

Notice

NOTICE is hereby given that the Forty-fifth Annual General Meeting (Post-IPO) of the Members of Reliance Industries Limited will be held on **Monday, August 29, 2022 at 2:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2022 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, 2022 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
 - “RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
 - “RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- To declare a dividend on equity shares for the financial year ended March 31, 2022 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹8/- (Eight rupees only) per equity share of ₹10/- (Ten rupees only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company.”
- To appoint Smt. Nita M. Ambani, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt. Nita M. Ambani (DIN: 03115198), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”
- To appoint Shri Hital R. Meswani, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Hital R. Meswani (DIN: 00001623), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

- To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions 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), Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W / W – 100018) and Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W / W100355), 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

- To re-appoint Shri Nikhil R. Meswani as a Whole-time Director and in this regard, to consider and if thought fit, to 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 an Executive Director, for a period of 5 (five) years from the expiry of his present term of office, i.e., with effect from July 1, 2023 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;

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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 appoint Shri K. V. Chowdary (DIN: 08485334) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications 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 K. V. Chowdary (DIN: 08485334), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(i) of the Act and the Articles of Association of the Company 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 appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to July 20, 2027;

RESOLVED FURTHER THAT the Board of Directors 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 ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions 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, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023, be and is hereby ratified.”

9. To alter the Objects Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)

and subject to such approvals as may be necessary or required, Clause III.A. of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub-clauses as new sub-clauses 8, 9 and 10 after the existing sub-clause 7 in Clause III.A.:

“8. To carry on the business of designers, innovators, manufacturers, developers, assemblers, integrators, sellers, buyers, fabricators, recyclers, operators and dealers in new energy value chain comprising quartz and silica mining, metallic silicone, polysilicon, silicon or other photovoltaic / photosensitive substrate / wafers, photovoltaic cells, module and ancillaries, sheet glass, polyolefin elastomer, module mounting structure, energy storage system comprising cell and battery packs, power conversion system and other electro-mechanical and electro-chemical energy storage system, electrolyzers, fuel cells, semiconductor and power electronics components, sub-assemblies and full systems and parts including magnetics, ingredients, components and other ancillary items and hardware, digital platforms and software services including but not limited to cloud services, applications and software services used in new energy and related project(s), operations, maintenance and support services and activities.”

“9. To carry on the business of manufacturers, sellers, buyers, distributors, converters, transporters, processors, assemblers, integrators and dealers of hydrogen and its derivative chemicals including ammonia and methanol and other derivative chemicals.”

“10. To carry on the business of designers, developers, innovators, technology providers, assemblers, integrators, sellers, buyers, fabricators, recyclers, distributors, operators and dealers of conventional or hydrogen internal combustion engines, battery electric drive system, battery charging and swapping, fuel cell electric drive system, entire vehicles, public/individual transportation system including magnetic levitation and working in collaboration with original equipment, technology and service provider for the same.”

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.”

10. To approve Material Related Party Transactions of the Company and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read

with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in Table nos. A1 to A7 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A7.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

11. To approve Material Related Party Transactions of Subsidiaries of the Company and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), other applicable laws / statutory provisions, if any, (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Subsidiaries (as defined under the Companies Act, 2013) of the Company, to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in Table nos. B1 to B10 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. B1 to B10.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

Savithri Parekh

Company Secretary and Compliance Officer

Mumbai, August 6, 2022

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Mumbai 400 021

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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. 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 AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Smt. Nita M. Ambani and Shri Hital R. Meswani, Directors of the Company, retire by rotation at the Meeting.

The Human Resources, Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.

Smt. Nita M. Ambani and Shri Hital R. Meswani, Directors of the Company, 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 and 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. The other relatives of Smt. Nita M. Ambani and Shri Hital R. Meswani may be deemed to be interested in the resolutions set out at Item Nos. 3 and 4 of the Notice, respectively, to the extent of their shareholding, if any, in the Company. 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.

6. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.

Dispatch of Annual Report through Electronic Mode:

7. **In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website www.ril.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company’s Registrar and Transfer Agent, KFin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com>**
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - b) the process to be followed for registration/ updation of e-mail address by Members holding shares in physical mode, is given in Note No. 21 in this Notice.

Procedure for joining the AGM through VC / OAVM:

9. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
 - a) **Members will be able to attend the AGM through VC / OAVM or view the live webcast through JioMeet by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

- (i) Launch internet browser by typing / clicking on the following link: <https://jiomeet.jio.com/rilagm>
(best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)

- (ii) Click on “Shareholders **CLICK HERE**” button
- (iii) **Enter the login credentials (that is, User ID and password provided in the accompanying communication) and click on “Login”.**
- (iv) Upon logging-in, you will enter the Meeting Room.
- b) **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 13.C.(vii)(III).**
- c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://jiomeet.jio.com/rilagmspeakerregistration>. The Speaker Registration will be open during **Monday, August 8, 2022 to Tuesday, August 16, 2022**. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Selection of speakers will be based on criteria set-out at <https://www.ril.com/ar2021-22/pdf/speakerregistrationcriteria.pdf>.
- d) All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- f) **Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to ril.scrutinizer@kfintech.com with a copy marked to evoting.ril@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**
- g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
- h) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number (“**EVEN**”) in all your communications.
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. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Members of the Company under the category of ‘Institutional Investors’ are encouraged to attend and vote at the AGM.

Procedure for ‘remote e-voting’ and e-voting at the AGM (‘Insta Poll’):

13. A. E-VOTING FACILITY:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means (“**e-voting**”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”).

Further, the facility for voting through electronic voting system will also be made available at the Meeting (“**Insta Poll**”) 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.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given under C. and D. hereinbelow.

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

Commencement of remote e-voting:	1:00 p.m. (IST) on Wednesday, August 24, 2022
End of remote e-voting:	5:00 p.m. (IST) on Sunday, August 28, 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote

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e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, Monday, August 22, 2022 ("Cut-off Date").

The Board of Directors of the Company has appointed Shri Hemal Mehta, a Practising Chartered Accountant (Membership No.: 100492), of Deloitte Haskins & Sells LLP, Chartered Accountants or failing him Smt. Deepa Dalal, a Practising Chartered Accountant (Membership No.: 114173), of Deloitte Haskins & Sells LLP, Chartered Accountants, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) 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 at the Meeting.**
- (ii) 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.**
- (iii) A Member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting (Insta Poll). 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".

(iv) 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 or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.

(v) 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.

C. REMOTE E-VOTING:

(vi) INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, **all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:**

Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nSDL.com ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. v. You will be able to see Company Name: “Reliance Industries Limited” on the next screen. Click on the e-Voting link available against Reliance Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nSDL.com ii. Select option “Register Online for IDeAS” available on the left hand side of the page. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following link: https://www.evoting.nSDL.com/ ii. Click on the button “Login” available under “Shareholder/Member” section. iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen. iv. You will be able to see Company Name: “Reliance Industries Limited” on the next screen. Click on the e-Voting link available against Reliance Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>4. NSDL Mobile App – Speede</p> <p>Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login <p>or</p> <p>www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)</p> <ol style="list-style-type: none"> ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: “Reliance Industries Limited” on the next screen. Click on the e-Voting link available against Reliance Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following links: https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide Demat Account Number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Reliance Industries Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

NSDL Mobile App is available on



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Procedure to login through their demat accounts / Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can **access e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against Reliance Industries Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website

Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990 / 1800 22 44 30**

Contact details in case of any technical issue on CDSL Website

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738 or 022-23058542-43.**

(vii) **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (i) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (ii) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

(i) (A.) In case a Member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL:
<https://evoting.kfintech.com>
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on 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 upon logging-in for the first time. 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 (EVEN) for Reliance Industries Limited.
- (g) On the voting page, enter the number of shares 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 to “ABSTAIN” and vote 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 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) Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: ril.scrutinizer@kfintech.com with a copy marked to evoting.ril@kfintech.com. Such authorisation should contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".
- (B) In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**
- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://rkarisma.kfintech.com/shareholders> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor.relations@ril.com or to KFinTech at rilinvestor@kfintech.com
- (b) **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at I.(A).(a) to (m) to cast your vote.
- (II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com>**
- (III) 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 / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech 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> XXXX123456789
- (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.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
- (c) Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

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- (d) Member may send an e-mail request to evoting.ril@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
- (e) If the Member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

(IV) In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under Note No. 13(E).

D. INSTA POLL:

(viii) INFORMATION AND INSTRUCTIONS FOR INSTA POLL:

Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

(ix) Members are requested to note the following contact details for addressing e-voting related grievances:

Shri S. P. Venugopal, Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST)
to 6:00 p.m. (IST) on all working days).
E-mail: evoting.ril@kfintech.com

F. E-VOTING RESULT:

- (x) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.ril.com and on the website of KFinTech at: <https://evoting.kfintech.com>.

kfintech.com. The result will simultaneously be communicated to the Stock Exchanges. The result will also be displayed at the registered office of the Company.

- (xi) **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, August 29, 2022.**

Procedure for Inspection of Documents:

- 14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to rilagm@ril.com.

- 15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, August 22, 2022 by sending e-mail on rilagm@ril.com. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

- 16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2013-14, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in
- 17. The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2022 are uploaded on the website of the Company and can be accessed through the link <https://www.ril.com/InvestorRelations/ShareholdersInformation.aspx>

Details of unpaid and unclaimed dividends up to March 31, 2021 are also uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2021-22, transferred to the IEPF Authority all shares in respect of which dividend had remained

unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, that is, July 24, 2021. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.ril.com/InvestorRelations/ShareholdersInformation.aspx>

The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned Members / investors are advised to read Company's Shareholders' Referencer at weblink <https://www.ril.com/DownloadFiles/IRForms/Shareholders-Referencer.pdf> or visit the weblink of the IEPF Authority <https://www.iepf.gov.in/IEPF/refund.html> or contact KFinTech, for detailed procedure to lodge the claim with IEPF Authority.

Last date to claim unclaimed / unpaid dividends before transfer to IEPF, for the financial year 2015-16 and thereafter, are as under:

Financial Year	Declaration Date	Date to claim before transfer to IEPF
2015-16	March 10, 2016	April 15, 2023
2016-17	July 21, 2017	August 26, 2024
2017-18	July 5, 2018	August 4, 2025
2018-19	August 12, 2019	September 11, 2026
2019-20	July 15, 2020	August 14, 2027
2020-21	June 24, 2021	July 26, 2028

The last date for claiming unclaimed dividend for the FY2014-15 was July 18, 2022.

Dividend Related Information

18. Subject to approval of the Members at the AGM, the dividend will be paid within a week from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

The Company has fixed Friday, August 19, 2022 as the "Record Date" for the purpose of determining the Members eligible to receive dividend for the financial year 2021-22.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the registered address of the Members who have not updated their bank account details.

Members are requested to register / update their complete bank details with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s) and the process to be followed for updation of bank details, if shares are held in physical mode, is given in Note No. 21 in this Notice.

Tax Deductible at Source (TDS) / Withholding tax

Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.

The TDS / withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / KFinTech / Depository Participant.

