

Reliance Broadcast Network Limited

Notice

Notice is hereby given that the 16th Annual General Meeting of the Members of **Reliance Broadcast Network Limited** ('RBNL' / 'the Company') will be held on Saturday, September 26, 2020 at 10:00 a.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon;

Special Business:

2. **Re-appointment of Mr. Darius Jehangir Kakalia, (DIN: 00029159) as an Independent Director of the Company for a second term of 5 (five) years**

To consider and, if thought fit, to pass the resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Darius Jehangir Kakalia, (DIN: 00029159), who was appointed as an Independent Director and holds office up to October 5, 2019 and who has given his consent for the appointment as an Independent Director submitted a declaration that he meets the criteria for independence under Section 149 of the Act and is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years with effect from October 5, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary, Chief Financial Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

3. **Appointment of Ms. Kala Agarwal (DIN: 08015576) as an Independent Director of the Company for a term of 5 (five) years**

To consider and, if thought fit, to pass the resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Kala Agarwal (DIN: 08015576), who was appointed as an Additional, Independent, Non-Executive Director by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, who holds office up to the date of this Annual General Meeting ('AGM') and who qualifies for being appointed as an Independent

Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for appointment as a Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(five) consecutive years commencing from July 10, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary, Chief Financial Officer of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **Remuneration to Cost Auditor**

To consider and, if thought fit, to pass the resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the financial year 2020-21 to M/s. N Ritesh & Associates, Cost Accountants (Firm Registration No. 100675), appointed by the Board of Directors as Cost Auditors to conduct audit of the cost records, amounting to Rs. 50,000 (Rupees Fifty Thousand only) p.a., for each year be and is hereby ratified and confirmed."

By Order of the Board of Directors

Kinjal Sudhir Vyas
Company Secretary

Registered Office:

Unit No. 503, 5th Floor, ARC Plaza Industrial Estate,
48 Oshiwara Village, Jogeshwari (West),
Mumbai - 400102, Maharashtra, India
CIN: U64200MH2005PLC158355
Website: www.reliancebroadcast.com
August 21, 2020

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 Annual General Meeting ('AGM') is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. The AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members

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- has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Corporate Members are required to send a scanned copy (.pdf / .jpg Format) of its Board or governing body Resolution/ Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting to M/s. KFin Technologies Private Limited (Kfintech), Registrar and Transfer Agent, by e-mail through its registered e-mail address to rbtnl@kfintech.com.
 5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 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') or National Securities Depository Ltd ('NSDL') ('Depositories'). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.reliancebroadcast.com and on the website of Kfintech at www.kfintech.com
 6. Members whose email address are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID by contacting on investors@radiobigfm.com and / or rbtnl@kfintech.com, by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ('DPs') for receiving all communications from the Company electronically.
 7. The Company has engaged the services of M/s. Kfin Technologies Private Limited, Registrar and Transfer Agent as the authorized agency ('Kfintech') for conducting of the e-AGM and providing e-voting facility.
 8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 10. Members holding shares in electronic mode are requested to:
 - (a) Intimate immediately any change in their addressor 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.
 - (b) are requested to contact their Depository Participant directly for recording their nomination.
 - (c) Members holding shares in physical form are requested
 - (i) to advise any change of address or bank mandates immediately to the Company/Registrar and Transfer Agent, Kfin Technologies Private Limited.
 - (ii) are advised to register the nomination in respect of their shareholding in the Company. Nomination form (SH-13) is placed on the Company's website and can be accessed at http://www.reliancebroadcast.com/investors-desk/inv-grie_forms.html
- (d) Non-Resident Indian members are requested to inform Kfin Technologies Private Limited, the Company's Registrar and Transfer Agent immediately on:
 - (i) the change in the residential status on return to India for permanent settlement; and
 - (ii) 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.
 - (e) Members are requested to fill in and submit online the Feedback Form provided in the "Contact us" section on the Company's website <http://www.reliancebroadcast.com/php/contactus.html> to aid the Company in its constant endeavour to enhance the standards of service to investors.
 - (f) Members who hold shares in physical form, in multiple folios, in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
 - (g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
 - (h) Instructions for attending the AGM and e-voting are as follows:
 - A. Instructions for attending the AGM:**
 1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. 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 in the Notice. Further, Members can also use the One Time Password ('OTP') based login for logging into the e-voting system.
 2. Facility of joining the AGM through VC / OAVM shall open 15 (fifteen) minutes before the time scheduled for the AGM and Members who may like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com/>. Facility of joining AGM will be closed on expiry of 15 (fifteen) minutes from the schedule time of the AGM. Those Members who register themselves as speaker will only

