

dayal and lohia
chartered accountants

Date : October 06, 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 August 22, 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 August 22, 2014 issued by Reliance MediaWorks Limited (the Company) to all shareholders of the Company.

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

1. The Company had printed 36,000 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
36,000	34,456	34,456	202	85	1,257

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 August 22, 2014, and completed the dispatch on September 2, 2014:
 - a. In physical mode through courier to those shareholders whose email IDs are not registered with the Company / Depository Participant(s) and to the members who request for hard copy and ;
 - b. In electronic form by email through Link Intime India Private Limited to those shareholders whose email IDs are registered with the Company / Depository Participant(s).
 - c. 34,456 PBFs were dispatched vide physical mode and 45,126 PBFs were e-mailed.
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 October 3, 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.

Contd...



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 Ordinary Resolution to appoint Shri Praseon Joshi as an Independent Director :

S.N.	Particulars	No. of Postal Ballot Forms	No. of shares / votes	% to total paid up capital	% of total valid votes polled
A	Total Postal Ballot Forms Received	12	182,101,630	94.25	-
B	Less: Postal Ballot Forms Invalid / Signature mismatch	3	173	0.00	-
C	Net Valid Postal Ballot Forms (A-B)	9	182,101,457	94.25	100.00
D	Postal Ballot Forms Assenting	9	182,101,457	94.25	100.00
E	Postal Ballot Forms Dissenting	0	0	0.00	0.00
F	Result	Carried with requisite majority			

Resolution No. 2 - Summary for Ordinary Resolution to appoint Shri Anil Sekhri as an Independent Director :

S.N.	Particulars	No. of Postal Ballot Forms	No. of shares / votes	% to total paid up capital	% of total valid votes polled
A	Total Postal Ballot Forms Received	12	182,101,630	94.25	-
B	Less: Postal Ballot Forms Invalid / Signature mismatch	3	173	0.00	-
C	Net Valid Postal Ballot Forms (A-B)	9	182,101,457	94.25	100.00
D	Postal Ballot Forms Assenting	9	182,101,457	94.25	100.00
E	Postal Ballot Forms Dissenting	0	0	0.00	0.00
F	Result	Carried with requisite majority			

EL

Resolution No. 3 - Summary for Ordinary Resolution to appoint Shri Sujal Shah as an Independent Director :

S.N.	Particulars	No. of Postal Ballot Forms	No. of shares / votes	% to total paid up capital	% of total valid votes polled
A	Total Postal Ballot Forms Received	12	182,101,630	94.25	-
B	Less: Postal Ballot Forms Invalid / Signature mismatch	3	173	0.00	-
C	Net Valid Postal Ballot Forms (A-B)	9	182,101,457	94.25	100.00
D	Postal Ballot Forms Assenting	9	182,101,457	94.25	100.00
E	Postal Ballot Forms Dissenting	0	0	0.00	0.00
F	Result	Carried with requisite majority			

Resolution No. 4 - Summary for Special Resolution for Borrowing Limits of the Company :

S.N.	Particulars	No. of Postal Ballot Forms	No. of shares / votes	% to total paid up capital	% of total valid votes polled
A	Total Postal Ballot Forms Received	12	182,101,630	94.25	-
B	Less: Postal Ballot Forms Invalid / Signature mismatch	3	173	0.00	-
C	Net Valid Postal Ballot Forms (A-B)	9	182,101,457	94.25	100.00
D	Postal Ballot Forms Assenting	9	182,101,457	94.25	100.00
E	Postal Ballot Forms Dissenting	0	0	0.00	0.00
F	Result	Carried with requisite majority			

Resolution No. 5 - Summary for Special Resolution for Creation of Charge/ Mortgage on assets of the Company :

S.N.	Particulars	No. of Postal Ballot Forms	No. of shares / votes	% to total paid up capital	% of total valid votes polled
A	Total Postal Ballot Forms Received	12	182,101,630	94.25	-
B	Less: Postal Ballot Forms Invalid / Signature mismatch	3	173	0.00	-
C	Net Valid Postal Ballot Forms (A-B)	9	182,101,457	94.25	100.00
D	Postal Ballot Forms Assenting	9	182,101,457	94.25	100.00
E	Postal Ballot Forms Dissenting	0	0	0.00	0.00
F	Result	Carried with requisite majority			

Rh

Resolution No. 6 - Summary for Special Resolution for Investment of the funds of the Company :

S.N.	Particulars	No. of Postal Ballot Forms	No. of shares / votes	% to total paid up capital	% of total valid votes polled
A	Total Postal Ballot Forms Received	12	182,101,630	94.25	-
B	Less: Postal Ballot Forms Invalid / Signature mismatch	3	173	0.00	-
C	Net Valid Postal Ballot Forms (A-B)	9	182,101,457	94.25	100.00
D	Postal Ballot Forms Assenting	9	182,101,457	94.25	100.00
E	Postal Ballot Forms Dissenting	0	0	0.00	0.00
F	Result	Carried with requisite majority			

Resolution No. 7 - Summary for Special Resolution for Private Placement of Non-Convertible Debentures and/or other Debt Securities :

S.N.	Particulars	No. of Postal Ballot Forms	No. of shares / votes	% to total paid up capital	% of total valid votes polled
A	Total Postal Ballot Forms Received	12	182,101,630	94.25	-
B	Less: Postal Ballot Forms Invalid / Signature mismatch	3	173	0.00	-
C	Net Valid Postal Ballot Forms (A-B)	9	182,101,457	94.25	100.00
D	Postal Ballot Forms Assenting	9	182,101,457	94.25	100.00
E	Postal Ballot Forms Dissenting	0	0	0.00	0.00
F	Result	Carried with requisite majority			

You may accordingly declare the result of the Shareholders' voting by Postal Ballots, in respect of the Resolutions given in the Notice dated August 22, 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.