

**Report of Scrutinizer(s)
(Poll Voting)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rule, 2014]

To,
The Chairman
Regal Entertainment and Consultants Limited
Regd. Off:
24, Gunbow Street, Fort,
Mumbai - 400 001

**Report of the Scrutinizer in respect of the votes cast through poll voting on
the resolutions mentioned in the Notice of the Annual General Meeting of
the Equity Shareholders of Regal Entertainment and Consultants Limited.**

I, Palak Desai, Practising Company Secretary, having office at 31-E, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400 054, being appointed as the Scrutinizer by the Board of Directors of REGAL ENTERTAINMENT AND CONSULTANTS LIMITED (herein referred to as "Company") at their meeting held on August 14th, 2015 for the purpose of poll taken on the below mentioned resolutions at the Annual General Meeting of the Equity Shareholders of Regal Entertainment and Consultants Limited, held on 29/09/2015 at Green Village Resorts, Opp. Akashwani Kendra, Marve Road, Malad (W), Mumbai - 400 095 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot boxes kept for polling were locked in my presence with due identification marks placed by me
2. The locked ballot boxes were subsequently opened in my presences and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the company and the authorizations/proxies lodged with the company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of poll is as under:

(a) **Resolution No. 1:** To receive, consider and adopt the Audited Statement of Accounts for the year ended March 31, 2015, together with Directors' report as also the Auditors report thereon.

i) Voted in favour (assent) of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
8	8	31850	100

ii) Voted against (dissent) the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
0	0	0	0

iii) Invalid votes:

Number of members voted	Number of shares held by them
0	0

(b) **Resolution No. 2:** To appoint a Director in place of Shri Satish Kusumbiwal (DIN: 00789150) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment

i) Voted in favour (assent) of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
8	8	31850	100



ii) Voted against (dissent) the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
0	0	0	0

(iii) Invalid votes:

Number of members voted	Number of shares held by them
0	0

- (c) **Resolution No. 3:** To reappoint M/s K.K. Gada & Co. Chartered Accountants, Mumbai, having Firm Registration No. 102873W as the Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company

i) Voted in favour (assent) of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
8	8	31850	100

ii) Voted against (dissent) the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
0	0	0	0



(iii) Invalid votes:

Number of members voted	Number of shares held by them
0	0

(d) **Resolution No. 4:** To appoint Mrs. Anita Gupta (DIN:01166701) as a Woman Director.

i) Voted in favour (assent) of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
8	8	31850	100

ii) Voted against (dissent) the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Number of Shares	% of total number of valid votes cast
0	0	0	0

iii) Invalid votes:

Number of members voted	Number of shares held by them
0	0

5. The poll papers and all other relevant records were sealed and handed over to the Director authorised by the Board for safe keeping.

Thanking you,

Place: Mumbai

Date: September 30th, 2015



Palak Desai
Palak Desai
Company Secretary
CP.No. 7426

**Report of Scrutinizer(s)
(Combined)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rule, 2014]

To,
The Chairman
Regal Entertainment and Consultants Limited
Regd. Off:
24, Gunbow Street, Fort,
Mumbai - 400 001

Dear Sir,

Combined Report of the Scrutinizer in respect of the votes cast through poll voting and e-voting on the resolutions mentioned in the Notice of the Annual General Meeting of the Equity Shareholders of Regal Entertainment and Consultants Limited.

I, Palak Desai, Practising Company Secretary, having office at 31-E, Laxmi Industrial Estate, New Link Road, Andheri-(W), Mumbai- 400 054, being appointed as the Scrutinizer by the Board of Directors of Regal Entertainment and Consultants Limited (herein referred to as "Company") at their meeting held on August 14th, 2015 for the purpose of e-voting, poll taken on the below mentioned resolutions at the Annual General Meeting of the Equity Shareholders of Regal Entertainment and Consultants Limited, held on 29/09/2015 at Green Village Resorts, Opp. Akashwani Kendra, Marve Road, Malad (W), Mumbai - 400 095.

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and for voting by poll at the AGM is restricted to make Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of AGM, submit my combined report in Annexure-1.

Thanking you,

Place: Mumbai

Date: September 30th, 2015



Palak Desai
Palak Desai
Company Secretary
CP.No. 7426

Annexure-1

Regal Entertainment and Consultants Limited
CIN: I65923MH1992PLC064689

Statement Showing result of various resolutions
Passed at 23rd AGM held on 29/09/2015 Tuesday at Green Village Resorts, Opp. Akashwani Kendra, Marve Road, Malad (W), Mumbai - 400 095, Maharashtra

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast Poll Voting	E-Voting Total	Result
1	To receive, consider and adopt the Audited Statement of Accounts for the Year ended March 31, 2015 together with Directors' Report as also the Auditors report thereon	Ordinary					
	FOR		23	1138079	8	15	23 PASSED WITH REQUISITE MAJORITY
	AGAINST						
	NEUTRAL						

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast Poll Voting	E-Voting Total	Result
2	To appoint a Director in place of Shri Satish Kusumbhwal (DIN: 00789150) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment	Ordinary					
	FOR		23	1138079	8	15	23 PASSED WITH REQUISITE MAJORITY
	AGAINST						
	NEUTRAL						

Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast Poll Voting	E-Voting Total	Result
3	To appoint K.K.Gada & Co. C.A. having firm registration no. 102873W as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting	Ordinary					
	FOR		23	1138079	8	15	23 PASSED WITH REQUISITE MAJORITY
	AGAINST						
	NEUTRAL						



Sr No	Particulars of Resolution	Type Of Resolution	No. of Members/proxy voted	No. of Shares Held by Members/Proxy	No. of Votes Cast Poll Voting	E-Voting	Total	Result
4	To appoint Mrs. Anita Gupta (DIN No. 01166701) as a women Director	Ordinary						
	FOR		23	1138079	8	15	38	PASSED WITH REQUISITE MAJORITY
	AGAINST		NIL					
	NEUTRAL		NIL					

DATE: 30TH SEPTEMBER, 2015

PLACE: MUMBAI

Witness: 1) Ms. Roohie Bajpai

2) Mr. Mangesh Patil

Pankaj Desai
Pankaj Desai
Company Secretary



ACS:16763, COP:7426

Duly Appointed Scrutinizer