Reliance
Industries Limited

June 26, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051

Scrip Code: 500325

Trading Symbol: "RELIANCE EQ"

Dear Sirs,

Sub: 'Annual General Meeting' of the members of the Company and 'Record Date'

This is to inform you that the 'Fortieth Annual General Meeting (Post - IPO)' of the members of the Company will be held on Friday, July 21, 2017 at 11:00 a.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai 400 020 ("the Meeting").

The Notice containing the business to be transacted at the Meeting is attached.

As per Section 108 of the Companies Act, 2013, read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting"). The instructions for e-voting are mentioned in the Notice attached.

The Company has fixed Friday, July 14, 2017 as the 'Record Date' for the purpose of determining the members eligible to receive dividend recommended by the Board of Directors for the financial year 2016-17.

RELIANCE INDUSTRIES LIMITED

This is for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For **Reliance Industries Limited**



K. Sethuraman
Group Company Secretary
& Chief Compliance Officer

Encl.: As above

Copy to:

The Luxembourg Stock Exchange
Societe de la Bourse de Luxembourg
35A boulevard Joseph II
B P 165, L-2011 Luxembourg

Singapore Stock Exchange
2 Shenton Way, #19- 00
SGX Centre 1,
Singapore 068804

Taipei Stock Exchange
15F, No.100, Sec. 2,
Roosevolt Road,
Taipei, Taiwan, 10084

National Securities Depository Limited
Trade World, A Wing, 4th & 5th Floors
Kamala Mills Compound
Lower Parel, Mumbai 400 013

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers
16th Floor, Dalal Street
Mumbai 400 023

The Bank of New York Mellon
101 Barclay Street
New York, NY 10286
New York

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda,
Hyderabad – 500 032

Reliance
Industries Limited
Registered Office: 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, India; **CIN:** L17110MH1973PLC019786
Website: www.ril.com; **E-mail:** investor_relations@ril.com; **Tel.:** +91 22 2278 5000; **Fax:** +91 22 2278 5111

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting (Post - IPO) of the members of Reliance Industries Limited will be held on Friday, July 21, 2017 at 11:00 a. m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Near Bombay Hospital & Medical Research Centre, New Marine Lines, Mumbai 400 020, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

   (a) "**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

   (b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare a dividend on equity shares for the financial year ended March 31, 2017 and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** a dividend at the rate of ₹ 11/- (Eleven rupees only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2017 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2017."

3. To appoint Smt. Nita M. Ambani, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Nita M. Ambani (DIN: 03115198), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Shri Hital R. Meswani, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Hital R. Meswani (DIN: 00001623), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), S R B C & Co., LLP, Chartered Accountants (Registration No. 324982E/E300003) and D T S & Associates, Chartered Accountants (Registration No. 142412W), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. To re-appoint Shri Pawan Kumar Kapil as a Whole-time Director and in this regard, pass the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Pawan Kumar Kapil (DIN: 02460200) as a Whole-time Director, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from May 16, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To re-appoint Shri Nikhil R. Meswani as a Whole-time Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Nikhil R. Meswani (DIN: 00001620) as a Whole-time Director, designated as Executive Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from July 1, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To re-appoint Shri Yogendra P. Trivedi as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Yogendra P. Trivedi (DIN: 00001879), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

9. To re-appoint Prof. Ashok Misra as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Prof. Ashok Misra (DIN: 00006051), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

10. To re-appoint Shri Mansingh L. Bhakta as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Mansingh L. Bhakta (DIN: 00001963), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

11. To re-appoint Prof. Dipak C. Jain as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Prof. Dipak C. Jain (DIN: 00228513), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

12. To re-appoint Dr. Raghunath A. Mashelkar as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Raghunath A. Mashelkar (DIN: 00074119), who was appointed as an Independent Director and who holds office of Independent Director up to the date of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company."

13. To appoint Dr. Shumeet Banerji as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Shumeet Banerji (DIN: 02787784), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, that is, up to July 20, 2022."

