MUKTA ARTS LIMITED
an entertainment company
Regd. Office : Mukta House, Behind Whistling Woods Institute, Filmcity Complex,
Goregaon (East), Mumbai 400 065. TEL.: 91-22-3364 9400

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051.

20th November, 2015

Kind Attn: **Corporate Relations Department**

Dear Sirs,

Sub: Scrutinizer's Report on Postal Ballot for appointment of Statutory Auditors to fill the Casual Vacancy

In pursuance to Clause 35A of the Listing Agreement, please find attached herewith Result of Postal Ballot including e-voting alongwith Scrutinizer's Reports on the Resolution proposed in the Postal Ballot Notice dated 6th October, 2015 of the Company.

Kindly acknowledge the receipt.

Thanking you,

Yours Faithfully,
For and on behalf of
Mukta Arts Limited

Parvez A. Farooqui
Executive Director

Encl: As above

MUKTA ARTS LIMITED
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Annexure 1

Details of Voting Results of the Postal Ballot pursuant to Clause 35A of the Listing Agreement

Detail of Agenda	Appointment of Statutory Auditors to fill the Casual Vacancy
Resolution required	Ordinary Resolution
Mode of voting	Physical Postal Ballot & E-voting

Promoter / Public	No. of Shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Valid Votes – in Favour (4)	No. of Valid Votes – Against (5)	% of valid Votes in favour on votes polled (6)=[(4)/(2)] *100	% of valid Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	1,58,89,290	1,58,89,290	100	1,58,89,290	NIL	100	NIL
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	66,91,910	1,01,942	1.52	1,01,919	23	99.97	0.03
Total	**2,25,81,200**	**1,59,91,232**	**70.82**	**1,59,91,209**	**23**	**99.99**	**0.01**

For Mukta Arts Limited

Parvez Farooqui
Executive Director

Designated Partners
CS Bhumitra V. Dholakia
B.A., L.L.B., C.A.I.I.B, F.C.S.
CS Nrupang B Dholakia
B.Com., A.C.S., L.L.B.(Gen.) D.C.L., E.P.CORP

DHOLAKIA & ASSOCIATES LLP
COMPANY SECRETARIES

SCRUTINIZER'S REPORT

To,
The Chairman,
M/s. Mukta Arts Limited
Mukta House, Behind Whistling Woods Institute,
Film City Complex,
Goregaon (East),
Mumbai - 400 065.

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR RESOLUTION FOR APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY.

Dear Sir,

I have been appointed as a Scrutinizer vide Resolution passed by the Board of Directors of Mukta Arts Limited ("the Company") on 6th October, 2015 for conducting the Postal Ballot process in connection with the above referred matter.

I submit my report as under:

2.1 The Company completed the despatch of Notice of Postal Ballot along with the Postal Ballot Forms and self addressed stamped envelopes through Courier on 16th October, 2015 through M/s. Western Press Private Limited to the Members, whose names appeared on the Register of Members/List of Beneficiaries as on 9th October, 2015.

2.2 The Sealed Postal Ballot Forms received from the members were kept under the safe custody of the Registrar and Share Transfer Agent i.e. M/s. Link Intime India Private Limited at C 13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078.

2.3 All Postal Ballot Forms, received up to the close of working hours (1700 hours) on 16th November, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for my scrutiny.

2.4 Envelopes containing Postal Ballot Forms received after 1700 hours on 16th November, 2015 were not considered for my scrutiny. These envelopes were not opened.

2.5 The Postal Ballot envelopes were opened on 17th November, 2015 in the presence of my authorized representative.

2.6 Particulars of all the Postal Ballot Forms received from the members and the votes cast by electronic mode have been entered in a Register separately maintained for the purpose in electronic mode.

2.7 Envelopes containing Postal Ballot Forms which were returned undelivered were also not opened.

2.8 I have not found any defaced/mutilated Postal Ballot Form.

DHOLAKIA & ASSOCIATES MUMBAI (Company Secretaries)

Regd. Office : A/302, Khernagar Sarvoday CHS LTD., Bldg. No. 11, Nr. P. F. Office, Khernagar. M.H.B. Colony. Bandra (E.)
Mumbai - 400 051. Tel. + 91 22 26580309 / +91 22 26471302 Fax : + 91 22 26476280 E-mail : info@dholakia-associates.com
M/s Dholakia & Associates a partnership firm has been converted into Dholakia & Associates LLP (a Limited Liability Partnership)
w.e.f. 21st November, 2014 LLPIN AAC 9552

2.9 I have also received a complete record of votes cast by electronic mode from Central Depository Services (India) Limited, (Agency) for providing and supervising electronic platform on 17th October, 2015 which was closed by CDSL on 16th November, 2015 at 1700 hours.

2.10 I am obligated under Section 110 of the Companies Act, 2013 and Rules framed thereunder to retain the Postal Ballot Forms and Electronic Data till the time the minutes or proceedings are signed by you and till then, the Postal Ballot Forms and Electronic Data are under my custody. Once the copy of minutes or proceedings signed by you is provided, the same will be handed over to the Company.

