**Annexure 14A**

**Brief Particulars of entities forming part of the Scheme**

**Name of the Company: Zee Entertainment Enterprises Ltd**

| **Particulars** | **Resulting Company** |
|---|---|
| Name of the company | **Zee Entertainment Enterprises Limited ("ZEEL")** |
| Date of Incorporation & details of name changes, if any | Incorporated on November 25, 1982 by the name Empire Holdings Limited which was changed to Zee Telefilms Limited on September 8, 1992 and now stands amended to Zee Entertainment Enterprises Limited effective January 10, 2007.<br>CIN **L92132MH1982PLC028767** |
| Registered Office | 18th floor, A Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai – 400 013. |
| Brief particulars of the Scheme | The Composite Scheme of Arrangement provides for Demerger of the Demerged Undertaking(s) (as defined the Scheme) relating to General Entertainment Television business of Reliance Big Broadcasting Private Limited (RBBPL), Big Magic Limited (BML) and Azalia Broadcast Private Limited (ABPL), vesting with Zee Entertainment Enterprises Limited (ZEEL) with effect from the Appointed date viz. close of business hours of March 31, 2017. |
| Rationale for the Scheme | **Rationale for the Composite Scheme of Arrangement**<br><br>(i) **In case of the Transferor Companies viz RBBPL, BML and ABPL:**<br>(a) helping the Transferor Companies in deleveraging its balance sheet, including reduction of debt and interest outgo as well as creation of value for the shareholders of the Transferor Companies; and<br>(b) consolidate / transfer of the television broadcasting business of Transferor Companies to the Resulting Company in an efficient manner;<br><br>(ii) **In case of the Resulting Company viz. ZEEL:**<br>(a) building strong capability to effectively meet future challenges in competitive business environment;<br><br>(b) strategic fit for serving existing market and also to cater additional volume linked to new consumers;<br><br>(c) synergies in operational process and creation of efficiencies by reducing time to market and benefitting customers as well as optimization of operation and capital expenditure;<br><br>(d) leading to increased competitive strength, cost reduction and efficiencies, productivity gains by pooling the financial, managerial and technical resources, personnel |

Zee Entertainment Enterprises Limited Mumbai

ZEE ENTERTAINMENT

VASUDHAIVA KUTUMBAKAM THE WORLD IS MY FAMILY

| | |
|---|---|
| | capabilities, skills, expertise and technologies of the Transferor Companies and the Resulting Company thereby significantly contributing to future growth and maximizing shareholders value. |
| Date of resolution passed by the Board of Director of the company approving the scheme | November 23, 2016 |
| Date of meeting of the Audit Committee in which the draft scheme has been approved | November 23, 2016 |
| Appointed Date | Close of business on March 31, 2017 |
| Name of Exchanges where securities of the company are listed | BSE Limited & National Stock Exchange of India Limited |
| Nature of Business | Media and Entertainment business *inter alia* comprising of (a) Broadcasting of Satellite Television Channels; (b) Space Selling agent for other satellite television channels; (c) Sale of Media Content i.e. programs / film rights / feeds / music rights. |
| Capital before the scheme (As on date) | Authorized Share Capital<br>Rs 2300,00,00,000 comprising of (a) 200,00,00,000 (two hundred crore) Equity Shares of Re 1/- each and (b) 210,00,00,000 Preference shares (two hundred ten crore) Preference Shares of Rs 10/- each<br><br>Issued, Subscribed and Paid-up Share Capital<br>Rs. 2112,98,71,840 comprising of (a) 960,448,720 Equity Shares of Re 1/- each fully paid up and (b) 201,69,42,312 Preference shares of Rs 10/- each |
| No of Shares to be issued | The Scheme provides for following consideration payable by ZEEL:<br>(a) For all the equity shares of Rs 10/- each held in RBBPL, 1 fully paid-up Preference Share of Rs 10/- each be issued in ZEEL;<br>(b) For all the Preference Shares held in RBBPL, 933,954 fully paid up Preference Shares of Rs 10/- each be issued in ZEEL;<br>(c) For all the equity shares of Rs 10/- each held in the BML, 1 fully paid-up Preference Share of Rs 10/- each be issued in ZEEL;<br>(d) For all the Preference Shares held in BML, 17,44,716 fully paid-up Preference Shares of Rs 10/- each be issued in ZEEL; and<br>(e) For all the equity shares of Rs 10/- each held in ABPL, 12,70,433 fully paid-up Preference Shares of Rs 10/- each be issued in ZEEL. |

