

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Reliance Broadcast Network Limited ("the Company") will be held on Friday, June 21, 2019 at 11.00 A.M. at 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri (West), Mumbai – 400 053 to transact the following special businesses:

1. Issue of Equity Shares on Preferential basis:

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

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) and all other applicable provisions applicable, if any, of the Companies Act, 2013 and read with the Rules made there under (including any statutory modification(s) or re-enactments thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company any other Rules/Regulations/ Guidelines, if any, prescribed by the statutory/regulatory authority, the approval of the Members of the Company be and is hereby granted to the Board of Directors of the Company to issue, offer and allot, from time to time and in one or more tranches, 1,20,00,00,000 (One Hundred and Twenty Crores) Equity shares of face value of Rs. 5 (Rupees Five) each, at a price of Rs. 5 (Rupees Five) ("Issue Price") per equity share to Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) by way of a Preferential Issue, through offer letter and/or circular and / or information memorandum and / or such other documents /writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion.

RESOLVED FURTHER THAT the Equity Shares to be issued, offered and allotted in the manner aforesaid shall rank pari – passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving to this resolution, the Directors, Chief Executive Officer or Chief Financial Officers or Company Secretary of the Company be and are hereby severally authorized to sign and execute all deeds/documents/ agreements/papers/writings in connection with issue and allotment of shares and to do all such acts, deeds matters and things as it may deem necessary, desirable and expedient for such purpose, including without limitation, to issue of certificates / credit of securities in dematerialized form, clarifications, effecting any modifications or changes to the foregoing, in connection therewith and incidental thereto and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer, allot and utilization of proceeds of the said shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT a certified copy of the resolution be given to any one concerned or interested in the matter".

2. Issue of Equity Shares on Preferential basis:

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

"RESOLVED THAT pursuant to the provisions of Section 42, and Section 62(1)(c), and all other applicable provisions applicable, if any, of the Companies Act, 2013 and read with the Rules made there under (including any statutory modification(s) or re-enactments thereof, for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company any other Rules/Regulations/ Guidelines, if any, prescribed by the statutory/regulatory authority, the approval of the Members of the Company be and is hereby granted to the Board of Directors of the Company to issue, offer and allot, from time to time and in one or more tranches, 40,40,37,212 (Forty Crores Forty Lakhs Thirty Seven Thousand Two Hundred and Twelve) Equity shares of face value of Rs. 5 (Rupees Five) each, at a price of Rs. 5 (Rupees Five) ("Issue Price") per equity share to Music Broadcast Limited by way of a Preferential Issue, through offer letter and/or circular and / or Information Memorandum and / or such other documents /writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion.

RESOLVED FURTHER THAT the Equity Shares to be issued, offered and allotted in the manner aforesaid shall rank pari – passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving to this resolution, the Directors, Chief Executive Officer or Chief Financial Officers or Company Secretary of the Company be and are hereby severally authorized to sign and execute all deeds/documents/ agreements/papers/writings in connection with issue and allotment of shares and to do all such acts, deeds matters and things as it may deem necessary, desirable and expedient for such purpose, including without limitation, to issue of certificates / credit

of securities in dematerialized form, clarifications, effecting any modifications or changes to the foregoing, in connection therewith and incidental thereto and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer, allot and utilization of proceeds of the said shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT a certified copy of the resolution be given to any one concerned or interested in the matter".

3. Alteration of Articles of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and the applicable rules and regulations thereto (including any re-enactment(s) and modification(s) made there under), the approval of the members of the Company be and is hereby granted to the Board of Directors of the Company to adopt new set of Articles of Association ("Articles") of the Company in total exclusion, substitution and superseding of the existing Articles of the Company.

RESOLVED FURTHER THAT Directors, Chief Executive Officer or Chief Financial Officers or Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution including but not limited to the filing of necessary forms, returns, documents etc. and co-ordination with the Registrar of Companies and to comply with all other requirements in this regard."

By Order of the Board of Directors

Registered Office:

401, 4th Floor
Infiniti, Link Road
Oshiwara, Andheri (W)
Mumbai 400 053
CIN: U64200MH2005PLC158355
Website: www.reliancebroadcast.com
Date: May 27, 2019.

