

May 5, 2014

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Scrip Code: 532399

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
NSE Scrip Symbol: RELMEDIA

Dear Sirs,

Sub: Exit Offer Public Announcement regarding the Delisting Offer of the equity shares of Reliance MediaWorks Limited (the "Company")

We enclose herewith a copy of "Exit Offer Public Announcement" published by our promoters, Reliance Land Private Limited and Reliance Capital Limited for providing the remaining public shareholders of the Company an exit opportunity in accordance with Regulation 21 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("**Delisting Regulations**").

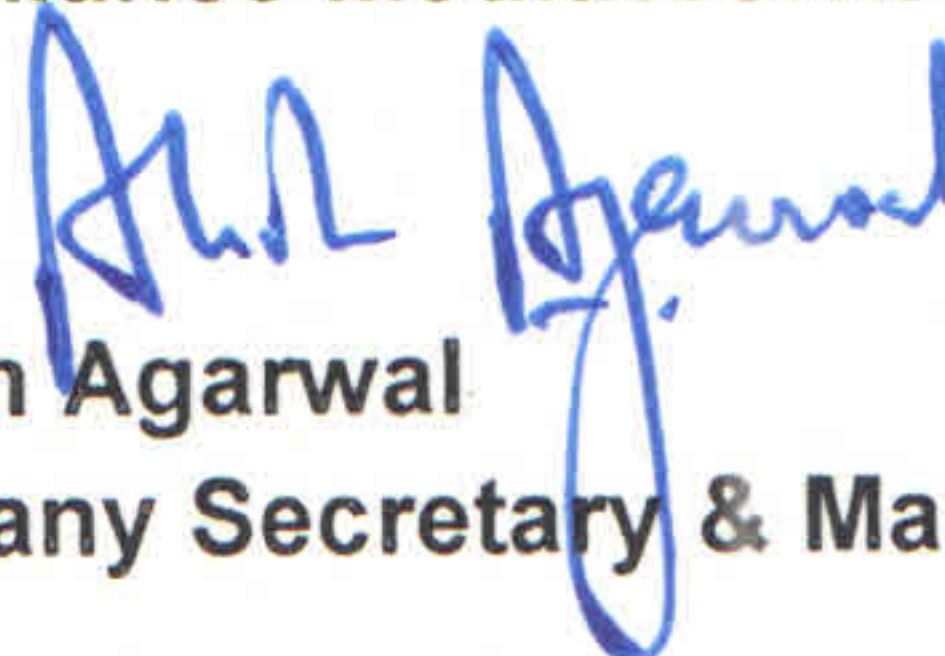
In accordance with Regulation 21(1) of the Delisting Regulations, the remaining Public Shareholders of the Company who did not or were not able to participate in the reverse book building process ("**RBP**") or who unsuccessfully tendered their Equity Shares in RBP will be able to offer their Equity Shares to the Acquirers at Rs.61/- (Rupees Sixty One only) per Equity Share ("**Exit Price**") for a period of one year starting from the Date of Delisting, i.e., from May 6, 2014 to May 5, 2015 ("**Exit Period**").

The offer letter ("**Exit Offer Letter**") in this regard is being dispatched to the remaining Public Shareholders whose names appear in the register of members of the Company as on May 2, 2014.

We request you to kindly inform your members accordingly.

Thanking you.

Yours faithfully,
For Reliance MediaWorks Limited


Ashish Agarwal
Company Secretary & Manager

Encl: As above

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS
OF RELIANCE MEDIAWORKS LIMITED**

Registered Office: Film City Complex, Goregaon (East), Mumbai - 400065, Maharashtra, India
Tel: +91 22 3980 8900 • Fax: +91 22 3980 8985 • Website: www.reliancemediaworks.com

This public announcement ("Exit Offer PA") is being issued by Reliance Land Private Limited ("R-Land") and Reliance Capital Limited ("R-Cap") (collectively referred to as the "Acquirers") to provide the remaining public shareholders of Reliance MediaWorks Limited (the "Company") an exit opportunity in accordance with Regulation 21 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations"). This Exit Offer PA is in continuation to and should be read in conjunction with, (i) the public announcement dated March 6, 2014 ("Original PA") in respect of the proposed acquisition and voluntary delisting of fully paid-up equity shares of the Company from the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") in accordance with the Delisting Regulations, (ii) the bid letter dated March 7, 2014 issued in respect thereof inviting Bids from all Public Shareholders of the Company ("Bid Letter"), and (iii) the post offer public announcement dated March 27, 2014 ("Post Offer PA") in accordance with Regulation 18 of the Delisting Regulations.