A. Resident Shareholders:

A.1 Tax Deductible at Source for Resident Shareholders

Sr. No	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed ₹5,000/-, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2	No PAN / Valid PAN not updated in the Company's Register of Members	20%	TDS / Withholding tax will be deducted at 20% as provided under Section 206AA of the Income Tax Act, 1961, regardless of dividend amount, if PAN of the shareholder other than individual is not registered with the Company / KFinTech / Depository Participant. In case of individual shareholder, if PAN is not registered with the Company / KFinTech / Depository Participant & cumulative dividend payment to an individual shareholder is more than ₹5000, TDS / Withholding tax will be deducted at 20% under Section 206AA of the Income Tax Act, 1961.

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Sr. No	Particulars	Withholding tax rate	Documents required (if any) / Remarks
			All the shareholders are requested to update, on or before August 19, 2022, their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.
3	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	20%	The PAN of the shareholder registered with the Company / KFinTech / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly 20% TDS / Withholding tax will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person". Please also refer note (vii) below.
4	Availability of lower/nil tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before August 19, 2022.
5	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company / KFinTech / Depository Participant on or before August 19, 2022.

Sr. No (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any)/ Remarks (4)
1	Submission of form 15G / 15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions
2	Shareholders to whom section 194 of the Income Tax Act, 1961 does not apply as per second proviso to section 194 such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 194 of Income Tax Act, 1961
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds.	NIL	Valid documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	NIL	No TDS / withholding tax as per section 197A (1E) of Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided
7	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act, 1961 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS

B. NON-RESIDENT SHAREHOLDERS:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before August 19, 2022, the following document(s), as mentioned in column no.4 of the below table, to the Company / KFinTech. In case all necessary documents are not submitted, then the TDS / Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any)/ Remarks (4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: <ol style="list-style-type: none"> Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. Form 10F filled & duly signed Self-declaration for non-existence of permanent establishment/ fixed base in India <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)</p>
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) of Income Tax Act, 1961 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India In case above documents are not made available, then TDS / Withholding tax will be at 40% (plus applicable surcharge and cess).
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction
5	Benefits under Income Tax Rule 37BA	Rates based on the applicability of Income Tax Act, 1961 / DTAA (whichever is beneficial) to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column 4 will be required in addition to the above declaration.

Notes:

- The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with KFinTech post filing of TDS return as per statutory timelines specified under Income Tax Act, 1961. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>.
- The aforesaid documents such as Form 15G / 15H, documents under sections 196, 197A, FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, 37BA declaration etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before August 19, 2022 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after August 19, 2022 shall not be considered.

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- (iii) Application of TDS / withholding tax rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech provided by the shareholder by the specified date.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- (v) **No TDS will be deducted in case of resident individual shareholders whose dividend does not exceed ₹5000. However, where the PAN is not updated in Company / KFinTech / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than ₹5000, the Company will deduct TDS / Withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961.**

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form) against all their folio holdings on or before August 19, 2022.

- (vi) In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (vii) The "specified person" as defined under Section 206AB of Income Tax Act, 1961 means a resident:
- who has not filed the returns of income for AY 21-22 / AY 22-23, as may be applicable and;
 - the aggregate of TDS and TCS is ₹50,000 or more in the said previous year.

Further, a non-resident person having a permanent establishment in India shall also be treated as "specified person" if the above conditions are met.

- (viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

Other Information

19. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
20. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 ("SEBI Circulars") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters along with Business Reply Envelopes for furnishing the required details. Any service request shall be entertained by KFinTech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after April 1, 2023, the folio(s) shall be frozen by KFinTech in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by KFinTech/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
21. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and KFinTech to provide efficient and better service to the Members. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
 - For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting to KFinTech the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

22. Non-Resident Indian members are requested to inform the Company/KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
23. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at <https://www.ril.com/InvestorRelations/Downloads.aspx> and is also

available on the website of KFinTech at https://ris.kfintech.com/clientservices/isc/#div_rights. For additional information, the members may refer the shareholders' referencer uploaded on the Company's website at <https://www.ril.com/DownloadFiles/IRForms/Shareholders-Referencer.pdf>

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned below:

Shri S. P. Venugopal, Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST)
to 6:00 p.m. (IST) on all working days).
E-mail: evoting.ril@kfintech.com

24. Shareholders' Referencer gives guidance on securities related matters and is uploaded on the Company's website and can be accessed at link: <https://www.ril.com/DownloadFiles/IRForms/Shareholders-Referencer.pdf>.
25. Members are requested to fill in and send the Feedback Form provided in the Annual Report.

Notice

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 11 in the Notice:

Item No. 5

Members of the Company at the Fortieth Annual General Meeting (Post - IPO) held on July 21, 2017 approved the appointment of S R B C & CO LLP, Chartered Accountants (Registration No. 324982E/E300003) and D T S & Associates LLP, Chartered Accountants (Registration No. 142412W/W100595), ("Retiring Auditors") as the Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said Annual General Meeting till the conclusion of the sixth Annual General Meeting from the said Annual General Meeting. S R B C & CO LLP and D T S & Associates LLP will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on May 6, 2022 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W / W - 100018) and Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W / W100355), as Auditors of the Company in place of the Retiring Auditors, 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.

Deloitte Haskins & Sells LLP, Chartered Accountants, founded in 1997, has around 4000 professionals and staff. It has offices in major cities in the country. It has been engaged in statutory audits of some of the large companies in the various sectors.

Chaturvedi & Shah LLP, Chartered Accountants, founded in 1967, has its head office in Mumbai and has diversified client base of large corporates in different sectors.

Deloitte Haskins & Sells LLP, Chartered Accountants and Chaturvedi & Shah LLP, Chartered Accountants have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. Deloitte Haskins & Sells LLP, Chartered Accountants and Chaturvedi & Shah LLP, Chartered Accountants have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI)

and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2022-23 is ₹35 crore. The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2022-23 and the remuneration paid to the Retiring Auditors for the financial year 2021-22.

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.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

The Board of Directors of the Company at its meeting held on May 6, 2022 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 period of 5 (five) years from the expiry of his present term, i.e., with effect from July 1, 2023, on terms and conditions including remuneration as recommended by the Human Resources, Nomination and Remuneration Committee of the Board (the "HRNR Committee").

Members' approval is sought for the re-appointment of and remuneration payable to Shri Nikhil R. Meswani as Whole-time Director, designated as an Executive Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (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:

Salary, Perquisites and Allowances shall be in the range of ₹8 to 12 crore per annum. Annual increments shall be as determined by the HRNR Committee.

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 determined, 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 determined at actual cost.

(b) Contribution to provident fund, superannuation or annuity fund, gratuity, etc.

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) 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 will be determined by the HRNR Committee for each financial year based on Members' approval granted in the Annual General Meeting held on June 18, 2014.

(d) ESOP:

The perquisite value of Employees Stock Options that may be granted to Shri Nikhil R. Meswani, shall be in addition to the remuneration under (a) above.

(e) Reimbursement of Expenses:

Expenses incurred for travelling, boarding 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 Executive 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.

The total remuneration (including remuneration based on net profits) paid to Shri Nikhil R. Meswani for the financial years 2019-20, 2020-21 and 2021-22 has remained the same at ₹24 crore per annum. The proposed remuneration is commensurate with the size and complexity of the business.

(f) General:

- i. The Whole-time Director shall perform such duties as shall from time to time be entrusted to him by the Board / Managing Director, subject to superintendence, guidance and control of the Managing Director / Board.
- 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, 3 (three) months' prior notice in writing.

Shri Nikhil R. Meswani 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 Nikhil R. Meswani under Section 190 of the Act.

The HRNR Committee of the Company currently comprises only independent directors and the increment is approved by the HRNR Committee after considering several factors including performance of the Company.

Details of Shri Nikhil R. Meswani, 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 issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

Shri Nikhil R. Meswani is interested in the resolution set out at Item No. 6 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. 6 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. 6 of the Notice, to the extent of their shareholding, 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 resolution.

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

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Item No. 7

The Board of Directors, based on the recommendation of the Human Resources, Nomination and Remuneration Committee, appointed Shri K. V. Chowdary (DIN: 08485334) as a non-executive non-independent director of the Company with effect from October 18, 2019. Subsequently, his appointment was approved by the Members of the Company at the Annual General Meeting held on July 15, 2020. At the time of his original appointment, Shri K. V. Chowdary fulfilled the criteria of independence prescribed under the Companies Act, 2013 (the "Act"). At that time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") prescribed that if any relative of an individual is employed with the company or its subsidiary or its associate, such individual cannot be appointed as an independent director of that company. Since one of the relatives of Shri K. V. Chowdary was an employee of the Company at that time, Shri K. V. Chowdary could not be appointed as an independent director of the Company. It is pertinent to mention that his relative was professionally qualified and was employed since 2014 on his own merit much before Shri K. V. Chowdary was considered for appointment as a director of the Company. The relative resigned from the Company in December 2019.

The Listing Regulations have been amended w.e.f. January 1, 2022 and the condition that an individual is not qualified for appointment as an independent director of a company if his relative is employed with the company or its subsidiary or its associate has been removed except when the relative holds the position of key managerial personnel. Accordingly, Shri K. V. Chowdary now meets the requirements of Listing Regulations also for appointment as an independent director of the Company. Further, apart from receiving director's remuneration, Shri K. V. Chowdary did not have any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors as per the requirements of the Listing Regulations.

In view of the above, the Human Resources, Nomination and Remuneration Committee, at its meeting held on July 15, 2022, considered and recommended the appointment of Shri K. V. Chowdary as an Independent Director of the Company. Upon such recommendation, Shri K. V. Chowdary resigned as a non-independent director of the Company with effect from the close of business hours on July 20, 2022. The Board of Directors subsequently approved the appointment of Shri K. V. Chowdary as an Additional Director, designated as an Independent Director of the Company, with effect from July 21, 2022 pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company.

Shri K. V. Chowdary is qualified to be 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 also received declaration from Shri K. V. Chowdary that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri K. V. Chowdary for the office of a Director of the Company.

In the opinion of the Board, Shri K. V. Chowdary fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri K. V. Chowdary is independent of the management and possesses appropriate skills, experience and knowledge.

Shri K. V. Chowdary has the skills and capabilities required for the role of Independent Director. Shri K. V. Chowdary has leadership skills and vast operational experience. He possesses deep understanding of taxation matters and has vast experience having served as Chairman, Central Board of Direct Taxes and the Central Vigilance Commissioner of the country. He also possesses skills in strategic planning, financial, regulatory / legal matters, risk management, corporate governance, etc. In view of these, appointment of Shri K. V. Chowdary as an Independent Director is in the interest of the Company.

Details of Shri K. V. Chowdary, 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, are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of letter of appointment of Shri K. V. Chowdary setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to rilagm@ril.com.

Save and except Shri K. V. Chowdary and his relatives (to the extent of their shareholding, if any), 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 resolution.