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

| | |
|---|---|
| Cancellation of shares on account of cross holding, if any | None |
| Capital after the scheme | Authorized Share Capital<br>Rs 2300,00,00,000 comprising of (a) 200,00,00,000 (two hundred crore) Equity Shares of Re 1/- each; and (b) 210,00,00,000 Preference shares (two hundred ten crore) Preference Shares of Rs 10/- each<br><br>Issued, Subscribed and Paid-up Share Capital<br>Rs. 2116,93,362,890 comprising of (a) 960,448,720 Equity Shares of Re 1/- each fully paid up;(b) 201,69,42,312 Preference shares of Rs 10/- each; and (c) 39,49,105 Unlisted Cumulative Redeemable Non-Convertible Preference shares of Rs. 10/- each |
| Net Worth | Refer Net Worth Certificate attached as Annexure 12A |
| Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no. | Refer Valuation report from M/s. BSR & Associates LLP, Chartered Accountant attached as Annexure 3 |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. | |
| Fair value per share | |
| Exchange ratio | |
| Name of Merchant Banker giving fairness opinion | IDBI Capital Markets and Securities Limited, a SEBI registered Category I Merchant Banker. Refer Fairness Opinion attached as Annexure 4 |
| Shareholding pattern | Refer Annexure 5A |
| No of shareholders | 86,943 Equity Shareholders and 85,317 Preference Shareholders (as on September 30, 2016) |
| Names of the Promoters | 1. Essel Media Ventures Ltd, Mauritius<br>2. Essel International Ltd, Mauritius<br>3. Essel Holdings Limited, Mauritius<br>4. Sprit Textiles Pvt Ltd<br>5. Essel Infraprojects Ltd<br>6. Cyquator Media Services Pvt. Ltd. |

Zee Entertainment Enterprises Limited Mumbai

| | |
|---|---|
| Names of the Board of Directors | 1. Dr Subhash Chandra<br>2. Mr Subodh Kumar<br>3. Mr Ashok Kurien<br>4. Prof Sunil Sharma<br>5. Prof Neharika Vohra<br>6. Mr Manish Chokhani<br>7. Mr Adesh Kumar Gupta<br>8. Mr Punit Goenka |
| Details regarding change in management control if any | No Change in Management of the Company |

For **Zee Entertainment Enterprises Limited**

**M. Lakshmnarayanan**
**Chief Compliance Officer & Company Secretary**

Zee Entertainment Enterprises Limited Mumbai

Mumbai, December 21, 2016

# RELIANCE BIG BROADCASTING PRIVATE LIMITED

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

Composite Scheme of Arrangement for demerger of television broadcasting business of Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML") and Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") ("collectively referred to as "Transferor Companies") into Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL")

