

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 items of special business by the Members of Reliance MediaWorks Limited by passing resolutions through Postal Ballot:

Special Business:

1. Reclassification of 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(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.5/- (Rupees Five) each, to 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 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 from time to time 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. 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 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."

2. Alteration of Articles of Association

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 31 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and is hereby altered by substituting the existing Article 3 with the following new Article 3:

3. The Authorised Capital of the Company shall be as per Capital Clause of the Memorandum of Association of the Company 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."

3. Issue of Redeemable Non Convertible Preference Shares

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

"RESOLVED that pursuant to the provisions of Sections 80, 81 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alteration and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board) consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, 2,00,00,000 (Two Crore) Redeemable Non Convertible Preference Shares of face value of Rs.5/- each ("Preference Shares") or upto the limit available as per the Authorised Preference Share Capital, whichever is more, at par or at premium or at such price or prices, to various persons/entities including Promoters / Promoter Group whether or not they are member(s) of the Company, with such rights and privileges and on such terms and conditions including but not limited as to the rate of dividend, redemption period, manner of redemption, amount of premium, if any, and to modify, alter and re-set all or any of the said terms from time to time, as the Board at its absolute discretion deem appropriate and that such authority shall be continuing authority to the Board to make such further issue(s) of Preference Shares within such limit on appropriate terms and conditions on any subsequent redemption of such and / or outstanding Preference Shares or any part thereof from time-to-time as may be considered fit and proper by the Board, so however that the total Preference Share capital outstanding at any point of time shall not exceed the amount stipulated under the Memorandum and Articles of Association of the Company.

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 - 400065

Mumbai, February 24, 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 Manish L. Ghia, 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 Resolutions contained in the Postal Ballot Notice dated February 24, 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, March 30, 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 Saturday, March 31, 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, March 30, 2012.

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

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 reclassify the Authorised Share Capital of the Company and for that purpose, the Memorandum and Articles of Association of the Company are proposed to be suitably altered as set out at item No. 1 and 2 of the accompanying Notice.

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

The Board of Directors accordingly recommends the resolutions set out at Item No. 1 and 2 of the accompanying Notice for the 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 resolutions.

Item No. 3

The proposed Special Resolution set out at Item No. 3 is an enabling Resolution authorizing the Board of Directors (including any committee thereof for the time being exercising the powers of the Board) to raise resources by issue of 2,00,00,000 (Two Crore) Redeemable Non Convertible Preference Shares of face value of Rs.5/- each ("Preference Shares") or the limit available as per the Authorised Preference Share Capital, whichever is more, for the purpose of net worth rebuilding and strengthening the long-term resource base of the Company, including meeting the working capital requirements.

The Preference Shares may be issued in one or more tranches to the various entities/persons which may include the Promoters/Promoter Group on private placement basis. The said enabling resolution empowers the Board to issue 2,00,00,000 (Two Crore) Redeemable Non Convertible Preference Shares of face value of Rs.5/- each or the limit available as per the Authorised Preference Share Capital, whichever is more, from time to time, on such terms and conditions including but not limited as to the rate of dividend, period and manner of redemption, amount of premium, if any, whether cumulative or non-cumulative, as the Board in its absolute discretion may determine. The Board shall also be authorized to approve any modification, alteration and re-setting of all or any of the terms and conditions of the Preference Shares from time to time in consultation and agreement with the subscribers/ holders of Preference Shares. The terms and conditions of the Preference Shares shall however be subject to provisions of the Companies Act, 1956 and the Memorandum and Articles of Association of the Company.

The authority conferred on the Board is continuing authority enabling it to make such further issue(s) of Preference Shares within such limit on appropriate terms and conditions on any subsequent redemption of such and / or outstanding Preference Shares or any part thereof from time-to-time, so however that the total Preference Share capital outstanding at any point of time shall not exceed the authorized preference share capital stipulated under the Memorandum and Articles of Association of the Company.

The Preference Shares shall rank in priority to Equity Shares for repayment of Capital and payment of Dividend. The Preference Shares shall be transferred in the same manner as Equity shares. The Preference Shares shall be redeemed in accordance to the provisions of the Companies Act, 1956. However, the final terms and conditions of the issue of Preference Shares shall be determined by the Board and may be different for different tranches and / or series of Preference Shares.

Pursuant to provisions of Section 81(1A) of the Companies Act, 1956 and the Listing Agreement entered into with the Stock Exchanges, any offer or issue of shares in a company to persons other than the shareholders of the company requires prior approval of the Members in general meeting by way of a Special Resolution. The consent of the Members is therefore sought to authorize the Board to issue Preference Shares as aforesaid.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 of the accompanying Notice for the 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 except to the extent of preference shares that may be issued to them.

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, February 24, 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 members holding shares in dematerialized form)

I / We hereby exercise my / our vote in respect of the Resolution(s) 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(s) 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 reclassification of 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"/>
2.	Special Resolution for alteration of Articles of Association of the Company.		I/We assent to the resolution	<input type="checkbox"/>
			I/We dissent to the resolution	<input type="checkbox"/>
3.	Special Resolution for issue of Redeemable Non Convertible Preference Shares.		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, March 30, 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 the shares registered in the name of the Members as on February 24, 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 in as much 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.