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

Item No. 8

The Board of Directors has, on the recommendation of the Audit Committee, 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, 2023, as per the following details:

Sr. No.	Name of the Cost Auditor	Industry	Cost Audit Fee (excluding Taxes) (in ₹)
1.	Diwanji & Co.	Electricity, Chemicals	11,25,000
2.	K. G. Goyal & Associates	Chemicals and Polyester	4,47,000
3.	V. J. Talati & Co.	Chemicals, Oil & Gas and Polyester	10,50,000
4.	Kiran J. Mehta & Co.	Textiles, Electricity and Composites	5,44,000
5.	Suresh D. Shenoy	Polyester, Chemicals and Petroleum	10,66,000
6.	V. Kumar & Associates	Polyester	7,26,000
7.	Dilip M. Malkar & Co.	Chemicals	8,87,000
8.	Shome & Banerjee	Oil & Gas and Chemicals	8,94,000
9.	Shome & Banerjee, Lead Cost Auditor (Lead Cost Audit Fee)		9,68,000
Total			77,07,000

In accordance with the provisions of Section 148 of the Companies Act, 2013 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 of Directors of the Company, has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No. 8 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.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for ratification by the Members.

Item No. 9

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return. The Company targets to become net carbon zero by 2035 and has a vision to build Reliance as one of the world's leading New Energy and New Materials Company. This twin execution plan of building a New Energy and materials ecosystem and decarbonising and repurposing the existing O2C business of the Company is a multi-decade growth path for the Company. The Company proposes to set up New Energy Manufacturing-Integrated Renewable Manufacturing: 1) Solar PV Module (manufacture of Polysilicon, wafer, cell & module); 2) Electrolyzer; 3) Energy-storage Battery; 4) Fuel Cells.

To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 9 of the Notice. It is proposed to add clauses in the Memorandum of Association (MOA) of the Company for manufacturing of new energy equipments including battery storage, solar modules (from polysilicon to modules), electrolysers, fuel cells etc. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company.

Accordingly, the Board of Directors propose to alter Clause III.A of the Objects clause of the MOA of the Company as set out in the resolution at Item No. 9. The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Maharashtra, Mumbai ('ROC') as per the provisions of the Act with such modifications as may be advised by the ROC.

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.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item Nos. 10 and 11

The Company is engaged in activities spanning across hydrocarbon exploration and production, oil to chemicals, retail, digital services and financial services, which are carried out either directly or through its subsidiaries. The Company also has joint ventures with third parties. The annual consolidated turnover of the Company as on March 31, 2022 is ₹7,21,634 crore (excluding duties and taxes).

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**").

All related party transactions of the Company and its Subsidiaries are at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by one of the Big4 accounting firms / Independent accounting firms for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analysis are presented to the Audit Committee.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises only independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The

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Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals. The related party transactions between the Company and its Indian subsidiaries and between the Indian subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable), consisting of majority of independent directors.

Regulation 23 of the Listing Regulations has been amended effective April 1, 2022 to provide that shareholders' approval should be obtained for related party transactions which, in a financial year, exceed the lower of (i) ₹1,000 crore; and (ii) 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The material related party transactions for which the approval of the shareholders is being sought fall into the following two categories:

1. Transactions between the Company and related parties:

- i) Transactions between the Company and joint ventures set-up with third parties namely, BP plc., through its subsidiaries (hereinafter referred as "BP") and Sibur Holding PJSC, through its subsidiary (hereinafter referred as "Sibur"), for supply of goods and services – The agreements for these transactions have been approved by BP and Sibur, respectively.
- ii) Transactions between the Company and its Subsidiaries (a) for supply of goods / services by utilising the expertise and skills acquired by the Company and its Subsidiaries in various fields such as logistics services, Managed Information Technology ("IT") services, engineering, procurement, construction and project management services, to benefit the Company and its Subsidiaries and (b) for financial transactions of making investments / granting loans / giving guarantees.

- iii) Transactions between the Company and promoter group companies for port infrastructure facilities and power supply, which are critical infrastructure for the Company's refinery & petrochemical plants.

2. Transactions between Subsidiaries of the Company:

Transactions between Subsidiaries of the Company (a) for supply of goods / services by utilising the expertise and skills acquired by various Subsidiaries in various fields such as logistics services, Managed IT services, engineering, procurement, construction and project management services, to benefit the Company and its Subsidiaries; and (b) for financial transactions of making investments / granting loans / giving guarantees.

The values of related party transactions specified in the Tables below exclude duties and taxes.

The approval of the shareholders pursuant to Resolution Nos. 10 and 11 is being sought for the following related party transactions / contracts / agreements / arrangements set out in Table nos. A1 to A7 and Table nos. B1 to B10, respectively. In addition to the transactions set out in the Tables below, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The value of such additional transactions are included in the values set out in each of the Tables below.

The details as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 ("**SEBI Circular**") are set forth below:

A. TRANSACTIONS BETWEEN THE COMPANY AND RELATED PARTIES AS PER RESOLUTION NO. 10

A1. Transactions with (i) Reliance BP Mobility Limited (RBML), a subsidiary of the Company (a joint venture between the Company and BP); and (ii) RBML Solutions India Limited (RSIL), a wholly owned subsidiary of RBML and a step-down subsidiary of the Company

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>(i) Name of Related Party – Reliance BP Mobility Limited ('RBML').</p> <p>Relationship – RBML is a subsidiary of the Company. The Company holds 51% of paid-up equity share capital of RBML.</p> <p>RBML has been set-up as a joint venture with BP to sell petroleum products to retail consumers through offline retail outlets and e-commerce.</p> <p>(ii) Name of Related Party – RBML Solutions India Limited ('RSIL').</p> <p>Relationship – RSIL is a 100% subsidiary of RBML.</p> <p>RSIL has been set-up to sell, <i>inter alia</i>, petroleum products to retail consumers through premium offline retail outlets.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>(i) Sale of petroleum products viz. High-Speed Diesel (HSD), Motor Spirit (MS), Auto Liquefied Petroleum Gas (LPG) by the Company.</p> <p>The pricing of goods is based on trade parity pricing i.e. the same price at which the Company sells these products to independent Oil Marketing Companies (OMCs) on wholesale basis.</p> <p>(ii) Purchase of petroleum products viz. High-Speed Diesel (HSD), Motor Spirit (MS), Auto Liquefied Petroleum Gas (LPG) by the Company from retail outlets of RBML and RSIL for operational use.</p> <p>The pricing of fuel is based on market rates.</p> <p>The terms of these arrangements have been agreed by the Company with BP (an unrelated party).</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.</p>
4.	Value of the transaction	<p>The sale price of petroleum products by the Company varies on a daily basis based on international prices of crude and petroleum products and the Rupee-Dollar exchange rate.</p> <p>RBML: (i) The Company estimates that the monetary value for sale of petroleum products to RBML and allied transactions (i) for FY2022-23 to be ₹68,300 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹1,33,900 crore.</p> <p>(ii) The Company estimates that the monetary value for purchase of fuel by the Company from RBML and allied transactions (i) for FY2022-23 to be ₹300 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹500 crore.</p> <p>RSIL: (i) The Company estimates that the monetary value for sale of petroleum products to RSIL and allied transactions (i) for FY2022-23 to be ₹1,300 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹14,600 crore.</p> <p>(ii) The Company estimates that the monetary value for purchase of fuel by the Company from RSIL and allied transactions (i) for FY2022-23 to be ₹100 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹100 crore.</p>

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Sr. No.	Particulars	Details
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>RBML: The estimated transaction value for sale of petroleum products by the Company to RBML and allied transactions for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 9.5% of annual consolidated turnover of the Company for FY2021-22; and (ii) 161.8% of annual turnover of RBML for FY2021-22. <p>The estimated transaction value for purchase of fuel from RBML and allied transactions for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.0% of annual consolidated turnover of the Company for FY2021-22; and (ii) 0.7% of annual turnover of RBML for FY2021-22. <p>RSIL: The estimated transaction value for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.2% of annual consolidated turnover of the Company for FY2021-22; and (ii) 429.3% of annual turnover of RSIL for FY2021-22. <p>The estimated transaction value for purchase of fuel from RSIL and allied transactions for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.0% of annual consolidated turnover of the Company for FY2021-22; and (ii) 33.0% of annual turnover of RSIL for FY2021-22.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> (i) RBML and RSIL have been set-up as joint ventures with BP for retailing of petroleum products produced by the Company, through offline outlets and e-commerce. (ii) BP's expertise in fuel retailing will help in increasing the share of retail sale of Company's petroleum products. (iii) RBML and RSIL plan to expand their fuel retailing network over the next 5 years.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Hital R. Meswani and Shri P.M.S. Prasad, Directors of the Company who are also directors on the board of RBML; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

A2. Transactions with India Gas Solutions Private Limited (IGSPL), a joint venture between the Company and BP

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – India Gas Solutions Private Limited ('IGSPL').</p> <p>Relationship – IGSPL is a 50:50 joint venture with BP. The Company holds 50% of paid-up equity share capital of IGSPL.</p> <p>IGSPL focuses on sourcing and marketing of natural gas in India.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable

Sr. No.	Particulars	Details
3.	Type, tenure, material terms and particulars	<p>(i) Sale of natural gas by the Company: The Company and BP (consortium) are signatories to Production Sharing Contracts (PSC) with the Government of India for the KG-D6 and other gas fields.</p> <p>The natural gas produced by the consortium, in accordance with the PSC, is sold to buyers through an open, transparent and competitive e-auction process. The sale price is determined by the e-auction process.</p> <p>IGSPL purchases the natural gas from the consortium through the above e-auction process.</p> <p>The terms and conditions for the above sale to IGSPL are as per the e-auction rules.</p> <p>(ii) Sale of Liquefied Natural Gas (LNG) by the Company on cost plus margin.</p> <p>(iii) Purchase of natural gas by the Company: The Company has entered into long-term contract with IGSPL for purchase of natural gas for its consumption. The pricing for such purchase of natural gas on long-term basis is at a margin appropriate for such long-term contracts.</p> <p>The terms and conditions for the above purchase from IGSPL are standard as in any long-term gas purchase contracts.</p> <p>The terms of these arrangements have been agreed by the Company with BP (an unrelated party).</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transaction	<p>The price of natural gas / LNG varies on the basis of international gas prices and the Rupee-Dollar exchange rate.</p> <p>The Company estimates that the monetary value of sale and allied transactions by the Company with IGSPL (i) for FY2022-23 to be ₹3,200 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹4,100 crore.</p> <p>The Company estimates that the monetary value of the transactions for purchase and allied transactions by the Company with IGSPL (i) for FY2022-23 to be ₹1,900 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹3,200 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value of sale and allied transactions by the Company with IGSPL for FY2022-23 represents 0.4% of annual consolidated turnover of the Company for FY2021-22; and</p> <p>The estimated transaction value of purchase and allied transactions by the Company with IGSPL for FY2022-23 represents 0.3% of annual consolidated turnover of the Company for FY2021-22.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>IGSPL, the joint venture between the Company and BP has been set-up for sourcing and marketing of natural gas in India.</p> <p>BP's expertise in sourcing and marketing of natural gas is available to the joint venture.</p> <p>The Company is able to sell the natural gas produced by it and also procure the natural gas for its requirement at optimum prices on a long-term basis.</p>
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