14. To alter the Articles of Association of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable requirements of the Reserve Bank of India, approval of the members be and is hereby accorded for alteration of the Articles of Association of the Company by inserting the following new Article after existing Article 32:

"32A. Until such time, the Company remains a promoter of Jio Payments Bank Limited, no person (other than the promoters / persons comprising the promoter group / persons acting in concert with the promoters and promoter group of the Company), by himself or along with persons acting in concert with him, shall acquire equity shares or voting rights of the Company, which taken together with equity shares or voting rights already held by him and persons acting in concert with him, would take the aggregate holding of such person and persons acting in concert with him to five percent or more (or such other percentage as may be prescribed by the Reserve Bank of India, from time to time) of the paid-up equity share capital or total voting rights of the Company without prior approval of the Reserve Bank of India.

Explanation: For the purposes of this Article, the terms "promoter", "promoter group" and "persons acting in concert" shall have the meanings respectively assigned to them in the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the time being in force."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

15. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified."

16. To approve offer or invitation to subscribe to Redeemable Non-Convertible Debentures on private placement and in this regard, pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, of an aggregate nominal value up to ₹ 25,000 crore (Twenty five thousand crore rupees only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and Chief Compliance Officer
Mumbai, June 14, 2017

Registered Office:
3rd Floor, Maker Chambers IV, 222, Nariman Point,
Mumbai 400 021, India
CIN: L17110MH1973PLC019786
Website: www.ril.com; E-mail: investor_relations@ril.com
Tel.: +91 22 2278 5000; Fax: +91 22 2278 5111

NOTICE

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

3. 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 annexed hereto.

4. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 23.

5. In terms of Section 152 of the Act, Smt. Nita M. Ambani and Shri Hital R. Meswani, Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Human Resources, Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company commend their respective re-appointments.

6. Smt. Nita M. Ambani and Shri Hital R. Meswani are interested in the Ordinary Resolutions set out at Item Nos. 3 and 4, respectively, of the Notice with regard to their re-appointment. Shri Mukesh D. Ambani, Chairman & Managing Director, being related to Smt. Nita M. Ambani may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. Shri Nikhil R. Meswani, Executive Director, being related to Shri Hital R. Meswani may be deemed to be interested in the resolution set out at Item No. 4 of the Notice. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 5 of the Notice.

7. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

8. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of S R B C & Co., LLP, Chartered Accountants (Registration No. 324982E/E300003) and D T S & Associates, Chartered Accountants (Registration No. 142412W) as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018.

   Both, S R B C & Co., LLP, Chartered Accountants and D T S & Associates, Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

9. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s)and copy(ies) of their Annual Report.

10. 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.

11. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

12. (a) The Company has fixed July 14, 2017 as the "Record Date" for determining entitlement of members to dividend for the financial year ended March 31, 2017.

    (b) The dividend on equity shares, if declared at the Meeting as recommended by the Board of Directors, will be credited / despatched between July 21, 2017 and July 28, 2017 to those members whose names appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

13. The Company's Registrars & Transfer Agents for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032 (Unit: Reliance Industries Limited).

14. Members holding shares in electronic mode may note that bank particulars registered against their respective

depository accounts will be used by the Company for payment of dividend. The Company or Karvy cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.

15. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Karvy.

16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on September 1, 2016 (date of the previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: http://www.ril.com/InvestorRelations/ShareholdersInformation.aspx. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.

    Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

    In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: http://www.ril.com/InvestorRelations/ShareholdersInformation.aspx to ascertain details of shares liable for transfer in the name of IEPF Authority.