**Brief particulars of Reliance Big Broadcasting Private Limited ("RBBPL" or "Transferor Company 1"):**

| **Particulars** | |
|---|---|
| Name of the company | Reliance Big Broadcasting Private Limited ("RBBPL" or "Transferor Company 1") |
| Date of Incorporation & details of name changes, if any | The Company was incorporated on March 27, 2006 under the name AAA Holdings Private Limited. Subsequently, on July 03, 2008, the name of the Company was changed to its current name Reliance Big Broadcasting Private Limited. |
| Registered Office | 502, Plot No. 91/94, Prabhat Colony, Santacruz (East), Mumbai – 400 055 |
| Brief particulars of the scheme | This Composite Scheme of Arrangement provides for demerger of television broadcasting business of Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML") and Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") into Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL") and their respective Shareholders and Creditors ("Scheme") pursuant to Sections 391 to 394 of the Companies Act, 1956 and other provisions of the Companies Act, 2013, as may be applicable. |
| Rationale for the scheme | Demerger of television broadcasting business of the Transferor Companies shall result in following benefits:<br><br>**(i) In case of the Transferor Companies:**<br>(a) helping the Transferor Companies in deleveraging its balance sheet, including reduction of debt and interest outgo as well as creation of value for the shareholders of the Transferor Companies; and<br>(b) consolidate / transfer of the television broadcasting business of Transferor Companies to |

Reliance Big Broadcasting Private Limited

Annexure 14

| **Particulars** | |
|---|---|
| | the Resulting Company in an efficient manner;<br><br>**(ii) In case of the Resulting Company:**<br>(a) building strong capability to effectively meet future challenges in competitive business environment;<br>(b) strategic fit for serving existing market and also to cater additional volume linked to new consumers;<br>(c) synergies in operational process and creation of efficiencies by reducing time to market and benefitting customers as well as optimization of operation and capital expenditure;<br>(d) leading to increased competitive strength, cost reduction and efficiencies, productivity gains by pooling the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Transferor Companies and the Resulting Company thereby significantly contributing to future growth and maximizing shareholders value.<br><br>The proposed demerger is expected to be beneficial to Transferor Companies and Resulting Company and their respective shareholders, creditors and all other stakeholders and will enable Transferor Companies and Resulting Company to achieve and fulfil their objectives more efficiently and economically. |
| Date of resolution passed by the Board of Director of the company approving the scheme | November 23, 2016 |
| Date of meeting of the Audit Committee in which the draft scheme has been approved | Not Applicable |
| Appointed Date | Close of business hours of March 31, 2017 |

Reliance Big Broadcasting Private Limited

# RELIANCE BIG BROADCASTING PRIVATE LIMITED

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

| **Particulars** | |
|---|---|
| Name of Exchanges where securities of the company are listed | Not Applicable as the Company is unlisted |
| Nature of Business | The Company is *interalia* engaged in the business of owning and operating non news and current affairs satellite television channels. |
| Capital before the scheme | **Authorised**:<br>Equity: 500,000 equity shares of Rs. 10/- each – Rs. 5,000,000<br>Preference: 400,000,000 8% cumulative redeemable preference shares of Re. 1/- each – Rs 400,000,000<br><br>**Issued, subscribed and paid-up share capital as on November 23, 2016**<br>Equity: 10,000 equity shares of Rs 10 each – Rs 100,000<br>Preference: 304,500,000 preference shares of Re. 1/- each – Rs. 304,500,000 |
| No. of shares to be issued | i) For all the equity shares of Rs 10 each (face value) held in Transferor Company 1, 1 fully paid-up Preference share of Rs 10 each (face value), shall be issued in the Resulting Company.<br>ii) For all the preference shares held in Transferor Company 1, 933,954 fully paid-up Preference shares of Rs 10 each (face value), shall be issued by the Resulting Company. |
| Cancellation of shares on account of cross holding, if any | Not Applicable |
| Capital after the scheme | Same as above |
| Net Worth | Refer **Annexure 12B** |
| Valuation by independent Chartered Accountant -<br>Name of the valuer/valuer firm and Regn no. | Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant |
| Methods of valuation and value per share arrived under each method with | As per Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant attached as **Annexure 3** |