3. In accordance with the Basis of Acceptance (as per **Annexure - I**) and Basis of Rejection (as per **Annexure - II**), and on proper scrutiny of all the Ballot papers, I report the result of the Postal Ballot as under:

RESOLUTION – APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY.

(a) **Details of Postal Ballot Forms received:**

Particulars	Number of Forms	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Number of Postal Ballot Forms Received	18	712
Less: Total Number of Invalid Postal Ballot Forms for this Resolution. (As per details attached in **Annexure - III)**	5	73
Total Number of Valid Postal Ballot Forms for this Resolution	**13**	**639**

(b) **Details of Voting by Electronic Mode, as received from the Agency is as follows:**

Particulars	Number of Members who cast Electronically	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
Total Votes received by electronic mode	27	1,59,90,593
Less: Total Number of Invalid Votes (As per details attached in **Annexure - III)**	NIL	NIL
Total Number of Valid Votes	**27**	**1,59,90,593**

DHOLAKIA & ASSOCIATES LLP MUMBAI

(c) **Details of Voting:**

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Rs. 5 each (Votes cast)	% of Valid Votes Received
Total Valid Postal Ballots / Electronic Votes received for this Resolution	40	1,59,91,232	100
Assented to Resolution	**36**	**1,59,91,209**	**99.9999**
Dissented to Resolution	**4**	**23**	**0.0001**

4. You may accordingly declare the result of the voting by Postal Ballot.

DHOLAKIA & ASSOCIATES LLP * MUMBAI * (Company Secretaries)

Place : Mumbai
Date : 20th November, 2015

CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
ACS No. 34722 C. P. No. 12884

"ANNEXURE-I"

BASIS OF ACCEPTANCE

A. PHYSICAL BALLOT FORM:

Postal Ballot Form is complete in all respects.

Assent or dissent has been given by any other mark for a [illegible] resolution, the voting has been considered.

Joint member(s) has/ have signed the Postal Ballot Form instead of first named member, the vote cast by the joint named members has/have been considered.

Member has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.

Member has voted for less number of shares than his actual Shareholding, the number of shares (votes) indicated/cast has been considered.

Member has voted for more than his actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

Member has voted only through e-voting i.e. electronic mode.

DHOLAKIA & ASSOCIATES LLP * MUMBAI * (Company Secretaries)

Place : Mumbai
Date : 20th November, 2015

CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
ACS No. 34722 C. P. No. 12884

"ANNEXURE-II"

BASIS OF REJECTION

A. PHYSICAL BALLOT FORM:

1. Member has not put any tick mark on either assent or dissent.

2. Ballot paper is not signed.

3. Specimen signature of the member with the Registrar and Share Transfer Agent differs with that of the signature in the Postal Ballot Form.

4. The specimen signature of the member is not available at the time of scrutiny of the Postal Ballot Form with the Registrar and Share Transfer Agent and consequently there is no way to verify the signature.

5. Member has put tick mark in both the column of assent and dissent without indicating number of shares.

6. Member has sent a Photocopy of the Postal Ballot Form.

7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and the certified true copy of the Board Resolution / Power of Attorney / Letter of Authority together with attested specimen signatures of the duly authorised signatory is not attached with the Postal Ballot Form.

8. Member has signed the Postal Ballot Form in Pencil.

9. Signature not visible.

10. Member has signed in the Column for the purpose of Assent / Dissent.

11. Member has sent Scanned Copy of Postal Ballot Form via E Mail.

12. Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.

13. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

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iv. VOTING THROUGH ELECTRONIC MODE:

a. Member has voted by Physical Ballot Form and e Voting both, then voting done through e-voting has been considered and Physical Ballot Form has been treated as 'Invalid'.

b. Corporate / Institutional Members (other than Individuals, HUF, NRI etc.) who have not uploaded the scanned copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. on the website have been considered invalid.

c. Board Resolution / Authority Letter / Power of Attorney, etc. does not grant power in favour of the person who has exercised voting right.

DHOLAKIA & ASSOCIATES LLP * MUMBAI * (Company Secretaries)

Place : Mumbai
Date : 20th November, 2015

CS Nrupang B. Dholakia
Designated Partner
Dholakia & Associates LLP
(Company Secretaries)
ACS No. 34722 C. P. No. 12884

"ANNEXURE-III"

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.

RESOLUTION – APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY.

Sr. No.	Category	NO. OF FORMS/ ELECTRONIC VOTES	Total number of Invalid votes (Equity share of Rs. 5/- each
	I. PHYSICAL BALLOT FORM:		
1.	No votes cast	5	73
2.	Forms found in Mutilated form	NIL	NIL
	SUB-TOTAL - I	5	73
	II. VOTING THROUGH ELECTRONIC MODE:		
3.	Authority Letter / Board Resolution / Power of Attorney not sent.	NIL	NIL
	SUB-TOTAL - II	NIL	NIL
	TOTAL (I + II)	5	73

DHOLAKIA & ASSOCIATES LLP * (Company Secretaries) * MUMBAI

Place : Mumbai
Date : 20th November, 2015

CS Nrupang B. Dholakia
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(Company Secretaries)
ACS No. 34722 C. P. No. 12884