

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given, to the Members of Reliance MediaWorks Limited (the "Company") for seeking consent of Members of the Company by passing the following resolutions through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force):

Special Business:**1. Increase in Authorised Share Capital and amendment to the Memorandum of Association of the Company**

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members of the Company be and is hereby accorded for increase in Authorized Share Capital of the Company from the existing Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crore) divided into 48,00,00,000 (Forty Eight Crore) Equity Shares of Rs.5/- (Rupees Five) each and 2,00,00,000 (Two Crore) Preference Shares of Rs.5/- (Rupees Five) each to Rs. 32,50,00,00,000/- (Rupees Three Thousand Two Hundred and Fifty Crore) divided into 48,00,00,000 (Forty Eight Crore) Equity Shares of Rs. 5/- (Rupees Five) each and 602,00,00,000 (Six Hundred and Two Crore) Preference Shares of Rs.5/- (Rupees Five) each and accordingly, clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. The Authorised Share Capital of the Company is Rs. 32,50,00,00,000/- (Rupees Three Thousand Two Hundred and Fifty Crore) divided into 48,00,00,000 (Forty Eight Crore) Equity Shares of Rs.5/- (Rupees Five) each and 602,00,00,000 (Six Hundred and Two Crore) Preference Shares of Rs.5/- (Rupees Five) each with power to increase, reduce, divide and/or sub divide the Share Capital or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations applicable to the Company and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub divide or reorganise shares or issue shares of higher or lower denominations.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit."

2. Conversion of Loan into Preference Shares of the Company

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 62, 42 and 55 of the Companies Act, 2013 (the "Act") or such other provisions as may be applicable and rules made thereunder, consent of the members of the Company be and is hereby accorded for conversion of loans (whether disbursed on or prior to or after the date of this resolution and inclusive of interest thereon as at the date of conversion) upto an amount of Rs.2500,00,00,000/- (Rupees Two Thousand Five Hundred Crore Only) into Redeemable Non-Convertible Preference Shares of Rs.5/- (Rupees Five) each ("Preference Shares") at par in one or more tranches on such terms and conditions as may be determined by the Board.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of Preference shares to be issued are as under:

(i) Preference Shares shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to repayment of capital;

- (ii) Preference Shares shall be non-participating in the surplus funds;
- (iii) Preference Shares shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) Preference Shares shall not carry any dividend;
- (v) Preference Shares shall not be convertible into equity shares;
- (vi) Preference Shares shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vii) Preference Shares shall be redeemable at the end of 5 years from the date of allotment and shall be redeemed at a premium equal to an amount calculated to yield a return of 11.50% p.a. with effect from date of allotment up to the date of redemption.

RESOLVED FURTHER THAT the aforesaid preference shares of the Company to be allotted upon conversion of the loan shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required to be filed under the Act with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit."

By Order of the Board of Directors
for **Reliance MediaWorks Limited**

Neelam Samant
Company Secretary
ACS No. : 22694

Registered Office:

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

Place: Mumbai

Date: February 15, 2017

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the items of business set out in the Notice above is sought to be passed through Postal Ballot.
3. Postal Ballot Notice and Form is being sent through e-mail to the Members whose e-mail addresses are registered with the Company / Depository Participant(s).
4. The postal ballot form is enclosed for use of the Members. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, the Members may contact the Company's Registrar and Transfer Agents, Link Intime India Private Limited, at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078. The Postal Ballot Form will also be available at the Registered Office of the Company and at the Office of Link Intime India Private Limited as mentioned above and can also be downloaded from the website of the Company: www.reliancemediaworks.com.
5. 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 enclosed self-addressed postage prepaid business reply envelope, so as to reach the Scrutinizer not later than close of working hours on March 25, 2017 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
6. In compliance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rules made there under, the Company is offering remote e-voting facility to all Members of the Company through Notice dated February 15, 2017 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on the cut-off date i.e. February 10, 2017 only shall be entitled to avail the facility of remote e-voting/voting. The Members can cast their vote online from 10:00 A.M. on February 24, 2017 to 5:00 P.M. on March 25, 2017. The members shall refer to the detailed procedure on remote e-voting given here under.

