



SANJAY KUMAR VYAS
COMPANY SECRETARY IN PRACTICE
Office Address: 20 Pannalal Basak Lane, Howrah 711204
Email:-sanjayvyas1802@gmail.com
Phone No.:- +91 9874730085

**Consolidated Report of Scrutinizer on Remote E-voting and E-voting at
the 39th Annual General Meeting of the Company**

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(4) (xii) and
Rule 20(2) of the Companies (Management & Administration) Rules, 2014 as
amended]**

To
The Managing Director
Warner Multimedia Limited
P-27, Princep Street
3rd Floor Kolkata 700072

Dear Sir,

I, Sanjay Kumar Vyas, Practicing Company Secretary, Kolkata, appointed as Scrutinizer for the purpose of scrutinizing the e-voting and 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 AGM Notice of August 6, 2022, results of which have been declared on Wednesday, 07th September, 2022.

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 AGM Notice dated August 6, 2022. 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 Saturday, 3rd September, 2022 at 9.00 A.M. and concluded on Monday, 5th September 2022 at 5.00 P.M. The e-voting services were provided by National Securities Depository Ltd. (NSDL)
2. The Shareholders holding shares as on "cut-off date" i.e. August 30, 2022 were entitled to vote on the proposed resolutions stated in the AGM Notice dated August 6, 2022.
3. The Result of remote e-voting/Ballot/Poll along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com>
4. The facility of voting by electronic means (e-voting) at the Annual General Meeting through VC/OAVM was provided by NSDL pursuant to circular no. 02/2022 dated 5th May 2022 issued by Ministry of Corporate Affairs (MCA).



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5. The names of Shareholders who have voted by remote e-voting through the facility provided by NSDL had been blocked and have not been allowed to vote at the Annual General Meeting.
6. Shareholders who were present at the Annual General Meeting through VC/OAVM and had not voted on remote e-voting were allowed to cast their votes through e-voting system of NSDL/PURVA during the Annual General Meeting.
7. The consolidated results of Remote e-voting and e-voting at the Annual General Meeting are as under-

Resolution No. 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon

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
Remote E-voting	35	3410953	99.95%
E-voting at AGM	-	-	-
Total	35	3410953	99.95%

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
Remote E-voting	5	1798	00.05%
E-voting at AGM	-	-	-
Total	5	1798	00.05%

Invalid votes

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

Resolution No. 2 (Special Resolution)

Appointment of Mr. Prateek Derasari (DIN: 08484566) as Managing Director of the Company for the period of 3 years



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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
Remote E-voting	35	3410953	99.95%
E-voting at AGM	-	-	-
Total	35	3410953	99.95%

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
Remote E-voting	5	1798	00.05%
E-voting at AGM	-	-	-
Total	5	1798	00.05%

Invalid votes

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

Resolution No. 3 (Special Resolution)

Appointment of Mr. Buddhiswar Mistry (DIN: 03631760) as an Independent Director of the Company for the first term of 5 years

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
Remote E-voting	35	3410953	99.95%
E-voting at AGM	-	-	-
Total	35	3410953	99.95%

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
Remote E-voting	5	1798	00.05%



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E-voting at AGM	-	-	-
Total	5	1798	00.05%

Invalid votes

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

Resolution No. 4 (Special Resolution)

Appointment of Mr. Ramesh Kr. Dan (DIN: 08469285) as an Independent Director of the Company for the first term of 5 years

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
Remote E-voting	35	3410953	99.95%
E-voting at AGM	-	-	-
Total	35	3410953	99.95%

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
Remote E-voting	5	1798	00.05%
E-voting at AGM	-	-	-
Total	5	1798	00.05%

Invalid votes

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

Resolution No. 5 (Ordinary Resolution)

Appointment of M/s. Mahato Prabir & Associates, Chartered Accountants, Kolkata (FRN No. 325966E) as Statutory Auditors for a period of 5 years.



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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
Remote E-voting	35	3410953	99.95%
E-voting at AGM	-	-	-
Total	35	3410953	99.95%

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
Remote E-voting	5	1798	00.05%
E-voting at AGM	-	-	-
Total	5	1798	00.05%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
Remote E-voting	Nil	Nil
E-voting at AGM	-	-
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 39th AGM Notice dated 6th August 2022. Thereafter, the same shall be handed over to the Company Secretary or Managing Director for safe keeping.

SANJAY KUMAR VYAS
Practicing Company Secretary
ACS No. 55689, C.P. No. 21598

Place: Kolkata
Date: September 7, 2022

UDIN: **A055689D000930574**
Peer Review Certificate no.: 1856/2022