

RELIANCE MEDIAWORKS LIMITED

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

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of **Reliance MediaWorks Limited** will be held on Tuesday, December 24, 2013 at 10:00 a.m. at the Auditorium, Reliance Energy Management Institute, 19 Aarey Colony, Jogeshwari Vikhroli Link Road, Opp. SEEPZ, Mumbai 400 065, to transact the following business:

Ordinary Business:

1. To appoint a Director in place of Shri Gautam Doshi, who retires by rotation and being eligible, offers himself for re-appointment.
2. To appoint a Director in place of Shri Sujal Shah, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) and M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

Special Business:**4. Issue of securities to the Qualified Institutional Buyers**

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

- "a) RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 (hereinafter referred both as the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR"), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any one of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called 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 power conferred by this resolution), the Board be and is hereby authorised to issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/non convertible debentures with warrants/ any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers (QIBs) as per the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not exceed ₹ 500 Crore.

- b) RESOLVED FURTHER THAT the relevant date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date") and the Board be and is hereby authorised to offer a discount of not more than five per cent. on the price calculated for the qualified institutions placement.
- c) RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- d) RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law.
- e) RESOLVED FURTHER THAT the issue to the holders of the Securities with equity shares underlying such securities shall be inter alia, subject to suitable adjustment in the number of shares, the price and the time period etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, de-merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- f) RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and institution/ trustees/ agents and similar agreements/and to remunerate the Managers, underwriters and all other agencies/ intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- g) RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage/ hypothecation/charge on the Company's assets under the then relevant provisions of the Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- h) RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board of Directors

**Ashish Agarwal
Company Secretary and Manager**

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

November 13, 2013

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of herself/himself and the proxy need not be a Member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.**
2. The Registrar of Companies, Maharashtra, Mumbai has approved extension of financial year of the Company vide its order dated September 27, 2013. Accordingly, current financial year comprises of 18 months from October 1, 2012 to March 31, 2014. Since the current financial year of the Company has not yet ended after the last Annual General Meeting, annual accounts have not been prepared for adoption by the Members at the ensuing Annual General Meeting.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Notice to the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. 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 the date of the Meeting.
8. The Company's Register of Members and Transfer Books will remain closed from Saturday, December 14, 2013 to Tuesday, December 24, 2013 (both days inclusive) for the purpose of Annual General Meeting.
9. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on December 24, 2012 (date of last Annual General Meeting) on the website of the Company (www.reliancemediaworks.com), as also on the Ministry of Corporate Affairs website.
10. Re-appointment of Directors:

At the ensuing Meeting, Shri Gautam Doshi and Shri Sujal Shah, Directors of the Company retire by rotation and being eligible, offer themselves for re-appointment. The details pertaining to Shri Gautam Doshi and Shri Sujal Shah are as follows:

- 1) **Shri Gautam Doshi**, aged 60 years, has been a Director since October 7, 2005. He holds a master's degree in commerce from the University of Mumbai, Mumbai. He is also a fellow member of the Institute of Chartered Accountants of India. He has 36 years of experience in areas such as mergers and acquisitions, income-tax, international taxation, accounting, auditing, finance, banking, legal and general management. He was a senior partner in RSM & Co. and was a founder director of Ambit Corporate Finance Private Limited.

He is also a Director on the Board of Piramal Phytocare Limited, Reliance Anil Dhirubhai Ambani Group Limited, Reliance Big TV Limited, Reliance Communications Infrastructure Limited, Reliance Telecom Limited, Digital Bridge Foundation, Reliance Home Finance Limited and Reliance Broadcast Network Limited.

He is a member of Audit Committee and Chairman of Shareholders'/Investors' Grievance Committee of the Company. He is a Chairman of Audit Committee of Piramal Phytocare Limited. He is a member of Audit Committee of Reliance Communications Infrastructure Limited, Reliance Big TV Limited and Reliance Telecom Limited. He does not hold any share in the Company as of September 30, 2013.

- 2) **Shri Sujal Shah**, aged 45 years, has been a Director since April 26, 2007. He 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 20 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 M/s. SSPA & Co., Chartered Accountants.

He is also a Director on the Board of Keynote Corporate Services Limited, Reliance Asset Reconstruction Company Limited, The Hindoostan Mills Limited, Amal Limited, Hindoostan Technical Fabrics Limited, Rudolf Atul Chemicals Limited, Bhishma Realty Limited and Capricon Realty Limited.

He is a Chairman of Audit Committee of the Company. He is a Chairman of Audit Committee of Reliance Asset Reconstruction Company Limited, Hindoostan Mills Limited and Keynote Corporate Services Limited. He is a member of Audit Committee of Amal Limited and Rudolf Atul Chemicals Limited. He does not hold any share in the Company as of September 30, 2013.

11. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed hereto.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the communication from the Company electronically.

Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 to the accompanying Notice dated November 13, 2013

Item No. 4 Issue of Securities to the Qualified Institutional Buyers

The Company, in order to enhance its global competitiveness and the ability to compete with the peer groups in the domestic and international markets, needs to strengthen its financial position and net worth by augmenting its long term resources.

For the above purposes as also for meeting the requirements for general corporate purposes, as may be decided by the Board from time to time, it is proposed to seek the enabling authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any committee of Directors constituted/ to be constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the special resolution at Item No. 4 of the accompanying Notice.

In view of the above, the Board may, in one or more tranches, issue and allot equity shares / fully convertible debentures / partly convertible debentures / non convertible debentures with warrants / any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"). The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date. The Board may offer a discount of not more than five per cent. on the price so calculated for the QIP. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchange(s).

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not exceed ₹ 500 Crore. The proposed special resolution is only enabling in nature and the

Board may from time to time consider the extent, if any, to which the proposed securities may be issued.

The QIP Securities issued pursuant to the offer, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities.

Section 81(1A) of the Companies Act, 1956 and the Listing Agreement entered into with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are Members of the Company.

The Board of Directors accordingly recommend the special resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors and/or 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 in the Company.

By Order of the Board of Directors

Ashish Agarwal
Company Secretary and Manager

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

November 13, 2013

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Reliance MediaWorks Limited

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

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional attendance slip on request.

DP. Id*	
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Regd. Folio No.	
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Client Id*	
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No. of Share(s) held	
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NAME AND ADDRESS OF THE SHAREHOLDER

I/we hereby record my/our presence at the **26th ANNUAL GENERAL MEETING** on Tuesday, December 24, 2013 at 10:00 a.m. at the Auditorium, Reliance Energy Management Institute, 19 Aarey Colony, Jogeshwari Vikhroli Link Road, Opp. SEEPZ, Mumbai 400 065.

*Applicable for investors holding share(s) in electronic form.

Signature of the shareholder or proxy

----- TEAR HERE -----

PROXY FORM

Reliance MediaWorks Limited

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

DP. Id*	
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Regd. Folio No.	
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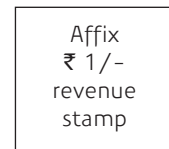
Client Id*	
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No. of Share(s) held	
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I/We..... of in the district of being a member/members of Reliance Mediawoks Limited hereby appoint.....of in the district of.....or failing him/herof in the district of.....as my/our proxy to vote for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, December 24, 2013 at 10:00 a.m at the Auditorium, Reliance Energy Management Institute, 19 Aarey Colony, Jogeshwari Vikhroli Link Road, Opp. SEEPZ, Mumbai 400 065 or at any adjournment thereof.

Signed this.....day of.....2013.

* Applicable for investors holding shares in electronic form.



- NOTES: (1) The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.
- (2) Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional forms on request.



