

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of Reliance MediaWorks Limited ("the Company") by passing Resolutions through Postal Ballot:

1. To appoint Shri Prasoon Joshi as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), Shri Prasoon Joshi (DIN: 01260545), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution."

2. To appoint Shri Anil Sekhri as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), Shri Anil Sekhri (DIN: 00506790), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution."

3. To appoint Shri Sujal Shah as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), Shri Sujal Shah (DIN: 00058019), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution."

4. Borrowing limits of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members of the Company on October 25, 2007, and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at its discretion, for the purpose of the business of the Company or such other approved purpose, which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 5,000 crore and that the Board be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute such agreements undertakings and other documents and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

5. Creation of Charge / Mortgage on assets of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members of the Company through Postal Ballot on January 12, 2006, and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company, Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to mortgage and / or to create charge, in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may in its absolute discretion determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company

in certain events of default, in favour of the Lender(s), Agent(s), Trustee(s) and other bodies / persons, to secure the borrowings of the Company and / or Company's subsidiaries / affiliates / associate companies, availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and / or securities (comprising fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Deed(s) and Agreement (s) / Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s) as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

6. Investment of the funds of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), and the provisions of the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to give any loan(s) and to give any guarantee(s) or provide any security(ies) in connection with any loan(s) and/or to make further investment / acquisition by way of subscription, purchase or otherwise, the securities of any other body(ies) corporate, from time to time and in one or more tranches, for such amount(s) as the Board may in its absolute discretion determine; provided that the aggregate outstanding amount of such loan(s) / guarantee(s) / security(ies)/investment(s) (apart from the loan(s) / guarantee(s) / security(ies) / investments already given / made / held by the Company) shall not any time exceed ₹ 1000 crore (Rupees one thousand crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and finalise in its absolute discretion in respect of the above mentioned loan(s) / guarantee(s) / Security(ies) / investment(s) including but not limited to timing, the amount and the nature of each such loan(s) / guarantee(s) / Security(ies) /investment(s), with power to transfer, sell, settle or otherwise dispose of the same, from time to time and to do all such acts, deeds, matters and things, as may be necessary and / or expedient to give effect to this resolution."

7. Private Placement of Non-Convertible Debentures and/or other Debt Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Debt Listing Agreement(s) entered into by the Company with the Stock Exchange(s) and/or any other Rules/Regulations/Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory/ regulatory authority/body, and subject to the provisions of the Memorandum and Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and/ or in one or more series, secured/unsecured/redeemable Non-Convertible Debentures (hereinafter referred to as the "NCDs"), on private placement basis, for such amount(s) as the Board may in its absolute discretion determine; provided that the aggregate amount of such NCDs shall be within the overall borrowing limits of the Company, as approved by the Members from time to time under Section 180(1)(c) or other applicable provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine in its absolute discretion the terms and quantum of issue of each series including the consideration and utilisation of proceeds, class of investors and to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

**By Order of the Board
For Reliance MediaWorks Limited**

**Ashish Agarwal
Company Secretary
FCS No.: 6669**

Registered Office:

Film City Complex
Goregaon (East), Mumbai - 400 065
CIN: L29299MH1987PLC045446
Website: www.reliancemediaworks.com
Mumbai, August 22, 2014

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 22, 2014.
3. The Board of Directors have appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer not later than close of working hours on October 3, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of postal ballot will be announced on or before October 10, 2014, at the Registered Office of the Company at Film City Complex, Goregaon (East), Mumbai – 400 065.
5. The resolutions shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot will be posted on the website of the Company at www.reliancemediaworks.com.
6. Notice of Postal Ballot along with Postal Ballot Form containing the process and instructions is being sent electronically to all the Members whose email ID's are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on August 22, 2014. Members can vote for their entire voting rights as per their discretion.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between, 11:00 A.M. and 1:00 P.M. up to October 3, 2014.
9. Members who have not registered their email addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communications from the Company electronically.

Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated August 22, 2014.

Item Nos. 1 to 3

Pursuant to the relevant provisions of the Companies Act, 2013 ('the Act'), the Company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation and shall hold office for a term up to five consecutive years on the Board of the Company.

Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah are Directors of the Company subject to retirement by rotation. Accordingly, it is proposed to seek approval of the Members to appoint Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah as Independent Directors of the Company under Section 149 of the Act for a term up to five consecutive years as set out in the accompanying Notice.

The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah as Independent Directors for a term up to five consecutive years.

As required under Section 160 of the Act, the Company has received notices in writing from members along with the requisite amount of deposit proposing the candidature of Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah for their respective offices of Director of the Company.

Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent(s) to act as Director.

Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act and the rules made there under. In the opinion of the Board, each of these persons fulfil the conditions specified in the Act and the Rules framed thereunder for their respective appointment as Independent Directors and that they are independent of the management.

