Annex - 12 A

CERTIFIED COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY ON NOVEMBER 23, 2016

Composite Scheme of Arrangement for demerger of General Entertainment Television Broadcasting Undertakings from Reliance Broadcast Network entities vesting with the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 and/ or Sections 230 to 233 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and/or Companies Act, 2013 and the rules thereunder including Company (Court) Rules, 1959 (including any modification / amendment and re-enactment thereof for the time being in force) and subject to compliance with various SEBI Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable Laws/Regulations/ Rules and subject to the requisite approval of the equity and preference shareholders/ creditors of the Company and the sanction of the High Court of Judicature at Bombay and/or National Company Law Tribunal (if applicable) and/or such other regulatory authority including but not limited to Securities and Exchange Board of India (SEBI), Stock Exchanges, Ministry of Information and Broadcasting etc, as may be applicable, consent of the Board be and is hereby accorded for acquisition of General Entertainment Television Broadcast Undertakings of Reliance Big Broadcasting Private Limited ('RBBPL') Big Magic Limited ('Big Magic') and Azalia Broadcast Private Limited ('Azalia') (hereinafter referred to as Demerged entities) and vesting of the same with the Company through a Composite Scheme of Arrangement between the Company, the 3 (three) Demerged Entities and their respective Shareholders and Creditors, *inter alia* for Demerger of the General Entertainment Television Broadcast Undertakings of Demerged Entities and vesting of the same with the Company, along with all assets, liabilities and employees, as a going concern with effect from the Appointed Date of close of March 31, 2017, in pursuance of Demerger Agreement and the said Composite Scheme of Arrangement.

RESOLVED FURTHER THAT

a) the Report of Audit Committee recommending the draft of the Composite Scheme of Arrangement for approval of the Board as placed before the meeting be and is hereby noted and taken on record;

b) the draft of Composite Scheme of Arrangement between the Company, Reliance Big Broadcasting Pvt Ltd (RBBPL), Big Magic Limited (Big Magic), Azalia Broadcast Pvt Ltd (Azalia) and their respective shareholders and creditors as placed before the meeting and recommended by the Audit Committee be and is hereby approved;

c) the Valuation Report dated November 23, 2016 issued by the Independent Valuer M/s BSR and Associates LLP, Chartered Accountants and Fairness Opinion dated November 23, 2016 issued by M/s IDBI Capital Markets & Securities Ltd, a Category I Merchant Banker registered with SEBI, and the confirmations provided by the Statutory Auditors of the Company, as placed before the Board at the meeting be and are hereby noted and taken on record;

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM THE WORLD IS MY FAMILY

ZEE ENTERTAINMENT ENTERPRISES LIMITED
Regd. Office : 18th Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai - 400 013. India.
☎ + 91 22 7106 1234 F + 91 22 2490 0302
www.zeetelevision.com | CIN : L92132MH1982PLC028767

d) Based on the recommendations of the Valuer and as detailed in the Scheme, the consideration for Demerger be discharged by the Company within 7 days from Effective date of the Scheme, by issuance of Unlisted Preference Shares (on the terms as detailed in the Scheme) of Rs 10 each to the Equity & Preference Shareholders of the Demerged entities, as detailed herein:

- 1(one) fully paid-up Preference Share of Rs 10 each of the Company be issued for all the equity shares of Rs 10/- each held in RBBPL;
- 933,954 (Nine lakh thirty three thousand nine hundred and fifty four) fully paid up Preference Shares of Rs 10/- each of the Company be issued for all the Preference Shares held in RBBPL;
- 1 (one) fully paid-up Preference Share of Rs 10/- each of the Company be issued for all the equity shares of Rs 10/- each held in Big Magic;
- 17,44,716 (Seventeen lakh forty four thousand seven hundred sixteen) fully paid-up Preference Share of Rs 10/- each of the Company be issued for all the Preference shares of Rs 10/- each held in Big Magic;
- 12,70,433 (Twelve lakh seventy thousand four hundred thirty three only) fully paid-up Preference Shares of Rs 10/- each of the Company be issued for all the Preference Shares of Rs. 10/- each held in Azalia.

