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Reliance Broadcast Network Limited
401, 4th Floor, 'Infiniti', Link Road,
Oshiwara, Andheri (W), Mumbai - 400 053
Tel.: +91 22 3068 9444
Fax: +91 22 3988 8927
www.reliancebroadcast.com

September 30,2013

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort,
Mumbai- 400 001
Fax No.: 22722037/39/41/61/3121/3719
BSE Scrip Code: 533143

The Manager
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no.C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai- 400 051
Fax No.: 26598237/38
NSE Scrip Symbol: RBN

Dear Sirs,

Sub.: Postal Ballot Notice

We are enclosing herewith six copies of the Postal Ballot Notice for your records.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
For **Reliance Broadcast Network Limited**

Asheesh Chatterjee
Chief Financial Officer

Encl: As above

Reliance Broadcast Network Limited

RELIANCE
Broadcast Network

Reliance Broadcast Network Limited
Registered Office: 401, 4th Floor,
INFINITI, Link Road, Oshiwara,
Andheri (W), Mumbai 400 053

Notice pursuant to Section 192A of the Companies Act, 1956

Notice is hereby given, to the Members of Reliance Broadcast Network Limited for passing the following resolution through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for time being in force):

Special Business

Voluntary Delisting of equity shares of the Company from BSE Limited and the National Stock Exchange of India Limited

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

"**RESOLVED THAT** pursuant to all applicable provisions of the Companies Act, 1956 and the Companies Act 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company, each with the BSE Limited and the National Stock Exchange of India Limited (together the "**Stock Exchanges**"), where the equity shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force (the "**SEBI Delisting Regulations**") and pursuant to the provisions of Regulation 8 (1) (b) of the SEBI Delisting Regulations and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Stock Exchanges, as may be necessary, approval of the Company be and is hereby accorded to the Board of Directors of the Company (the "**Board**"), which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution, to seek voluntary delisting of the equity shares of the Company from the Stock Exchanges in terms of SEBI Delisting Regulations and other applicable provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds, matters and things at its sole and absolute discretion it may deem necessary or desirable to give effect to the aforesaid resolution, including making applications to the Stock Exchanges seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officers / authorized representative of the Company to give effect to this resolution."

By Order of the Board of Directors
For Reliance Broadcast Network Limited

Gururaja Rao
Company Secretary & Manager

Registered Office: 401, 4th Floor,
INFINITI, Link Road, Oshiwara,
Andheri (W), Mumbai 400 053

Place : Mumbai
Date : September 18, 2013

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Board of Directors at its meeting held on September 18, 2013 has appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizer to receive and scrutinize the completed Ballot Papers received from the Members in a fair and transparent manner. The postal ballot form and the self addressed business reply envelope is enclosed for use of the Members.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer not later than close of working hours on or before October 29, 2013 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on or before October 31, 2013, at the registered office of the Company located at 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri (W), Mumbai 400 053.
4. 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 Saturdays between 11:00 a.m. and 1:00 p.m. up to October 29, 2013.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated September 18, 2013.

Voluntary Delisting of equity shares of the Company from BSE Limited and the National Stock Exchange of India Limited

The Company has received a letter dated September 16, 2013, from Reliance Share & Stock Brokers Private Limited, Reliance Capital Limited, Reliance Land Private Limited (**"Promoter Group Entities"**), stating their intention to seek voluntary delisting of the equity shares of the Company from BSE Limited and the National Stock Exchange of India Limited (together the **"Stock Exchanges"**) by offering to acquire the public shareholding, pursuant to and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the **"SEBI Delisting Regulation"**). The promoters of the Company propose to consolidate their shareholding in the Company which will provide increased operational flexibility to support the Company's business. Further, the promoters believe that the Offer is in the interest of all stakeholders.

In view of the above the Board of Directors of the Company believe that the proposal of the promoters is in the interest of the shareholders and accordingly, the Board of Directors at its meeting held on September 18, 2013 has decided to approve the proposal of voluntary delisting.

In terms of Regulation 8 (1) (b) of the SEBI Delisting Regulations, the delisting proposal requires the approval of the shareholders of the Company by way of a special resolution passed through a postal ballot. The special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it.

The Board of Directors accordingly recommends the resolution of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors and Manager of the Company and Key Managerial Personnel or their relatives is, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company.

By Order of the Board of Directors
For Reliance Broadcast Network Limited

Gururaja Rao
Company Secretary & Manager

Registered Office:
401, 4th Floor
INFINITI, Link Road
Oshiwara, Andheri (W)
Mumbai 400 053

Place : Mumbai
Date : September 18, 2013

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RELIANCE
Broadcast Network

Reliance Broadcast Network Limited
Registered Office: 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri (W), Mumbai 400 053

POSTAL BALLOT FORM

Serial No. _____

1. **Name and registered address of the sole / first named Member (IN BLOCK LETTERS)** :
2. **Name(s) of the joint Member(s), if any (IN BLOCK LETTERS)** :
3. **Registered Folio Number / DP ID / Client ID*** :
4. **Number of Share(s) held** :

(*Applicable to investors holding shares in dematerialized form)

I/We, hereby exercise my / our vote in respect of the 'Special Resolution' to be passed through Postal Ballot for the Special Business stated in the Notice dated September 18, 2013 of the Company by sending my / our assent **(FOR)** or dissent **(AGAINST)** to the said resolution by placing the tick mark (✓) at the appropriate column below:

Brief particulars of the item	No. of equity share(s) held	Nature of voting	Please tick (✓) in the appropriate box
Special Resolution pursuant to the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended, for voluntary delisting of equity shares of Reliance Broadcast Network Limited from BSE Limited and the National Stock Exchange of India Limited.		I/We assent to the special resolution **(FOR)**	
		I/We dissent to the special resolution **(AGAINST)**	

Place : _____

Date : _____

(Signature of Member)

NOTE : Please read carefully the instructions printed overleaf before exercising your vote.

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INSTRUCTIONS

1. A Member desirous of exercising his / her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing postal ballot, if sent by courier at the expense of the Registered Member will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his absence, by the next named Member.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. The Scrutinizer's decision on the validity of the postal ballot will be final.
7. The Postal Ballot shall not be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on October 29, 2013. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholder has not been received.
9. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories. (It is required only, in case the signatories are other than the signatories whose specimen signatures are registered with the Company / R&T) viz. - Karvy Computershare Private Limited, Madhura Estate, Municipal No. 1-9/13/C, Plot No. 13 and 13C, Madhapur Village, Hyderabad 500 081, Andhra Pradesh.
10. Voting rights shall be reckoned on the paid-up value of Shares registered in the name of the Member on the date of dispatch of the Notice.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelops will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.