

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra Ordinary General Meeting (EGM) of the Members of Reliance MediaWorks Limited will be held on Tuesday, April 12, 2022 at 10.00 a.m. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business.:

**SPECIAL BUSINESS:**

**ITEM NO.1:**

**TO CONSIDER EXTENSION OF REDEMPTION PERIOD OF SERIES II 11.50% NON CONVERTIBLE NON CUMULATIVE REDEEMABLE PREFERENCE SHARES.**

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

**RESOLVED THAT** pursuant to Sections 48, 55, 108 and 110 of the Companies Act, 2013 , corresponding rules thereof and other applicable provisions of the Companies Act, 2013 if any, the consent of the Equity Shareholders, be and is hereby, accorded to vary the terms of 2,080,000,000 Series II 11.50 % Non Convertible Non Cumulative Redeemable Preference Shares of Rs. 5 each in terms of extension of the redemption period by 15 years from the due date of redemption and read as under:

*The Preference Shares shall be redeemable at any time on or before 20 years from the date of allotment, by the Company, at its option, by giving a notice of 1(one) month in writing to the preference shareholders, i.e. extension of 15 years to the original terms of issue;*

**RESOLVED FURTHER THAT** any one of the Director(s) of the Company for the purpose of giving effect to this resolution, be and is hereby, authorized, severally or jointly, to take all steps and actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and other things in connection therewith and incidental thereto.”

**ITEM NO.2:**

**TO APPOINT MR. SANTOSH KADAM AS MANAGER OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “Act”) and the relevant

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwinvestor@gmail.com  
www.reliancemediaworks.com

rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act, the consent of the members be and is hereby accorded for appointment of Mr. Santosh Kadam as the Manager of the Company for a period of 3 years with effect from 9th March, 2022 till 8th March, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof) to alter and vary the terms and conditions of the said appointment as it may deem fit;

**RESOLVED FURTHER THAT** all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) of the Company, be and are hereby severally authorised to complete all the formalities, file necessary forms and to do all such acts, deeds and things as may be necessary in this regard."

**ANY OTHER BUSINESS TO BE LEGALLY TRANSACTED AT THE EXTRA  
ORDINARY GENERAL MEETING.**

**By order of the Board of Directors**

**Sd/-**

**Basantkumar Vijaysingh Varma**

**Director**

**DIN: 08305670**

**Registered Office:**

**Floor-6,Plot-90,8,Manek Mahal Veer Nariman Road, Churchgate, Mumbai - 400020**

**CIN : U29299MH1987PLC045446**

**Website: www.reliancemediaworks.com**

**Place: Mumbai**

**Date: 09/03/2022**

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

## Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), in respect of the Special Business to be transacted at the Extra Ordinary General Meeting (“EGM”) is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs MCA”) has vide its circular dated December 8, 2021 read with circulars dated April 8, 2020, and April 13, 2020 and clarification circular dated June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the members at a common venue. The deemed venue for the EGM of the Company shall be the Registered Office of the Company
3. Since the EGM is being held through VC / OAVM, Physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

In compliance with the aforesaid MCA Circulars, Notice for the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Central Depository Services (India) Limited (CDSL) / National Securities Depositories Limited (NSDL) (“Depositories”). Members may note that the Notice will also be available on the Company’s website at [www.reliancemediaworks.com](http://www.reliancemediaworks.com) and also on the website of M/s. KFin Technologies Private Limited (KFintech) at <https://evoting.kfintech.com>.

4. Members whose email address is not registered can register the same in the following manner so that they can receive all communications from the Company electronically:
  - a. Members holding share(s) in physical mode - by registering their e-mail ID on the Company’s website at <https://reliancemediaworks.com/Registration-of-Shareholders-information.html>
  - b. Members holding share(s) in electronic mode - by registering / updating their e-mail address with their respective Depository Participants (“DPs”).
5. The Company has engaged the services of KFintech as the authorised agency for conducting of the EGM electronically and for providing e-voting facility.