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A3. Transactions with Reliance Sibur Elastomers Private Limited (RSEPL), a subsidiary of the Company (a joint venture between the Company and Sibur)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – Reliance Sibur Elastomers Private Limited ('RSEPL').</p> <p>Relationship – RSEPL is a subsidiary of the Company. The Company holds 74.90% of paid-up equity share capital of RSEPL.</p> <p>RSEPL has been set-up as a joint venture between the Company and Sibur for setting-up an integrated Butyl Rubber Plant and Halo Butyl Rubber Plant at Jamnagar, Gujarat, India.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>i. Supply of Isobutylene, energy, utilities and other materials by the Company:</p> <p>RSEPL has setup and commissioned a butyl rubber manufacturing plant at Jamnagar and requires Isobutylene for the manufacturing of butyl rubber.</p> <p>The Company operates an Isobutylene plant at Jamnagar. The Company and RSEPL have agreed that the Company shall supply Isobutylene, energy, utilities and other materials on a continuing basis, on the terms and conditions agreed between the parties.</p> <p>ii. Purchase of raw materials by the Company.</p> <p>The above transactions will be at market prices or cost plus margin where market price is not available.</p> <p>The terms of these arrangements have been agreed by the Company with Sibur (an unrelated party).</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transaction	<p>The Company estimates that the monetary value of sale and allied transactions by the Company with RSEPL (i) for FY2022-23 to be ₹2,600 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹3,400 crore.</p> <p>The Company estimates that the monetary value of purchase and allied transactions by the Company with RSEPL (i) for FY2022-23 to be ₹1,200 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹1,900 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value of sale and allied transactions by the Company with RSEPL for FY2022-23 represents 0.4% of annual consolidated turnover of the Company for FY2021-22; and</p> <p>The estimated transaction value of purchase and allied transactions by the Company with RSEPL for FY2022-23 represents 0.2% of annual consolidated turnover of the Company for FY2021-22.</p> <p>RSEPL did not have revenue from operations during FY2021-22. Accordingly, the percentage of its annual turnover is not applicable.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	Sibur has the technology for production of butyl rubber. The Company holds 74.90% in the joint venture and the Company will benefit from the activities of RSEPL.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri P. K. Kapil, Director of the Company, who is also a director on the board of RSEPL; and his relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

A4. Transactions with Jio Platforms Limited (JPL), a subsidiary of the Company

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – Jio Platforms Limited ('JPL').</p> <p>Relationship – JPL is a subsidiary of the Company. The Company holds 66.43% of paid-up equity share capital of JPL. Facebook and Google hold 17.71% out of the balance 33.57% in JPL.</p> <p>JPL is engaged in Platform, Application and Software Business.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>(i) Managed IT Services: JPL provides managed IT services to the Company. The key terms of the arrangement are:</p> <ul style="list-style-type: none"> - providing, operating, maintaining and supporting the Licensed IP Assets; - providing data storage, data back up and disaster recovery services, Project Services and other Managed IT Services; - managing, administering and maintaining agreements with IT vendors; - software development of new features or functionalities, customisation of software, rendering connected IT services and transition activities to new software. <p>The pricing for above arrangements is on cost plus margin.</p> <p>(ii) Internet Data Centre (IDC) Services: The Company has data centres for which it has entered into a contract with JPL to provide the data centre space, power and related services.</p> <p>The pricing for above arrangements is on cost plus margin.</p> <p>These are continuing business transactions. Approval of the Members is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transactions	<p>The Company estimates that the monetary value of the transactions for managed IT services provided by JPL and allied transactions (i) for FY2022-23 to be ₹1,500 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹3,200 crore.</p> <p>The Company estimates that the monetary value of IDC services provided by the Company and allied transactions (i) for FY2022-23 to be ₹1,900 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹4,600 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value of Managed IT services provided by JPL to the Company and allied transactions for FY2022-23 represents:</p> <p>(i) 0.2% of annual consolidated turnover of the Company for FY2021-22; and</p> <p>(ii) 39.2% of annual turnover of JPL for FY2021-22.</p> <p>The estimated transaction value of IDC services provided by the Company to JPL and allied transactions for FY2022-23 represents:</p> <p>(i) 0.3% of annual consolidated turnover of the Company for FY2021-22; and</p> <p>(ii) 49.7% of annual turnover of JPL for FY2021-22.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable

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Sr. No.	Particulars	Details
7.	Justification as to why the RPT is in the interest of the listed entity	<p>Managed IT services provided by JPL:</p> <p>JPL has the requisite skills to provide IT support services to the Company and its subsidiaries. This helps in pooling of resources, ability to bargain with third party vendors for the benefit of the Company and its subsidiaries.</p> <p>Therefore, JPL provides Managed IT services to the Company and other subsidiaries of the Company.</p> <p>IDC Services provided by the Company:</p> <p>The Company has data centres at different locations. JPL is in the business of providing cloud services, storage solutions and hence the Company has entered into contract to provide the requisite data centre space and related services that will enable JPL to provide storage solutions smoothly.</p>
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Mukesh D. Ambani, Dr. Shumeet Banerji and Shri Raminder Singh Gujral, Directors of the Company, all of whom are also directors on the board of JPL; Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani) who are on the board of JPL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

A5. Transaction with Reliance Jio Infocomm Limited (RJIL), a step down subsidiary of the Company

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – Reliance Jio Infocomm Limited ('RJIL').</p> <p>Relationship – RJIL is a step-down subsidiary of the Company. The Company holds 66.43% of paid-up equity share capital of Jio Platforms Limited ('JPL'). JPL holds 100% of paid-up equity share capital of RJIL.</p> <p>RJIL is engaged in the business of providing Digital Services.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>(i) The Company provides corporate guarantees to supplier(s) of RJIL for the credit period extended by the supplier(s).</p> <p>The corporate guarantee(s) issued by the Company to the suppliers enables RJIL to obtain direct credit instead of providing letter of credit from banks and also secure an extended credit period.</p> <p>The guarantee commission for corporate guarantee(s) is the same that the Company would charge to an unrelated third party with the same credit risk.</p> <p>(ii) The Company avails telecom services from RJIL.</p> <p>The pricing is based on market rates.</p> <p>The above arrangement are continuing business transactions. Approval of the shareholders is being sought for transactions during 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the proposed transaction	<p>The Company estimates that the monetary value of guarantees provided by the Company to RJIL and allied transactions (i) for FY2022-23 to be ₹2,100 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹2,100 crore.</p> <p>The Company estimates that the monetary value of telephone services provided by RJIL to the Company and allied transactions (i) for FY2022-23 to be ₹200 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 to be upto ₹300 crore.</p>

Sr. No.	Particulars	Details
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for guarantees provided by the Company to RJIL and allied transactions for FY2022-23 represents: <ul style="list-style-type: none"> (i) 0.3% of annual consolidated turnover of the Company for FY2021-22; and (ii) 2.7% of annual turnover of RJIL for FY2021-22. The estimated transaction value for telephone services provided by RJIL to the Company and allied transactions for FY2022-23 represents: <ul style="list-style-type: none"> (i) 0.0% of annual consolidated turnover of the Company for FY2021-22; and (ii) 0.3% of annual turnover of RJIL for FY2021-22.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	The corporate guarantee(s) provided by the Company is in the interest of the Company since RJIL, the subsidiary, is able to obtain direct credit from suppliers without letter of credit from banks and also secure extended credit period.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Dr. Shumeet Banerji, Shri Adil Zainulbhai, Shri Raminder Singh Gujral and Shri K.V. Chowdary, Directors of the Company, all of whom are also directors on the board of RJIL; Ms. Isha M. Ambani and Shri Akash M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are on the board of RJIL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

A6. Transactions with Sikka Ports & Terminals Limited (SPTL), an entity forming part of promoter group of the Company

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party – Sikka Ports & Terminals Limited ('SPTL'). Relationship – SPTL is part of 'promoter and promoter group' of the Company.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<ul style="list-style-type: none"> (i) SPTL has set-up port infrastructure facilities comprising of liquid berths, Single Point Moorings (SPMs), storage tankages, pipelines and ancillary/support infrastructure adjacent to the Jamnagar refinery & petrochemical complex of the Company during the years 1997-99 and has built further infrastructure facilities consequent to setting-up of new projects by the Company from time to time. (ii) The port infrastructure facilities are captive to the Company's facilities. These facilities handle 100% of crude, petroleum and petrochemical products at Company's Jamnagar Complex imported or exported through marine route. (iii) The Company and SPTL have entered into three agreements (Throughput Agreements) for setting-up, operation and maintenance of port facilities and providing crude and product handling services at various points of time commencing from 1997 to 2007. Two Throughput Agreements entered into in 1997 are valid till March 31, 2028 and one Throughput Agreement entered into in 2007 is valid till March 31, 2038. (iv) The agreements between the Company and SPTL are on arm's length basis and contain terms and conditions similar to any long-term agreements for provision of captive infrastructure facilities which are set-up and operated by any third party including with respect to events of defaults and provision of security deposit.

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Sr. No.	Particulars	Details
		<p>(v) The Company has paid security deposit of ₹1,050 crore to SPTL, which is refundable upon termination of the agreements.</p> <p>(vi) The charges for services rendered by SPTL to the Special Economic Zone (SEZ) facilities of the Company are paid in US\$ out of the Company's export earnings from the SEZ in compliance with the Special Economic Zones Act, 2005 and rules thereunder.</p> <p>(vii) The charges payable by the Company to SPTL for the various services provided by SPTL are (a) wharfage and other Gujarat Maritime Board (GMB) charges; (b) crude and product handling charges; and (c) vessel handling charges like pilotage, tugging, etc.</p> <p>(viii) (a) the wharfage and other GMB charges are pass-through charges to GMB; (b) the crude and product handling charges are less than / comparable to charges levied by ports in the same vicinity; and (c) the various vessel handling charges like pilotage, tugging, etc. charged by SPTL to the Company are the same as charged by SPTL to third party ships and also less than / comparable to charges levied by other like ports in India.</p> <p>(ix) The rates charged by SPTL to the Company are independently reviewed by one of the Big4 accounting firms for arm's length considerations and compared with the charges levied by other ports and report obtained annually is presented to the Audit Committee of the Company.</p> <p>(x) The amounts paid to SPTL are benchmarked to tariff guidelines issued by Tariff Authority for Major Ports (TAMP).</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 6 financial years i.e. from FY2022-23 to FY2027-28 (until the term of the two Throughput Agreements).</p>
4.	Value of the transactions	The Company estimates that the monetary value of integrated port facilities and allied services provided by SPTL to the Company to be ~ ₹3,900 crore per annum (subject to exchange rate fluctuation and escalations in the levies by GMB which are pass-through)
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for integrated port facilities and allied services provided by SPTL to the Company for FY2022-23 represents 0.5% of annual consolidated turnover of the Company for the FY2021-22.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>(i) The Company set-up the Jamnagar Complex during 1996-99. The Company, with a significant capital commitment in the refinery & petrochemical complex, decided not to invest in port infrastructure utilities.</p> <p>(ii) Use of public ports was not possible since they were distant and availability of dedicated capacities was not guaranteed over long term.</p> <p>(iii) Dedicated captive port facilities in its vicinity with end-to-end services of loading/unloading, storage and transportation was very critical. Any third-party setting-up a captive port facility (a) would have sought guarantees and indemnities from the Company; (b) would not have agreed to terms which are favourable to the Company; (c) would have exposed the Company to a long-term risk of performance by a third-party.</p> <p>(iv) SPTL, a promoter group entity, offered to set-up the captive port infrastructure facilities and enter into fixed-price long term agreements with the Company for provision of port-infrastructure facilities and services. The Company benefitted since (a) the interests of promoters and the Company are aligned; (b) SPTL gave favourable terms to the Company like step-in rights to acquire and operate the facilities in certain circumstances, etc. Accordingly, these long term agreements were entered into with SPTL.</p>

Sr. No.	Particulars	Details
		(v) For the last 23 years, SPTL has been providing uninterrupted services to the Company and also catering to the increased needs of these facilities by the Company from time to time.
		(vi) Long-term agreements with SPTL ensure dedicated services at stable prices without exposure to market dynamics.
		(vii) The agreements have sufficient safeguards available to the Company including entitlement of the Company to step-in and take control of operations of port facilities to ensure that Refineries and petrochemical plants are not affected.
		(viii) Over the years, the arrangements with SPTL have resulted in significant cost savings for the Company.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Save and except Shri Mukesh D. Ambani and Smt. Nita M. Ambani and their relatives, 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 said transactions.