Pooja Sutradhar
Company Secretary

Notes:

1. Statement pursuant to Section 102 (1) of the Companies Act, 2013 (the "Act") setting out material facts relating to the Special Businesses to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the EGM. A proxy form is sent herewith.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall provide his identity at the time of attending the meeting.
4. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified true copy of the board resolution authorizing their representative(s) together with their specimen signature(s) to attend and vote on their behalf at the EGM.
5. Members/Proxies are requested to bring their duly filed Attendance Slip sent herewith at the EGM.
6. 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 at the meeting.
7. 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 Regd. Folio Number in the Attendance Slip for attending the EGM to facilitate identification of membership at the EGM.
8. Only registered members of the Company or any proxy appointed by such registered member may attend the EGM as provided under the provisions of the Act.
9. In Compliance with provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration Rules), 2014 the Company is offering e-voting facility to all Members of the Company through notice dated May 27, 2019 and the businesses may be transacted through e-voting services provided by Karvy Fintech Private Limited ("Karvy"), our Registrar and Transfer Agents to enable the Members to cast their vote electronically. The Members can cast their vote online from 10.00 am on June 17, 2019 to 5.00 pm on June 20, 2019 both days inclusive. The Members shall refer to their detailed procedure on e-voting given in the e-voting instruction slip.
10. The Instructions on e-voting are set out in the e-voting form annexed with this Notice.
11. The Board of Directors have appointed Shri Anil Lohia, Partner of M/s. Dayal and Lohia, Chartered Accountants or in his absence Mr. Rinkit Uchat, Partner of M/s. Dayal and Lohia, Chartered Accountants as Scrutinizer to scrutinize the e-voting process in fair and

transparent manner. The scrutinizer shall unblock the votes in the presence of at least two witnesses not being in the employment of the company and shall within a period of not exceeding three working days from the conclusion of e-voting period make a scrutinizer's report of the votes cast in favour or against, if any, and send forthwith to the Chairman of the EGM. The results on Resolutions shall be declared at or after the EGM and subject to the receipt of requisite votes, the resolution shall be deemed to be passed on the date of the EGM. The results declared alongwith the scrutinizer's report will be available on the website of the Company (www.reliancebroadcast.com) and on Karvy's website (<https://www.karvyfintech.com>) within two days of passing of the Resolution.

12. Notice of the EGM along with the Attendance Slip, Proxy Form and a letter giving the process, instructions and the manner of conducting E-Voting is being sent electronically to all the members whose email ID's are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
13. 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 Saturday between 11:00 A.M. and 1:00 P.M. up to the date of the EGM.
14. Shareholder holding Equity Shares shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
15. 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.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communications from the Company electronically. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Karvy.
17. Non-Resident Indian members are requested to inform Karvy, 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.
18. Members are requested to fill in and submit online the Feedback Form provided in the 'Contact Us' section on the Company's website www.reliancebroadcast.com to aid the Company in its constant endeavor to enhance the standards of service to investors.
19. 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.
20. 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.

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the special businesses mentioned in the accompanying Notice

Item No. 1

The Board at its meeting held on May 27, 2019 has accorded its approval for raising funds through preferential issue by issuing up to 1,20,00,00,000 (One Hundred and Twenty Crores) Equity shares of face value of Rs. 5 (Rupees Five) each, at a price of Rs. 5 (Rupees Five) on a preferential basis to entities/persons mentioned in Point (9) aggregating to Rs. 6,00,00,00,000 (Rupees Six Hundred Crores Only). The amount would be used to repay the existing debts of the Company.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, wherever applicable and other applicable provisions, if any, of the Companies Act 2013, issue of Equity Shares is required to be approved by the members of the Company by Special Resolution. In this connection, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

1.	The objects of the issue	Repayment of debts by way of repayments/prepayments, in full or in part, of the existing debts of the Company.
2.	The total number of shares or other securities to be issued	1,20,00,00,000 Equity Shares of Face value of INR 5 each
3.	The price or price band at which the allotment is proposed;	INR 5 per share
4.	Basis on which the price has been arrived at along with report of the registered valuer	The price has been decided on the basis of the valuation report of Mr. Vishal R Laheri, Registered Valuer, Registration No: IBBI/RV/05/2019/11283
5.	The relevant date with reference to which price has been arrived at;	31st March, 2019

6.	The class or classes of persons to whom the allotment is proposed to be made;	Promoter (Reliance Entertainment Networks Private Limited) (formerly known as Reliance Land Private Limited)
7.	Intention of the promoters, directors or key managerial personnel to subscribe to the offer	Intention is to augment the financial resources for the Company through the promoter by issuance of equity shares of the Company on private placement basis
8.	The proposed time within which the allotment shall be completed	The Company will complete the allotment of shares within a period of 60 days from the date of receipt of share application money
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) – 99.61%.
10.	The change in control, if any in the Company that would occur consequent to the preferential offer	The change in control will not be diluted by allotment consequent to the preferential offer.
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	N.A
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	N.A
13.	The pre issue and post issue shareholding pattern of the company in the following format	Provided below

