

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

Notice is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 to transact the following item of special business by the Members of Reliance MediaWorks Limited by passing resolution through Postal Ballot:

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

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 16 and 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for increasing the Authorised Share Capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crore) divided into 8,00,00,000 (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. 2,50,00,00,000 (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 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 Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new 'Clause V':

- V. The Authorised Share Capital of the Company is Rs. 2,50,00,00,000 (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 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 for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, 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.

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
For Reliance MediaWorks Limited

Ashish Agarwal
Company Secretary & Manager

Registered Office:

Film City Complex,
Goregaon (East), Mumbai – 400 065

Mumbai, June 8, 2012

Notes:

1. The relative Explanatory Statement pursuant to Section 173(2) and 192A (2) of the Companies Act, 1956, setting out material facts is annexed hereto.
2. The Board of Directors has appointed Shri Mohammed Aabid, Practicing Company Secretary, as Scrutinizer to conduct the voting through postal ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of Members.
3. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the Members of the Company in respect of the Resolution contained in the Postal Ballot Notice dated June 8, 2012 shall be determined through postal ballot.
4. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before Friday, July 13, 2012, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of scrutiny and the results of the postal ballot will be announced on or after Friday, July 13, 2012, at the Registered Office of the Company at Film City Complex, Goregaon (East), Mumbai - 400 065.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to Friday, July 13, 2012.

ANNEXURE TO NOTICE**Explanatory Statement Pursuant to Section 173(2) and 192A (2) of the Companies Act, 1956****Item No. 1**

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at Item No. 1 of the accompanying Notice.

The provisions of the Companies Act, 1956 require the Company to seek the approval of the Members for increasing the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association of the Company.

The Board of Directors accordingly recommends the resolution set out at Item No. 1 of the accompanying Notice for approval of the Members. Your approval is sought by voting by Postal Ballot in terms of provisions of Section 192A of the Companies Act, 1956, read with provisions of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors and Manager of the Company is, in any way, concerned or interested in the said resolution.

By Order of the Board
For Reliance MediaWorks Limited

Ashish Agarwal
Company Secretary & Manager

Registered Office:

Film City Complex,
Goregaon (East), Mumbai - 400 065

Mumbai, June 8, 2012

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 Resolution to be passed through Postal Ballot for the items of business stated in the Notice of the Company by sending my / our assent or dissent 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.	Ordinary Resolution for increasing the Authorised Share Capital and amendment to the Memorandum of Association of the Company.		I/We assent to the resolution	<input type="checkbox"/>
			I/We dissent to the resolution	<input type="checkbox"/>

Place: _____ (Signature of 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 enclosed 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 or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box. 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 address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed by the Member. In case of Joint-holding this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot shall be rejected.
6. The Scrutinizer's decision on the validity of the Postal Ballot Form 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 (17.00 hours) on Friday, July 13, 2012. All Postal Ballot Forms received after this time and date will be strictly treated as if reply from such Member 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.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on June 8, 2012.
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.