



Worldwide

NOTICE

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of RISE Worldwide Limited will be held at a shorter notice on Tuesday, November 12, 2024 at 08:00 p.m. at 9th Floor, Maker Chamber IV, 222, Nariman Point, Mumbai, Maharashtra – 400021 to transact the following Special Business:

Special Business:

1. To approve Related Party Transaction of the Company with Viacom 18 Media Private Limited and in this regard, to consider and if thought fit, to pass, , to pass, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into related party transaction(s) /contract(s) / arrangement(s) / agreement(s) (whether individually or series of transaction(s) taken together or otherwise), with Viacom 18 Media Private Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice;

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

By Order of the Board of Directors

Sugandha Goyal
Company Secretary

Date: November 12, 2024

Place: Navi Mumbai

A RELIANCE INITIATIVE FOR SPORTS AND ENTERTAINMENT

RISE Worldwide Limited (formerly known as IMG Reliance Limited)

Registered Office: Court House, 3rd Floor, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002, Maharashtra, India. ☎ +91 22 3555 7600

Corporate Office: One BKC, B Wing, 19th Floor, G Block, BKC, Bandra (East), Mumbai 400 051, Maharashtra, India. ☎ +91 22 3566 2300

CIN: U52100MH2008PLC178019 | www.riseworldwide.in



Notes:

1. A Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the EGM is annexed hereto.
2. Relevant document, if any referred to in Notice are open for inspection by the members at the Registered Office of the Company. The aforesaid documents will also be available for inspection by the Members at the Meeting.
3. Corporate Members intending to send their Authorised Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members / Proxies / Representatives are requested to bring their Attendance Slip duly filled in for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Members seeking any inspection/ any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before the commencement of the said EGM through email at sugandhagoyal@ril.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.
7. The route map of the Extraordinary General Meeting Venue is enclosed as **ANNEXURE**. The prominent landmark for the venue is Mantralaya.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

To approve the related Party Transaction of the Company with Viacom 18 Media Private Limited

As per the applicable provisions of the Companies Act, 2013, the Company seeks Members approval to enter into related party transaction with Viacom 18 Media Private Limited on mutually agreed terms and conditions. The said transaction is on Arm’s Length Basis.

Details of the said related party transaction, as required to be provided pursuant to the provisions of the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Section 188 of the Companies Act, 2013 are provided herein below:

Sr. No.	Particulars	Details
1.	Name of the related party	Viacom 18 Media Private Limited
2.	Name of the director or key managerial personnel who is related, if any	Not Applicable
3.	Nature of relationship	Viacom 18 Private Limited (“Viacom 18”) is a fellow subsidiary of the Company as per the Indian Accounting Standard. Viacom18 is a subsidiary of TV18 Broadcast Limited (‘TV18’) which in turn is a subsidiary of Network18. Media & Investments Limited (“NW18”). NW18 is an entity controlled by Independent Media Trust of which Reliance Industries Limited (Holding Company) is the sole beneficiary.
4.	Nature, tenure, material terms and particulars	Sale of entire stake of equity shares of the Company in Football Sports Development Limited, Joint Venture of the Company to Viacom 18 on the basis of valuation.
5.	Value of the transaction	Aggregate amount not exceeding Rs. 24.94 Crores
6.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

By Order of the Board of Directors

A handwritten signature in blue ink, appearing to read "Sugandha", is written over a light blue horizontal line.

Sugandha Goyal
Company Secretary

Date: November 12, 2024

Place: Navi Mumbai

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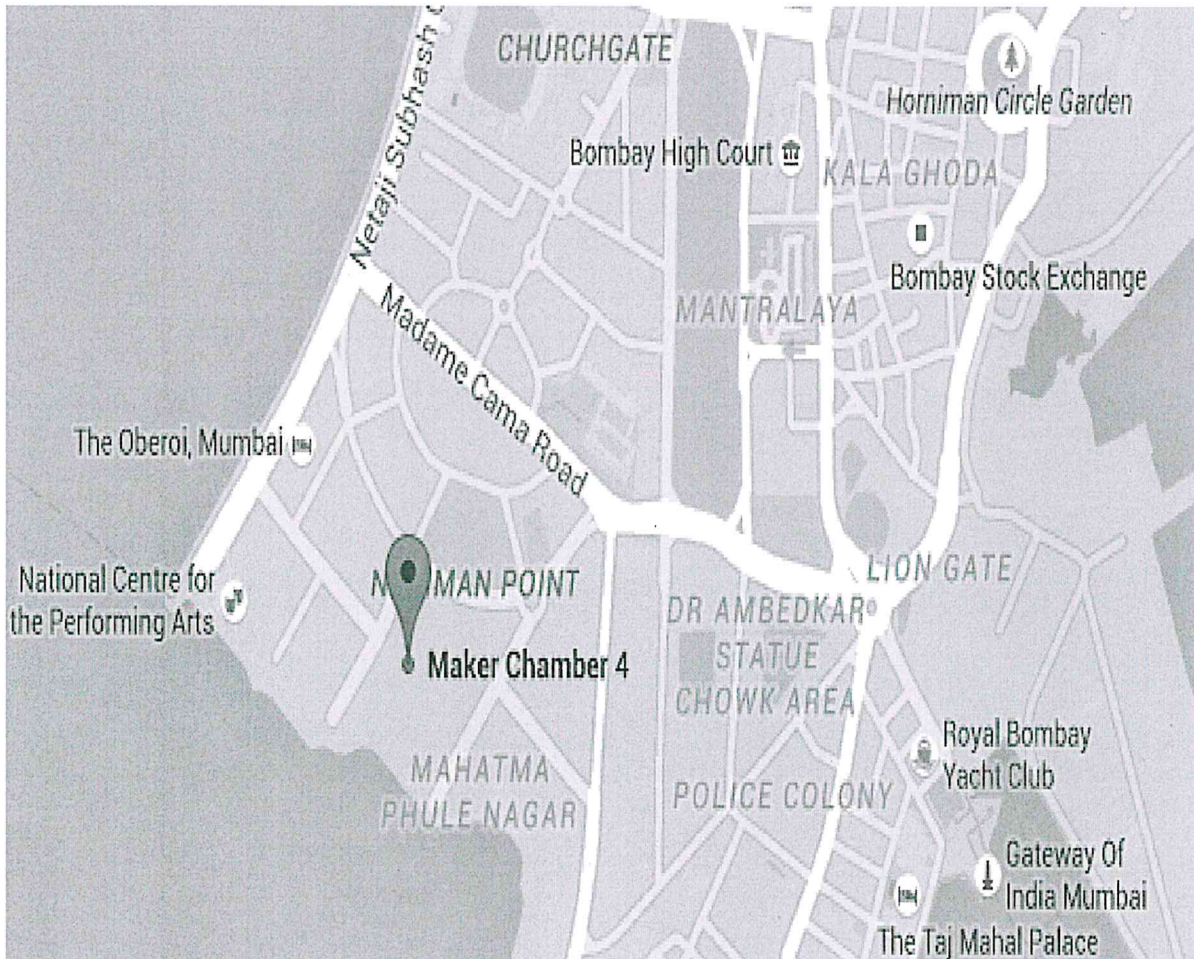
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ANNEXURE



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