



NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of IMG Reliance Limited will be held at a shorter notice on Tuesday, December 29, at 11:45 AM through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following special business:

1. To approve and adopt the amended and restated Articles of Association of the Company:

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

“RESOLVED THAT pursuant to: (i) Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force); and (ii) the share purchase agreement dated December 23, 2020 executed between IMG Singapore Pte. Ltd., IMG Worldwide, LLC, Reliance Industries Limited and the Company, the members of the Company do approve and adopt the draft of the amended and restated Articles of Association of the Company, as the ‘Restated Articles’, in substitution of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and steps as may be necessary to (including making the necessary filings / applications with the relevant authorities and executing all such documents, instruments and writings as may be required) give effect to the aforesaid resolution.”

2. To authorize the Board of Directors of the Company to apply for a new name of the Company

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

“RESOLVED THAT Directors of the Company, be and are hereby severally authorized to: (i) initiate the process of change of name of the Company in the records of the Ministry of Corporate Affairs to a name which does not include the “IMG” trademark or any derivation thereof; (ii) make necessary application for reservation of new name / change of name, file / submit necessary forms with the Registrar of Companies, Mumbai or such other appropriate authorities; and (iii) complete all necessary applications with the relevant governmental authorities to record the change of the corporate name of the Company in respect of any of its operating licenses.”



By Order of the Board of Directors

Sd/-

Mariyappan M B
Company Secretary
Membership No: A23991

Place: Mumbai

Date: December 28, 2020

Notes:

1. Considering the present Covid -19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 June 15, 2020 and September 28, 2020 (collectively referred to as 'MCA Circulars'), permitted convening the Extraordinary General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars the Meeting of the Company is being held through VC /OAVM and notice to all the members is being sent only through electronic mode by e-mail at their address registered with the Company. Detailed instructions to attend, participate and vote at the meeting through VC/OVAM is attached as **Annexure 1**. The deemed venue for the EGM shall be the registered office.
2. Generally, a member entitled to attend and vote at the "Meeting" is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this meeting is being held through VC /OAVM pursuant to the MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the meeting and hence the Proxy Form is not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at the designated email address provided in Annexure 1, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.
4. Members/ Representatives attending the meeting through VC /OAVM would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the meeting and hence not annexed hereto.
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.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is enclosed herewith.
7. Since the Meeting will be held through VC the route map of the venue of the Meeting is not annexed hereto.
8. 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 mariyappan.mb@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.



Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

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

Item No. 1

In terms of section 4.1.8 and other applicable provisions of the Share Purchase Agreement (“SPA”) dated December 23, 2020 executed between IMG Singapore Pte. Ltd. (“IMGS”), IMG Worldwide, LLC, Reliance Industries Limited and the Company, the Company is required to adopt the Restated Articles of Association.

The members may further note that to give effect to the aforesaid and to remove all references to IMGS and its affiliates from the Articles of Association (A0A) except from the corporate name of the Company as agreed under section 9.3 of the SPA, it is proposed to alter the AoA..

It is proposed to adopt the articles contained in the restated Articles of Association in substitution of and to the entire exclusion of the articles contained in the existing AOA of the Company.

The adoption of new set of articles in the restated Articles of Association would require approval of the members of the Company in terms of Section 14 of the Companies Act, 2013 by way of a special resolution.

The draft restated Articles of Association which in the agreed form, shall be available for inspection of the members of the Company as per Note 8 of the Notes to the accompanying Notice.

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

The Board commends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the shareholders.

Item No. 2

In terms of section 4.1.8 and other applicable provisions of the Share Purchase Agreement (“SPA”) dated December 23, 2020 executed between IMG Singapore Pte. Ltd. (“IMGS”), IMG Worldwide, LLC, Reliance Industries Limited and the Company, the Company is required to apply for new name.

Further, in terms of section 9.2 of the SPA, the Company is required to change its name to a name which does not include the “IMG” trademark or any derivations thereof. To ensure that the process of change of name of the Company in the records of the Ministry of Corporate Affairs and other actions in this regard are undertaken, the consent of the members of the Company is sought to authorize the Board of Directors of the Company to carry out such actions.



None of the Directors and Key Managerial Personnel of the Company or any of their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval by the shareholders.

By Order of the Board of Directors

Sd/-

Mariyappan M B
Company Secretary
Membership No: A23991

Place: Mumbai
Date: December 28, 2020

Registered Office:
Court House, 3rd Floor,
Lokmanya Tilak Marg,
Dhobi Talao, Mumbai – 400 002

Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The meeting through video-conference would be conducted through “Microsoft Teams” which enables two-way audio and video conference. Members are requested to join the meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as Annexure 2.

2. The link to join the meeting shall be active from 11:15 AM onwards on the day of the meeting.
3. E-mail address of the Company Secretary of the Company, Shri. Mariyappan M B i.e. mariyappan.mb@ril.com is designated for correspondences / voting and all other purposes related to the meeting.
4. In the event of demand for poll at the meeting, members shall send their votes by email from their email address which is registered with the company and shall only be sent to the designated email address mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact Shri. Mariyappan M B at +91 9967470055.

1. Members would have received an email from the Company to participate in the Extraordinary General meeting through Video Conference (VC) on your email address registered with the Company.
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For installing Microsoft Teams on your **iPad / apple devices / iPad / Android devices:**

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



Type your Name and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.