



## B. DESAI & ASSOCIATES

B.COM. LLB. FCS

PRACTISING COMPANY SECRETARY

### Report of Scrutinizer

*[Pursuant to sections 108, 109, 110 of the Companies Act, 2013 and rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014]*

To,

**Jeetendra Kapoor**

Chairman

Court Convened Meeting of Equity Shareholders of **Balaji Motion Pictures Limited** Held on Wednesday, May 24, 2017 at 2.30 p.m. at The Club, 197, D. N. Nagar, Andheri (West), Mumbai – 400053, Maharashtra.

Dear Sir,

I, Bhavesh Desai, proprietor of B. Desai & Associates, a Practising Company Secretary in whole-time practice, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process together with physical ballot forms received from the shareholders and the voting through polling paper in physical mode at the Poll held at the Court Convened Meeting of the Company held on Wednesday, May 24, 2017 at 2.30 p.m. at The Club, 197, D. N. Nagar, Andheri (West), Mumbai – 400053, Maharashtra, submit my report as under on the resolution set out in the notice to the Court Convened Meeting of the members of the Company:

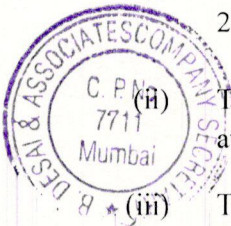
1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means, postal ballot and poll on the resolution set out in the Court Convened Meeting of Equity Shareholders of the Company. My responsibility as a scrutinizer for the e-voting process, postal ballot and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the Court Convened Meeting of the Company, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities.

2. Further to the above, I submit my report as under:

- (i) The voting period for postal ballot and e-voting remained open from Monday, April 24, 2017 at 3.00 PM to Tuesday, May 23, 2017 at 5.00 PM.

(ii) The Company has also provided facility for voting by Polling Paper to the members attending the meeting, who have not cast their vote by remote e-voting or by postal ballot.

(iii) The members of the Company as on the "Cut off" date i.e. Friday, April 14, 2017 were entitled to vote on the resolution as set out in the Notice of the Court Convened Meeting of the Equity Shareholders of the Company.





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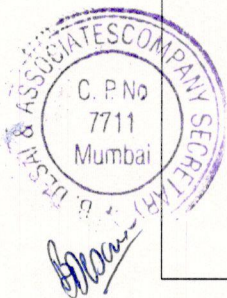
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- (iv) The Votes cast were noted and confirmed on Wednesday, May 24, 2017 in the presence of two witnesses, Ms. Kavita Mendon and Ms. Bhavi Solanki who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name of the Witness	Signature
Ms. Kavita Mendon	
Ms. Bhavi Solanki	B. K. Solanki

- (v) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Computershare Private Limited i.e. [https:// evoting.karvy.com](https://evoting.karvy.com) and based on such report generated and along with that of Poll/Ballot Papers, the result of the e-voting process and ballot process are as under:

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
1.	<b>Special Resolution:</b> The resolution approving the Scheme of Arrangement and Amalgamation involving (i) the demerger of the undertaking pertaining to the film production business of Balaji Motion Pictures Limited, a wholly owned subsidiary, and vesting of the same in Balaji Telefilms Limited; (ii) the	<b>E-Voting</b>	30000000	100%	0	0	30000000
		<b>Postal Ballot</b>	0	0	0	0	0



407, Sanjar Enclave Above Mahindra Showroom Opposite to PVR Cinema, S.V Road, Kandivali West, Mumbai- 400067

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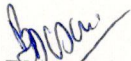
amalgamation of BOLT Media Limited, a wholly owned subsidiary, with Balaji Telefilms Limited in accordance with and on the terms and conditions as stated in the Scheme of Arrangement and Amalgamation.	<b>Polling Paper/B allot Paper</b>	0	0	0	0	0
	<b>Total</b>	<b>30000000</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>100%</b>

- No votes were casted by means of polling papers/ballot papers
- All relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you

Yours faithfully,

**For B. Desai and Associates**  
**Practising Company Secretary**

  
**Bhavesh Desai**  
**C.P.No.7711**

**Date:** May 25, 2017  
**Place:** Mumbai

