



Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management & Administration) Rules, 2014 as amended]

To
The Managing Director
Warner Multimedia Limited

Dear Sir,

I, Gayatri V. Phatak, Proprietor of M/s. G. S. Bhide & Associates, Practicing Company Secretary, Vapi, Gujarat, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **Warner Multimedia Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Postal Ballot Notice of 13th April 2018, results of which have been declared today i.e. on Wednesday, 23rd May 2018.

The management of the Company is responsible to ensure the Compliances with the requirements of Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the Postal Ballot Notice dated 13th April 2018. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "FOR" or "AGAINST". The Resolutions are based on the reports generated from the process of remote e-voting and ballot paper.

Further to the above, I submit my Report as under :-

1. The remote e-voting period commenced on Sunday 22nd April 2018 at 9.00 A.M. and concluded on Monday, 21st May 2018 at 5.00 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "cut-off date" i.e. April 13, 2018 were entitled to vote on the proposed resolutions stated in the Notice dated 13th April 2018.
3. The Result of remote e-voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of CDSL i.e. www.evotingindia.com.
4. I did not receive any physical ballot or Poll paper from any of the Members of the Company within the time stated in the Postal Ballot Notice dated 13th April 2018.

The Results of remote e-voting are as under –

Resolution No. 1 – Ordinary Resolution



G. S. Bhide & Associates
Company Secretary

D-301, Surya Society, Charwada Road,
G. I. D. C. Vapi-396 195, Gujarat

Mobile : +91 98255 06553
Email : gayatribhideandco@gmail.com

Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E) as Statutory Auditors of the company, up to the conclusion of 39th Annual General Meeting., subject to ratification of Members in every subsequent Annual General Meeting.

Voted For Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	1	20	003.85%
Physical Ballot	9	8323050	100.00%
Total	10	8323070	99.99%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	1	500	96.15%
Physical Ballot	0	0	00.00%
Total	1	500	0.01%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of Postal Ballot Notice dated 13th April 2018. Thereafter, the same shall be handed over to the Company Secretary for safe keeping.

For **G. S. BHIDE & ASSOCIATES**
Company Secretaries

GAYATRI Digitally signed
by GAYATRI
VAIBHAV VAIBHAV PHATAK
PHATAK Date: 2018.06.02
14:32:00 +05'30'

GAYATRI V. PHATAK

Proprietor

ACS No. 31886, C. P. No. 13816

Place : Vapi, Gujarat

Date : May 23, 2018