A7. Transactions with Jamnagar Utilities & Power Private Limited (JUPPL), an entity forming part of promoter group of the Company

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party: Jamnagar Utilities & Power Private Limited ('JUPPL'). Relationship: JUPPL is part of 'promoter and promoter group' of the Company
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	(i) In the year 1996-99, JUPPL set-up gas-based combined cycle power plants at Jamnagar for captive use by the Company at its Jamnagar refinery & petrochemical complex. JUPPL has further set-up gas-based and coal-based power plants at Dahej, Hazira and Jamnagar (during expansions). The aggregate installed capacity of the plants is to generate over 2300 MW of electricity and over 10000 TPH of steam for captive consumption by the Company's refineries and petrochemical plants at Dahej, Hazira and Jamnagar. (ii) JUPPL supplies electricity, steam and process feed water to the Company's refineries and petrochemical plants. Fuel and other utilities required for above are supplied by the Company. JUPPL charges the Company only Fixed Charges for conversion. (iii) The Company and JUPPL have entered into seven power generation agreements (PGAs) for setting-up and operation of power plants at various points of time commencing from 1997 to 2013. These PGAs are valid till March 31, 2028. (iv) The agreements between the Company and JUPPL are on arm's length basis and contain terms and conditions similar to any long-term agreement for provision of captive power supply facilities which are set-up and operated by any third party including with respect to events of defaults and provision of security deposit. (v) The Company has paid security deposit of ₹350 crore to JUPPL, which is refundable upon termination of the agreements. (vi) The charges for the power supplied by JUPPL's SEZ Power plant to the SEZ facilities of the Company are paid in US\$ out of the Company's export earnings from the SEZ in compliance with the Special Economic Zones Act, 2005 and rules thereunder. (vii) The Fixed Charges charged by JUPPL to the Company are less than / comparable to Fixed Charges charged by third party power plants under similar long-term power purchase agreements.

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Sr. No.	Particulars	Details
		<p>(viii) The Fixed Charges contracted by JUPPL to the Company under the PGAs are independently reviewed by one of the Big4 accounting firms for arm's length considerations by benchmarking to tariff guidelines issued by Central Electricity Regulatory Commission (CERC) and Fixed Charges contracted by third party power plants and a report obtained annually is presented to the Audit Committee of the Company.</p> <p>(ix) JUPPL is a 'captive generating plant' in terms of Electricity Rules, 2005 notified under the Electricity Act, 2003. The 'captive' supply arrangements have enabled the Company to save on payment of cross subsidy and other charges which are otherwise payable by a consumer of electricity.</p> <p>(x) In certain cases the Company sells fuels and utilities at market rates to JUPPL. The value of such sale is recovered by JUPPL from the Company (without any margin) as power charges.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 6 financial years i.e. from FY2022-23 to FY2027-28 (until the term of the PGAs).</p>
4.	Value of the transaction	<p>(i) invoicing by JUPPL to the Company: ~₹5,200 crore per annum (subject to exchange rate fluctuation)</p> <p>(ii) sale of fuels and utilities by the Company to JUPPL: ~₹500 crore per annum</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for power generation charges paid by the Company to JUPPL for FY2022-23 represents 0.7% of annual consolidated turnover of the Company for the FY2021-22.</p> <p>The estimated transaction value for sale of fuel and utilities and other services provided by the Company to JUPPL for FY2022-23 represents 0.1% of annual consolidated turnover of the Company for the FY2021-22.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>(i) The Company set-up the Jamnagar Complex during 1996-99. The Company, with a significant capital commitment in the refinery & petrochemical complex, decided not to invest in power infrastructure utilities.</p> <p>(ii) The Company's refinery & petrochemical plants require high quality, consistent, uninterrupted power and utilities.</p> <p>(iii) Power, being a critical requirement, the Company's plants cannot depend on supply from public utilities which are prone to fluctuations / interruptions and would hamper efficiency of the manufacturing facilities of the Company.</p> <p>(iv) Dedicated captive power plants within the complex was an essential requirement for uninterrupted supply of power and other utilities.</p> <p>(v) Any third-party setting-up a captive power facility (a) would have sought guarantees and indemnities from the Company; (b) would not have agreed to supply power only on conversion basis, with fuel being supplied by RIL; (c) would not have agreed to terms which are favourable to the Company; and (d) would have exposed the Company to a long-term risk of performance by a third-party.</p> <p>(vi) JUPPL, promoter group entity, offered to set-up the captive power plants and enter into long term PGAs with the Company for provision of power and other utilities. The Company benefitted since (a) JUPPL gave favourable terms to the Company like step-in rights to acquire and operate the power plant in certain circumstances, etc. and (b) the interests of promoters and the Company are aligned. Accordingly, these long-term agreements were entered into with JUPPL.</p> <p>(vii) For the last 23 years, JUPPL has ensured reliable and efficient power supply with >95% availability and >99% reliability and has been providing uninterrupted services to the Company and also catering to the increased needs of these facilities by the Company from time to time.</p>

Sr. No.	Particulars	Details
		(viii) Since fuel is in scope of the Company, it retains the flexibility to optimise the fuel cost by altering the fuel mix from time to time as the Company itself generates fuel at Jamnagar.
		(ix) Access to JUPPL's captive power plants has also enabled the Company to optimize its power costs by JUPPL modifying the power plants to intake alternate fuels generated from refinery, shifting of excess gas based power plants from Hazira and Dahej to Jamnagar to meet increasing demand, co-firing of biomass in coal-fired boilers to reduce emissions. These flexibilities may not be extended by third party power plants.
		(x) Long-term agreements with JUPPL ensure dedicated services at stable prices without exposure to market dynamics.
		(xi) The agreements have sufficient safeguards available to the Company including entitlement of the Company to step-in and take control of operations of power plants to ensure that Refineries and petrochemical plants are not affected.
		(xii) Over the years, the arrangements with JUPPL have resulted in significant cost savings for the Company.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(i) of the Companies Act, 2013.

Save and except Shri Mukesh D. Ambani and Smt. Nita M. Ambani and their relatives, 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 said transactions.

B. TRANSACTIONS BETWEEN SUBSIDIARIES OF THE COMPANY AS PER RESOLUTION NO. 11.

B1. Transactions between Reliance Jio Infocomm Limited (RJIL) and Reliance Retail Limited (RRL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Reliance Jio Infocomm Limited ('RJIL') and Reliance Retail Limited ('RRL').</p> <p>Relationship – RJIL and RRL are fellow subsidiaries, being step-down subsidiaries of the Company.</p> <p>Jio Platforms Limited ('JPL') holds 100% of paid-up equity share capital of RJIL. The Company holds 66.43% of paid-up equity share capital of JPL.</p> <p>Reliance Retail Ventures Limited ('RRVL') holds 99.93% of paid-up equity share capital of RRL. The Company holds 85.06% of paid-up equity share capital of RRVL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>i. RRL is the master distributor for RJIL for its telecom services. The arrangements between RRL and RJIL are:</p> <p>a) RJIL sells recharge vouchers for its mobility and FTTX services to RRL on principal to principal basis. RRL sells these recharge vouchers to the customers through its distributors, own stores, online and other channels;</p> <p>b) Channel distribution, marketing & promotional activities undertaken by RRL for RJIL; This includes support services by RRL to RJIL for (i) acquisition of customers and completing their Know your customer (KYC) documents required as per applicable law; (ii) collection of payments from RJIL's customers; and (iii) providing other relevant support services to RJIL.</p> <p>ii. Sale of customer premise equipment, enterprise devices and other devices by RRL to RJIL.</p> <p>Pricing –</p> <p>i. (a) In case of Recharge vouchers – the sale prices of recharge vouchers by RJIL to RRL are fixed in such a manner that the margin earned by RRL as master distributor is same / comparable to the margin that is paid to any unrelated master distributor of RJIL; and</p>

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Sr. No.	Particulars	Details
		(b) Channel Distribution – RRL charges RJIL at market rates i.e., price at which RRL charges to unrelated parties
		ii. Sale of Customer premise equipment, enterprise devices and other devices by RRL to RJIL – RRL charges cost plus margin.
		The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY 2022–23 to FY 2026–27.
4.	Value of the transaction	<p>The monetary value for sale of recharge voucher by RJIL to RRL and allied transactions (i) for FY2022–23 is estimated to be ₹1,05,200 crore; and (ii) in each of the 4 subsequent financial years from FY2023–24 to FY2026–27 is estimated to be upto ₹2,10,800 crore.</p> <p>The monetary value for channel distribution, marketing & promotional activities, sale of customer premise equipment, enterprise and other devices by RRL to RJIL and allied transactions (i) for FY2022–23 is estimated to be ₹6,300 crore; and (ii) in each of the 4 subsequent financial years from FY2023–24 to FY2026–27 is estimated to be upto ₹15,500 crore.</p> <p>The agreements between RJIL and RRL for these transactions have been subject to due diligence by the investors in RRVL and investors in JPL, including Facebook and Google.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for sale of recharge voucher by RJIL to RRL and allied transactions for FY2022–23 represents:</p> <p>(i) 14.6% of annual consolidated turnover of the Company for FY2021–22;</p> <p>(ii) 136.7% of annual turnover of RJIL for FY2021–22; and</p> <p>(iii) 62.1% of annual turnover of RRL for FY2021–22.</p> <p>The estimated transaction value for channel distribution, marketing & promotional activities, sale of customer premise equipment, enterprise and other devices by RRL to RJIL and allied transactions for FY2022–23 represents:</p> <p>(i) 0.9% of annual consolidated turnover of the Company for FY2021–22;</p> <p>(ii) 8.2% of annual turnover of RJIL for FY2021–22;</p> <p>(iii) 3.7% of annual turnover of RRL for FY2021–22.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>RRL is the largest retailer in India having large network of retail stores, distributors, channel partners across India. This enables RRL to have a very wide reach.</p> <p>RRL's expertise in retail distribution and its vast network are being leveraged by RJIL.</p> <p>It is cost-effective to share the network of retail stores, distributors and channel partners of RRL for RJIL's services. This benefits the Company as well as RJIL and RRL.</p>
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Dr. Shumeet Banerji, Shri Adil Zainulbhai, Shri Raminder Singh Gujral and Shri K.V. Chowdary, Directors of the Company, all of whom are also directors on the board of RJIL; Ms. Isha M. Ambani and Shri Akash M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are on the board of RJIL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

