MOHD NASEERUDDIN	22/1369/4 SAHIFA SUL TAN PURA HYDERABAD ANDHRA PRADESH,INDIA 500024	IN30290248387534	100	100	05-Aug-14	YES	YES	YES	100	100	-
	ASHOK DAS	H-113 UTTAR PALLY V.K.NAGAR DURGAPUR 713210	1203840000077065	100	100	05-Aug-14	YES	YES	YES	100	100	-
	ROHINTON FRAMROZE BATIWALA	STATE BANK OF INDIA HILL VIEW SOC, 1ST FLR,FLAT NO 7, GAUTHAN, SANTAWADI, ANDHERI (WEST), MUMBAI 400058	IN30035110067222	8	8	05-Aug-14	YES	YES	YES	8	8	-
	SANDEEPA J BATIWALA.	SBI HILL VIEW SOC 1ST FLOOR FLAT 7 GAUTHAN SANTAWADI ANDHERI (WEST) MUMBAI 400058	1301930001510612	2	2	05-Aug-14	YES	YES	YES	2	2	-

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Reliance MediaWorks Limited  
Annual Ballot Register

Sl. No.	Name	Address	Folio No. Client ID No.	Number of Shares held on the date of dispatch of notice	Number of Votes entitled	Date of Receipt	Validity of Postal Ballot		Signature tallied	Number of Votes cast in favour		Number of Votes cast against	
							Yes/No	Yes/No		Res. No. 1	Res. No. 2	Res. No. 1	Res. No. 2
1	RELIANCE LAND PRIVATE LIMITED	H BLOCK 1ST FLOOR DIRUBHAI AMBANI KNOWLEDGE CITY NAVI MUMBAI THANE 400710	0005724	50	50	07-Aug-14	YES	YES	YES	50	50	-	-
2	RELIANCE LAND PRIVATE LIMITED	H-BLOCK, 1ST FLOOR DIRUBHAI AMBANI KNOWLEDGE CITY NAVI MUMBAI THANE 400710	IN30031910011688	105,379,561	105,379,561	07-Aug-14	YES	YES	YES	105,379,561	105,379,561	-	-
3	RELIANCE LAND PRIVATE LIMITED	AUDES HOUSE, 2ND FLOOR, PRITAM NAGAR, 1ST SLOPE, ELLISBRIDGE, AHMEDABAD 380006	1302720000000852	40,471,918	40,471,918	07-Aug-14	YES	YES	YES	40,471,918	40,471,918	-	-
4	RELIANCE CAPITAL LIMITED	570, RECTIFIER HOUSE NAIGAUM CROSS ROAD NEXT TO ROYAL INDLESTATE, WADALA(W) MUMBAI 400031	IN30031910000115	36,249,805	36,249,805	07-Aug-14	YES	YES	YES	36,249,805	36,249,805	-	-
5	SHANKA GOPINATH	SAEED AND MOHD AL NABOODAH BLDG 318/12C STREET DM NO 32 KARAMA BLOCK A FLAT A3 POST BOX 2432 DUBAI, U.A.E 999999	IN30115127962713	100	100	11-Aug-14	YES	YES	YES	100	100	-	-
6	SHAILESH MAHADEVA	51/52 UWANG 114, KASHIBAI NAVRRANGE MARG NEAR GAMDEVI POLICE STATION MUMBAI 400007	IN30012610537621	10	10	11-Aug-14	YES	YES	YES	10	10	-	-

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