



**G. S. Bhide & Associates**

**Company Secretaries**

D-301, Surya Society, Charwada Road, G. I. D. C. Vapi-396 195, Gujarat  
Mobile : +91 98255 06553, Email : gayatribhideandco@gmail.com

To  
The Managing Director  
**M/s. Warner Multimedia Limited**

Dear Sir,

Re : **Scrutinizers' Report**

I refer to my appointment as Scrutinizer made on May 30, 2014 pursuant to the authority granted by the Board of Directors of **M/s. Warner Multimedia Limited** to securitize the e-Voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules there under for the 31<sup>st</sup> Annual General Meeting of **M/s. Warner Multimedia Ltd.** to be held on 30<sup>th</sup> September 2014 at Kolkata.

I have carried out the work as Scrutinizer from the 23<sup>rd</sup> September 2014 at the close of working hours on September 25, 2014. In this regard, I would like to bring to your kind attention the following aspects –

1. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility and the detailed instructions on e-voting process was notified to the members in the notice dated May 30, 2014.
2. The e-voting period commenced on Tuesday 23<sup>rd</sup> September 2014 at 9.30 A.M. and concluded on Thursday, 25<sup>th</sup> September 2014 at 5.30 P.M.
3. I enclose Scrutinizers' Report along with the relevant listings.

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

**GAYATRI BHIDE**

Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : September 26, 2014



### Report of Scrutinizer

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management & Administration) Rules, 2014]**

To  
The Managing Director  
**M/s. Warner Multimedia Ltd.**

Dear Sir,

I, Gayatri S. Bhide, 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 **M/s. Warner Multimedia Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of 31<sup>st</sup> Annual General Meeting of the Company to be held on Tuesday, 30<sup>th</sup> September 2014, submit our Report as under :-

1. The e-voting period commenced on Tuesday 23<sup>rd</sup> September 2014 at 9.30 A.M. and concluded on Thursday, 25<sup>th</sup> September 2014 at 5.30 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "relevant date" i.e. August 29, 2014 were entitled to vote on the proposed resolutions stated in the Notice of the Company.
3. The Votes were un-blocked on 25<sup>th</sup> September 2014 around 5.37 P.M. in the presence of two witnesses Ms. Sujata Arvind Phondekar and Mr. Aditya Vivek Ghanekar who are not in the employment of the Company.
4. The Result of 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.

The Results of e-voting are as under –

**A. Resolution No. 1 – Ordinary Resolution**

**To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2014.**

Voted **in favour** of Resolution

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
8	26,58,051	100.00%



**Voted against of Resolution**

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
Nil	Nil	0.00%

**Invalid votes**

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

**B. Resolution No. 2 – Ordinary Resolution**
**Re-Appointment of Mr. Kailash Prasad Purohit (DIN: 01319534) as Non-Executive Director of the Company**
**Voted in favour of Resolution**

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
8	26,58,051	100.00%

**Voted against of Resolution**

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
Nil	Nil	0.00%

**Invalid votes**

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

**C. Resolution No. 3 – Ordinary Resolution**
**Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN 317159E) as Statutory Auditors of the Company up to conclusion of 36<sup>th</sup> Annual General Meeting (subject to ratification by the Members at every subsequent AGM)**
**Voted in favour of Resolution**

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
8	26,58,051	100.00%

**Voted against of Resolution**

No. of Members voted	No. of votes casted	% of total number of
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electronically	against Resolution	valid votes cast
Nil	Nil	0.00%

Invalid votes

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

**D. Resolution No. 4 – Ordinary Resolution**

**Appointment of Mr. Dhruva Narayan Jha (DIN: 01286654) as Independent Director of the Company for the period of 5 Years commencing from 1<sup>st</sup> April 2014; not liable to retire by Rotation**

Voted in favour of Resolution

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
8	26,58,051	100.00%

Voted against of Resolution

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
Nil	Nil	0.00%

Invalid votes

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

**E. Resolution No. 5 – Ordinary Resolution**

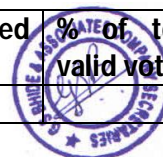
**Appointment of Mrs. Saroj Devi Kothari (DIN: 01312905) as Independent Director of the Company for the period of 5 Years commencing from 1<sup>st</sup> April 2014; not liable to retire by Rotation**

Voted in favour of Resolution

No. of Members voted electronically	No. of votes casted in favour of Resolution	% of total number of valid votes cast
7	26,58,046	100.00%

Voted against of Resolution

No. of Members voted electronically	No. of votes casted against Resolution	% of total number of valid votes cast
1	5	0.00%





# G. S. Bhide & Associates

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Invalid votes

Total no. of Members whose votes were invalid	Total No. of Votes casted by them
Nil	0

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 31<sup>st</sup> Annual General Meeting thereafter, the same shall be handed over to the Company Secretary for safe keeping.

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

Company Secretaries

**GAYATRI BHIDE**

Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : September 26, 2014

We are the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>) in our presence at 5.37 P.M. on 25<sup>th</sup> September 2014 at the office of the Scrutinizer.

**Sujata Arvind Phondekar**

Add: 408, Bldg No. 2, Arunodaya CHS Ltd.

Behind Seven Hills Hospital

Marol Maroshi Road, Andheri East

Mumbai - 400059

**Aditya Vivek Ghanekar**

Room no. 5/6, Dwarka, Shastri Hall,

Nana Chowk, Grant Road West,

Mumbai - 400007



### Scrutinizer Report – Combined

To  
The Managing Director  
**M/s. Warner Multimedia Limited**

Dear Sir,

I, Gayatri S. Bhide, Proprietor of M/s. G. S. Bhide & Associates, Company Secretary in Practice, have been appointed as Scrutinizer by

The Board of Directors of **M/s. Warner Multimedia Limited** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and physical ballot process under the provision of section 108 and 110 of the Companies Act, 2013 (the Act) respectively read with Rule 20 / 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement on the Resolutions contained in the Notice to the 31<sup>st</sup> Annual General Meeting of the Members of the Company held on Tuesday, 30<sup>th</sup> September 2014, at Registered Office of the Company :-

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting on the resolutions contained in the notice to the 31<sup>st</sup> Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the e-voting process and for the postal and physical ballot at the AGM is restricted to make Scrutinizer's Report of the votes cast "For" or "Against" the resolutions stated above, based on the Reports generated from e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facility; and physical ballot, if any, as received from the Members at the close of business hours (5.30 P.M.) on 25<sup>th</sup> September 2014.

I have issued separate Scrutinizer's report dated 26<sup>th</sup> Sept, 2014 on the e-voting on the resolutions contained in the Notice to the AGM. As requested by Management, I submit herewith my combined Report on the results of e-voting together with that of physical ballot as under:





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Item No. of Notice	Votes in favour of resolution		Votes against the resolution		Invalid votes
	Nos.	% of Total No. of Valid Votes Casted In Favour	Nos.	% of Total No. of Valid Votes Cast Against	
Item no. 1 of the Notice (As an Ordinary Resolution)	69,15,155	100.00%	-	-	-
Item no. 2 of the Notice (As an Ordinary Resolution)	69,15,155	100.00%	-	-	-
Item no. 3 of the Notice (As an Ordinary Resolution)	69,15,155	100.00%	-	-	-
Item no. 4 of the Notice (As an Ordinary Resolution)	69,15,155	100.00%	-	-	-
Item no. 5 of the Notice (As Special Resolution)	69,15,150	100.00%	5	0.00%	-

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

Company Secretaries

**GAYATRI BHIDE**

Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : October 4, 2014