Reliance Big Broadcasting Private Limited

| **Particulars** | |
|---|---|
| weight given to each method, if any. | |
| Fair value per share | As per Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant attached as **Annexure 3** |
| Exchange ratio | **RBBPL**<br>i) For all the equity shares of Rs 10 each (face value) held in Transferor Company 1, 1 fully paid-up Preference share of Rs 10 each (face value), shall be issued in the Resulting Company.<br>ii) For all the preference shares held in Transferor Company 1, 933,954 fully paid-up Preference shares of Rs 10 each (face value), shall be issued by the Resulting Company. |
| Name of Merchant Banker giving fairness opinion | IDBI Capital Markets & Securities Limited |
| Shareholding pattern (as on November 23, 2016) | Please refer **Annexure 6B** |
| Number of shareholders (as on November 23, 2016) | Equity – 2<br>Preference – 1 |
| Names of the Promoters | 1. Reliance Big Entertainment Private Limited |
| Names of the Board of Directors | 1. Shri Tarun Katial<br>2. Shri Venkatarao Ponnada |
| Details regarding change in management control if any | --- |

For Reliance Big Broadcasting Private Limited

Director/Authorised Signatory

Reliance Big Broadcasting Private Limited

Composite Scheme of Arrangement for demerger of television broadcasting business of Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML") and Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") ("collectively referred to as "Transferor Companies") into Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL")

**Brief particulars of Big Magic Limited ("BML" or "Transferor Company 2"):**

| **Particulars** | |
|---|---|
| Name of the company | Big Magic Limited ("BML" or "Transferor Company 2") |
| Date of Incorporation & details of name changes, if any | The company was incorporated on April 19, 2011 as BIG Magic Limited. |
| Registered Office | 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri West, Mumbai 400 053. |
| Brief particulars of the scheme | This Composite Scheme of Arrangement provides for demerger of television broadcasting business of Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML") and Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") (cpllectively referred to as transferor companies) into Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL") and their respective Shareholders and Creditors ("Scheme") pursuant to Sections 391 to 394 of the Companies Act, 1956 and other provisions of the Companies Act, 2013, as may be applicable. |
| Rationale for the scheme | Demerger of television broadcasting business of the Transferor Companies shall result in following benefits:<br><br>**(i) In case of the Transferor Companies:**<br>(a) helping the Transferor Companies in deleveraging its balance sheet, including reduction of debt and interest outgo as well as creation of value |

BIG MAGIC LIMITED

big magic

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

big magic

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

| Particulars | |
|---|---|
| | for the shareholders of the Transferor Companies; and<br>(b) consolidate / transfer of the television broadcasting business of Transferor Companies to the Resulting Company in an efficient manner;<br><br>**(ii) In case of the Resulting Company:**<br>(a) building strong capability to effectively meet future challenges in competitive business environment;<br>(b) strategic fit for serving existing market and also to cater additional volume linked to new consumers;<br>(c) synergies in operational process and creation of efficiencies by reducing time to market and benefitting customers as well as optimization of operation and capital expenditure;<br>(d) leading to increased competitive strength, cost reduction and efficiencies, productivity gains by pooling the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Transferor Companies and the Resulting Company thereby significantly contributing to future growth and maximizing shareholders value.<br><br>The proposed demerger is expected to be beneficial to Transferor Companies and Resulting Company and their respective shareholders, creditors and all other stakeholders and will enable Transferor Companies and Resulting Company to achieve and fulfil their objectives more efficiently and economically. |
| Date of resolution passed by the Board of Director of the company approving the scheme | November 23, 2016 |
| Date of meeting of the Audit | Not Applicable |

BIG MAGIC LIMITED

big magic

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

| Particulars | |
|---|---|
| Committee in which the draft scheme has been approved | |
| Appointed Date | Close of business hours of March 31, 2017 |
| Name of Exchanges where securities of the company are listed | Not Applicable as the Company is unlisted |
| Nature of Business | The Company is *interalia* engaged in the business of acquiring content from producers and third parties to be broadcasted by RBBPL on the channels owned and operated by it. |
| Capital before the scheme | **Authorised**:<br>Equity – 500,000 equity shares of Rs. 10/- each – Rs. 5,000,000<br>Preference – 1,000,000,000 8% cumulative redeemable preference shares of Rs. 10/- each – Rs. 10,000,000,000<br><br>**Issued, subscribed and paid-up share capital as on November 23, 2016**<br>Equity: 50,000 equity shares of Rs 10 each – Rs 500,000<br>Preference: 500,000,000 8% cumulative redeemable preference shares of Rs. 10/- each – Rs 5,000,000,000 |
| No. of shares to be issued | i) For all the equity shares of Rs 10 each (face value) held in Transferor Company 2, 1 fully paid-up Preference share of Rs 10 each (face value), shall be issued by the Resulting Company.<br>ii)For all the preference shares held in Transferor Company 2, 1,744,716 Preference shares of Rs 10 each (face value), shall be issued by the Resulting Company. |
| Cancellation of shares on account of cross holding, if any | Not Applicable |