17. **Members holding shares in physical mode:**

    a. **are required to submit their Permanent Account Number (PAN) to the Company / Karvy, as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.**

    b. **are advised to make nomination in respect of their shareholding in the Company. Nomination form (SH-13) is made available in 'Downloads' section under Investor Relations dropdown on the Company's website: www.ril.com.**

18. **Members holding shares in electronic mode:**

    a. **are requested to submit their PAN to their respective DPs with whom they are maintaining their demat accounts, as mandated by SEBI for every participant in securities market.**

    b. **are advised to contact their respective DPs for availing the nomination facility.**

19. **Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.**

20. **Members who have not registered / updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.**

21. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

22. **Members are advised to refer to the Shareholders' Referencer provided in the Annual Report for guidance on securities related matters. The same can also be viewed through the link: http://www.ril.com/InvestorRelations/ShareholdersInformation.aspx.**

23. **Information and instructions relating to e-voting are as under:**

    i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ("e-voting"). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('**remote e-voting**').

    ii. The facility for voting through electronic voting system ('**Insta Poll**') will be made available at the Meeting and members attending the Meeting **who have not** cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

    iii. **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again.**

    iv. A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

    v. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') as the Agency to provide e-voting facility.

    vi. The Board of Directors of the Company has appointed Shri Nilesh Shah, a Practising Chartered Accountant, Partner, Deloitte Haskins & Sells LLP, Mumbai as Scrutinizer to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and he has

communicated his willingness to be appointed and will be available for the said purpose.

vii. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, that is, Friday, July 14, 2017.**

viii. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting / Insta Poll. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.**

ix. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from Karvy in the manner as mentioned below:

a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD**<space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Member may call on Karvy's toll-free number: 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.).

d. Member may send an e-mail request to evoting.ril@karvy.com.

If the member is already registered with Karvy e-voting platform, then he can use his existing User ID and password for casting the vote(s) through remote e-voting.

x. The remote e-voting facility will be available during the following period:

- **Commencement of remote e-voting: From 9:00 a.m. (IST) on Monday, July 17, 2017**
- **End of remote e-voting: Up to 5:00 p.m. (IST) on Thursday, July 20, 2017**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.

The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

xi. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.ril.com and on the website of Karvy at: https://evoting.karvy.com. The result will simultaneously be communicated to the stock exchanges.

xii. **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Friday, July 21, 2017.**

xiii. **Information and instructions relating to remote e-voting:**

1. **A. In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

(a) Launch internet browser by typing the URL: https://evoting.karvy.com

(b) Enter the login credentials (that is, **User ID** and **password**) which are printed and available in the communication with respect to voting by electronic means enclosed with the Notice and forms an integral part of it.

The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote(s). If required, please visit https://evoting.karvy.com or contact toll-free number 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.) for your existing password.

(c) After entering these details appropriately, click on "LOGIN".

(d) You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

(e) You need to login again with the new credentials.

(f) On successful login, the system will prompt you to select the E-Voting Event Number for Reliance Industries Limited.

(g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

(h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".

(j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

(k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.

(l) Once you confirm, you will not be allowed to modify your vote.

(m) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: ril.scrutinizer@karvy.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. **In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

a) User ID and initial password - Initial password is provided in the below given format in the communication with respect to voting by electronic means enclosed with the Notice and forms integral part of it:

EVEN (E-voting Event Number)	User ID	password

b) Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.

2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).

3. During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the Resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

4. In case of any query pertaining to e-voting, members may refer to the "Help"and"FAQs" sections / E-voting user manual available at the "Downloads" section of Karvy's website for e-voting: http://evoting.karvy.com or contact Karvy as per the details given under point no. 5.

5. The members are requested to note the following contact details for addressing e-voting grievances:

Shri S. P. Venugopal, Deputy General Manager

Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad 500 032
Toll-free No.: 1800-3454-001
E-mail: evoting.ril@karvy.com

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

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

Item No. 6

The Board of Directors of the Company ("the Board") at its meeting held on April 24, 2017 has, subject to approval of members, re-appointed Shri Pawan Kumar Kapil (DIN: 02460200) as a Whole-time Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, that is, May 15, 2018, on terms and conditions including remuneration as recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Shri Pawan Kumar Kapil as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Pawan Kumar Kapil are as under:

(a) Salary, Perquisites and Allowances per annum:

(₹ in crore)

Salary	0.69
Perquisites and Allowances	0.94

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and

family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Shri Pawan Kumar Kapil, as may be determined by the Board and / or the HRNR Committee of the Board, shall be in addition to the remuneration under (a) above.

(d) It is clarified that employees stock options granted / to be granted to Shri Pawan Kumar Kapil, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.