B2. Transactions between Reliance Retail Limited (RRL) and Reliance International Limited (RINL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Reliance Retail Limited ('RRL') and Reliance International Limited ('RINL').</p> <p>Relationship – RRL and RINL are fellow subsidiaries, RRL being step-down subsidiary and RINL being wholly-owned subsidiary of the Company.</p> <p>Reliance Retail Ventures Limited ('RRVL') holds 99.93% of paid-up equity share capital of RRL. The Company holds 85.06% of paid-up equity share capital of RRVL.</p> <p>The Company holds 100% of paid-up equity share capital of RINL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>Purchase and sale of agricultural and other retail products:</p> <p>RINL is located in Abu Dhabi, UAE.</p> <p>a) Imports by RRL: RINL will source from international markets and supply agricultural and other retail products to RRL.</p> <p>b) Exports by RRL: RRL will sell agricultural and other retail products to RINL, which in turn will sell the same in the international markets.</p> <p>The above transactions will be at market price or cost plus margin where market price is not available.</p> <p>The above arrangements are proposed to be continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transaction	<p>The monetary value of import and allied transactions by RRL from RINL (i) for FY2022-23 is estimated to be ₹6,300 crore and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹32,700 crore.</p> <p>The monetary value of export and allied transactions by RRL to RINL (i) for FY2022-23 is estimated to be ₹3,900 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹9,100 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for import and allied transactions by RRL from RINL for FY2022-23 represents:</p> <p>(i) 0.9% of the annual consolidated turnover of the Company for FY2021-22;</p> <p>(ii) 3.7% of annual turnover of RRL for FY2021-22; and</p> <p>(iii) 21.7% of annual turnover of RINL for FY2021-22.</p> <p>The estimated transaction value for export and allied transactions by RRL to RINL for FY2022-23 represents:</p> <p>(i) 0.5% of the annual consolidated turnover of the Company for FY2021-22;</p> <p>(ii) 2.3% of annual turnover of RRL for FY2021-22; and</p> <p>(iii) 13.4% of annual turnover of RINL for FY2021-22.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>RINL is located in Abu Dhabi, UAE. UAE offers unique geographical and business friendly environment. It is well connected to emerging market and located at a transit point for world trade.</p> <p>RINL is engaged in the import and export of various products including agricultural products. It will acquire expertise in finding sellers to source the products at competitive prices and buyers for the products exported by RRL.</p> <p>This arrangement will enable RRL to source and place agricultural and retail products from and in the international markets.</p>
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(i) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Notice

B3. Transactions between Jio Platforms Limited (JPL) and Reliance Retail Limited (RRL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Jio Platforms Limited ('JPL') and Reliance Retail Limited ('RRL').</p> <p>Relationship – JPL and RRL are fellow subsidiaries, being subsidiaries of the Company.</p> <p>The Company holds 66.43% of paid-up equity share capital of JPL.</p> <p>Reliance Retail Ventures Limited ('RRVL') holds 99.93% of paid-up equity share capital of RRL. The Company holds 85.06% of paid-up equity share capital of RRVL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>(i) Software and Applications (Apps) development Services provided by JPL to RRL:</p> <ul style="list-style-type: none"> - Developing and implementing Apps and providing additional features for the Apps, as required by RRL. <p>The pricing is agreed basis points on net sales value through the App, with a floor and a cap.</p> <p>(ii) Managed IT Services: JPL provides managed IT services to RRL. The key terms of the arrangement are:</p> <ul style="list-style-type: none"> - providing, operating, maintaining and supporting the Licensed IP Assets; - providing data storage, data back up and disaster recovery services, Project Services and other Managed IT Services; - managing, administering and maintaining agreements with IT vendors; - software development of new features or functionalities, customisation of software, rendering connected IT services and transition activities to new software. <p>The pricing for above arrangements is on cost plus margin.</p> <p>(iii) Sale of recharge vouchers: JPL sells recharge vouchers for its content/platform services to RRL on principal to principal basis. RRL sells these recharge vouchers to the customers through its distributors, own stores, online and other channel.</p> <p>The pricing for above arrangement is on market rates.</p> <p>(iv) RRL provides advertisements services to JPL in their infrastructure/platforms.</p> <p>The pricing for above arrangement is on market rates.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transaction	<p>The monetary value of transactions for Software and Applications ("Apps") development, Managed IT Services and sale of recharge vouchers by JPL to RRL and allied transactions (i) for FY2022-23 is estimated to be ₹2,400 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹5,300 crore.</p> <p>The monetary value of transactions of services provided by RRL to JPL for advertisement and allied transactions (i) for FY2022-23 is estimated to be ₹100 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹300 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for transactions for Software and Applications ("Apps") development, Managed IT Services and sale of recharge vouchers by JPL to RRL and allied transactions for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.3% of annual consolidated turnover of the Company for FY2021-22; (ii) 62.7% of annual turnover of JPL for FY2021-22; and (iii) 1.4% of annual turnover of RRL for FY2021-22. <p>The estimated transaction value for transactions for services provided by RRL to JPL for advertisement and allied transactions for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.0% of annual consolidated turnover of the Company for FY2021-22; (ii) 2.6% of annual turnover of JPL for FY2021-22; and (iii) 0.1% of annual turnover of RRL for FY2021-22.

Sr. No.	Particulars	Details
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	JPL has the requisite skills to provide App development and management and IT support services to the Company and its subsidiaries. This helps in pooling of resources, ability to bargain with third party vendors for the benefit of the Company and its subsidiaries. Therefore, JPL provides App development and management services and Managed IT services to the Company and other subsidiaries of the Company. RRL is ideally suited to sell the recharge vouchers considering its wide distribution network.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(i) of the Companies Act, 2013.

Shri Mukesh D. Ambani, Dr. Shumeet Banerji and Shri Raminder Singh Gujral, Directors of the Company, all of whom are also directors on the board of JPL; Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani) who are directors on the board of JPL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

B4. Transactions between Jio Platforms Limited (JPL) and Reliance Jio Infocomm Limited (RJIL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Parties - Jio Platforms Limited ('JPL') and Reliance Jio Infocomm Limited ('RJIL'). Relationship - JPL is a subsidiary and RJIL is a step-down subsidiary of the Company. The Company holds 66.43% of paid-up equity share capital of JPL. JPL holds 100% of paid-up equity share capital of RJIL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	(i) Managed IT Services: JPL provides managed IT services to RJIL. The key terms of the arrangement are: <ul style="list-style-type: none"> - providing, operating, maintaining and supporting the Licensed IP Assets; - providing data storage, data back up and disaster recovery services, Project Services and other Managed IT Services; - managing, administering, and maintaining agreements with IT vendors; - software development of new features or functionalities, customisation of software, rendering connected IT services and transition activities to new software. The pricing is on cost plus margin. <p>(ii) Access to third party Over the Top (OTT) App, platform and services and JPL owned OTT App, platform and services Subscription provided to the subscribers of telecommunication services.</p> The pricing is based on <ul style="list-style-type: none"> (a) Third party Over the Top (OTT) App, platform and services - cost plus margin; (b) JPL owned OTT App, platform and services - market rates <p>(iii) JPL avails telecom services from RJIL. The pricing is based on market rates.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.</p>

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Sr. No.	Particulars	Details
4.	Value of the transaction	<p>The monetary value of transactions for Managed IT Services and Access to third party OTT and allied services provided by JPL to RJIL (i) for FY2022-23 is estimated to be ₹2,100 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹8,200 crore.</p> <p>The monetary value of transactions for telecom and allied services provided by RJIL to JPL (i) for FY2022-23 is estimated to be ₹100 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹300 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for Managed IT Services and Access to third party OTT and allied services provided by JPL to RJIL for FY2022-23 represents:</p> <p>(i) 0.3% of annual consolidated turnover of the Company for FY2021-22; (ii) 54.9% of annual turnover of JPL for FY 2021-22; and (iii) 2.7% of annual turnover of RJIL for FY 2021-22.</p> <p>The estimated transaction value for telecom and allied services provided by RJIL to JPL for FY2022-23 represents:</p> <p>(i) 0.0% of annual consolidated turnover of the Company for FY2021-22; (ii) 1.6% of annual turnover of JPL for FY 2021-22; and (iii) 0.1% of annual turnover of RJIL for FY 2021-22.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>JPL has the requisite skills to provide IT support services to the Company and its subsidiaries. This helps in pooling of resources, ability to bargain with third party vendors for the benefit of the Company and its subsidiaries.</p> <p>Therefore, JPL provides Managed IT services to the Company and other subsidiaries of the Company.</p>
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(i) of the Companies Act, 2013.

- a) Dr. Shumeet Banerji and Shri Raminder Singh Gujral, Directors of the Company, who are also directors on the board of JPL and RJIL; Ms. Isha M. Ambani and Shri Akash M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani) who are directors on the board of JPL and RJIL;
- b) Shri Mukesh D. Ambani, Director of the Company, who is also director on the board of JPL; Shri Anant M. Ambani (relative of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who is director on the board of JPL;
- c) Shri Adil Zainulbhai and Shri K.V. Chowdary, Directors of the Company, who are also directors on the board of RJIL;
- d) Relatives of these directors, to the extent of their shareholding, if any,
- may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

B5. Transaction between Jio Platforms Limited (JPL) and Reliance Projects and Property Management Services Limited (RPPMSL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Jio Platforms Limited ('JPL') and Reliance Projects and Property Management Services Limited ('RPPMSL').</p> <p>Relationship – JPL and RPPMSL are fellow subsidiaries.</p> <p>The Company holds 66.43% of paid-up equity share capital of JPL.</p> <p>The Company holds 100% of paid-up equity share capital of RPPMSL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable

Sr. No.	Particulars	Details
3.	Type, tenure, material terms and particulars	<p>(i) Managed IT Services: JPL provides managed IT and device software services to RPPMSL. The key terms of the arrangement are:</p> <ul style="list-style-type: none"> - providing, operating, maintaining and supporting the Licensed IP Assets; - providing data storage, data back up and disaster recovery services, Project Services and other Managed IT Services; - managing, administering, and maintaining agreements with IT vendors; - software development of new features or functionalities, customisation of software, rendering connected IT services and transition activities to new software services; - providing a full device software lifecycle management solution, including Device platform operations, application stores, maintenance and software updates and upgrades. <p>The pricing is on cost plus margin.</p> <p>(ii) RPPMSL provides business support and infrastructure services to JPL. The pricing is based on cost plus margin.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.</p>
4.	Value of the transaction	<p>The monetary value of transactions for managed IT, device software and allied services provided by JPL to RPPMSL (i) for FY2022-23 is estimated to be ₹1,700 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹3,000 crore.</p> <p>The monetary value of transactions for infrastructure services provided by RPPMSL to JPL (i) for FY2022-23 is estimated to be ₹400 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹700 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for managed IT, device software and allied services provided by JPL to RPPMSL for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.2% of annual consolidated turnover of the Company for FY2021-22; (ii) 44.4% of annual turnover of JPL for FY2021-22; and (iii) 3.8% of annual turnover of RPPMSL for FY2021-22. <p>The estimated transaction value for infrastructure services provided by RPPMSL to JPL for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.1% of annual consolidated turnover of the Company for FY2021-22; (ii) 10.5% of annual turnover of JPL for FY2021-22; and (iii) 0.9% of annual turnover of RPPMSL for FY2021-22.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>JPL has the requisite skills to provide IT support and device software services to the Company and its subsidiaries. This helps in pooling of resources, ability to bargain with third party vendors for the benefit of the Company and its subsidiaries.</p> <p>RPPMSL has required skills to provide business and infrastructure support services.</p>
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant/ important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Mukesh D. Ambani, Dr. Shumeet Banerji and Shri Raminder Singh Gujral, Directors of the Company, all of whom are also directors on the board of JPL; Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are directors on the board of JPL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