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Since the EGM is being held through VC / OAVM, the Route Map is not annexed in this Notice.
8. Relevant documents, if any, referred to in the accompanying Notice calling the EGM are available for inspection in electronic mode and the request being sent on corporatesecretarial1234@gmail.com.
9. In order to facilitate transfer of share(s) and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
10. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
11. Non-Resident Indian members are requested to inform Link Intime India Private Limited, the Company's Registrar and Transfer Agent immediately on:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Instructions for attending the EGM and e-voting are as follows:
  - a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Tuesday, April 05, 2022 only shall be entitled to avail the facility of remote e-voting / e-voting at the EGM. KFintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 9:00 A.M. (IST) on Saturday, April 09, 2022 to 5:00 P.M. (IST) on Monday, April 11, 2022. At the end of remote e-voting period, the facility shall forthwith be blocked.

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwinvestor@gmail.com  
www.reliancemediaworks.com

- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the e-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Tuesday, April 05, 2022.  
In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- e. Any person holding shares in physical form and non-individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to KFintech at einward.ris@kfintech.com. However, if he / she is already registered with KFintech for remote e-voting, then he / she can use his / her existing User ID and password for casting the e-vote.
- f. In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- g. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
- h. The details of the process and manner for remote e-voting and e-EGM are explained herein below:

**Part A- E- Voting:**

1. Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

Types of Shareholder	Login Method
<b>Securities held in Demat mode with NSDL</b>	<p><b>1. User already registered for IDeAS facility:</b></p> <p>i. Visit URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></p> <p>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>iv. Click on company name or ESP and you will be re-directed to the ESP’s website for casting the vote during the remote e-voting period.</p>
	<p><b>2. User not registered for IDeAS e-Services</b></p> <p>i. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></p> <p>ii. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Proceed with completing the required fields.</p> <p>iv. Follow steps given in points 1</p>
	<p><b>3. Alternatively by directly accessing the e-voting website of NSDL</b></p> <p>Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>i. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>ii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iii. Post successful authentication, you will be requested to select the name of the Company and the ESP, i.e. KFintech.</p> <p>iv. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.</p>

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwinvestor@gmail.com  
www.reliancemediaworks.com

<b>Securities held in Demat mode with CDSL</b>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered user id and password.</p> <p>iv. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal.</p> <p>v. Click on e-voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi / Easiest</b></p> <p>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <p>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided with the link for the respective ESP i.e. KFintech where the e-Voting is in progress.</p>
<b>Login through Depository Participant Website Where demat account is held</b>	<p>i) You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</p> <p>ii) Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>iii) Click on options available against company name or ESP – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.</p>
<p><b>Important note:</b> Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	
<b>Login Type</b>	<b>Helpdesk details</b>

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
 Mahal, Veer Nariman Road,  
 Churchgate, Mumbai 400 020-  
 Maharashtra.  
 CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
 Fax : +91 022 2490 5125  
 Email :  
 rmwinvestor@gmail.com  
 www.reliancemediaworks.com

<b>Securities held with NSDL</b>	Please contact NSDL helpdesk by sending a request at or call at toll free no.: evoting@nsdl.co.in 1800 1020 990 and 1800 22 44 30
<b>Securities held with CDSL</b>	Please contact CDSL helpdesk by sending a request at or contact helpdesk.evoting@cdslindia.com at 022- 23058738 or 022-23058542-43

2. Access to KFintech e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.
  - a. Members whose email IDs are registered with the Company/ DPs, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
    - i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
    - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6516, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
    - iii. After entering these details appropriately, click on “LOGIN”.
    - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The 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 a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - v. You need to login again with the new credentials.
    - vi. On successful login, the system will prompt you to select the “EVEN” i.e. ‘Reliance MediaWorks Limited- EGM’ and click on “Submit”
    - vii. On the voting page, enter the number of share(s) (which represents the number of votes) as on the Cut-off Date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwinvestor@gmail.com  
www.reliancemediaworks.com

- does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorising its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer’s email id [sksi.consultancy@gmail.com](mailto:sksi.consultancy@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_Even No.”
- b. Members whose email IDs are not registered with the Company / DPs, and consequently Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Temporarily get their email address and mobile number provided with KFintech, by sending an e-mail to [evoting@kfintech.com](mailto:evoting@kfintech.com). Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

**PART B-**

Access to join virtual meetings (e-EGM) of the Company on KFintech system to participate in e-EGM and vote thereat.