(e) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for Shri Pawan Kumar Kapil's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

(f) General:

(i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director.

(ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Whole-time Director shall adhere to the Company's Code of Conduct.

(iv) The office of the Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Shri Pawan Kumar Kapil has attained age of seventy years on September 1, 2015. Shri Pawan Kumar Kapil has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Shri Pawan Kumar Kapil as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Shri Pawan Kumar Kapil as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Save and except as provided in the foregoing paragraph, Shri Pawan Kumar Kapil satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Pawan Kumar Kapil under Section 190 of the Act.

Details of Shri Pawan Kumar Kapil are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Pawan Kumar Kapil is interested in the resolution set out at Item No. 6 of the Notice.

The relatives of Shri Pawan Kumar Kapil may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

The Board of Directors of the Company ("the Board") at its meeting held on April 24, 2017 has, subject to approval of members, re-appointed Shri Nikhil R. Meswani (DIN: 00001620) as a Whole-time Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, that is, June 30, 2018, on terms and conditions including remuneration as recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Nikhil R. Meswani as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Nikhil R. Meswani are as under:

(a) Salary, Perquisites and Allowances per annum:

(₹ in crore)

Salary	1.80
Perquisites and Allowances	3.50

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and

family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

(c) Increment in salary, perquisites and allowances and remuneration based on net profits or by way of incentive / bonus / performance linked incentive payable to Shri Nikhil R. Meswani, as may be determined by the Board and / or the HRNR Committee of the Board, shall be in addition to the remuneration under (a) above.

(d) It is clarified that employees stock options granted / to be granted to Shri Nikhil R. Meswani, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.

(e) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Shri Nikhil R. Meswani shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits payable to him as also to the Managing Director and other Whole-time Directors of the Company will be determined by the Board and / or the HRNR Committee of the Board for each financial year.

(f) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for Shri Nikhil R. Meswani's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

(g) General:

(i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board / Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board / Managing Director and the functions of the Whole-time Director will be under the overall authority of the Managing Director.

(ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Whole-time Director shall adhere to the Company's Code of Conduct.

(iv) The office of the Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Shri Nikhil R. Meswani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Nikhil R. Meswani under Section 190 of the Act.

Details of Shri Nikhil R. Meswani are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Shri Nikhil R. Meswani is interested in the resolution set out at Item No. 7 of the Notice. Shri Hital R. Meswani, a Whole-time Director, being related to Shri Nikhil R. Meswani, may be deemed to be interested in the resolution set out at Item No. 7 of the Notice.

The other relatives of Shri Nikhil R. Meswani may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item Nos. 8, 9, 10, 11 and 12

Shri Yogendra P. Trivedi (DIN: 00001879), Prof. Ashok Misra (DIN: 00006051), Shri Mansingh L. Bhakta (DIN: 00001963), Prof. Dipak C. Jain (DIN: 00228513) and Dr. Raghunath A. Mashelkar (DIN: 00074119) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Human Resources, Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Human Resources, Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar would be beneficial to the

Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar for the office of Independent Directors of the Company.

The Company has also received declarations from Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar are independent of the management.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 8, 9, 10, 11 and12, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letters of appointment of Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar are interested in the resolutions set out respectively at Item Nos. 8, 9, 10, 11 and 12 of the Notice with regard to their respective re-appointments.

The relatives of Shri Yogendra P. Trivedi, Prof. Ashok Misra, Shri Mansingh L. Bhakta, Prof. Dipak C. Jain and Dr. Raghunath A. Mashelkar may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolutions set out at Item Nos. 8, 9, 10, 11 and 12 of the Notice for approval by the members.

Item No.13

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors has proposed that Dr. Shumeet Banerji (DIN: 02787784), be appointed as an Independent Director on the Board of the Company.

The appointment of Dr. Shumeet Banerji, shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Dr. Shumeet Banerji for the office of Director of the Company. Dr. Shumeet Banerji is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Dr. Shumeet Banerji that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Dr. Shumeet Banerji fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Dr. Shumeet Banerji is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Dr. Shumeet Banerji are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Dr. Shumeet Banerji setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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. 13 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the members.