BIG MAGIC LIMITED

big magic

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

| **Particulars** | |
|---|---|
| Capital after the scheme | Same as above |
| Net Worth | Refer **Annexure 12C** |
| Valuation by independent Chartered Accountant -<br>Name of the valuer/valuer firm and Regn no. | Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. | As per Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant attached as **Annexure 3** |
| Fair value per share | As per Valuation Report dated 23 November 2016 from BSR & Associates LLP, Chartered Accountant attached as **Annexure 3** |
| Exchange ratio | i) For all the equity shares of Rs 10 each (face value) held in Transferor Company 2, 1 fully paid-up Preference share of Rs 10 each (face value), shall be issued by the Resulting Company.<br>ii)For all the preference shares held in Transferor Company 2, 1,744,716 Preference shares of Rs 10 each (face value), shall be issued by the Resulting Company |
| Name of Merchant Banker giving fairness opinion | IDBI Capital Markets & Securities Limited |
| Shareholding pattern (as on November 23, 2016) | Please refer **Annexure 6C** |

BIG MAGIC LIMITED

| Particulars | |
|---|---|
| Number of shareholders (as on November 23, 2016) | Equity – 7<br>Preference – 1 |
| Names of the Promoters | 1. Reliance Broadcast Network Limited |
| Names of the Board of Directors | 1. Shri Tarun Katial<br>2. Shri Parag Ved<br>3. Ms. Malabika Boruah*<br>* With effect from December 2, 2016 Ms. Malabika Boruah ceased to be the Director of the Company and Mr. Gaurang Mehta is appointed as an additional Director in her place |
| Details regarding change in management control if any | - |

For BIG Magic Limited

Director

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

# 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

Composite Scheme of Arrangement for demerger of television broadcasting business of Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML") and Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") ("collectively referred to as "Transferor Companies") into Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL")

**Brief particulars of Azalia Broadcast Private Limited ("ABPL" or "Transferor Company 3"):**

| **Particulars** | |
|---|---|
| Name of the company | Azalia Broadcast Private Limited ("ABPL" or "Transferor Company 3") |
| Date of Incorporation & details of name changes, if any | The Company was incorporated on October 17, 2007 as Imagine Showbiz Limited. Subsequently, on March 18, 2011, the name of the company was changed to Big Showbiz Broadcast Limited. Thereafter, on August 24, 2011, the Company was converted into a private company and the name of the company was changed to Big Showbiz Broadcast Private Limited. Subsequently, on December 14, 2011, the name of the Company was changed to BIG RTL Broadcast Private Limited. On July 30, 2014, the name of the Company was changed to its current name Azalia Broadcast Private Limited. |
| Registered Office | 401, 4th Floor, INFINITI, Link Road, Oshiwara, Andheri West, Mumbai 400 053. |
| Brief particulars of the scheme | This Composite Scheme of Arrangement provides for demerger of television broadcasting business of Reliance Big Broadcasting Private Limited ("Transferor Company 1" or "RBBPL"), Big Magic Limited ("Transferor Company 2" or "BML") and Azalia Broadcast Private Limited ("Transferor Company 3" or "ABPL") into Zee Entertainment Enterprises Limited ("Resulting Company" or "ZEEL") and their respective Shareholders and Creditors ("Scheme") pursuant to Sections 391 to 394 of the Companies Act, 1956 and other provisions of the Companies Act, 2013, as may be applicable. |