Capitalised terms and abbreviations used in this Exit Offer PA and not defined herein have the same meaning as ascribed to them in the Original PA, the Bid Letter, the Post Offer PA and the Exit Offer Letter (as defined below), unless otherwise specified.

INTIMATION OF DATE OF DELISTING

Following the closure of the Delisting Offer and in accordance with the Delisting Regulations, the Company had applied for the delisting of its Equity Shares from the BSE and the NSE on March 28, 2014. The BSE, vide its notice no.20140415-21 dated April 15, 2014 has communicated that trading in the Equity Shares of the Company will be discontinued with effect from April 29, 2014 and the Equity Shares of the Company will be delisted from the BSE with effect from May 6, 2014 ("Date of Delisting"). The NSE, vide its circular bearing reference no.320/2014 dated April 15, 2014 has communicated that trading in the Equity Shares of the Company will be suspended with effect from April 29, 2014 and the Equity Shares of the Company will be delisted from the NSE with effect from May 6, 2014.

Delisting of the Equity Shares of the Company means that the Equity Shares of the Company cannot and will not be traded on the BSE and the NSE.

OUTSTANDING EQUITY SHARES AFTER DELISTING

In accordance with Regulation 21(1) of the Delisting Regulations, and as announced earlier in the Post Offer PA, the remaining Public Shareholders of the Company who did not or were not able to participate in the reverse book building process ("RBP") or who unsuccessfully tendered their Equity Shares in RBP will be able to offer their Equity Shares to the Acquirers at ₹ 61 (Rupees Sixty One only) per Equity Share ("Exit Price") for a period of one year starting from the Date of Delisting, i.e., from May 6, 2014 to May 5, 2015 ("Exit Period").

The offer letter ("Exit Offer Letter") in this regard shall be dispatched to the remaining Public Shareholders whose names appear in the register of members of the Company as on May 2, 2014. In the event of any shareholder not receiving, or misplacing their Exit Offer Letter, they may obtain a copy by writing to the Registrar to the Offer, Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078, Maharashtra, India, Tel: +91 22 2596 7878, Fax: +91 22 2596 0329, E-mail: relmedia.delisting@linkintime.co.in, Contact Person: Mr. Pravin Kasare clearly marking the envelope 'Reliance MediaWorks Limited - Exit Offer'. Alternatively, the soft-copy of the Exit Offer Letter may be downloaded from the website of the Registrar to the Offer, www.linkintime.co.in or the website of the Company, www.reliancemediaworks.com.

PAYMENT OF CONSIDERATION TO REMAINING PUBLIC SHAREHOLDERS

Subject to fulfilment of the terms and conditions specified in the Exit Offer Letter, the Acquirers intend to make payments on a monthly basis, within 10 working days of the end of the relevant calendar month ("Monthly Payment Cycle"). Payments will be made to only those shareholders who have validly tendered their Equity Shares, by following the instructions laid out in the Exit Offer Letter and the accompanying exit form. The first Monthly Payment Cycle shall commence within 10 working days from May 31, 2014. The Acquirers reserve the right to make the payment earlier.

All queries may be directed to the Registrar to the Offer or the Manager to the Offer.

Manager to the Offer	Registrar to the Offer
 ICICI Securities Limited ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400020, Maharashtra, India Tel: +91 22 2288 2460 Fax: +91 22 2282 6580 Email: project.imperial@icicisecurities.com Website: www.icicisecurities.com Contact Person: Mr. Sumit Agarwal / Mr. Vishal Kanjani SEBI Registration Number: INM000011179	 LINK INTIME INDIA PVT LTD Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400078, Maharashtra, India Tel: +91 22 2596 7878 Fax: +91 22 2596 0329 E-mail: relmedia.delisting@linkintime.co.in Website: www.linkintime.co.in Contact Person: Mr. Pravin Kasare SEBI Registration Number: INR000004058

For and on behalf of the board of directors of
Reliance Land Private Limited

V. K. Tripathi
Whole Time Director

Lav Chaturvedi
Director

Parul Jain
Company Secretary

Date: May 2, 2014
Place: Mumbai

For and on behalf of the board of directors of
Reliance Capital Limited

Anil D. Ambani
Chairman

Amitabh Jhunjunwala
Vice Chairman

V. R. Mohan
President & Company Secretary