Item No. 14

The Company's subsidiary "Jio Payments Bank Limited" has been issued a licence under Section 22(1) of the Banking Regulation Act, 1949 by the Reserve Bank of India (RBI) to carry on payments bank business in India subject to certain terms and conditions. The Company is the promoter of Jio Payments Bank Limited holding 70% equity and State Bank of India holds the balance 30%.

In compliance with the terms and conditions stipulated by RBI, the Company had given an undertaking to amend the Articles of Association of the Company in the manner set out in the Special

Resolution at Item No. 14 of the Notice and RBI had conveyed its 'No objection' to this amendment.

In terms of the proposed amendment, until such time the Company remains a promoter of Jio Payments Bank Limited, acquisition of equity shares or voting rights of the Company by any person (other than the promoters / persons comprising the promoter group / persons acting in concert with the promoters / promoter group of the Company) which would take the aggregate holding of such person together with persons acting in concert with him to 5% or more requires prior approval of RBI.

Accordingly, it is proposed to alter the Articles of Association of the Company by inserting a new Article 32A in the Articles of Association of the Company in the manner as set out in the Special Resolution at Item No. 14 of the Notice.

Copy of the Articles of Association of the Company incorporating the proposed new Article 32A is available for inspection by members at the registered office of the Company.

Approval of the members is sought to the alteration of Articles of Association of the Company by passing a Special Resolution as set out at Item No. 14 of the Notice.

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. 14 of the Notice.

The Board commends the Special Resolution set out at Item No. 14 of the Notice for approval by the members.

Item No. 15

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2018 as per the following details:

(₹ in lakh)

Sr. No.	Name of the Cost Auditor	Industry	Audit fees
1.	Diwanji &Co.	Electricity and Chemicals	8.81
2.	K. G. Goyal & Associates	Chemicals	3.80
3.	V. J. Talati & Co.	Chemicals, Oil & Gas and Polyester	8.67
4.	Kiran J. Mehta & Co.	Textiles and Electricity	3.85
5.	Shri Suresh D. Shenoy	Polyester, Chemicals and Petroleum	8.00
6.	V. Kumar & Associates	Polyester	5.47
7.	Shome & Banerjee	Oil & Gas and Chemicals	8.65
8.	Dilip M. Malkar & Co.	Chemicals	6.66
9.	Shome & Banerjee (Lead Auditor)	Lead Audit Fees	7.35
		Total	**61.26**

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018 by passing an Ordinary Resolution as set out at Item No. 15 of the Notice.

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. 15 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 15 of the Notice for approval by the members.

Item No. 16

The members of the Company, at the previous Annual General Meeting held on September 1, 2016, had passed a special resolution authorising the Board of Directors of the Company to offer or invite subscriptions for redeemable non-convertible debentures, in one or more series / tranches, on private placement. The said resolution is valid and effective for 1 (one) year from September 1, 2016. The members may note that the Company has not made any private placement of redeemable non-convertible debentures pursuant to the said authorisation.

The Board may, at an appropriate time, consider offering or inviting subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par, in order to augment long-term resources for financing *inter alia* the ongoing capital expenditure and for general corporate purposes.

Section 71 of the Act which deals with the issue of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 16 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a period of 1 (one) year from the date of passing this resolution.

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. 16 of the Notice.

The Board commends the Special Resolution set out at Item No. 16 of the Notice for approval by the members.

