



Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xii) and Rule No. 21(2) of the Companies (Management & Administration) Rules, 2014]

To
The Managing Director
M/s. 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 Notice of 32nd Annual General Meeting of the Company to be held on Wednesday, 30th September 2015.

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 notice to the 32nd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "IN FAVOUR" 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 26th September 2015 at 9.30 A.M. and concluded on Tuesday, 29th September 2015 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. September 23, 2015 were entitled to vote on the proposed resolutions stated in the Notice of the 32nd Annual General Meeting.
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. The Ballot box was opened in my presence and poll papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by the Company / RTA of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting and as well as on poll.





The Results of remote e-voting and ballot papers received at the 32nd Annual General Meeting are as under –

Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2015.

Voted **in favour** of 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	164125	162625	99.09%
Ballot at AGM	6057057	6057057	100.00%
Total	6221182	6219682	99.98%

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	164125	1500	00.91%
Ballot at AGM	0	0	00.00%
Total	164125	1500	00.91%

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

Resolution No. 2 – Ordinary Resolution

Ratification of appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN-317159E) as Statutory Auditors of the Company for the financial year 2015-2016.

Voted **in favour** of 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	164125	162625	99.09%
Ballot at AGM	6057057	6057057	100.00%
Total	6221182	6219682	99.98%





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	164125	1500	00.91%
Ballot at AGM	0	0	00.00%
Total	164125	1500	00.91%

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

Resolution No. 3 – Ordinary Resolution

Appointment of Mr. Ram Prakash Chowdhary (DIN: 01625637) as Independent Director of the Company for the period of 5 Years commencing from 29th March 2015; not liable to retire by Rotation

Voted **in favour** of 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	164125	161625	98.48%
Ballot at AGM	6057057	6057057	100.00%
Total	6221182	6218682	99.96%

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	164125	2500	01.52%
Ballot at AGM	0	0	00.00%
Total	164125	2500	01.52%

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





Resolution No. 4 – Ordinary Resolution

Appointment of Mr. Jagdish Prasad Purohit (DIN : 00083125) as Chairman & Managing Director of the Company, for a period of 3 years commencing from April 1, 2015 up to March 31, 2018

Voted **in favour** of 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	164125	161625	98.48%
Ballot at AGM	6057057	6057057	100.00%
Total	6221182	6218682	99.96%

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	164125	2500	01.52%
Ballot at AGM	0	0	00.00%
Total	164125	2500	01.52%

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

Resolution No. 5 – Special Resolution

Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Voted **in favour** of 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	164125	161625	98.48%
Ballot at AGM	6057057	6057057	100.00%
Total	6221182	6218682	99.96%

Voted **against** of Resolution

Mode of Voting	Number of Members	No. of votes	% of total
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	participated in the e-voting and physical ballot	casted against Resolution	number of valid votes cast
E-voting	164125	2500	01.52%
Ballot at AGM	0	0	00.00%
Total	164125	2500	01.52%

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 32nd 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 V. PHATAK
Proprietor
ACS No. 31886, C.P. No. 11816

Place : Mumbai
Date : October 1, 2015

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 5.08 P.M. on 29th September 2015 at the office of the Scrutinizer.

Madhu P. Dharewa
Add: A-404, Divakar Bhavan, Maharana Pratap Road, Bhayandar (W) – 401 101

Ashok K. Bothra
Add : A-2/302, Tirupati Darshan, Balaji Nagar, Station Road, Bhayandar (W) – 401 101