Instructions for all the shareholders for attending the EGM of the Company through VC / OAVM and e-voting during the meeting.

- I. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- II. Facility for joining EGM through VC / OAVM shall open at least 15 minutes before the time scheduled for the Meeting.
- III. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- IV. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid difficulties.
- V. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at <https://evoting.kfintech.com>. Queries received by the Company till Monday, April 11, 2022 (5.00 P.M. IST) shall only be considered and responded during the EGM.
- VI. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC/ OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- VII. A member can opt for only single mode of voting i.e. through remote e-voting or voting at the EGM. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

- VIII. Facility of joining the EGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- IX. The members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit and login through the user id and password provided by KFintech. On successful login, select 'Speaker Registration'. The Company reserves the right to restrict the speakers at the EGM to only those members who have registered themselves, depending on the availability of time for the EGM.
- X. In case of any query and / or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or email at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free no. 1800 309 4001.
- XI. In case a person has become a member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he /she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
    1. Example for NSDL:  
MYEPWD <SPACE> IN12345612345678
    2. Example for CDSL:  
MYEPWD <SPACE> 1402345612345678
    3. Example for Physical:  
MYEPWD <SPACE> XXXX1234567890
  - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- XII. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1800 309 4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

**EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 1:**

The Company had allotted 2,08,00,00,000 Series II 11.50% Non Convertible Non Cumulative Redeemable Preference Shares (“Preference Shares”) of Rs. 5 each on 26 March, 2017 with redemption period of 5 years from the date of allotment.

In view of the continuous losses, the inability to infuse massive funds and non-feasibility of making fresh issue of shares for the purpose of redemption of Preference Shares, has inevitably led the Board of Directors to vary the terms of the Series II 11.50 % Non Convertible Non Cumulative Redeemable Preference shares by extension of 15 years to the original terms of issue. In other words, the preference shares shall be redeemed on or before 20 years from the date of allotment. The revised date of redemption shall be on or before 26 March, 2037.

Section 48 of the Companies Act, 2013 states that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class and if such variation by one class of Shareholders affects the rights of any other class of Shareholders, the consent of three-fourths of such other class of Shareholders shall also be obtained.

The required consent of Preference Shareholders for variation of the aforesaid terms has already been received by the Company on 25 February, 2022.

In view of the above circumstances, explained above, the Company has requested Equity Shareholders for approval of variation of the terms of Series II 11.50 % Non Convertible Non Cumulative Redeemable Preference shares by extending the tenure of redemption by further 15 years. There has been no other change in terms and conditions of the Preference Shares.

The Board of Directors of your Company recommend the passing of Special Resolution as set out in the Notice.

None of the Directors, Key Managerial Personnel and/or the relatives of the Directors/ Key Managerial Personnel are, in anyway, concerned or interested, financially or otherwise, in this resolution except to the extent of their respective shareholding in the Company, if any.

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

**ITEM NO. 2:**

Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 states that every Company having paid-up Share Capital of rupees ten crores or more shall have a whole time key managerial Personnel. Accordingly it was decided by the Board of Directors of the Company on recommendation of Nomination & Remuneration Committee of the Company to appoint Mr. Santosh Kadam as Manager with effect from March 09, 2022 subject to approval of shareholders.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration to be paid, if any, to Mr. Santosh Kadam, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided from time to time in this regard.