Notice

B6. Transactions between Reliance Retail Ventures Limited (RRVL) and Reliance Retail Limited (RRL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Reliance Retail Ventures Limited ('RRVL') and Reliance Retail Limited ('RRL').</p> <p>Relationship – RRVL is a subsidiary and RRL is a step-down subsidiary of the Company.</p> <p>The Company holds 85.06% of paid-up equity share capital of RRVL.</p> <p>RRVL holds 99.93% of paid-up equity share capital of RRL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>a) RRVL provides warehousing and logistics services to RRL. RRVL employs third-party service providers for providing some of these services.</p> <p>The various components of the warehousing and logistics services are:</p> <ul style="list-style-type: none"> - Warehouse management system - Unloading of goods - Scheduling inbound shipments - Delivery of goods for dispatch - General Merchandise Warehousing Services. <p>The pricing for above arrangement is on cost plus margin.</p> <p>b) RRVL will transfer resources by way of investment through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances, and guarantees to RRL for business purposes.</p> <p>The interest charged is / will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of RRL is / will be in accordance with the provisions of the Companies Act, 2013.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the proposed transaction	<p>(a) The monetary value of warehousing, logistic and allied transactions between RRVL and RRL (i) for FY2022-23 is estimated to be ₹15,200 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹75,000 crore.</p> <p>(b) The additional transfer of resource from RRVL by way of loans / investments in securities / debt instruments/ advances / guarantees to be provided and outstanding at any point in time from FY2022-23 to FY2026-27 is estimated to be approximately ₹25,000 crore;</p> <p>(c) As at March 31, 2022, the outstanding value of loans / investments in securities / debt instruments/ advances / guarantees given by RRVL to RRL is ₹50,078 crore.</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for warehousing and logistic services provided by RRVL to RRL for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 2.1% of annual consolidated turnover of the Company for FY2021-22; (ii) 337.4% of annual turnover of RRVL for FY2021-22; and (iii) 9.0% of annual turnover of RRL for FY 2021-22. <p>The estimated transactions value for additional transfer of resource by way of loans / investments in securities / debt instruments/ advances / guarantees to be provided by RRVL to RRL for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 3.5% of annual consolidated turnover of the Company for FY2021-22; (ii) 554.9% of annual turnover of RRVL for FY2021-22; and (iii) 14.8% of annual turnover of RRL for FY 2021-22.

Sr. No.	Particulars	Details
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Own Funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Tenure – 1 to 5 years Interest rate – Charged in compliance with the provisions of Companies Act, 2013 Nature – Unsecured Investments – In compliance with the provisions of the Companies Act, 2013.
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	General corporate purpose
7.	Justification as to why the RPT is in the interest of the listed entity	a. Warehousing and logistic services – RRVL has experience in managing supply chain operations (warehousing and transportation arrangement), and has presence across the country, which is required to ensure uninterrupted operations for Retail Business b. Investments / loans / advances / guarantees by RRVL in / to RRL – RRVL, being the holding company, provides capital to RRL through investment in securities and loans & advances from time to time; guarantees enable RRL to borrow monies.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Mukesh D. Ambani and Shri Adil Zainulbhai, Directors of the Company, who are also directors on the board of RRVL; Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are directors on the board of RRVL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

B7. Transactions between Reliance Projects and Property Management Services Limited (RPPMSL) and Reliance Retail Limited (RRL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties – Reliance Projects and Property Management Services Limited ('RPPMSL') and Reliance Retail Limited ('RRL'). Relationship – RPPMSL and RRL are fellow subsidiaries, RPPMSL is a wholly-owned subsidiary and RRL is a step-down subsidiary of the Company. The Company holds 100% of paid-up equity share capital of RPPMSL. The Company holds 85.06% of paid-up equity share capital of Reliance Retail Ventures Limited ('RRVL'). RRVL holds 99.93% of paid-up equity share capital of RRL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable

Notice

Sr. No.	Particulars	Details
3.	Type, tenure, material terms and particulars	<p>RPPMSL is a wholly-owned subsidiary of the Company and has expertise in providing <i>inter alia</i> manpower services, project management, property management, erection, commissioning and installation services. RPPMSL provides these services to subsidiaries of the Company.</p> <p>RPPMSL provides following services to RRL:</p> <ol style="list-style-type: none"> Execution of Engineering, Procurement and Construction (EPC) works and/or sale and supply of assets/materials along with fit outs for all the retail stores and fit outs across various formats. Business Support Services including renting of store premises, operation & maintenance, security, etc. <p>In case of Business Support Services, the pricing is based on the percentage of revenue earned by RRL and for other services pricing, is on cost plus margin.</p> <p>RPPMSL purchases IT and other assets from RRL in the normal course of business. The pricing is based on market rates.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transaction	<p>The monetary value of transactions for Execution of EPC works, store fit outs, business support services provided by RPPMSL to RRL and allied transactions (i) for FY2022-23 is estimated to be ₹28,500 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹56,200 crore.</p> <p>The monetary value of transactions for purchase of IT and other assets by RPPMSL from RRL (i) for FY2022-23 is estimated to be ₹500 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹1,000 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for Execution of EPC works, store fit outs, business support services provided by RPPMSL to RRL and allied transactions for FY2022-23 represents:</p> <ol style="list-style-type: none"> 3.9% of annual consolidated turnover of the Company for FY 2021-22; 64.5% of annual turnover of RPPMSL for FY2021-22; and 16.8% of annual turnover of RRL for FY2021-22. <p>The estimated transaction value for purchase of IT and other assets by RPPMSL from RRL for FY2022-23 represents:</p> <ol style="list-style-type: none"> 0.1% of annual consolidated turnover of the Company for FY 2021-22; 1.1% of annual turnover of RPPMSL for FY2021-22; and 0.3% of annual turnover of RRL for FY2021-22.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	RPPMSL centralises group support services and skills and competencies required for these services across the Company, its subsidiaries, their service providers and consumers. These include <i>inter alia</i> manpower, project management, operation and maintenance, property management, erection, commissioning and installation. This allows RPPMSL to leverage scale benefits and synergies, whereas the Company and its subsidiaries benefit from collective bargaining power, while focusing on their respective business priorities.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B8. Transactions between Reliance Projects and Property Management Services Limited (RPPMSL) and Reliance Retail Ventures Limited (RRVL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the Related Parties – Reliance Projects and Property Management Services Limited ('RPPMSL') and Reliance Retail Ventures Limited ('RRVL').</p> <p>Relationship – RPPMSL and RRVL are fellow subsidiaries, RPPMSL is a wholly-owned subsidiary and RRVL is a subsidiary of the Company.</p> <p>The Company holds 100% of paid-up equity share capital of RPPMSL.</p> <p>The Company holds 85.06% of paid-up equity share capital of RRVL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>RPPMSL is a wholly-owned subsidiary of the Company and has expertise in providing <i>inter alia</i> manpower services, project management, property management, erection, commissioning and installation services. RPPMSL provides these services to subsidiaries of the Company.</p> <p>RPPMSL provides execution of Engineering, Procurement and Construction (EPC) works and / or sale and supply of assets / materials along with fit outs for all the warehouses and distribution centres to RRVL.</p> <p>The pricing is on cost plus margin.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transaction	The monetary value of transactions for Execution of EPC works, store fit outs, business support services provided by RPPMSL to RRVL and allied transactions (i) for FY2022-23 is estimated to be ₹11,800 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹23,200 crore.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for Execution of EPC works, store fit outs, business support services provided by RPPMSL to RRVL and allied transactions for FY2022-23 represents:</p> <p>(i) 1.6% of annual consolidated turnover of the Company for FY2021-22;</p> <p>(ii) 26.7% of annual turnover of RPPMSL for FY2021-22; and</p> <p>(iii) 261.9% of annual turnover of RRVL for FY2021-22.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	RPPMSL centralises group support services and skills and competencies required for these services across the Company, its subsidiaries, their service providers and consumers. These include <i>inter alia</i> manpower, project management, operation and maintenance, property management, erection, commissioning and installation. This allows RPPMSL to leverage scale benefits and synergies, whereas the Company and its subsidiaries benefit from collective bargaining power, while focusing on their respective business priorities.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Mukesh D. Ambani and Shri Adil Zainulbhai, Directors of the Company, who are also directors on the board of RRVL; Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are directors on the board of RRVL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

Notice

B9. Transactions between Reliance Projects and Property Management Services Limited (RPPMSL) and Reliance Jio Infocomm Limited (RJIL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the Related Parties – Reliance Projects and Property Management Services Limited ('RPPMSL') and Reliance Jio Infocomm Limited ('RJIL').</p> <p>Relationship – RPPMSL and RJIL are fellow subsidiaries, RPPMSL is a wholly-owned subsidiary and RJIL is a step-down subsidiary of the Company.</p> <p>The Company holds 100% of paid-up equity share capital of RPPMSL.</p> <p>The Company holds 66.43% of paid-up equity share capital of Jio Platforms Limited ('JPL') and JPL holds 100% of the paid-up equity share capital of RJIL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>RPPMSL is a wholly-owned subsidiary of the Company and has expertise in providing <i>inter alia</i> manpower services, project management, property management, erection, commissioning and installation services. RPPMSL provides these services to subsidiaries of the Company.</p> <p>RPPMSL provides following services to RJIL:</p> <ol style="list-style-type: none"> Project execution services on Engineering, Procurement and Construction (EPC) basis - Installation of Telecommunication equipment, Last mile for National Long Distance (NLD), Intracity and FTTH, Facilities, Erection of eNodeB Small Cell (ESC) Towers, Operation and Maintenance of facilities. Business Support Services – Manpower services, Jio Centre operations, Call Centre services, data insights and analytics, among others. <p>The pricing is cost plus margin or pay per use, as applicable.</p> <p>RPPMSL avails telecom services from RJIL. The pricing is based on market rates.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY 2022-23 to FY 2026-27.</p>
4.	Value of the transaction	<p>The monetary value of transactions for business support, project execution and allied services provided by RPPMSL to RJIL (i) for FY2022-23 is estimated to be ₹11,000 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹19,200 crore.</p> <p>The monetary value of transactions for telecom and allied services provided by RJIL to RPPMSL (i) for FY2022-23 is estimated to be ₹900 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹1,500 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for business support, project execution and allied services provided by RPPMSL to RJIL for FY2022-23 represents:</p> <ol style="list-style-type: none"> 1.5% of annual consolidated turnover of the Company for FY2021-22; 24.9% of annual turnover of RPPMSL for FY2021-22; and 14.3% of annual turnover of RJIL for FY2021-22. <p>The estimated transaction value telecom and allied services provided by RJIL to RPPMSL for FY2022-23 represents:</p> <ol style="list-style-type: none"> 0.1% of annual consolidated turnover of the Company for FY2021-22; 2.0% of annual turnover of RPPMSL for FY2021-22; and 1.2% of annual turnover of RJIL for FY2021-22.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	RPPMSL centralises group support services and skills and competencies required for these services across the Company, its subsidiaries, their service providers and consumers. These include <i>inter alia</i> manpower, project management, operation and maintenance, property management, erection, commissioning and installation. This allows RPPMSL to leverage scale benefits and synergies, whereas the Company and its subsidiaries benefit from collective bargaining power, while focusing on their respective business priorities.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(i) of the Companies Act, 2013.