7. Voting through electronic means

The Company is pleased to offer remote e-voting facility as an alternate to its members to enable them to cast their votes electronically instead of dispatching physical postal ballot forms. E-voting is optional. The Company has engaged the services of Karvy Computershare Private Limited for the purpose of providing remote e-voting facility to all its members.

The procedure and the instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the postal ballot form. Your Folio No./ DP ID - Client ID will be your User-ID.

User-ID	For Members holding shares in Demat Form :-
	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	For CDSL :- 16 digits beneficiary ID
	For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via email forwarded through the electronic notice
Captcha	Please enter the Verification code i.e., the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote on-line from 10:00 A.M. on February 24, 2017 to 5:00 P.M. on March 25, 2017.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for remote e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt you to select the 'Event' i.e. '**Company Name**'.
 - viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login id and password are to be used.
 - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at **anilgholia@gmail.com** with a copy marked to '**evoting@karvy.com**'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'
8. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Friday, February 10, 2017.

9. In case of any query pertaining to e-voting, please visit Help and FAQ tab available on Karvy's website <https://evoting.karvy.com> or contact Mr. Praveen Chaturvedi, General Manager of Karvy Computershare Private Limited on no. +91 040 6716 1774 or at his email id - dakc@karvy.com. Alternatively, Members may also contact the Company Secretary of the Company at investor.complaints@relianceada.com.
10. **Kindly note that the members can opt for only one mode of voting i.e., either by physical ballot or remote e-voting. If you are opting for e-voting, then do not vote by physical postal ballot and vice-versa. However, in case members cast their votes by both the modes, voting done by physical ballot shall be treated as invalid and votes cast through remote e-voting shall prevail.**
11. The Board of Directors have appointed Shri Anil Lohia, Partner or in his absence Shri Rinkit Kiran Uchat, Partner, M/s. Dayal & Lohia, Chartered Accountants as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny and the results of voting will be announced not later than 3 days from the last date of receipt of postal ballot forms.
12. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date of receipt of postal ballot forms, i.e., on March 25, 2017. The said results would be announced on or before 5:00 PM of Tuesday, March 28, 2017 and will be displayed at the Registered Office of the Company. The result of the Postal Ballot will also be posted on the website of the Company at www.reliancemediaworks.com and on the website of Karvy Computershare Private Limited at www.karvy.com.
13. 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 March 25, 2017.
14. Members who have not registered their email address so far are requested to register their email address so that they can receive the annual report and other communication from the Company electronically.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated February 15, 2017

Item No. 1

The Board of Directors the Company propose to increase the authorised share capital and amend the Memorandum of Association of the Company pursuant to the provisions of Sections 13, 61 of the Companies Act, 2013 (the "Act") and the Rules framed there under.

The present Authorized Share Capital of the Company is Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crore) divided into 48,00,00,000 (Forty Eight Crore) Equity Shares of Rs.5/- (Rupees Five) each and 2,00,00,000 (Two Crore) Preference Shares of Rs.5/- (Rupees Five) each.

In order to increase the capital base of the Company, its proposed to increase the present Authorised Share Capital of the Company to Rs. 32,50,00,00,000/- (Rupees Three Thousand Two Hundred and Fifty Crore) divided into 48,00,00,000 (Forty Eight Crore) Equity Shares of Rs.5/- (Rupees Five) each and 602,00,00,000 (Six Hundred and Two Crore) Preference Shares of Rs.5/- (Rupees Five) each.

The Resolution seeks approval of Members to increase the Authorised Share Capital and to amend the Clause V of the Memorandum of Association

A copy of altered Memorandum of Association of the Company are available for inspection by any member at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. upto the date passing of the above resolution.

The Board of Directors accordingly recommend the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

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

Item No. 2

In order rebuild net worth and to strengthen financial position of the Company it is proposed to convert loan into preference shares.