Brief profile of the aforesaid directors are given below:

Shri Prasoon Joshi holds a bachelor's degree in science from University of Meerut, Meerut, a master's degree in science (physics) from University of Meerut, Meerut and a master's degree in business administration in marketing from the Institute of Management Technology, Ghaziabad. He has over 18 years of experience in areas such as advertising, song writing, poetry and communication. He has received approximately 400 national and international awards and honors. He is currently the executive chairman of McCann Worldgroup, India. Shri Prasoon Joshi is also a director on the Board of Reliance Broadcast Network Limited.

Shri Anil Sekhri holds a bachelors degree in commerce from Punjab University, Chandigarh. He is also a fellow member of the Institute of Chartered Accountants of India. He has over 27 years of experience in the areas such as accounting, taxation and legal matters with focus on media and entertainment sector. He is the founder of Anil Sekhri & Co., Chartered Accountants. Shri Anil Sekhri is also a director on the Board of Reliance Broadcast Network Limited, Reliance MediaWorks Entertainment Services Limited, Reliance MediaWorks Theatres Limited, Big Synergy Media Limited, Unilazer Media Limited.

Shri Sujal Shah holds a bachelor's degree in commerce from University of Mumbai, Mumbai. He is also a chartered accountant by qualification and is a member of the Institute of Chartered Accountants of India. He has approximately 21 years experience in the field of accounting and corporate consultancy practice including mergers and acquisitions, restructuring of companies, valuation of business/shares, due diligence review. He was the president of the Chamber of Tax Consultants for the year 2010-2011 and is a founder partner of SSPA & Co., Chartered Accountants. Shri Sujal Shah is also a director on the Board of Keynote Corporate Services Limited, Reliance Asset Reconstruction Co. Ltd, Amal Limited, Hindoostan Technical Fabrics Limited, Hindoostan Mills Limited, Rudolf Atul Chemicals Limited, Bhisma Realty Limited, Capricon Realty Limited.

Approval of the members is accordingly sought for the appointment of Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah as Independent Directors, as set out in the resolution nos. 1 to 3 of the accompanying Notice.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working days excluding Saturdays between 11.00 A.M. to 1.00 P.M. up to Friday, October 3, 2014.

Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah are interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice in regard to their respective appointments.

The relatives of Shri Prasoon Joshi, Shri Anil Sekhri and Shri Sujal Shah may be deemed to be interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice, to the extent of their equity shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 1 to 3 of the accompanying Notice for approval of the Members.

Item Nos. 4 and 5

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the company.

The Members by way of an Ordinary Resolution passed on October 25, 2007 had, inter alia, authorised the Board to borrow up to ₹ 5000 crore in excess of the aggregate of the paid up capital of the Company and its free reserves. The Members by way of an Ordinary Resolution passed through Postal Ballot on January 12, 2006 had, inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company.

Keeping in view the capital intensive nature of the media and entertainment sector in which the Company operates, the Company needs enhanced debt funds and secure the same by creating charge on the assets of the Company.

Accordingly, consent of the Members is sought by way of Special Resolutions as set out in Item Nos. 4 and 5 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) which may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 5,000 crore and also to secure the same by creating mortgage / charge on whole or substantially the whole of the undertaking of the Company.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 4 and 5 of the accompanying Notice for the approval of the Members.

Item No. 6

As per the provisions of Section 186 of the Companies Act, 2013, a company cannot make investment, give loan and guarantee or provide any security in connection with any loan or acquire by way of subscription, purchase or otherwise securities of any other body corporate in excess of 60% of the paid-up capital, free reserves and securities premium account or 100% of the free reserves and securities premium account whichever is more unless it is previously authorized by a special resolution.

As a measure of achieving greater financial flexibility and to enable optimal utilization of the funds of the Company, it is proposed that the Board of Directors be authorized to invest up to ₹ 1000 crore in any body corporate by way of grant of loan(s) and/or provide any other form of debt to and/or place inter-corporate deposit(s) with and/or investment(s) in and/or purchase security(ies) and/or give guarantee(s) or provide security(ies) in connection with loan(s) made by any other person to any body corporate or entity.

None of the Directors and Key Managerial Personnel and their relatives is, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their equity share holdings, if any, in the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

Item No. 7

As per the provisions of Section 42 of the Companies Act, 2013 read with the Rules made there under ("the Act"), a company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for Non Convertible Debentures (NCDs) to be issued during the year.

In order to augment long term resources in the ordinary course of business for such purposes as may be deemed necessary including for general corporate purpose, the Company may offer or invite subscriptions for secured/unsecured, redeemable NCDs, in one or more series/tranches, on private placement basis.

Accordingly, consent of the Members is sought by way of a Special Resolution as set out in Item No. 7 of the accompanying Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for NCDs and / or debt securities, as may be required by the Company, from time to time, for a year from the date of the said resolution coming into effect.

None of the Directors and Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said resolution, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

**By Order of the Board
For Reliance MediaWorks Limited**

**Ashish Agarwal
Company Secretary
FCS No.: 6669**

Registered Office:

Film City Complex
Goregaon (East), Mumbai - 400 065
CIN: L29299MH1987PLCO45446
Website: www.reliancemediaworks.com
Mumbai, August 22, 2014