



Presentation on Material RPTs
May 2024

1. Effective 1 April 2022, Listing Regulations mandates prior public shareholders' approval for material RPTs
 - ✓ Material RPTs mean RPTs exceeding lower of (i) Rs. 1,000 crore; and (ii) 10% of Annual Consolidated Turnover of the Company in a financial year
2. RIL has a well-defined and robust governance structure for RPTs
 - ✓ Review by internal and statutory auditors
 - ✓ Independent review by a Big4 accounting firm of all RPTs of RIL and material subsidiaries
 - ✓ All RPTs of the subsidiaries other than material subsidiaries are also reviewed by firm of CAs
 - ✓ Audit Committee approval comprises of only Independent Directors
3. Shareholders approval obtained for all material RPTs in line with regulatory and governance framework
4. Transparent disclosure and reporting of RPTs
 - ✓ Annual Reports (since FY 2004-05) contain detailed disclosure on RPTs and transaction values
 - ✓ Detailed disclosure on RPTs are made to stock exchanges on half yearly basis

Safeguarding interest of public shareholders is ingrained in RIL's RPT processes

1. Resolution 4 : RPT A1 – Transactions between RIL and RILIL

- ✓ Currently, RIME, a wholly owned subsidiary of RIL, has taken on long-term lease basis ships to transport ethane and provided the same to RIL
- ✓ RIME, being a wholly owned subsidiary of RIL, the transactions did not require approval of RIL shareholders
- ✓ RIL and JFSL have set up a 50:50 JV, RILIL in IFSC GIFT City to engage in the business of operating lease of ships, vessels and voyage charters
- ✓ RILIL will now provide the ships to RIL on voyage charter basis which was hitherto done by RIME
- ✓ Thus, the transaction is not a new RPT and is only a shift to RILIL of transactions hitherto undertaken by RIME
- ✓ RILIL will further undertake the shipping operations for transportation of other raw materials, finished products, etc. of RIL
- ✓ RILIL, being located in IFSC GIFT City, will be entitled to relevant tax incentives available to units in the GIFT City

1. **Resolution 5 : RPT B1, B2, B3 – Provision of Customer Premise Equipment (CPE) / devices to RJIL customers for broadband connectivity to home through wireless technology**
 - ✓ RIL's JVs, Sanmina and Neolync, manufacture CPE / devices
 - ✓ RRL will procure these 'Made in India' CPE / devices from Sanmina and Neolync and sell the same to JLSL, a wholly owned subsidiary of JFSL
 - ✓ JLSL will provide these CPE / devices on operating lease to the customers of RJIL
 - ✓ The above arrangement ensures:
 - Customers do not incur huge upfront cost for purchase of CPE/ devices (approx. Rs. 15,000), making it affordable
 - The expertise of every company in the Group, namely, Sanmina, Neolync, RRL and JLSL is leveraged to benefit the RJIL customers
 - ✓ This is a win-win for shareholders of both RIL and JFSL
 - ✓ JFSL is also seeking approval of its shareholders for purchase of CPE / devices by JLSL from RRL for providing the same on operating lease

Material Related Party Transactions of RIL and Subsidiaries of RIL

Transaction of The Company (Resolution 4 : RPT A1)

Related Party

- Reliance Industries Ltd. (RIL) and Reliance International Leasing IFSC Limited (RILIL)

Transaction

- Contract for transporting ethane from USA to Dahej, India in VLECs and allied transactions / carriage by ships of other raw materials / finished products
- Provision of technical, IT support, manpower services

Value and Pricing FY 2024-25 (E)

- Rs. 2,400 crore (0.26% of RIL Revenue) - Cost plus margin
- Rs. 100 crore (0.01% of RIL Revenue) - Cost plus margin

Rationale

- Please refer to Slide No. 3 of this presentation

Transactions between Subsidiaries (Resolution 5 : RPT B1)

Related Party

- Reliance Retail Limited (RRL) and Sanmina-SCI India Private Limited (Sanmina)

Transaction

- Purchase of goods and materials

Value and Pricing FY 2024-25 (E)

- Rs. 7,200 crore (0.79% of RIL Revenue) - Cost plus margin

Rationale

- Please refer to Slide No. 4 of this presentation

Leveraging manufacturing and distribution capabilities within the group

Transactions between Subsidiaries (Resolution 5 : RPT B2)

Related Party

- Reliance Retail Limited (RRL) and Neolync Solutions Private Limited (Neolync)

Transaction

- Purchase of goods and materials

Value and Pricing FY 2024-25 (E)

- Rs. 10,250 crore (1.12% of RIL Revenue) - Cost plus margin

Rationale

- Please refer to Slide No. 4 of this presentation

Leveraging manufacturing and distribution capabilities within the group

Transactions of Subsidiary Company (Resolution 5 : RPT B3)

Related Party

- Reliance Retail Limited (RRL) and Jio Leasing Services Limited (JLSL)

Transaction

- Sale of customer premises equipment / devices and telecom equipment

Value and Pricing FY 2024-25 (E)

- Rs. 18,000 crore (1.97% of RIL Revenue) - Cost plus margin

Rationale

- Please refer to Slide No. 4 of this presentation

Thank You

Note: This presentation provides a synopsis of RPTs and other key considerations. For detailed disclosures on RPTs, please refer Postal Ballot Notice dated April 22, 2024