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and Chief Compliance Officer
Mumbai, June 14, 2017

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ANNEXURE TO THE NOTICE DATED JUNE 14, 2017
DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Particulars	Smt. Nita M. Ambani	Shri Hital R. Meswani	Shri Pawan Kumar Kapil	Shri Nikhil R. Meswani
Age	54 years	48 years	71 years	51 years
Qualifications	Commerce Graduate from Mumbai University, Diploma in Early Childhood Education	Honours in Management & Technology Programme from University of Pennsylvania, U.S.A., Bachelor of Science in Chemical Engineering from School of Engineering and Applied Sciences, Bachelor of Science in Economics from Wharton Business School	Chemical Engineer	Chemical Engineer from UDCT (now known as Institute of Chemical Technology), Mumbai
Experience (including expertise in specific functional area)/Brief Resume	Smt Nita M. Ambani, Founder & Chairperson, Reliance Foundation, is an educationist, philanthropist, businesswoman and a proponent of sports. Reliance Foundation has impacted over 12 million lives through initiatives in Rural Transformation, Health, Education, Sports for Development, Disaster Response, Arts, Culture and Heritage, and Urban Renewal. In recognition of her outstanding contribution to education, sports and other social sector development areas, Smt Nita M. Ambani has received many awards and honours. Please refer Company's website: www.ril.com for detailed profile.	Vast experience in petroleum industry. Please refer Company's website: www.ril.com for detailed profile.	Vast experience in petroleum industry. Please refer Company's website: www.ril.com for detailed profile.	Vast experience in petrochemical industry. Please refer Company's website: www.ril.com for detailed profile.
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the shareholders at the Annual General Meeting held on June 18, 2014, Smt. Nita M. Ambani was appointed as a Non-executive Director, liable to retire by rotation	As per the resolution passed by the shareholders by Postal Ballot on March 28, 2014, Shri Hital R. Meswani was re-appointed as a Whole-time Director designated as Executive Director, liable to retire by rotation	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto, Shri Pawan Kumar Kapil is proposed to be re-appointed as a Whole-time Director	As per the resolution at item no. 7 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto, Shri Nikhil R. Meswani is proposed to be re-appointed as a Whole-time Director
Remuneration last drawn (including sitting fees, if any)	₹ 1.39 crore	₹ 16.58 crore (for remuneration details including perquisite value of stock options exercised, please refer to Attachment I to Annexure VII of the Board's Report)	₹ 2.54 crore (for remuneration details including perquisite value of stock options exercised, please refer to Attachment I to Annexure VII of the Board's Report)	₹ 16.58 crore (for remuneration details including perquisite value of stock options exercised, please refer to Attachment I to Annexure VII of the Board's Report)

Particulars	Smt. Nita M. Ambani	Shri Hital R. Meswani	Shri Pawan Kumar Kapil	Shri Nikhil R. Meswani
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto; and the resolution at item no. 12 passed by the shareholders at the Annual General Meeting held on June 18, 2014	As per the resolution at item no. 7 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto; and the resolution at item no. 12 passed by the shareholders at the Annual General Meeting held on June 18, 2014
Date of first appointment on the Board	June 18, 2014	August 4, 1995	May 16, 2010	June 26, 1986
Shareholding in the Company as on March 31, 2017	33,98,146	16,11,886	33,499	16,78,374
Relationship with other Directors/Key Managerial Personnel	Spouse of Shri Mukesh D. Ambani and not related to any other Director / Key Managerial Personnel	Brother of Shri Nikhil R. Meswani and not related to any other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Brother of Shri Hital R. Meswani and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	4	6	5	6
Directorships of other Boards as on March 31, 2017	• Reliance Foundation • EIH Limited • Football Sports Development Limited	• Reliance Industrial Investments and Holdings Limited • Reliance Commercial Dealers Limited	-	• Reliance Commercial Dealers Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2017	-	-	-	**Reliance Commercial Dealers Limited** • Audit Committee – Chairman • Nomination and Remuneration Committee - Member