Sr. No	Category	Pre- issue		Post issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters Holding				
1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	7,45,14,797	93.79	1,27,45,14,797	99.61
	Sub – Total	7,45,14,797	93.79	1,27,45,14,797	99.61
2	Foreign Promoters	-			
B	Non – Promoters holding				
1	Institutional Investors	50	0.00	50	0.00
2	Non – Institution:				
	Private Corporate Bodies	246,385	0.31	246,385	0.02
	Directors and Relatives	-	-	-	-
	Indian Public	46,06,630	5.80	46,06,630	0.36
	Others (Including NRIs)	83,308	0.10	83,308	0.01
	Sub – Total (B)	49,36,373	6.21	49,36,373	0.39
	Grand Total	7,94,51,170	100.00	1,27,94,51,170	100.00

Accordingly, the Board recommends the proposed resolution as set out at Item No. 1 for the approval of members by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out in the Notice except to the extent of their directorship and shareholding in the Company.

Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited), promoters of the Company are interested upto the extent of their shareholding.

Item No. 2

Pursuant to the Share Subscription agreement executed between the Company, Reliance Capital Limited (Existing shareholder), Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) (Existing shareholder) and Music Broadcast Limited (Investor), the Company proposes to issue, offer and allot 40,40,37,212 (Forty Crore Forty Lakhs Thirty Seven Thousand Two Hundred and Twelve) Equity shares of face value of Rs. 5 (Rupees Five) each, at a price of Rs. 5 (Rupees Five) to the Investor of the Company in the manner as contemplated under the Share Subscription Agreement.

Accordingly, it is proposed to issue, offer and allot 40,40,37,212 (Forty Crore Forty Lakhs Thirty Seven Thousand Two Hundred and Twelve) Equity shares of face value of Rs. 5 (Rupees Five) each, at a price of Rs. 5 (Rupees Five) aggregating to Rs. 2,02,01,86,060/- (Rupees Two Hundred and Two Crores One Lakh Eighty Six Thousand and Sixty only) to the Investor on preferential basis. The Board of Directors of the Company vide its meeting dated May 27, 2019 has agreed to the issuance and seeks the approval of members for the same.

In terms of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, wherever applicable and other applicable provisions, if any, of the Companies Act 2013, issue of Equity Shares is required to be approved by the members of the Company by Special Resolution. In this connection, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

1	The objects of the issue	Repayment of debts by way of repayments/prepayments, in full or in part, of loans availed by the Company.
2	The total number of shares or other securities to be issued	40,40,37,212 Equity Shares of Face value of INR 5 each
3	The price or price band at/within which the allotment is proposed;	INR 5 per share
4	Basis on which the price has been arrived at along with report of the registered valuer	The price has been decided on the basis of the valuation report of Mr. Vishal R Laheri, Registered Valuer, Registration No : IBBI/RV/05/2019/11283
5	The relevant date with reference to which price has been arrived at;	31 st March, 2019
5	The class or classes of persons to whom the allotment is proposed to be made;	Body Corporate
6	Intention of the promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the proposed issue.
7	The proposed time within which the allotment shall be completed	The Company will complete the allotment of shares within a period of 60 days from the date of receipt of share application money
8	the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Music Broadcast Limited – 24.01%
9	The change in control, if any in the Company that would occur consequent to the preferential offer	The change in control will not be diluted by allotment consequent to the preferential offer.
10	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	N.A
11	the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	N.A
12	The pre issue and post issue shareholding pattern of the company in the following format	Provided below

Sr. No	Category	Pre- issue		Post issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters Holding				
1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	1,27,45,14,797	99.61	1,27,45,14,797	75.71
	Sub - Total	1,27,45,14,797	99.61	1,27,45,14,797	75.71
2	Foreign Promoters	-	-	-	-
B	Non - Promoters holding				
1	Institutional Investors	50	0.00	50	0.00
2	Non - Institution:				
	Private Corporate Bodies	2,46,385	0.02	40,42,83,597	24.01
	Directors and Relatives	-	-	-	-
	Indian Public	46,06,630	0.36	46,06,630	0.27
	Others (Including NRIs)	83,308	0.01	83,308	0.00
	Sub - Total (B)	49,36,373	0.39	40,89,73,585	24.29
	Grand Total	1,27,94,51,170	100.00	1,68,34,88,382	100.00

Accordingly, the Board recommends the proposed resolution set out at Item No. 2 for the approval of members by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out in the Notice except to the extent of their directorship and shareholding in the Company.

Item No. 3

The members are informed that the Company has executed various agreements between the Company, Reliance Capital Limited (Existing shareholder), Reliance Entertainment Networks Private Limited (formerly known as Reliance Land Private Limited) (Existing shareholder) and Music Broadcast Limited (Investor). Pursuant to the agreements that would be executed, it would necessitate on the part of the Company to carry out amendment in the Articles of Association of the Company.

