

# Reliance Broadcast Network Limited

## Notice

Notice is hereby given that the **18<sup>th</sup> Annual General Meeting** ('AGM') of the Members of **Reliance Broadcast Network Limited** ('RBNL' / 'the Company') will be held on Thursday, September 29, 2022 at 3:00 P.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, 2022 and the reports of the Board of Directors (along with all the annexures) and Auditors thereon

### Special Business:

#### 2. Remuneration to Cost Auditor

To consider and, if thought fit, to pass, the following 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 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 2022-23 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 ₹ 50,000/- (Rupees Fifty Thousand only) p.a., be and is hereby ratified and confirmed."

#### 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 provisions of Section 14 of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed thereunder, and subject to the approvals, permission and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

#### 1. The new articles be added therein after point no. (pp) and serial number of existing articles shall be changed accordingly::

- (i) "public company" means a company which—
  - (a) is not a private company;
  - (b) has a minimum paid-up share capital as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;"

#### 2. The new articles be added therein after point no. 64(ii) and serial number of existing articles shall be changed accordingly:

- (iii) The Board of directors may appoint alternate directors and directors in casual vacancy in accordance with section 161 of the Act.

- (iv) The Board of directors shall exercise all the powers of management and superintendence of the business, activities and affairs of the company, which shall, without limitation, include the power to:

- (a) Appoint and remunerate employees, officers, legal representatives, professionals, consultants, agents and other service providers;
- (b) Enter into contracts and execute necessary documents and writings;
- (c) Open, operate and close banking accounts (including fixed deposit accounts);
- (d) Make, draw, accept, endorse and otherwise deal with negotiable instruments;
- (e) Receive and issue effectual receipts for funds received by the company;
- (f) Provide for, pay and reimburse all costs, charges and expenses incurred by or on behalf of the company;
- (g) Contribute to bona fide charitable and other funds not relating to business;
- (h) Borrow monies, secure the same by hypothecation, pledge, mortgage, lien or charge on all or any of the undertakings, properties, rights and assets of the company, both present and future; repay and guarantee repayment of the monies borrowed;
- (i) Lend or advance money; guarantee or secure the performance of any contract or obligation;
- (j) Invest the funds not immediately required for business of the company;
- (k) Acquire, hold and dispose off movable and immovable properties (including intellectual property rights);
- (l) Establish, operate and close branch offices and other places of business;
- (m) Institute, conduct, defend, compound or abandon any suits or legal proceedings.

- (v) The Board may, from time to time, delegate to a committee of directors, the Chairperson, Managing, Executive or Whole-time director, Manager, officer or employee of the company or any other person, such of its powers, duties, functions and responsibilities (other than those which cannot be delegated by virtue of any statutory or contractual provisions), on such terms and conditions and for such period as it may deem fit.

#### 3. The existing articles from nos. 88 to 104 ('the agreement articles') and Schedules 1, 2 & 3 therein be deleted.'

**RESOLVED FURTHER THAT** Directors, Chief Executive Officer or Chief Financial Officer 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

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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

Kajal Damania  
Company Secretary

Registered Office:  
Unit No. 503, 5<sup>th</sup> Floor, ARC Plaza Industrial Estate,  
48 Oshiwara Village, Jogeshwari (West),  
Mumbai – 400 102, Maharashtra, India.  
CIN: U64200MH2005PLC158355  
Website: [www.reliancebroadcast.in](http://www.reliancebroadcast.in)  
August 26, 2022  
Place: Mumbai

### 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 18<sup>th</sup> Annual General Meeting ('AGM') is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021 and May 05, 2022 (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. Since the AGM is being held through VC / OAVM, physical attendance of Members 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. In compliance with the aforesaid MCA Circulars (collectively referred to as "Circulars", Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at [www.reliancebroadcast.in](http://www.reliancebroadcast.in), and also on the website of M/S. KFin Technologies Limited (KFinTech) at [www.kfintech.com](http://www.kfintech.com).
5. 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 KFinTech, by e-mail through its registered e-mail address to [rbnl@kfintech.com](mailto:rbnl@kfintech.com)
6. Members whose email address are not registered can register the same in the following manner so that they can receive all communications from the Company electronically:
  - a. Members holding share(s) in physical mode – by contacting on [investors@radiobigfm.com](mailto:investors@radiobigfm.com) and/or [rbnl@kfintech.com](mailto:rbnl@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 – by registering / updating 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 KFinTech, Registrar and Transfer Agent as the authorised agency for conducting of the e-AGM electronically 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/KFinTech.
    - (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 <https://reliancebroadcast.in/investors-desk/pdf/Nomination%20Form.pdf>
  - (d) Non-Resident Indian members are requested to inform KFin Technologies 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 [www.reliancebroadcast.in](http://www.reliancebroadcast.in) 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

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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.
11. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Chandras 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 their 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 of the voting will be posted on the website of the Company at [www.reliancebroadcast.in](http://www.reliancebroadcast.in) and also on the website of KFinTech at <https://evoting.kfintech.com>.
12. Instructions for attending the AGM and e-voting are as follows:

- In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is offering e-voting facility to all Members of the Company. 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. Thursday, September 22, 2022 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 Saturday, September 24, 2022 to 5:00 P.M. (IST) on Wednesday, September 28, 2022. At the end of remote e-voting period, the facility shall forthwith be blocked.
- Individual demat account holders would be able to cast their vote without having to register again with the e-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date i.e., Thursday, September 22, 2022.

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 will be entitled to vote at the AGM.