Accordingly, the Board of Directors of the Company, propose to convert the loans (whether disbursed on or prior to or after the date of the resolution and inclusive of interest thereon as at the date of conversion) upto an amount of Rs.2500,00,00,000/- (Rupees Two Thousand and Five Hundred Crore Only) into Redeemable Non Convertible Preference Shares of Rs.5/- each at par in one or more tranches.

Issue of preference shares by the Company upon conversion of loan would entail compliance in terms of provisions of Sections 62, 42 and 55 of the Companies Act, 2013 (the "Act") and the Rules framed thereunder.

Further, in terms of provisions of Section 62 of the Act, approval of the members by way of Special Resolution is required.

Given below are the terms of issue of the Preference Shares and a Statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014:

The size of the issue and number of preference shares to be issued and nominal value of each share	Upto Rs. 2500,00,00,000/- (Rupees Two Thousand and Five Hundred Crore Only) divided into 500,00,00,000 Preference Shares of face value of Rs. 5/- (Rupees Five) each
The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Redeemable, Non-Cumulative, Non-Participating and Non-Convertible Preference Shares
The objectives of the issue	In order rebuild net worth and to strengthen financial position of the Company
The manner of issue of shares	Conversion of existing loans into Preference Shares of the Company through preferential allotment basis
The price at which such shares are proposed to be issued	Rs. 5/- per share
The basis on which the price has been arrived at	As per the valuation done by Jignesh & Co., Chartered Accountants
The terms of issue, including terms and rate of dividend on each share, etc.	(i) Preference Shares shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to repayment of capital; (ii) Preference Shares shall be non-participating in the surplus funds; (iii) Preference Shares shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company; (iv) Preference Shares shall not carry any dividend; (v) Preference Shares shall not be convertible into equity shares; (vi) Preference Shares shall carry voting rights as per the provisions of Section 47(2) of the Act; and (vii) Preference Shares shall be redeemable at the end of 5 years from the date of allotment and shall be redeemed at a premium equal to an amount calculated to yield a return of 11.50% p.a. with effect from date of allotment up to the date of redemption.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference share are convertible, the terms of conversion	Preference Shares shall be redeemable at the end of 5 years from the date of allotment and shall be redeemed at a premium equal to an amount calculated to yield a return of 11.50% p.a. with effect from date of allotment up to the date of redemption.
The manner and mode of redemption	Redemption at Premium in accordance with the Section 55 of the Act
The current shareholding pattern of the Company	Specified in the table below
The expected dilution in equity share capital upon conversion of preference shares	Nil, since the Preference Shares are non-convertible

The Shareholding pattern of the Company as on February 10, 2017:

Sr. no.	Category	Pre Issue	
		No. of Shares held	% of shareholding
	Equity Shares (Face Value Rs. 5/-)		
A	Promoters' holding:		
1	Indian:		
	Individual	-	-
	Bodies Corporate	12,63,46,221	65.39
	Sub-Total	12,63,46,221	65.39

Sr. no.	Category	Pre Issue	
		No. of Shares held	% of shareholding
2	Foreign Promoters		
	Sub-Total (A)	12,63,46,221	65.39
B	Non-Promoters' holding:		-
1	Institutional Investors	50	0.00
2	Non-Institution:		
	Private Corporate Bodies	5,86,74,854	30.37
	Directors and Relatives	10	0.00
	Indian Public	75,60,095	3.91
	Other (Including NRIs)	6,27,601	0.32
	Sub-Total (B)	6,68,62,610	34.61
	GRAND TOTAL	19,32,08,831	100.00
	Preference Shares (Face Value Rs. 5/-)		
A	Promoters' holding:		
1	Indian:		
	Individual	-	-
	Bodies Corporate	29,50,000	100.00
	Sub-Total	29,50,000	100.00
2	Foreign Promoters	-	-
	Sub-Total (A)	29,50,000	100.00
B	Non-Promoters' holding:		
1	Institutional Investors	-	-
2	Non-Institution:		
	Private Corporate Bodies	-	-
	Directors and Relatives	-	-
	Indian Public	-	-
	Other (Including NRIs)	-	-
	Sub-Total (B)	-	-
	GRAND TOTAL	29,50,000	100.00