e) National Stock Exchange of India Ltd. be and is hereby nominated as the Designated Stock Exchange to facilitate co-ordination for obtaining Observation Letter from SEBI in accordance with Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015;

f) The draft of the Undertaking to be provided by the Company confirming that the requirements prescribed under Para (9a) of Annexure I to SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30th November 2015 are not applicable to this Composite Scheme of Arrangement, as placed before the meeting be and is hereby approved; and

g) Mr Punit Goenka, Managing Director and CEO, Mr Mihir Modi, Chief Financial and Strategy Officer, Mr M Lakshminarayanan Chief Compliance Officer & Company Secretary, Mr Pushpal Sanghavi, Sr Vice President Secretarial and Mrs Armin Adajania, Vice-President Secretarial of the Company be and are hereby severally authorised to:

(i) File the Scheme with the Stock Exchanges for approval and seeking No Objection from SEBI in terms of Listing Regulations;

(ii) Seek regulatory consents / permissions as may be required for implementation of the said Composite Scheme of Arrangement;

(iii) File applications with the High Court of Judicature at Bombay / National Company Law Tribunal or such other competent authority seeking approval for / exemption from holding/ convening meeting of the shareholders / creditors of the Company and sign and issue Notices for such meetings as may be directed by the Court to give effect to the Scheme;

Zee Entertainment Enterprises Limited Mazgaon

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM THE WORLD IS MY FAMILY

(iv) File petitions for confirmation of the Scheme by the High Court of Judicature at Bombay / National Company Law Tribunal or such other competent authority;

(v) For the above purposes to engage advocates and if considered necessary, also engage services of counsel(s);

(vi) Obtain approval from such other authorities and parties including the shareholders, lenders, financial institution, as may be considered necessary in connection with the said Scheme;

(vii) Settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

(viii) Make any alterations/changes to the Scheme as may be expedient or necessary;

(ix) Sign, submit and issue all applications, petitions, documents, pleadings, reports, public advertisements, Notices etc relating to the Scheme; and

(x) Generally, do all such acts, deeds and things as may be considered necessary and expedient in connection with the Scheme.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed to the relevant documents wherever deemed necessary in the presence of any one of Mr Punit Goenka, Managing Director and CEO, Mr Mihir Modi, Chief Financial and Strategy Officer and Mr M Lakshminarayanan, Chief Compliance Officer & Company Secretary of the Company in terms of the provisions of the Articles of Association of the Company."

//- Certified true copy - //

For **ZEE ENTERTAINMENT ENTERPRISES LTD**

Zee Entertainment Enterprises Limited Mumbai

M LAKSHMINARAYANAN
COMPANY SECRETARY
ACS-8136

Mumbai,
December 21, 2016

Annexure - 12C

BIG Magic Limited
401, 4th Floor, 'Infiniti', Link Road,
Oshiwara, Andheri (W), Mumbai - 400 053
Tel.: +91 22 3068 9444
Fax: +91 22 3988 8927
www.bigmagic.tv
CIN : U74900MH2011PLC216414

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BIG MAGIC LIMITED AT THEIR MEETING HELD ON NOVEMBER 23, 2016 AT MUMBAI

"**RESOLVED THAT** pursuant provision of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 as amended and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modifications(s) or re-enactment(s) 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 and subject to necessary approvals / consents / sanctions and permissions of the shareholders of the Company, sanction of the Hon'ble High Court of Judicature at Bombay or the National Company Law Tribunal constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable (High Court) and such other approvals / permissions / exemptions, as may be required under applicable laws, regulations, listing regulations and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby accorded for the Composite Scheme of Arrangement among Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML"), Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") and Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL") and their respective Shareholders and Creditors ("Scheme").

RESOLVED FURTHER THAT the contents of the Share Entitlement Ratio dated November 23, 2016 issued by M/s BSR & Associates LLP, Chartered Accountants in connection with the proposed Scheme placed before the Board (duly initialed by the Chairman of the meeting for the purpose of identification), be and are hereby accepted and approved.

