

October 06, 2014

**The Chairman,
Board of Directors,
Reliance Broadcast Network Limited,
401,4th Floor,
INFINITI Mall, Link Road,
Oshiwara, Andheri (W),
Mumbai 400 053**

Dear Sir,

Report on Postal Ballot

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at their meeting held on August 22, 2014 in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for voting by Postal Ballots received, in respect of the Notice dated August 22, 2014 issued by Reliance Broadcast Network Limited (the Company) to all the shareholders of the Company.

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 as on August 22, 2014, and completed the dispatch on September 02, 2014:
 - a. In physical mode, the Postal Ballot Forms (PBFs) (bearing tamper proof security features like bar codes, serial number) and the above Notice sent through Registered Post and courier to those shareholders whose email IDs are not registered with the Company and;
 - b. In electronic form, the Postal Ballot Forms (PBFs) and the above Notice by email through Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company to those shareholders whose email IDs are registered with the Company.
2. Details of PBFs dispatched vide physical and electronic mode is given below:

Particulars	Quantity	
	Physical	Electronic
No. of PBFs generated	32,775	37,681
No. of Requests for Duplicate	0	0
No. of Undelivered cases	0	0

3. The Postal Ballot Forms received back from the members were kept under safe custody in sealed and tamper proof ballot boxes. All the envelopes received were serially numbered and dated before being put into the sealed ballot boxes.
4. We have considered, for the purpose of our Report, all the Postal Ballot Forms received up to the close of working hours on October 03, 2014, the last date and time fixed by the Company for receipt of the Postal Ballot Forms.



Contd..

5. All the Postal Ballot Forms received up to the close of working hours on October 03, 2014 the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were scrutinized and the signatures were verified with the specimen signatures recorded with the Company or details furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company and the particulars thereof were entered in the Register of Postal Ballot.
6. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
7. The Postal Ballot Forms and all other related papers 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.
8. Details of Postal ballot forms received / votes cast are as under:

Resolution No.1 – Summary of voting for Ordinary Resolution to appoint Shri Pradeep Shah as an Independent Director:

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

Resolution No.2 - Summary of voting for Ordinary Resolution to appoint Shri Darius Kakalia as an Independent Director

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

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Resolution No.3 - Summary of voting for Ordinary Resolution to appoint Shri. Prasoon Joshi as an Independent Director

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

Resolution No.4 - Summary of voting for Ordinary Resolution to appoint Shri Anil Sekhri as an Independent Director

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

Resolution No.5 - Summary of voting for Special Resolution for Borrowing Limits of the Company

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

Resolution No.6 - Summary of voting for Special Resolution for Creation of Charge / Mortgage on the assets of the Company

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

Resolution No.7 - Summary of voting for Special Resolution for Investment of the funds of the Company

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

Resolution No. 8 - Summary of voting for Special Resolution for Private Placement of Non-Convertible Debentures and / or other Debt Securities

Particulars	No. of Postal Ballot forms	Number of Shares/votes	% to total paid-up capital	% to total valid votes polled
Total number of Postal ballot forms received	6	7,17,19,403	90.27	-
Less : Total number of invalid postal ballot forms	0	0	0.00	-
Total number of valid postal ballot forms	6	7,17,19,403	90.27	-
Total valid postal ballot / Votes received	6	7,17,19,403	90.27	100.00
Assented to resolution	6	7,17,19,403	90.27	100.00
Dissented to resolution	0	0	0.00	0.00
Result	Carried with requisite majority			

9. The Register giving full particulars of all Postal Ballot Forms received is enclosed for your perusal and record.

You may accordingly declare the result of the Shareholders' voting by Postal Ballots, in respect of the Resolutions given in the Notice dated August 22, 2014 issued under Section 110 of the Companies Act, 2013 and Rules made there under.

Yours faithfully,
For Dayal and Lohia
Chartered Accountants



Anil Lohia
Partner
(Scrutinizer)
M.No.31626

Encl.: as above.