

Notice Pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given, to the Members of Reliance MediaWorks Limited ("the Company") for passing the following resolution through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for time being in force) and read with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended:

Special Business:**Voluntary Delisting of equity shares of the Company from BSE Limited and National Stock Exchange of India Limited**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to all applicable provisions of the Companies Act, 1956 and the Companies Act 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company, each with the BSE Limited and the National Stock Exchange of India Limited (together the "**Stock Exchanges**"), where the equity shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force (the "**SEBI Delisting Regulations**") and pursuant to the provisions of Regulation 8(1)(b) of the SEBI Delisting Regulations and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchanges, as may be necessary, approval of the Company be and is hereby accorded to the Board of Directors of the Company (the "**Board**"), which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution, to seek voluntary delisting of the equity shares of the Company from the Stock Exchanges in terms of SEBI Delisting Regulations and other applicable provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds, matters and things at its sole and absolute discretion it may deem necessary or desirable to give effect to the aforesaid resolution, including making applications to the Stock Exchanges seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officer(s) / authorised representative of the Company to give effect to this resolution."

By Order of the Board of Directors
For Reliance MediaWorks Limited

Ashish Agarwal
Company Secretary & Manager

Registered Office:

Film City Complex, Goregaon (East),
Mumbai - 400065

Place : Mumbai

Date : January 20, 2014

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. In terms of Regulation 8(1)(b) of the Regulations read with Section 192A of the Companies Act 1956 read with applicable rules framed under the Companies Act, 1956 relating to passing of the resolution by postal ballot, the item of business set out in the Notice above is sought to be passed through Postal Ballot.

3. The Board of Directors at its meeting held on January 20, 2014 has appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizer to receive and scrutinize the completed ballot papers received from the Members in a fair and transparent manner. The postal ballot form and the self addressed business reply envelope are enclosed for use of the Members. Shareholders are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
4. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer not later than close of working hours on or before Thursday, February 27, 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 appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on or before Friday, February 28, 2014, at the registered office of the Company at Film City Complex, Goregaon (East), Mumbai – 400 065.
5. Relevant documents referred to in the accompanying Notice and the Explanatory Statement 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 Thursday, February 27, 2014.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Voluntary Delisting of equity shares of the Company from BSE Limited and National Stock Exchange of India Limited

The Company has received a letter dated January 17, 2014, from Reliance Capital Limited and Reliance Land Private Limited ("**Promoter Group Entities**"), stating their intention to seek voluntary delisting of the equity shares of the Company from BSE Limited and National Stock Exchange of India Limited (together the "**Stock Exchanges**") by offering to acquire the public shareholding, pursuant to and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "**SEBI Delisting Regulation**"). The promoters of the Company propose to consolidate their shareholding in the Company which will provide increased operational flexibility to support the Company's business. Further, the promoters believe that the Offer is in the interest of all stakeholders.

In view of the above the Board of Directors of the Company believe that the proposal of the promoters is in the interest of the shareholders and accordingly, the Board of Directors at its meeting held on January 20, 2014 has decided to approve the proposal of voluntary delisting of equity shares of the Company.

In terms of Regulation 8 (1) (b) of the SEBI Delisting Regulations, the delisting proposal requires the approval of the shareholders of the Company by way of a special resolution passed through a postal ballot. The special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it.

The Board of Directors accordingly recommends the resolution of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors and Key Managerial personnel of the Company or their relatives is, in any way, deemed to be concerned or interested in the said resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
For Reliance MediaWorks Limited

Ashish Agarwal
Company Secretary & Manager

Registered Office:

Film City Complex, Goregaon (East),
Mumbai – 400065

Place : Mumbai

Date : January 20, 2014



RELIANCE MEDIAMWORKS LIMITED

Registered Office : Film City Complex, Goregaon (East), Mumbai – 400 065.

POSTAL BALLOT FORM

Serial No. _____

1. Name and registered address of the sole / first named Member (IN BLOCK LETTERS)

2. Name(s) of the joint Member(s), if any (IN BLOCK LETTERS)

3. Registered Folio Number / DP ID No. / Client ID No. *

4. Number of shares held

(* Applicable to investors holding shares in dematerialised form)

I / We, hereby exercise my / our vote in respect of the 'Special Resolution' to be passed through Postal Ballot for the Special Business stated in the Notice dated January 20, 2014 of the Company by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick mark (✓) at the appropriate box below:

Resolution No.	Description	No. of Shares	Nature of Voting	Please tick (✓) in the appropriate box
1.	Special Resolution pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, for voluntary delisting of equity shares of Reliance MediaWorks Limited from BSE Limited and National Stock Exchange of India Limited.		I/We assent to the resolution	<input type="checkbox"/>
			I/We dissent to the resolution	<input type="checkbox"/>

Place :

(Signature of the Member)

Date :

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing Postal Ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall be considered invalid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Thursday, February 27, 2014. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization together with the specimen signature(s) of the duly authorised signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T viz. – Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai 400 078).
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on the date of dispatch of the Notice.
11. Members are requested not to send any other paper along with the Postal Ballot Forms in the enclosed self-addressed Postage Pre-paid Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. A Member may request a duplicate Form, if so required. However, the duly filled in duplicate Form should reach the Scrutinizer not later than the date specified at item No. 8 above.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.