RESOLVED FURTHER THAT any of the Directors of the Company, or Mr. Asheesh Chatterjee or Mr. Gaurav Dattani or Mr. Neeraj Jain or Ms. Gayatri Shroff or Ms. Divya Asnani or Ms. Heeral Gondalia or Mr. Kevin Gala or Mr. Amod Nandgaondar or Mr. Pundlik Dalvi or Mr. Sumang Panchal or Mr. Vipin Jain, Authorised Signatories of the Company be and are hereby severally authorised to monitor the process of all actions connected with the Scheme and to deal with all matters connected, consequential and incidental to procuring sanction, implementation execution, and carrying into effect of the Scheme and in particular take all the necessary steps to:-

a) finalise and file the Scheme including carrying out any modification(s) thereof as may be required by the Hon'ble High Court of Judicature at Bombay or any other authority;

b) obtain consent of Shareholders and Creditors to the Scheme;

c) File application(s) with the High Court of Judicature at Bombay or such other competent authority seeking directions as to convening/dispensing with the meeting of the

BIG MAGIC LIMITED

BIG Magic Limited
401, 4th Floor, 'Infiniti', Link Road,
Oshiwara, Andheri (W), Mumbai - 400 053
Tel.: +91 22 3068 9444
Fax: +91 22 3988 8927
www.bigmagic.tv
CIN : U74900MH2011PLC216414

shareholders and/or the creditors of the Company, and where necessary, to take steps to convene and hold such meeting(s) as per the directions of the High Court;

d) sign and file petition(s) for sanction of the Scheme as directed by the High Court or such other competent authority;

e) obtain approval from regulatory or statutory authorities and stakeholders including term loan lenders, financial institution, as may be considered necessary, to the said Scheme;

f) prepare, sign and file all applications, petitions, documents, affidavits, vakalatnama and other documents relating to the Scheme or delegate such authority to another person;

g) file affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary and issue public advertisements and notices;

h) apply and obtain approval from Central Government and / or regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, creditors, as may be considered necessary, to the Scheme;

i) make any alterations / changes to the Scheme as may be expedient or necessary, which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central Government or the High Court or any other authority;

j) approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the High Court including but not limited to filing with the concerned Registrar of Companies, Regional Directors and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as may deem necessary and desirable in connection therewith and incidental thereto;

k) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo moto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;

BIG MAGIC LIMITED

BIG Magic Limited
401, 4th Floor, 'Infiniti', Link Road,
Oshiwara, Andheri (W), Mumbai - 400 053
Tel.: +91 22 3068 9444
Fax: +91 22 3988 8927
www.bigmagic.tv
CIN : U74900MH2011PLC216414

l) settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution; and

m) do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any of the Directors of the Company, or Mr. Asheesh Chatterjee or Mr. Gaurav Dattani or Mr. Neeraj Jain or Ms. Gayatri Shroff or Ms. Divya Asnani or Ms. Heeral Gondalia or Mr. Kevin Gala or Mr. Amod Nandgaondar or Mr. Pundlik Dalvi or Mr. Sumang Panchal or Mr. Vipin Jain, Authorised Signatories of the Company be and are hereby severally authorised to delegate powers to the executive(s) of the Company and / or authorised persons, to sign / execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings, applications, affidavits, petitions and papers, as may be required, for any of the purpose as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the Company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, is in accordance with the Articles of Association of the Company."

CERTIFIED TO BE TRUE
For Big Magic Limited

Tarun Katial
Director
(DIN: 01665221)

BIG MAGIC LIMITED

Place: Mumbai
Date: November 23, 2016

Annex 120

Azalia Broadcast Private Limited

(CIN: U45400MH2007PTC243437)
Regd. Off. : 401, 4th Floor, Infiniti Mall, Link Road, Oshiwara, Andheri (W), Mumbai 400 053
Tel No.: 91 22 3068 9444 **Fax No.:** 91 22 3988 8927 **Email ID:** communications@reliancebroadcast.com

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF AZALIA BROADCAST PRIVATE LIMITED AT THEIR MEETING HELD ON NOVEMBER 23, 2016 AT MUMBAI

"**RESOLVED THAT** pursuant provision of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 as amended and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modifications(s) or re-enactment(s) 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 and subject to necessary approvals / consents / sanctions and permissions of the shareholders of the Company, sanction of the Hon'ble High Court of Judicature at Bombay or the National Company Law Tribunal constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable (High Court) and such other approvals / permissions / exemptions, as may be required under applicable laws, regulations, listing regulations and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby accorded for the Composite Scheme of Arrangement among Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML"), Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") and Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL") and their respective Shareholders and Creditors ("Scheme").