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


| **Particulars** | |
|---|---|
| | |
| Rationale for the scheme | Demerger of television broadcasting business of the Transferor Companies shall result in following benefits:<br><br>**(i) In case of the Transferor Companies:**<br>(a) helping the Transferor Companies in deleveraging its balance sheet, including reduction of debt and interest outgo as well as creation of value for the shareholders of the Transferor Companies; and<br>(b) consolidate / transfer of the television broadcasting business of Transferor Companies to the Resulting Company in an efficient manner;<br><br>**(ii) In case of the Resulting Company:**<br>(a) building strong capability to effectively meet future challenges in competitive business environment;<br>(b) strategic fit for serving existing market and also to cater additional volume linked to new consumers;<br>(c) synergies in operational process and creation of efficiencies by reducing time to market and benefitting customers as well as optimization of operation and capital expenditure;<br>(d) leading to increased competitive strength, cost reduction and efficiencies, productivity gains by pooling the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Transferor Companies and the Resulting Company thereby significantly contributing to future growth and maximizing shareholders value.<br><br>The proposed demerger is expected to be beneficial to Transferor Companies and Resulting Company and their respective shareholders, creditors and all other stakeholders and will enable |

# 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

| **Particulars** | |
|---|---|
| | Transferor Companies and Resulting Company to achieve and fulfil their objectives more efficiently and economically. |
| Date of resolution passed by the Board of Director of the company approving the scheme | November 23, 2016 |
| Date of meeting of the Audit Committee in which the draft scheme has been approved | Not Applicable |
| Appointed Date | Close of business hours of March 31, 2017 |
| Name of Exchanges where securities of the company are listed | Not Applicable as the Company is unlisted |
| Nature of Business | The Company is *interalia* engaged in the business of owning and operating a non news and current affairs satellite television channel under name and style of 'Big Thrill'. |
| Capital before the scheme | **Authorised**:<br>Equity: 72,000,000 equity shares of face value of Rs. 10 each – Rs 720,000,000<br><br>**Issued, subscribed and paid-up share capital**<br>Equity - 71,142,854 equity shares of Rs 10 each – Rs 711,428,540 |
| No. of shares to be issued | For all the equity shares of Rs 10 each (face value) held in Transferor Company 3, 1,270,433 Preference shares of Rs 10 each (face value), shall be issued by the Resulting Company. |

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


| **Particulars** | |
|---|---|
| Cancellation of shares on account of cross holding, if any | Not Applicable |
| Capital after the scheme | Same as above |
| Net Worth | Refer **Annexure 12D** |
| Valuation by independent Chartered Accountant -<br>Name of the valuer/valuer firm and Regn no. | Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant |
| Methods of valuation and value per share arrived under each method with weight given to each method, if any. | As per Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant attached as **Annexure 3** |
| Fair value per share | As per Valuation Report dated November 23, 2016 from BSR & Associates LLP, Chartered Accountant attached as Annexure 3 |
| Exchange ratio | For all the equity shares of Rs 10 each (face value) held in Transferor Company 3, 1,270,433 Preference shares of Rs 10 each (face value), shall be issued by the Resulting Company |
| Name of Merchant Banker giving fairness opinion | IDBI Capital Markets & Securities Limited |
| Shareholding pattern (as on November 23, 2016) | Please refer **Annexure 6D** |
| Number of shareholders (as on | Equity – 7 |

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

| **Particulars** | |
|---|---|
| November 23, 2016) | |
| Names of the Promoters | 1. Cinestar Advertising Private Limited<br>2. Big Magic Limited |
| Names of the Board of Directors | 1. Shri Tarun Katial<br>2. Shri Asheesh Chatterjee |
| Details regarding change in management control if any | --- |

For AZALIA BROADCAST PRIVATE LIMITED.

Director

AZALIA BROADCAST PRIVATE LIMITED