be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.

3. Facility of joining the AGM through VC / OAVM shall be available for 1000 (One Thousand) members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, if any, 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.
4. Members, who need technical assistance before or during the AGM with the using of technology, can contact Kfintech at <https://ris.kfintech.com/agmq/agmq/login.aspx>.

B. Instructions for e-voting

1. In compliance with the provisions of Section 108 of the Act read with Rules made there under, the Company is offering e-voting facility to all Members of the Company and business may be transacted through such voting. 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. Friday, September 18, 2020 only shall be entitled to avail the facility of remote e-voting/e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10.00 A.M (IST) on Tuesday September, 22 2020 to 5.00 P.M (IST) on Friday, September 25, 2020. At the end of remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. The Members present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting, and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
4. The procedure and instructions for e-voting are as follows:

- a. Open your web browser during the remote e-voting period and navigate to "<https://evoting.karvy.com>".
- b. Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. 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
User – ID for Members holding shares in Physical Form:-
Event Number followed by Folio No. registered with the Company
Password: Your unique password is sent via e-mail 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
- c. After entering these details appropriately, click on "LOGIN".
- d. 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 e-voting through Kfintech e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail 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.
- e. You need to login again with the new credentials.
- f. On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.

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- g. 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.
 - h. 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'.
 - i. 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.
 - j. Once you 'CONFIRM' your vote on the Resolution whether partially or otherwise, you will not be allowed to modify your vote.
5. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com' (Details are given in point 4 above). The file / scanned image of the Board Resolution / authority letter should be in the naming format 'Corporate Name Event no.'
 6. 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, September 18, 2020.
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 shall be entitled to vote at the AGM.
 7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://evoting.karvy.com/> to reset the password.
 8. The Board of Directors have appointed Mr. Anil Lohia or in his absence Mr. Chandrahas Dayal, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result declared along with the scrutinizer's report for the voting will be placed on the website of the Company at www.reliancebroadcast.com and also on the website of Kfintech at <https://evoting.karvy.com>.
 9. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Kfintech's website <https://evoting.karvy.com> or contact toll free no. 1800 4250 999.

Reliance Broadcast Network Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Item No. 2: Re-appointment of Mr. Darius Jehangir Kakalia, (DIN: 00029159) as an Independent Director of the Company for a second term of 5 (five) years

Mr. Darius Jehangir Kakalia was appointed as an Independent Director of the Company on October 6, 2014 for a term of 5 (five) consecutive years to hold office up to October 5, 2019.

On the basis of the report of performance evaluation, the Nomination and Remuneration Committee has recommended and the Board of Directors has proposed the re-appointment of Mr. Darius Jehangir Kakalia as an Independent Director, for a second term of 5 (five) consecutive years from the date on which his present term as an Independent Director expires, subject to the Member's approval as required under section 149 read with Schedule IV of the Act.

Accordingly, based on the performance evaluation of Mr. Darius Jehangir Kakalia and given the background and experience and contributions made by him during his tenure, the continued association would be beneficial to the Company.

Mr. Darius Jehangir Kakalia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received declarations from him confirming that he meets the criteria of independence as prescribed under sub-section 6 of Section 149 of the Act. In the opinion of the Board, he fulfills the conditions for re-appointment as Independent Director and is independent of the management.