RESOLVED FURTHER THAT the contents of the Share Entitlement Ratio dated November 23, 2016 issued by M/s BSR & Associates LLP, Chartered Accountants in connection with the proposed Scheme placed before the Board (duly initialed by the Chairman of the meeting for the purpose of identification), be and are hereby accepted and approved.

RESOLVED FURTHER THAT any of the Directors of the Company, or Mr. Gaurav Dattani or Mr. Neeraj Jain or Ms. Gayatri Shroff or Ms. Divya Asnani or Ms. Heeral Gondalia or Mr. Kevin Gala or Mr. Amod Nandgaondar or Mr. Pundlik Dalvi or Mr. Sumang Panchal or Mr. Vipin Jain, Authorised Signatories of the Company be and are hereby severally authorised to monitor the process of all actions connected with the Scheme and to deal with all matters connected, consequential and incidental to procuring sanction, implementation execution, and carrying into effect of the Scheme and in particular take all the necessary steps to:-

a) finalise and file the Scheme including carrying out any modification(s) thereof as may be required by the Hon'ble High Court of Judicature at Bombay or any other authority;

b) obtain consent of Shareholders and Creditors to the Scheme;

c) File application(s) with the High Court of Judicature at Bombay or such other competent authority seeking directions as to convening/dispensing with the meeting of the

AZALIA BROADCAST PRIVATE LIMITED

shareholders and/or the creditors of the Company, and where necessary, to take steps to convene and hold such meeting(s) as per the directions of the High Court;

d) sign and file petition(s) for sanction of the Scheme as directed by the High Court or such other competent authority;

e) obtain approval from regulatory or statutory authorities and stakeholders including term loan lenders, financial institution, as may be considered necessary, to the said Scheme;

f) prepare, sign and file all applications, petitions, documents, affidavits, vakalatnama and other documents relating to the Scheme or delegate such authority to another person;

g) file affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary and issue public advertisements and notices;

h) apply and obtain approval from Central Government and / or regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, creditors, as may be considered necessary, to the Scheme;

i) make any alterations / changes to the Scheme as may be expedient or necessary, which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central Government or the High Court or any other authority;

j) approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the High Court including but not limited to filing with the concerned Registrar of Companies, Regional Directors and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as may deem necessary and desirable in connection therewith and incidental thereto;

k) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo moto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;

AZALIA BROADCAST PRIVATE LIMITED

Azalia Broadcast Private Limited

(CIN: U45400MH2007PTC243437)

Regd. Off. : 401, 4th Floor, Infiniti Mall, Link Road, Oshiwara, Andheri (W), Mumbai 400 053

Tel No.: 91 22 3068 9444 **Fax No.:** 91 22 3988 8927 **Email ID:** communications@reliancebroadcast.com

l) settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution; and

m) do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any of the Directors of the Company, or Mr. Gaurav Dattani or Mr. Neeraj Jain or Ms. Gayatri Shroff or Ms. Divya Asnani or Ms. Heeral Gondalia or Mr. Kevin Gala or Mr. Amod Nandgaondar or Mr. Pundlik Dalvi or Mr. Sumang Panchal or Mr. Vipin Jain, Authorised Signatories of the Company be and are hereby severally authorised to delegate powers to the executive(s) of the Company and / or authorised persons, to sign / execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings, applications, affidavits, petitions and papers, as may be required, for any of the purpose as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the Company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, is in accordance with the Articles of Association of the Company."