Particulars	Shri Yogendra P. Trivedi	Prof. Ashok Misra	Shri Mansingh L. Bhakta	Prof. Dipak C. Jain
Age	88 years	69 years	85 years	60 years
Qualifications	B.Com., LL.B. (Advocate)	B.Tech. in Chemical Engineering from IIT Kanpur, M.S. in Chemical Engineering from Tufts University, Massachusetts, U.S.A. Ph.D. in Polymer Science & Engineering from University of Massachusetts, U.S.A.	Advocate and Solicitor	M.S. in Mathematical Statistics from Guwahati University, Ph.D. in Marketing from University of Texas, U.S.A.
Experience (including expertise in specific functional area) / Brief Resume	Leading Advocate and Solicitor having vast experience on matters relating to taxation. Please refer Company's website: www.ril.com for detailed profile.	Prof. Ashok Misra is an academician and Professor of Engineering, having vast experience in the arena of Higher Technical education. He is a Fellow of the National Academy of Science, India and the National Academy of Engineering. His outstanding contributions have earned him many accolades. Please refer Company's website: www.ril.com for detailed profile.	Leading Advocate and Solicitor having vast experience in general laws, and corporate and securities laws. Please refer Company's website: www.ril.com for detailed profile.	Distinguished teacher and scholar. Former Dean of Kellogg School of Management, Northwestern University, Illinois, Chicago, U.S.A. Please refer Company's website: www.ril.com for detailed profile.

Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 8 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto	As per the resolution at item no. 9 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto	As per the resolution at item no. 10 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto	As per the resolution at item no. 11 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	₹ 1.66 crore	₹ 1.49 crore	₹ 1.44 crore	₹ 1.44 crore
Remuneration proposed to be paid	As per the resolution at item no. 11 passed by the shareholders at the Annual General Meeting held on June 18, 2014	As per the resolution at item no. 11 passed by the shareholders at the Annual General Meeting held on June 18, 2014	As per the resolution at item no. 11 passed by the shareholders at the Annual General Meeting held on June 18, 2014	As per the resolution at item no. 11 passed by the shareholders at the Annual General Meeting held on June 18, 2014
Date of first appointment on the Board	April 16, 1992	April 27, 2005	September 27, 1977	August 4, 2005
Shareholding in the Company as on March 31, 2017	27,984	2,300	3,36,000	-
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	6	6	5	5
Directorships of other Boards as on March 31, 2017	• Zodiac Clothing Company Limited • The Supreme Industries Limited • New Consolidated Construction Company Limited • Emami Limited • Sai Service Private Limited • Trivedi Consultants Private Limited • Federation of Indian Automobile Association (Section 8 company) • IMC Chamber of Commerce and Industry (Section 8 company)	• Jubilant Life Sciences Limited • Kirloskar Electric Company Limited • Kelbuzz Trading Private Limited • SKG Terra Promenade Private Limited • Kesvik Developers Private Limited	-	• Reliance Jio Infocomm Limited • Reliance Retail Ventures Limited • John Deere & Company (incorporated outside India) • Northern Trust Company (incorporated outside India) • Global Logistic Properties (incorporated outside India)
Membership / Chairmanship of Committees of other Boards as on March 31, 2017	**The Supreme Industries Limited** • Audit Committee - Member • Nomination and Remuneration Committee - Chairman **Zodiac Clothing Company Limited** • Audit Committee – Member • Nomination and Remuneration Committee - Member	**Jubilant Life Sciences Limited** • Audit Committee – Member • Sustainability & CSR Committee - Chairman • Stakeholders Relationship Committee - Member	-	**Reliance Jio Infocomm Limited** • Audit Committee - Member • Nomination and Remuneration Committee - Member **Reliance Retail Ventures Limited** • Audit Committee – Member • Nomination and Remuneration Committee – Member • Corporate Social Responsibility Committee - Member