The Company has also received notice from a Member under Section 160 of the Act proposing his re-appointment as Director.

This notice may be treated as information to the members about his candidature to the office of Directorship of the Company under section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms and conditions of appointment of Mr. Darius Jehangir Kakalia shall be available electronically and shall be open for inspection by the Members upto the date of the Annual General Meeting.

Mr. Darius Jehangir Kakalia is interested in the resolution set out at the Item No. 2 of the Notice in regards to his re-appointment. The relatives of Mr. Darius Jehangir Kakalia may be deemed to be interested in the resolution set out in Item No. 2, of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except as above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

Approval of Members is accordingly sought for re-appointment of Mr. Darius Jehangir Kakalia as an Independent Director as set out in the resolution at Item No. 2 of the accompanying Notice.

The Board accordingly recommends the Special Resolution as set out in Item No. 2 of the accompanying Notice for the approval of the Members.

The details of Mr. Darius Jehangir Kakalia as required under Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are mentioned below:

Name of Director	Mr. Darius Jehangir Kakalia
DIN	00029159
Brief Resume	<p>Mr. D. J. Kakalia, 71 years, is a Commerce and Law Graduate from the University of Mumbai. He is an Advocate & Solicitor of Bombay High Court & Solicitor, Supreme Court of India. He also qualified as a Solicitor of the Supreme Court of England & Wales and Hong Kong. He has developed practice as a Commercial Lawyer and has built an extensive transaction and court practice, having extensive experience in corporate and commercial matters, setting up of Joint Ventures, Mergers and Acquisitions issue of, ADR's and GDR's. His practice also extends to real estate transactions, dispute resolution and litigation related to these sectors and areas of practice. He also attends to matters relating to Electricity law and appears before the Electricity Tribunals. He also has an extensive practice in Insolvency and Bankruptcy law.</p> <p>He is a senior partner of reputed law firm of Messrs. Mulla & Mulla & Craigie, Blunt & Caroe.</p> <p>He is a Director on the board of Companies of repute and member of various Committee of those Companies. He is a Former Lecturer in law at K.C. Law College (University of Mumbai) and was also appointed as an examiner in the subject of drafting, pleading and conveyancing for final year law by the University of Mumbai. He is in charge of updating and editing the legal updates in the Mulla & Mulla and Craigie Blunt & Caroe team that annually contributes to the Internationally acclaimed Martindale Hubbell Law Digest. He is also on the panel of Arbitrators of the Hon'ble Bombay High Court.</p>
Date of Birth	19/12/1948
Age	71 years
Date of first appointment on the Board	30/06/2009
Qualifications	Commerce and Law Graduate from University of Mumbai and a qualified solicitor of the Supreme Court of England and Wales and Hong Kong.
Experience	40 +
Terms and conditions of re-appointment	Terms and conditions of re-appointment - Terms of appointment is as per the provisions of the Companies Act, 2013

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Remuneration sought to be paid	Remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participation in the Board and other meetings.
Remuneration last drawn	Remuneration by way of fee for attending meetings of the Board or Committees thereof within the limits of the Companies Act, 2013 and rules thereunder
Relationship with other Directors, and Key Managerial Personnel of the company	Not related to any Directors and Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the year	8
Number of shares held in the Company (as on March 31, 2020)	NIL
List of Directorships held in other Companies	1. Aditya Birla Finance Limited 2. Reliance Power Limited 3. Reliance Broadcast Network Limited 4. Rosa Power Supply Company Limited
Chairman/ Member in Committees of Board of companies in which he is a Director	<p>Rosa Power Limited: Audit Committee - Chairman. Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Chairman.</p> <p>Reliance Power Limited : Audit Committee - Member Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member Stake Holders & Relationship Committee - Chairman Risk Management Committee - Chairman.</p> <p>Aditya Birla Finance Limited : Nomination & Remuneration Committee - Member Finance Committee - Member Audit Committee - Member Stakeholder & Relationship Committee - Member</p>

Item No. 3: Appointment of Ms. Kala Agarwal (DIN: 08015576) as an Independent Director of the Company for a term of 5 (five) years

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, had appointed Ms. Kala Agarwal (DIN: 08015576) as an Additional (Independent) Director on July 10, 2020. In terms of section 161 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, she holds office as an Additional (Independent) Director only up to the date of the forthcoming Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had proposed her appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years from July 10, 2020, subject to approval of shareholders, as required under Schedule IV of the Act, in the ensuing Annual General Meeting.

