

CORRIGENDUM TO THE PUBLIC ANNOUNCEMENT TO THE EQUITY SHAREHOLDERS OF FAME INDIA LIMITED

Registered Office: Fame Adlabs, 2nd Floor, Andheri Link Road, Oshiwara, Andheri (West), Mumbai - 400053.

Tel: +91 22 66403640, **Fax:** +91 22 66403637, **Website:** www.fame.co.in

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS OF FAME INDIA LIMITED

This announcement ("Second Corrigendum") is being issued by ICICI Securities Limited ("Manager to the Offer"), for and on behalf of Reliance MediaWorks Limited ("RMW" or the "Acquirer"), along with the Persons Acting in Concert, Reliance Capital Partners ("RCP" or "PAC1") and Reliance Capital Limited ("RCL" or "PAC2") to the equity shareholders of Fame India Limited ("FIL" or the "Target Company") pursuant to and in compliance with Regulations 10, 12, 25(1) and 25(3) and other applicable provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto ("Regulations") or the "SEBI Takeover Code" and is in continuation of and should be read in conjunction with the Public Announcement ("PA") published on February 21, 2010 and the First Corrigendum to the PA published on March 5, 2010 in all editions of The Financial Express and Jansatta and in the Mumbai edition of Navshakti.

The shareholders of the Target Company are requested to note the following:

1. Revised schedule of activities pertaining to the Offer

SEBI vide its letter dated December 2, 2010 (the "SEBI Observations Letter") has issued its observations in terms of the proviso to Regulation 18(2) of the Regulations on the draft Letter of Offer submitted to SEBI. Accordingly, the revised schedule of activities is as under:

Activity	Original Schedule	Revised Schedule
Date of the PA	Sunday, February 21, 2010	Sunday, February 21, 2010
Date of First Corrigendum to the PA	-	Friday, March 5, 2010
Specified Date*	Friday, March 19, 2010	Friday, March 19, 2010
Date of Second Corrigendum to the PA	-	Thursday, December 9, 2010
Date by which Letter of Offer will be dispatched to shareholders of FIL	Friday, March 26, 2010	Saturday, December 11, 2010
Date of opening of the Offer	Thursday, April 1, 2010	Thursday, December 16, 2010
Last date for revising the Offer Price/ number of shares	Thursday, April 8, 2010	Friday, December 24, 2010
Last date for withdrawing acceptance from the Offer	Thursday, April 15, 2010	Thursday, December 30, 2010
Date of closure of the Offer	Tuesday, April 20, 2010	Tuesday, January 04, 2011
Date by which rejection/acceptance would be intimated and payment of consideration for shares accepted will be made and / or unaccepted shares/ share certificates will be credited/dispatched	Wednesday, May 5, 2010	Wednesday, January 19, 2011

* Specified Date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer will be sent and all owners (registered or unregistered) of the shares of Fame India Limited (except the Acquirer and the PACs) are eligible to participate in the Offer anytime before the close of the Offer.

- As stated in the First Corrigendum to the PA, the Offer Size is 2,17,00,000 fully paid up equity shares of face value Rs. 10 (Rupees Ten only) of the Target Company, representing 62.36% of the fully paid up and issued equity share capital of the Target Company. However, as per the data available on the websites of the Stock Exchanges, the Target Company has subsequently allotted 1,51,770 fully paid up equity shares to its employees under Employee Stock Option Scheme 2009. Consequently, the fully paid up and issued equity share capital of the Target Company has increased from 3,47,95,262 equity shares to 3,49,47,032 equity shares and hence, the Offer Size of 2,17,00,000 equity shares now represents 62.09% of the fully paid up and issued equity share capital of the Target Company.
- As stated in the First Corrigendum to the PA, PAC1 held 41,13,493 equity shares of the Target Company as on the date of the PA. Since the date of the PA, PAC1 has further purchased 14,35,644 equity shares of the Target Company through open market purchases in compliance with the Regulation 20(7) and Regulation 22(17) of the Regulations. The maximum price per share paid by PAC1 for acquiring these 14,35,644 shares was Rs. 83.40 and the average acquisition price per share was Rs. 82.17. Accordingly, as on the date of this Second Corrigendum, PAC1 holds 55,49,137 equity shares in the Target Company, representing 15.88% of the fully paid up and issued equity share capital of the Target Company.
- Pursuant to this Offer (assuming full acceptances), the Acquirer and the PACs will hold 2,72,49,137 equity shares constituting 77.97% of the fully paid up and issued equity share capital of the Target Company. Therefore, the Offer may result in the public shareholding in FIL falling below the limit specified in Clause 40A of the extant listing agreement with the Stock Exchanges. In such an event, the Acquirer and the PACs shall take necessary steps to facilitate compliance of the Target Company with the relevant listing provisions thereof, within the time period mentioned therein, in accordance with the provisions of Regulation 21(2) of the Regulations.
- This Offer requires the approval from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("FEMA") for acquiring equity shares validly tendered under the Offer by persons resident outside India. The Acquirer, along with the PACs, has applied for such RBI approval on May 27, 2010.
- The collection centres of Karvy Computershare Private Limited, the Registrar to the Offer, as mentioned in paragraph no. 84 of the PA stand revised as below:

No.	Collection Centre	Address of Collection Centre	Contact Person	Email Address	Phone No.	Fax	Mode of delivery
1.	Mumbai (Andheri)	Karvy Computershare Pvt. Ltd. 7, Andheri Industrial Estate, Off Veera Desai Road, Andheri (W), Mumbai – 400053	Neelambari Mokul	neelam@karvy.com	022-26730799 / 26730843	022-26730152	Hand Delivery & Registered Post
2.	Mumbai (Fort)	Karvy Computershare Pvt. Ltd. 24, Maharashtra Chamber of Commerce Lane, Opp. MSC Bank, Nr Kalaghoda, Behind Rythm House, Fort, Mumbai – 400023	Nutan Shirke	ircfort@karvy.com nutan.shirke@karvy.com	022-66382666 / 66381747	022-66331135	Hand Delivery & Registered Post
3.	New Delhi	Karvy Computershare Pvt. Ltd. 305, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi - 110001	Rakesh Kumar Jamwal / Vinod Singh Negi	rakeshj@karvy.com jmathew@karvy.com	011-41036370	011-43681700	Hand Delivery & Registered Post
4.	Kolkata	Karvy Computershare Pvt. Ltd. 49, Jatin Das Road, Near Deshpriya Park, Kolkata – 700029	Sujit Kundu / Debnath	nilkanta@karvy.com sujitkundu@karvy.com	033-24644891	033-24644866	Hand Delivery & Registered Post
5.	Chennai	Karvy Computershare Pvt. Ltd. 33/1, Venkatramana Street, T. Nagar, Chennai - 600017	Ms. S. Janaki	s.janaki@karvy.com	044-28151793 / 42121332	044-28153181	Hand Delivery & Registered Post
6.	Ahmedabad	Karvy Computershare Pvt. Ltd. 201-203, Shail, Opp: Madhusudhan House, Behind Girish Cold Drinks, Off C G Road, Ahmedabad-380006	Aditya Gupta/ Robert Joeboy	ahmedabad@karvy.com robert.joeboy@karvy.com	079-66614772	079-26565551	Hand Delivery & Registered Post
7.	Hyderabad	Karvy Computershare Pvt. Ltd. Plot No. 17 - 24, Vitthal Rao Nagar, Madhapur, Hyderabad – 500081	Ms. Rinky Sareen	rinky.sareen@karvy.com	040-23420815	040-23431551	Hand Delivery & Registered Post

The capitalized terms used in this Second Corrigendum, unless otherwise defined, shall have the same meaning as assigned to them in the PA. This Second Corrigendum will also be available on the SEBI website at <http://www.sebi.gov.in>.

The Acquirer and the PACs accept full responsibility for the information contained in this Second Corrigendum and also for fulfilling their obligations under the Regulations.

**Issued by the Manager to the Offer
For and on behalf of the Acquirer and the PACs**



ICICI Securities Limited

ICICI Centre, H.T. Parekh Marg, Churchgate, Mumbai 400 020, INDIA

Tel: +91 22 2288 2460, Fax: +91 22 2282 6580 SEBI Registration No.: INM00011179

Contact Person: Thomas Vincent / Ranvir Darda E-mail: project.picture@icicisecurities.com

Place: Mumbai

Date: December 8, 2010