

February 18, 2017.

To
The Board of Directors
Reliance Broadcast Network Limited
401, 4th floor, INFINITI,
Link Road, Oshiwara,
Andheri West,
Mumbai 400 053

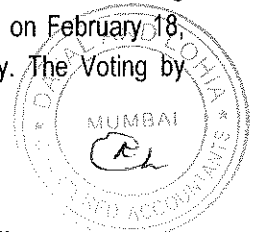
Dear Sir,

Report on Postal Ballot including e-voting

This has reference to my appointment as Scrutinizer by the Board of Directors of Reliance Broadcast Network Limited ("the Company") vide resolution passed on November 23, 2016 as required under Section 108 and Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for the purpose of scrutinizing the voting through electronic means and physical postal ballot in respect of the business contained in the Notice dated January 17, 2017 issued by the Company to all its Members.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Forms (PBFs) along with Notice pursuant to Section 110 of the Companies Act, 2013, read with rules made there under, to the members of the Company whose names appeared in the Register of Members or Register of beneficial owner maintained by the depository Participant(s) as on January 13, 2017 (being the cut-off date) and completed the dispatch on January 19, 2017:
 - a. In physical mode, the Postal Ballot Forms (PBFs) (bearing tamper proof security features like serial number, Electronic Voting Sequence Number (EVSN), User ID and Password) and the above Notice, were sent through Registered Post and courier to all members whose email IDs are not registered with the Company / Depository Participant(s).
 - b. In electronic form, the Postal Ballot Forms (PBFs) and the above Notice were sent by email through Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company to those Members whose email IDs are registered with the Company / Depository Participant(s).
2. 64 physical Postal Ballot Forms were received from the members.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, in the matter of voting through remote e-voting on the business contained in the Notice of the Postal Ballot.
4. The Company had appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules to provide remote e-voting facilities to the Members of the Company from 10:00 A.M. on January 20, 2017, to 5:00 P.M. on February 18, 2017. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by Karvy for validation of voting by electronic means. In compliance with Rule 20(4)(xii) of the Rules, after counting the votes cast by Physical Postal Ballot, reports for voting for each resolution have been generated from the e-voting website of Karvy Computershare Private Limited, by unblocking the data after 5.00 P.M. on February 18, 2017 in presence of two witnesses, who were not in the employment of the Company. The Voting by electronic means was validated with software controls.



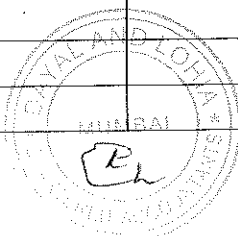
5. For the purpose of this Report, I have considered the votes as under :
 - a. In physical mode, Postal Ballot Forms received up to close of working hours on February 18, 2017, the last date and time fixed by the Company; and
 - b. In electronic mode, Votes casted up to 5:00 P.M. on February 18, 2017, the last date and time fixed by the Company.
6. My responsibility as a scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy.
7. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
8. All the related papers and details are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
9. Details of Postal ballot forms received / votes cast are as under:

Resolution No. 1 - Sale / Transfer of the Company's FM Radio Broadcasting Business comprising of 45 operational FM Radio Channels to Vrushvik Entertainment Private Limited on a going concern basis.

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	81	7,45,62,191	-
Less : Total number of votes abstained	1	50	-
Total number of valid votes	80	7,45,62,141	-
Assented to resolution	69	7,45,60,676	99.9980 %
Dissented to resolution	11	1,465	0.0020 %
Result	Carried with requisite majority		

Resolution No. 2 - Sale / Transfer of the Company's FM Radio Broadcasting Business comprising of 14 New FM Radio Channels to Azalia Media Services Private Limited on a going concern basis.

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	81	7,45,62,191	-
Less : Total number of votes abstained	2	100	-
Total number of valid votes	79	7,45,62,091	-
Assented to resolution	69	7,45,60,676	99.9981 %
Dissented to resolution	10	1,415	0.0019 %
Result	Carried with requisite majority		



Resolution No. 3 - Sale and / or transfer and / or disposal of shares / investments in subsidiaries and / or business of subsidiaries.

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	81	7,45,62,191	-
Less : Total number of votes abstained	1	50	-
Total number of valid votes	80	7,45,62,141	-
Assented to resolution	69	7,45,60,716	99.9981 %
Dissented to resolution	11	1,425	0.0019 %
Result	Carried with requisite majority		

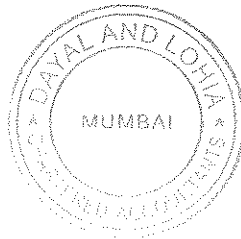
10. The Register giving full particulars of all Postal Ballot Forms received / votes cast by electronic means is enclosed for your perusal and record.

You may accordingly declare the result of the Members' voting by Postal Ballots and e-voting, in respect of the Resolutions given in the Notice dated January 17, 2017 issued under Section 110 of the Companies Act, 2013 and Rules made there under.

Yours faithfully,



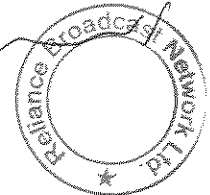
Anil Lohia
Practicing Chartered Accountants
Membership No. 31626
Partner
Dayal and Lohia
Chartered Accountants
(Firm registration No. 102200W)



For Reliance Broadcast Network Limited



Director



Place : Mumbai.

Date : 18th February, 2017.

Encl.: as above.