- Any person holding shares in physical form and non-individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to KFinTech at - [rbnl@kfintech.com](mailto:rbnl@kfintech.com). However, if he / she is already registered with KFinTech for remote e-voting, then he / she can use his / her existing User ID and password for casting the e-vote.
- In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- 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.
- The details of the process and manner for remote e-voting and e-AGM are explained herein below:

### Part A – E-voting

- Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Types of Shareholder	Login Method
<b>Securities held in demat mode with NSDL</b>	<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting"</li> <li>Click on company name or ESP and you will be re-directed to the ESP's website for casting the vote during the remote e-voting period.</li> </ol>
	<b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in points 1</li> </ol>

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Types of Shareholder	Login Method
	<p><b>3. Alternatively by directly accessing the e-voting website of NSDL</b></p> <p>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <ol style="list-style-type: none"> <li>Click on the icon "Login" which is available under 'Shareholder/ Member' section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>Post successful authentication, you will be requested to select the name of the Company and the ESP, i.e. KFinTech.</li> <li>On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e-voting period.</li> </ol>
Securities held in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and password.</li> <li>The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFinTech e-voting portal.</li> <li>Click on e-voting service provider name to cast your vote.</li> </ol>
	<p><b>2. User not registered for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1.</li> </ol>
	<p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided with the link for the respective ESP i.e. KFinTech where the e- Voting is in progress.</li> </ol>

Types of Shareholder	Login Method
<p><b>Login through Depository Participant Website where demat account is held</b></p>	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility.</li> <li>Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</li> <li>Click on options available against company name or ESP – KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period without any further authentication.</li> </ol>
<p><b>Important note:</b> Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</p>	
Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at or call at toll free no.: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> at 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at or contact <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> at 022- 23058738 or 022- 23058542-43

## 2. Access to KFinTech e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

- Members whose email IDs are registered with the Company/ DPs, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
  - Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".
  - You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric

value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVEN" i.e. 'Reliance Broadcast Network Limited- AGM' and click on "Submit"
- (vii) On the voting page, enter the number of share(s) (which represents the number of votes) as on the Cut- off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer's email id [scrutinizerag1@gmail.com](mailto:scrutinizerag1@gmail.com) with a copy marked to [rbnl@kfintech.com](mailto:rbnl@kfintech.com). The scanned image of the above- mentioned documents should be in the naming format "Corporate Name\_ Even No."
- (b) Members whose email IDs are not registered with the Company / DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- (i) Temporarily get their email address and mobile number provided with KFintech, by sending an e-mail to [evoting@kfintech.com](mailto:evoting@kfintech.com) / [rbnl@kfintech.com](mailto:rbnl@kfintech.com)

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [rbnl@kfintech.com](mailto:rbnl@kfintech.com)

- (ii) Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- (iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

### **Part B -Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate in e-AGM and vote thereat.**

Instructions for all the shareholders for attending the AGM of the Company through VC / OAVM and e-voting during the meeting.

- (i) Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFintech.

After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the 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 above.

- (ii) Facility for joining AGM through VC / OAVM shall open at least 15 minutes before the time scheduled for the Meeting.
- (iii) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- (iv) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid difficulties.
- (v) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number

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/ folio number, email id, mobile number at <https://evoting.kfintech.com>. Queries received by the Company till Wednesday, September 28, 2022 (5.00 P.M. IST) shall only be considered and responded during the AGM.

- (vi) The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- (vii) A member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- (viii) Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, 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.
- (ix) The members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit and login through the user id and password provided by KFinTech. On successful login, select 'Speaker Registration'. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM.
- (x) In case of any query and / or grievance, in respect of voting by electronic means, members may refer to the

Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or email at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech's toll free no. 1800 309 4001.

- (xi) In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he / she may obtain the User ID and Password in the manner as mentioned below:
  - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
    - 1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
    - 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
    - 3. Example for Physical: MYEPWD <SPACE> XXXX1234567890
  - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- (xii) Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1800 309 4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).



# Reliance Broadcast Network Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013, to the accompanying Notice dated August 23, 2021.

## Statement pursuant to Section 102(1) of the Companies Act, 2013, to the accompanying Notice dated August 23, 2021.

### Item No. 2: 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 2022-23 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 2022-23.

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. 2 for the approval of Members.

### Item No. 3: Alteration of Articles of Association of the Company

The members are informed that the Company had 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 were executed, it was necessitated on the part of the Company to carry out amendment in its Articles of Association by adding articles nos. 88 to 104 ('the agreement articles'). However, the agreements were terminated by Music Broadcast Limited (Investor) and the same was intimated by Music Broadcast Limited to its shareholders vide its communication dated April 09, 2021 and to Reliance Broadcast Network Limited vide its letter dated April 13, 2021.

Hence, in view of the agreements getting terminated it is considered necessary to delete the Articles nos 88 to 104 and Schedules 1, 2 & 3 of existing 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.

Further, it is necessary to add new Articles in form of point no. (qq) and point no. 64 (iii), (iv) and (v) and serial number of existing articles shall be changed accordingly subject to the approval of the members of the Company

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 Annual 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

Kajal Damania  
Company Secretary

Registered Office:  
Unit No. 503, 5<sup>th</sup> Floor, ARC Plaza Industrial Estate,  
48 Oshiwara Village, Jogeshwari (West),  
Mumbai – 400 102, Maharashtra, India.  
CIN: U64200MH2005PLC158355  
Website: [www.reliancebroadcast.in](http://www.reliancebroadcast.in)

August 26, 2022  
Place: Mumbai