

Report of Scrutinizer(s)

[Pursuant to rule 20 of the Companies (Management and Administration)
Rule, 2014]

To
Board of Directors
REGAL ENTERTAINMENT AND CONSULTANTS LIMITED
24, Gunbow Street, Fort, Mumbai- 400 001.

Dear Sirs,

Report of the Scrutinizer in respect of the votes cast through e-voting on the resolutions mentioned in the Notice of the 22nd 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 Ltd.(company) at its meeting held on May 30, 2014 for scrutinizing e-voting process submit my report as under:

In respect of votes casted through E-Voting facility:-

1. In accordance with the Notice of the 22nd Annual General Meeting dated August 28, 2014 sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on September 10, 2014 in Free Press Journal in English and Navshakti in Marathi, the E-voting opened at 10.00 a.m. on September 22, 2014 and remained open upto 5.30 p.m. on September 23, 2014.
2. The equity shareholders holding shares as on August 22, 2014, cut off date, were entitled to vote on the resolutions stated in the Notice of the 22nd Annual General Meeting of the Company.



3. The votes were unblocked at 1.30 p.m. on September 25, 2014 in the presence of Mr. Mahendra Songire and Ms. Priyanka Vyas who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>).
5. The results of votes casted through E-voting are as under:
- (a) **Resoltuion No. 1** Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors

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

Number of members voted	Number of shares held by them
11	1044684

ii) Voted **against (dissent)** the resolution:

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

iii) **Invalid** votes:

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

- b) **Resolution no. 2.** Re-appointment of Shri Dinesh Gupta, who retires by rotation.

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

Number of members voted	Number of shares held by them
11	1044684



ii) Voted **against (dissent)** the resolution:

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

(iii) **Invalid** votes:

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

c) **Resolution no. 3.** Appointment of Messrs. K.K.Gada & Co. Chartered Accountants as Auditors and fixing their remuneration

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

Number of members voted	Number of shares held by them
11	1044684

ii) Voted **against (dissent)** the resolution:

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

iii) **Invalid** votes:

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

d) **Resolution no. 4.** Appointment of Shri Dhiraj Mehta as an independent Director

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

Number of members voted	Number of shares held by them
11	1044684



ii) Voted **against (dissent)** the resolution:

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

iii) **Invalid** votes:

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

e) **Resolution no. 5** Appointment of Shri Brijesh Mathur as an Independent Director

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

Number of members voted	Number of shares held by them
11	1044684

ii) Voted **against (dissent)** the resolution:

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

iii) **Invalid** votes:

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

f) **Resolution no. 6** Appointment of Shri Kanaiyalal B. Agrawal as an Independent Director

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

Number of members voted	Number of shares held by them
11	1044684



ii) Voted **against (dissent)** the resolution:

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

iii) **Invalid** votes:

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

6. All relevant records of vote casted through E-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 22nd Annual General Meeting and thereafter the said records will be handed over to the Company.

Place: Mumbai

Date: September 25, 2014



Palak Desai
Palak Desai
Company Secretary
CP.No. 7426

Witnesses:

1. Mr. Mahendra Songire *Mahendra Songire*

2. Ms. Priyanka Vyas *Priyanka Vyas*