As required under the provisions of the Companies Act, 2013, the terms and conditions of the appointment entered with Mr. Santosh Kadam are as under:

Disclosure as required under Schedule V of the Companies Act, 2013

**I. General Information:**

1. Nature of Industry: Film & Media Services and Exhibition
2. Date or expected date of commencement of Commercial Production: Not Applicable
3. Financial Performance based on given indicators:

The Financial Performance of the Company for the year ended 31<sup>st</sup> March, 2021 is as follows:

PARTICULARS	AMOUNT IS RS.
Total Income	201.05 lacs
Net Profit/ (Loss) before Tax	(14,929.63) lacs
Tax Expense	-
Net Profit after Tax	(14,929.63) lacs

The Company has negative effective capital as at March 31, 2021.

4. Foreign Investments & Collaborations: There is no new foreign investment in the Company except to the extent shares already held by Non Resident Indians

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwlinvestor@gmail.com  
www.reliancemediaworks.com

acquired through secondary market. There is no foreign collaboration in the Company.

**II. Information about Mr. Santosh Kadam:**

1. Background details: Mr. Santosh Kadam was appointed as a Manager of the Company with effect from 09 March, 2022. He holds a bachelor's degree in commerce from University of Mumbai and Inter CA. He has over 10 years of experience in the field of accounts, finance and taxation.
2. Past Remuneration: NA
3. Recognition & Awards: NA
4. Job profile & his suitability: Mr. Santosh Kadam has the requisite professional qualification and experience in the field of managing finance, accounts and taxation, thus he is best suited for this position
5. Remuneration proposed: There shall be no remuneration paid.
6. Comparative remuneration profile with respect to industry, size of Company, profile of the position & person: Not Applicable
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any : None

**III. Other Information:**

1. Reasons for loss or inadequate profit:  
The Company has made loss during last three financial years. The reason for loss shall be attributed to the COVID-19 pandemic and other economic factors.
2. Steps taken or proposed to be taken for improvement:  
The Company has taken necessary steps to reduce costs and increase the profitability and it is expected that the performance of the Company will accordingly improve as compared to the current situation.
3. Expected increase in productivity and profits in measurable terms: Not applicable

**IV. Details of Manager seeking appointment at the EGM in pursuance of the provisions of the Companies Act, 2013 read with Secretarial Standard-2**

1. Age : 33 Years
2. Qualifications: B.Com, Inter CA
3. Experience: 10 years in the field of accounts and finance
4. Terms and conditions of appointment: As detailed out in the accompanying notice

**Reliance Mediaworks Limited**

Floor -6, Plot-90,8, Manek  
Mahal, Veer Nariman Road,  
Churchgate, Mumbai 400 020-  
Mharashtra.  
CIN : U29299MH1987PLC045446

Tel : +91 022 4158 4000  
Fax : +91 022 2490 5125  
Email :  
rmwinvestor@gmail.com  
www.reliancemediaworks.com

5. Details of remuneration to be paid: Not applicable
6. Remuneration last drawn as Manager: Not Applicable
7. Date of appointment : March 9, 2022
8. No. of equity shares held: NIL
9. Relationship with Directors, Managers & KMP: NONE
10. Number of Board meetings attended during FY 2021-22 : NA
11. Other Directorships, Memberships/Chairmanship of the Committees of Other Boards: Mr. Santosh kadam serves Director on the Board of Mohanbir Hi-Tech Build Private Limited, Kishkinta Land Development Private Limited, Adhar Real Estate Consultancy Private Limited, Nationwide Communication Private Limited, Reliance Net Limited , Adhar Property Consultancy Private Limited, Reliance Mediaworks Financial Services Private Limited & Reliance Net Limited.

Pursuant to the applicable provisions of the Companies Act, 2013, and the relevant rules made thereunder, consent of the members is being sought by way of a Special Resolution as set out in the notice.

Except Mr. Santosh Kadam and his relatives, none of the directors, promoters, KMPs, and their relatives is considered to be concerned or interested, financially or otherwise, in the resolution.

**By order of the Board of Directors**

**Sd/-**  
**Basantkumar Vijaysingh Varma**  
**Director**  
**DIN: 08305670**

**Place: Mumbai**  
**Date: 09/03/2022**