

CIN: L17110MH1973PLC019786

Registered Office: 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai - 400 021

Website: www.ril.com; **E-mail:** investor.relations@ril.com; **Tel.:** +91 22 3555 5000; **Fax:** +91 22 2204 2268

NOTICE

NOTICE is hereby given that the Forty-seventh Annual General Meeting (Post-IPO) of the members of Reliance Industries Limited will be held on **Thursday, August 29, 2024 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, 2024 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, 2024 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, 2024 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, 2024 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
- To declare dividend on equity shares for the financial year ended March 31, 2024 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT dividend at the rate of ₹ 10/- (Rupees ten only) per equity share of ₹ 10/- (Rupees ten 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, 2024 and the same be paid out of the profits of the Company.”
- To appoint Shri Hital R. Meswani (DIN: 00001623), 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 Shri P.M.S. Prasad (DIN: 00012144), 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 P.M.S. Prasad (DIN: 00012144), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

- To ratify the remuneration of Cost Auditors 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 members do hereby ratify the remuneration, a) 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, 2025; and b) to be paid to Shome & Banerjee, Cost Accountants (FRN: 000001), the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ended March 31, 2024, as approved by the Board of Directors and as set out in the statement annexed to the Notice.”
- 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 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory

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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) with Star India Private Limited as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein;

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."

By Order of the Board of Directors

Savithri Parekh

Company Secretary and Compliance Officer

Mumbai, August 5, 2024

Registered Office:

3rd Floor, Maker Chambers IV,
222, Nariman Point, Mumbai 400 021
CIN: L17110MH1973PLC019786
Website: www.ril.com
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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (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 (“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 / herself 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, Shri Hital R. Meswani and Shri P.M.S. Prasad, 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.

Shri Hital R. Meswani and Shri P.M.S. Prasad, Directors of the Company, are interested in the Ordinary Resolution set out at Item Nos. 3 and 4, respectively, of this Notice with regard to their re-appointment. 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. 3 of this Notice. The other relatives of Shri Hital R. Meswani and relatives of Shri P.M.S. Prasad may be deemed to be interested in the resolutions set out at Item Nos. 3

and 4 of this 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 4 of this Notice.

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

Despatch of Annual Report through Electronic Mode:

7. **In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 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 this Notice and Annual Report for the financial year 2023-24 will also be available on the Company’s website at www.ril.com, websites of the Stock Exchanges, i.e., 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. National Securities Depository Limited (NSDL) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsd.com/kyc-attributes/#/login>.
 - b) Members holding shares in physical mode are requested to follow the process set out 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>

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(best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)

- (ii) Click on **“Shareholders CLICK HERE”** button.
 - (iii) **Enter the login credentials (i.e., 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 from **Thursday, August 8, 2024 to Friday, August 16, 2024**. 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/sites/default/files/reports/criteria.pdf>.
- d) All members 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 (i.e., 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:

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 members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members 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 Saturday, August 24, 2024
End of remote e-voting:	5.00 p.m. (IST) on Wednesday, August 28, 2024

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

Subject to the provisions of the Articles of Association of the Company, 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, i.e., Thursday, August 22, 2024, (“Cut-off Date”).

The Board of Directors has appointed Shri Anil Lohia, a Practising Chartered Accountant (Membership No.: 031626), Partner of Dayal and Lohia, Chartered Accountants or failing him Shri Khushit Jain, a Practising Chartered Accountant (Membership No.: 608082), Partner of Dayal and Lohia, 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. The Scrutiniser’s decision on the validity of the votes cast through remote e-voting and Insta Poll shall be final.

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, i.e., 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) **Only a person, whose name is recorded as on the Cut-off Date, in the register**

of members / register of beneficial owners maintained by the Depositories, 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 this 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 this 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 MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/ CIR/P/2023/120 dated July 11, 2023, as amended, **all “individual members 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>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/myeasitoken/home/login or 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). 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.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES	
National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul 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> <ul 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 (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., 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>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/home/login 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> <ul style="list-style-type: none"> i. Type in the browser / Click on the following link: 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.

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

Individual members 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	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 / 022-2499 7000 .	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 210 9911 .

(vii) **INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS 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 number 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 this Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional / corporate members (i.e., 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 shall 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 this 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 his / her / its Folio No./ DP ID Client ID:

In case the shares are held in dematerialised mode: The member

may send SMS: **MYEPWD <space> DP ID Client ID to 9212993399**

Example for NSDL: MYEPWD
<SPACE> IN12345612345678

Example for CDSL: MYEPWD
<SPACE> 1402345612345678

In case the shares are held in physical mode: The member may send SMS **MYEPWD <space> E-Voting Event Number + Folio No.** to **9212993399**

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).
- (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 V. Balakrishnan, 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 and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Monday, September 2, 2024 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: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.
- (xi) **Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Thursday, August 29, 2024.**

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 this Notice will be available, electronically, for inspection by the members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically 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 mentioning his / her / its folio number / DP ID and Client ID.