Particulars	Dr. Raghunath A. Mashelkar	Dr. Shumeet Banerji
Age	74 years	57 years
Qualifications	Chemical Engineer and Ph.D. from UDCT (now known as "Institute of Chemical Technology"), Mumbai, FRS, London, FREng, London, FIChemE	BA and MBA, University of Delhi; PhD, Kellogg School of Management, Northwestern University, Illinois, Chicago, U.S.A.
Experience (including expertise in specific functional area) / Brief Resume	Eminent Chemical Engineering scientist, an awardee of the Padma Shri (1991), the Padma Bhushan (2000) and the Padma Vibhushan (2014). Former Director-General of Council for Scientific and Industrial Research (CSIR) Former President of Indian National Science Academy (INSA) and Institution of Chemical Engineers, U.K. President of Global Research Alliance and National Innovation Foundation. Please refer Company's website: www.ril.com for detailed profile.	Shri Shumeet Banerji is the founder of Condorcet, LP an advisory and investment firm specializing in developing early stage companies. Shri Banerji retired from Booz & Company in 2013 after a 20 year career at the firm and its predecessor Booz, Allen, Hamilton. He was the founding Chief Executive Officer of Booz & Company. In 2007-08 he co-led the conception, design, and execution of the historic deal separating Booz, Allen, Hamilton, selling the government business to the Carlyle Group and spinning off the global strategy consulting division as Booz & Company. Shri Banerji currently serves on the Board of Directors of HP Inc. (USA), Innocoll (Ireland), Felix Pharmaceuticals (Ireland) and Reliance Jio Infocomm Limited (India) and serves as a senior advisor to Proteus Digital Health (USA), Berg Health (USA), Tala Energy (UK) and Absolutdata (USA). He serves on the Panel of Senior Advisers of Chatham House (The Royal Institute of International Affairs, UK), the Advisory Board of One Mind (USA), and the Advisory Board of the Global Economic Symposium (Germany). He was a member of the faculty at the University of Chicago's Graduate School of Business before joining Booz, Allen, Hamilton. He received his Ph.D. from the Kellogg School of Management, Northwestern University where he has previously served on the Dean's Advisory Board.
Terms and Conditions of Appointment / Re-appointment	As per the resolution at item no. 12 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto	As per the resolution at item no. 13 of the Notice convening Annual General Meeting on July 21, 2017 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	₹ 1.57 crore	-
Remuneration proposed to be paid	As per the resolution at item no. 11 passed by the shareholders at the Annual General Meeting held on June 18, 2014	As per the resolution at item no. 11 passed by the shareholders at the Annual General Meeting held on June 18, 2014
Date of first appointment on the Board	June 9, 2007	-
Shareholding in the Company as on March 31, 2017	-	-
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	4	-

Directorships of other Boards as on March 31, 2017	• Thermax Limited • Tata Motors Limited • KPIT Technologies Limited • Piramal Enterprises Limited • TAL Manufacturing Solutions Limited • Sakal Papers Private Limited • Vyome Biosciences Private Limited • Invictus Oncology Private Limited • International Longevity Centre – India (Section 8 company) • Gharda Scientific Research Foundation (Section 8 company) • Gharda Medical & Advanced Technologies Foundation (Section 8 company) • Reliance Gene Medix Limited (incorporated outside India) • Access Health International (Non-profit organisation incorporated outside India)	• Reliance Jio Infocomm Limited • Felix Pharmaceuticals Private Limited (incorporated outside India) • HP Inc. (Formerly, Hewlett Packard Company Inc.) (incorporated outside India) • Berg Health LLC (incorporated outside India) • Proteus Digital Health, Inc. (incorporated outside India) • Tala Energy Private Limited (incorporated outside India) • Innocoll Holdings Plc (Formerly, Innocoll AG) (incorporated outside India)
Membership / Chairmanship of Committees of other Boards as on March 31, 2017	**Tata Motors Limited** Audit Committee - Member Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee – Chairman Risk Management Committee - Member Safety, Health & Environment Committee – Chairman **KPIT Technologies Limited** Stakeholders Relationship Committee – Chairman **Piramal Enterprises Limited** Audit & Risk Committee – Member **TAL Manufacturing Solutions Limited** Nomination & Remuneration Committee – Member **Thermax Limited** Corporate Social Responsibility Committee - Member	**HP Inc.** Nominating, Governance & Social Responsibility Committee - Chairman HR & Compensation Committee - Member **Innocoll Holdings Plc.** Audit Committee - Member HR & Compensation Committees – Member **Proteus Digital Health, Inc.** Compensation and Nominating and Governance Committees – Member **Tala Energy Private Limited** Audit Committee – Chairman **Berg Health LLC** Audit Committee – Chairman **Felix Pharmaceuticals Private Limited** Nominating & Governance Committee - Chairman

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and Chief Compliance Officer
Mumbai, June 14, 2017

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