Given below the information as required in terms of Rule 13(2)(d) Companies (Share Capital and Debentures) Rules, 2014:

The object of the issue	In order rebuild net worth and to strengthen financial position of the Company
The total number of shares or other securities to be issued	Upto 500,00,00,000 Preference Shares of face value of Rs. 5/- (Rupees Five) each
The price or price band at/within which the allotment is proposed	Rs. 5/- per share
The basis on which the price has been arrived at alongwith report of the registered valuer	As per the valuation done by Jignesh & Co., Chartered Accountants
Relevant date with reference to which the price has been arrived at	January 31, 2017
The class or classes of persons to whom the allotment is proposed to be made	Promoter Group and Promoter group entities
Intention of promoters, directors or key managerial personnel to subscribe to the offer	Proposed allotment is to be made to promoter and promoter group entities

The proposed time within which the allotment shall be completed	Within twelve months from the date of passing of special resolution
The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them	As mentioned below
The change in control, if any, in the company that would occur consequent to the preferential offer	No
The number of persons to whom allotment on preferential basis have already been made during the year. In terms of number of securities as well as price	The Company has allotted 2000 unlisted redeemable non-convertible Debentures of Face Value Rs. 10,00,000/- each at par to 6 allottees during the year.
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	The proposed allotment is towards conversion of existing loan of promoter group entities into Preference Shares of the Company.

The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them is as follow:

Name of the proposed allottees	% of post preferential offer
Reliance Land Private Limited	26.88
Chlorosulf Private Limited	6.06
Reliance Share & Stock Brokers Private Limited	43.49
Payone Enterprises Private Limited	22.96
Reliance Infocomm Engineering Private Limited	0.22
Cresh Logistics and Engineers Private Limited	0.33

The pre issue and post issue shareholding pattern of the company in the following format:

Sr. no.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
Equity (Face Value Rs.5/-)					
A	Promoters' holding:				
1	Indian:				
	Individual	-	-	-	-
	Bodies Corporate	12,63,46,221	65.39	12,63,46,221	65.39
	Sub-Total	12,63,46,221	65.39	12,63,46,221	65.39
2	Foreign Promoters				
	Sub-Total (A)	12,63,46,221	65.39	12,63,46,221	65.39
B	Non-Promoters' holding:				
1	Institutional Investors	50	0.00	50	0.00
2	Non-Institution:		-		-
	Private Corporate Bodies	5,86,74,854	30.37	5,86,74,854	30.37
	Directors and Relatives	10	0.00	10	0.00
	Indian Public	75,60,095	3.91	75,60,095	3.91
	Other (Including NRIs)	6,27,601	0.32	6,27,601	0.32
	Sub-Total (B)	6,68,62,610	34.61	6,68,62,610	34.61
	GRAND TOTAL	19,32,08,831	100.00	19,32,08,831	100.00

Sr. no.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
Preference Shares (Face Value Rs.5/-)					
A	Promoters' holding:				
1	Indian:				
	Individual	-	-	-	-
	Bodies Corporate	29,50,000	100.00	4,95,39,16,321	100.00
	Sub-Total	29,50,000	100.00	4,95,39,16,321	100.00
2	Foreign Promoters	-	-	-	-
	Sub-Total (A)	29,50,000	100.00	4,95,39,16,321	100.00
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution:	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Other (Including NRIs)	-	-	-	-
	Sub-Total (B)	-	-	-	-
	GRAND TOTAL	29,50,000	100.00	4,95,39,16,321	100.00

The Board recommends the resolution set forth in Item No. 2 in the notice for approval of shareholders as a Special Resolution.

There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

A copy of the loan agreement and Valuation Report are available for inspection by any member at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the meeting.

None of the Directors and other Key Managerial personnel of the Company or their relatives are, in any way, deemed to be concerned or interested financially or otherwise 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**

Neelam Samant
Company Secretary
ACS No. : 22694

Registered Office:

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

Place: Mumbai

Date: February 15, 2017