Dr. Shumeet Banerji, Shri Adil Zainulbhai, Shri Raminder Singh Gujral and Shri K.V. Chowdary, Directors of the Company, all of whom are also directors on the board of RJIL; Ms. Isha M. Ambani and Shri Akash M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are on the board of RJIL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

B10. Transactions between Reliance Retail Ventures Limited (RRVL) and Reliance Brands Limited (RBL)

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the Related Parties– Reliance Retail Ventures Limited ('RRVL') and Reliance Brands Limited ('RBL').</p> <p>Relationship – RRVL is a subsidiary and RBL is a step-down subsidiary of the Company.</p> <p>The Company holds 85.06% of paid-up equity capital of RRVL.</p> <p>RRVL holds 80% paid-up equity capital in RBL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>a. RRVL will make investments by way of subscription, purchase or otherwise in securities / debt instruments and / or provide loans, advances, and guarantees to RBL for business purposes.</p> <p>The interest charged is / will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of RBL is / will be in accordance with the provisions of the Companies Act, 2013.</p> <p>b. RRVL provides warehousing and logistics services to RBL. RRVL employs third-party service providers for providing some of these services.</p> <p>The various components of the warehousing and logistics services are:</p> <ul style="list-style-type: none"> - Warehouse management system - Unloading of goods - Scheduling inbound shipments - Delivery of goods for dispatch - General Merchandise Warehousing Services. <p>The pricing for above arrangement is on cost plus margin.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e. from FY2022-23 to FY2026-27.</p>
4.	Value of the transaction	<p>The monetary value for transfer of resources by way of investments through subscription, purchase or otherwise in securities / debt instruments and / or provide loans, advances, and guarantees by RRVL to RBL (i) for FY2022-23 is estimated to be ₹1,900 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹2,900 crore.</p> <p>As at March 31, 2022, the outstanding value of investments made and loans given by RRVL to RBL is ₹4,153 crore.</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p> <p>The monetary value for warehousing, logistics and allied services by RRVL to RBL (i) for FY2022-23 is estimated to be ₹100 crore; and (ii) in each of the 4 subsequent financial years from FY2023-24 to FY2026-27 is estimated to be upto ₹100 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for transfer of resources by way of investments through subscription, purchase or otherwise in securities / debt instruments and / or provide loans, advances, and guarantees by RRVL to RBL for FY2022-23 represents:</p> <ul style="list-style-type: none"> (i) 0.3% of annual consolidated turnover of the Company for FY2021-22; (ii) 42.2% of annual turnover of RRVL for FY2021-22; and (iii) 153.9% of annual turnover of RBL for FY2021-22.

Notice

Sr. No.	Particulars	Details
		The estimated transaction value for warehousing, logistics and allied services by RRVL to RBL for FY2022-23 represents: (i) 0.0% of annual consolidated turnover of the Company for FY2021-22; (ii) 2.2% of annual turnover of RRVL for FY2021-22; and (iii) 8.1% of annual turnover of RBL for FY2021-22.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Own Funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Loans: Tenure – 3 to 5 years Interest rate – Charged in compliance with the provisions of Companies Act, 2013 Nature – Unsecured Investments: In compliance with the provisions of the Companies Act, 2013.
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	General corporate purposes
7.	Justification as to why the RPT is in the interest of the listed entity	RRVL, being the holding company, provides capital to RBL through investment in securities and provision of loans & advances from time to time; guarantees enable RBL to borrow monies.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Mukesh D. Ambani and Shri Adil Zainulbhai, Directors of the Company, who are also directors on the board of RRVL; Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are directors on the board of RRVL; and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

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 said transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 10 and 11 whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item Nos. 10 and 11 of the Notice for approval by the Members.

By Order of the Board of Directors

Savithri Parekh

Company Secretary and Compliance Officer

Mumbai, August 6, 2022

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Annexure to the Notice dated August 6, 2022

Details of Directors retiring by rotation / seeking appointment / re-appointment at the Meeting:

Smt. Nita M. Ambani	
Age	59 years
Qualifications	Commerce Graduate from Mumbai University, Diploma in Early Childhood Education
Experience (including expertise in specific functional area) / Brief Resume	Smt. Nita M. Ambani is an educationist, philanthropist, businesswoman, patron of the arts, champion of women and children's rights and a noted proponent of sports. She is the Founder and Chairperson of Reliance Foundation, which has impacted the lives of over 57.5 million people across India through its initiatives in Rural Transformation, Health, Education, Sports for Development, Disaster Response, Arts, Culture & 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. For detailed profile, please refer Company's website: www.ril.com .
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Smt. Nita M. Ambani who was appointed as a Non-executive Director at the Annual General Meeting held on June 18, 2014, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2021-22)	₹2.05 crore (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	June 18, 2014
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2022	80,52,021 equity shares of ₹10/- each
Relationship with other Directors / Key Managerial Personnel	Spouse of Shri Mukesh D. Ambani, Chairman and Managing Director and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2021-22	5 out of 5 meetings held
Directorships of other Boards as on March 31, 2022	EIH Limited Football Sports Development Limited Reliance Foundation Reliance Foundation Institution of Education and Research
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Notice

Shri Hital R. Meswani	
Age	54 years
Qualifications	<ul style="list-style-type: none"> Management & Technology graduate from University of Pennsylvania (UPenn), U.S.A. Bachelor of Science in Chemical Engineering from School of Engineering and Applied Sciences, UPenn Bachelor of Science in Economics from the Wharton Business School
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in petroleum and petrochemical industry. For detailed profile, please refer Company's website: www.ril.com
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Hital R. Meswani who was re-appointed as a Whole-time Director at the Annual General Meeting held on July 15, 2020, is liable to retire by rotation.
Remuneration last drawn (FY 2021-22)	₹24 crore (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	August 4, 1995
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2022	34,38,688 equity shares of ₹10/- each
Relationship with other Directors / Key Managerial Personnel	Brother of Shri Nikhil R. Meswani, Whole-time Director and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2021-22	5 out of 5 meetings held
Directorships of other Boards as on March 31, 2022	Reliance BP Mobility Limited Reliance Commercial Dealers Limited Reliance Industrial Investments and Holdings Limited The Indian Film Combine Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Reliance BP Mobility Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee- Member The Indian Film Combine Private Limited <ul style="list-style-type: none"> Audit Committee - Chairman Corporate Social Responsibility Committee - Chairman Nomination and Remuneration Committee- Member
Listed entities from which the Director has resigned in the past three years	Nil

Shri Nikhil R. Meswani	
Age	56 years
Qualifications	Chemical Engineer from UDCT (now known as Institute of Chemical Technology), Mumbai
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in petrochemical industry, Textile and Sports matters. For detailed profile, please refer Company's website: www.ril.com
Terms and Conditions of Re-appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the Explanatory Statement, Shri Nikhil R. Meswani is proposed to be re-appointed as a Whole-time Director.
Remuneration last drawn (FY 2021-22)	₹24 crore (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the Explanatory Statement and the resolution passed by the Members at the Annual General Meeting held on June 18, 2014.
Date of first appointment on the Board	June 26, 1986
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2022	35,80,529 equity shares of ₹10/- each
Relationship with other Directors / Key Managerial Personnel	Brother of Shri Hital R. Meswani, Whole-time Director and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2021-22	5 out of 5 meetings held
Directorships of other Boards as on March 31, 2022	Reliance Commercial Dealers Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	<p>Reliance Commercial Dealers Limited</p> <ul style="list-style-type: none"> • Audit Committee- Chairman • Nomination and Remuneration Committee- Member • Corporate Social Responsibility Committee – Member
Listed entities from which the Director has resigned in the past three years	Nil

Notice

Shri K. V. Chowdary	
Age	67 years
Qualifications	Graduation in Mathematics from Loyola College, Chennai and Post-Graduation in Mathematics from IIT, Chennai
Experience (including expertise in specific functional area) / Brief Resume	Former Central Vigilance Commissioner and Former Chairman of Central Board of Direct Taxes (CBDT) with extensive experience in Governance, Compliance, Taxation, Finance, Accountancy, Strategy, Management, Legal issues, etc. For detailed profile, please refer Company's website: www.ril.com
Terms and Conditions of Appointment	As per the resolution at Item No. 7 of the Notice convening this Meeting read with the Explanatory Statement.
Remuneration (including sitting fees, if any) last drawn (FY 2021-22)	₹2.32 crore (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	Shri K. V. Chowdary was appointed as non-executive non-independent Director of the Company with effect from October 18, 2019. He was appointed as non-executive Independent Director of the Company with effect from July 21, 2022.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2022	Nil
Relationship with other Directors / Key Managerial Personnel	Shri K. V. Chowdary is not related to any other Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies.
Number of meetings of the Board attended during the financial year 2021-22	5 out of 5 meetings held
Directorships of other Boards as on March 31, 2022	CCL Products (India) Limited – Independent Director Divi's Laboratories Limited – Independent Director Tata Motors Limited – Independent Director Eugia Pharma Specialities Limited – Independent Director GMR Varalakshmi Foundation
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	CCL Products (India) Limited <ul style="list-style-type: none"> Audit Committee – Member Divi's Laboratories Limited <ul style="list-style-type: none"> Audit Committee – Member Stakeholders' Relationship Committee – Member Compensation Nomination & Remuneration Committee – Member Tata Motors Limited <ul style="list-style-type: none"> Audit Committee – Member Corporate Social Responsibility Committee – Member Eugia Pharma Specialities Limited <ul style="list-style-type: none"> Audit Committee – Chairman Nomination and Remuneration Committee – Member GMR Varalakshmi Foundation <ul style="list-style-type: none"> Audit Committee – Member
Listed entities from which the Director has resigned in the past three years	Nil, except the resignation from the Company as a non-executive non-independent director with effect from close of business hours of July 20, 2022 to enable his appointment as an Additional Director designated as an Independent Director.

By Order of the Board of Directors

Savithri Parekh

Company Secretary and Compliance Officer

Mumbai, August 6, 2022

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