Ms. Kala Agarwal is not disqualified from being appointed as a director under section 164 of the Act and has also given her consent to act as Director. The Company has received a declaration from her that she meets the criteria of independence prescribed under subsection (6) of Section 149 of the Act.

The Company has received a notice from a Member under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, she fulfils the conditions for her appointment as an Independent Director as specified in Companies Act, 2013, the Rules made thereunder, and is independent of the management and possesses appropriate skills, experience and knowledge that will enable her to discharge his duties, roles and function as an Independent Director.

This notice may be treated as information to the members about his candidature to the office of Directorship of the Company under section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The terms and conditions of appointment of Ms. Kala Agarwal shall be available electronically and shall be open for inspection by the Members upto the date of the Annual General Meeting.

Ms. Kala Agarwal is interested in the resolution set out at the Item No. 3 of the Notice in regards to her appointment. The relatives of Ms. Kala Agarwal may be deemed to be interested in the resolution set out in Item No. 3, of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and Except as above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the Notice.

Approval of Members is accordingly sought for appointment of Ms. Kala Agarwal as an Independent Director as set out in the resolution at Item No. 3 of the accompanying Notice

The Board accordingly recommends the Ordinary Resolution as set out in Item No. 3 of the accompanying Notice for the approval of the Members.

The details of Ms. Kala Agarwal as required under Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are mentioned below:

Reliance Broadcast Network Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 21, 2020.

Name of Director	Ms. Kala Agarwal
DIN	08015576
Brief Resume	Ms. Kala Agarwal is a Fellow Member of Institute of Company Secretaries of India. She is a Practicing Company Secretary since 2003 and has vast experience of more than 15 years. Her area of service includes Company Law and Secretarial Compliance, RBI & Forex Laws Compliance and Corporate Advisory. She appears before National Company Law Tribunal (NCLT), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Representation before Regional Directors (RD) of multiple regions, Representation before Regional Directors (RD) of multiple regions, Representation before various Stock Exchanges.
Date of Birth	15/06/1971
Age	49 years
Date of first appointment on the Board	10/07/2020
Qualifications	Fellow Member of the Institute of Company Secretaries of India
Experience	20 +
Terms and conditions of appointment	Terms of appointment is as per the provisions of the Companies Act, 2013
Remuneration sought to be paid	Remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participation in the Board and other meetings.
Remuneration last drawn	N/A
Relationship with other Directors, Key Managerial Personnel of the company	Not related to any Directors and Key Managerial Personnel of the Company
Number of Meetings of the Board attended during the year	N/A

Number of shares held in the Company (as on July 10, 2020)	NIL
List of Directorships held in other Companies	Pranavaditya Spinning Mills Limited
Chairman/ Member in Committees of Board of companies in which she is a Director	Pranavaditya Spinning Mills Limited

Item No. 4: Remuneration to cost auditors of the Company

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration for the financial year 2020-21 of M/s. N Ritesh & Associates, Cost Accountants (Firm Registration No. 100675), to conduct the audit of the cost records of the Company.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor for each financial year is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors for the Financial Year 2020-21.

None of the Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

By Order of the Board of Directors

Kinjal Sudhir Vyas
Company Secretary

Registered Office:
Unit No. 503, 5th Floor, ARC Plaza Industrial Estate,
48 Oshiwara Village, Jogeshwari (West),
Mumbai - 400102, Maharashtra, India
CIN: U64200MH2005PLC158355
Website: www.reliancebroadcast.com
August 21, 2020