Hence, it is considered desirable and simpler to adopt a comprehensive new set of Articles of the Company, in substitution of the present Articles of the Company as per the provisions of Section 14 of the Companies Act, 2013, which requires approval of shareholders of the Company by way of Special Resolution.

The copy of existing and amended Articles of the Company will be available for inspection by members during business hours at the registered office of the Company till the date of Extraordinary General Meeting.

The Board of Directors recommends the Item No. 3 to be passed by the members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out in the Notice.

By Order of the Board of Directors

Registered Office:

401, 4th Floor
Infiniti, Link Road
Oshiwara, Andheri (W)
Mumbai 400 053
CIN: U64200MH2005PLC158355
Website: www.reliancebroadcast.com
Date: May 27, 2019

Pooja Sutradhar
Company Secretary

Route Map for venue of Extra-Ordinary General Meeting





Broadcast Network

Reliance Broadcast Network Limited

Registered Office: 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri (West), Mumbai 400 053
CIN: U64200MH2005PLC158355, Tel: +91 22 6245 8585 Fax: +91 22 6245 8588
Website: www.reliancebroadcast.com,
E-mail: investors@radiobigfm.com

**ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING**

*DP Id / Client Id		Name and Address of the registered Shareholder	
Regd. Folio No.			
No. of Share(s) held			

(* Applicable for Members holding share(s) in electronic form)

I/ We hereby record my/our presence at the **Extraordinary General Meeting** of the Members of Reliance Broadcast Network Limited held on Friday, June 21, 2019 at 11.00 am at 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri (West), Mumbai 400 053.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.



Broadcast Network

Reliance Broadcast Network Limited

Registered Office:401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri (West), Mumbai 400 053
CIN: U64200MH2005PLC158355, Tel: +91 22 6245 8585 Fax: +91 22 6245 8588
Website: www.reliancebroadcast.com,
E-mail: investors@radiobigfm.com

**PROXY FORM
FORM NO. MGT-11**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)			
Registered Address			
E-mail Id			
*DP Id / Client Id		Regd. Folio No.	

(* Applicable for Members holding share(s) in electronic form)

I / We, being the member(s) of shares of the above named company, hereby appoint:

- (1) Name: Address:
E-mail Id: Signature..... or failing him
- (2) Name: Address:
E-mail Id: Signature..... or failing him
- (3) Name: Address:
E-mail Id: Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, June 21, 2019 at 11.00 a.m at 401, 4th Floor, INFINITI Link Road, Oshiwara, Andheri West Mumbai -400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution	For	Against
1	Issue of Equity Shares on Preferential Basis		
2	Issue of Equity Shares on Preferential Basis		
3	Alteration of Articles of Association of the Company		

Signed this _____ day of _____, 2019.

Signature of the Shareholder _____ Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

RELIANCE**Broadcast Network****Reliance Broadcast Network Limited**Registered Office: 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri (West), Mumbai- 400 053.

Tel.: + 91 22 6245 8585

Fax: + 91 22 6245 8588

E-mail:investors@radiobigfm.com

Website:www.reliancebroadcast.com

CIN: U64200MH2005PLC158355

Dispatch Ref No.:

Reference 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 Share(s) held :

(*Applicable to investors holding share(s) in dematerialized form)

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Reliance Broadcast Network Limited ("RBNL" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the item of businesses to be transacted at the Extra Ordinary General Meeting scheduled to be held on Friday, June 21, 2019 at 11.00 A.M. at 401, 4th Floor, INFINITI Link Road, Oshiwara, Andheri West Mumbai – 400053.

The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10.00 A.M. IST on Monday, June 17, 2019.

End of e-voting : Up to 5.00 P.M. IST on Thursday, June 20, 2019.

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for the Extra Ordinary General Meeting is Friday, June 14, 2019.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated May 27, 2019 for the Extra Ordinary General Meeting scheduled to be held on Friday, June 21, 2019 which is being mailed to you with this communication.

The Notice for the Extra Ordinary General Meeting and this communication are also available on the website of the Company at www.reliancebroadcast.com

Yours faithfully,

For Reliance Broadcast Network Limited

Mumbai

May 27, 2019

Pooja Sutradhar
Company Secretary

Instructions and other information relating to remote e-voting are as under:

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:
 - i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
 - ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No./DP ID / 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
	For Members holding shares in Physical Form:- Event Number followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / 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.

- iii) Members can cast their vote on-line from Monday, June 17, 2019 at 10.00 A.M. IST to Thursday, June 20, 2019 till 5.00 P.M. IST.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) 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 Karvy 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.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt you to select the 'Event' i.e. '**Company Name**'.
 - viii) 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.
 - ix) 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'.
 - x) 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.
 - xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 3. 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, June 14, 2019.
 4. **The facility for voting shall be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.**

In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website <https://evoting.karvy.com> OR contact toll free