CERTIFIED TO BE TRUE
For Azalia Broadcast Private Limited

Asheesh Chatterjee
Director
(DIN: 05135647)

AZALIA BROADCAST PRIVATE LIMITED

Place: Mumbai
Date: November 23, 2016

Annex - 12 B

RELIANCE BIG BROADCASTING PRIVATE LIMITED

Registered Office: 502, Plot No 91/94, Prabhat Colony, Santa Cruz (East), Mumbai 400 055
Corporate Identification Number (CIN): U65990MH2006PTC160747

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RELIANCE BIG BROADCASTING PRIVATE LIMITED AT THEIR MEETING HELD ON NOVEMBER 23, 2016 AT MUMBAI

"**RESOLVED THAT** pursuant provision of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 as amended and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modifications(s) or re-enactment(s) 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 and subject to necessary approvals / consents / sanctions and permissions of the shareholders of the Company, sanction of the Hon'ble High Court of Judicature at Bombay or the National Company Law Tribunal constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable (High Court) and such other approvals / permissions / exemptions, as may be required under applicable laws, regulations, listing regulations and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby accorded for the Composite Scheme of Arrangement among Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML"), Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") and Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL") and their respective Shareholders and Creditors ("Scheme").

RESOLVED FURTHER THAT the contents of the Share Entitlement Ratio dated November 23, 2016 issued by M/s BSR & Associates LLP, Chartered Accountants in connection with the proposed Scheme placed before the Board (duly initialed by the Chairman of the meeting for the purpose of identification), be and are hereby accepted and approved.

RESOLVED FURTHER THAT any of the Directors of the Company, or Mr. Asheesh Chatterjee or Mr. Gaurav Dattani or Mr. Neeraj Jain or Ms. Gayatri Shroff or Ms. Divya Asnani or Ms. Heeral Gondalia or Mr. Kevin Gala or Mr. Amod Nandgaondar or Mr. Pundlik Dalvi or Mr. Sumang Panchal or Mr. Vipin Jain, Authorised Signatories of the Company be and are hereby severally authorised to monitor the process of all actions connected with the Scheme and to deal with all matters connected, consequential and incidental to procuring sanction, implementation execution, and carrying into effect of the Scheme and in particular take all the necessary steps to:-

a) finalise and file the Scheme including carrying out any modification(s) thereof as may be required by the Hon'ble High Court of Judicature at Bombay or any other authority;

b) obtain consent of Shareholders and Creditors to the Scheme;

c) File application(s) with the High Court of Judicature at Bombay or such other competent authority seeking directions as to convening/dispensing with the meeting of the shareholders and/or the creditors of the Company, and where necessary, to take steps to convene and hold such meeting(s) as per the directions of the High Court;

Reliance Big Broadcasting Private Limited

d) sign and file petition(s) for sanction of the Scheme as directed by the High Court or such other competent authority;

e) obtain approval from regulatory or statutory authorities and stakeholders including term loan lenders, financial institution, as may be considered necessary, to the said Scheme;

f) prepare, sign and file all applications, petitions, documents, affidavits, vakalatnama and other documents relating to the Scheme or delegate such authority to another person;

g) file affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary and issue public advertisements and notices;

h) apply and obtain approval from Central Government and / or regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, creditors, as may be considered necessary, to the Scheme;

i) make any alterations / changes to the Scheme as may be expedient or necessary, which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central Government or the High Court or any other authority;

j) approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the High Court including but not limited to filing with the concerned Registrar of Companies, Regional Directors and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as may deem necessary and desirable in connection therewith and incidental thereto;

k) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo moto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;

l) settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution; and

Reliance Big Broadcasting Private Limited

m) do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT any of the Directors of the Company, or Mr. Asheesh Chatterjee or Mr. Gaurav Dattani or Mr. Neeraj Jain or Ms. Gayatri Shroff or Ms. Divya Asnani or Ms. Heeral Gondalia or Mr. Kevin Gala or Mr. Amod Nandgaondar or Mr. Pundlik Dalvi or Mr. Sumang Panchal or Mr. Vipin Jain, Authorised Signatories of the Company be and are hereby severally authorised to delegate powers to the executive(s) of the Company and / or authorised persons, to sign / execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings, applications, affidavits, petitions and papers, as may be required, for any of the purpose as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the Company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, is in accordance with the Articles of Association of the Company."

CERTIFIED TO BE TRUE
For Reliance Big Broadcasting Private Limited

Tarun Katial
Director
(DIN: 01665221)

Reliance Big Broadcasting Private Limited

Place: Mumbai
Date: November 23, 2016