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 Thursday, August 22, 2024 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 2015-16, 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, 2024 are uploaded on the website of the Company and can be accessed through the link <https://www.ril.com/investors/shareholders-information/dividend-shares>.

Details of unpaid and unclaimed dividends up to March 31, 2023 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 2023-24, 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, i.e., May 14, 2023. 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/investors/shareholders-information/dividend-shares>.

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/sites/default/files/reports/shareholdersreferencer.pdf> or visit the weblink of the IEPF Authority www.iepf.gov.in/IEPF/refund.html or contact KFinTech, for detailed procedure to lodge the claim with IEPF Authority.

Notice

Last date to claim unclaimed / unpaid dividends before transfer to IEPF, for the financial year 2016-17 and thereafter, are as under:

Financial Year	Declaration Date	Date to claim before transfer to IEPF
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
2021-22	August 29, 2022	September 30, 2029
2022-23	August 28, 2023	September 27, 2030

Dividend Related Information

18. The dividend approved by the members at the AGM 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 NSDL and CDSL as beneficial owners as on that date.

The Company has fixed Monday, August 19, 2024 as the "Record Date" for the purpose of determining the members eligible to receive dividend for the financial year 2023-24.

Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Payment of dividend shall be made through electronic mode to those members, holding shares in dematerialised mode, who have updated their bank account details.

A. Resident members:

A.1 Tax Deductible at Source for Resident members

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

As mandated by SEBI, with effect from April 1, 2024, dividend to the members holding shares in physical mode shall be paid only through electronic mode. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / KFinTech. In this regard the Company had sent letters, emails and SMSes to its members for furnishing the required details. Please refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf (FAQ No. 38 & 39)

For intimation/ updation of the aforesaid details, members are requested to follow the process set out 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 members.

The TDS / withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company / KFinTech / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / KFinTech on or before Monday, August 19, 2024 to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable.

All the members are requested to update, on or before August 19, 2024, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / KFinTech (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records.

Please also refer note (v) below.

Sr. No	Particulars	Withholding tax rate	Documents required (if any) / Remarks
3	A member falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	20%	The PAN of the member 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 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, 2024.
5	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the member 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 members if the members submit following documents as mentioned in column no.4 of the below table with the Company / KFinTech / Depository Participant on or before August 19, 2024.

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
1	Submission of form 15G / 15H with valid & operative PAN and member not being classified as a specified person.	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	Member 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	Member 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 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 member 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.

Notice

B. Non-Resident members:

The table below shows the withholding tax on dividend payment to non-resident members. Members are requested to submit the document(s) as mentioned in column no.4 of the below table on or before August 19, 2024, to the Company / KFinTech to avail the beneficial rates, wherever applicable.

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident members	20% (plus applicable surcharge and cess) or tax treaty rate, whichever is beneficial	<p>FPI registration certificate in case of FIIs / FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received. 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. E-filed Form 10F 4. 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 member and review to the satisfaction of the Company).</p>
2	Indian Branch of a Foreign Bank	NIL	<p>Lower tax deduction certificate u/s 195(3) of Income Tax Act, 1961 obtained from Income Tax Authority.</p> <p>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.</p> <p>In case above documents are not made available, then Withholding tax will be at applicable rate (plus applicable surcharge and cess).</p>
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 member 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	A member falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	Double the applicable tax rate	<p>The PAN of the member 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 applicable TDS will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is "specified person".</p> <p>Please also refer note (vii) below.</p>

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
6	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 member 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 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:

- (i) The Company will issue soft copy of the TDS certificate to its members through e-mail registered with KFinTech post filing of TDS return as per statutory timelines specified under Income Tax Act, 1961. Members will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindia.gov.in/Pages/default.aspx>.
- (ii) 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 rkarisma.kfintech.com/dividends on or before August 19, 2024 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, 2024 shall not be considered.
- NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual members i.e. Insurance Companies, Mutual Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non-Individual members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before August 19, 2024.
- (iii) Application of TDS / withholding tax rate is subject to necessary verification by the Company of the member details as available in register of members as on the Record Date, and other documents available with the Company / KFinTech provided by the member by the specified date.
- (iv) In case TDS is deducted at a higher rate, an option is still available with the member

to file the return of income and claim an appropriate refund.

- (v) **No TDS will be deducted in case of resident individual members 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 member 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 members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / KFinTech (if shares are held in physical mode) against all their folio holdings on or before August 19, 2024.

- (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 member, such member will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- (vii) "Specified person" as defined under Section 206AB of Income Tax Act, 1961 means a resident:
- who has not filed the returns of income for the previous year for which the time limit for filing the return of income has expired and;
 - the aggregate of TDS and Tax Collected at Source 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.

Notice

- (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. Members 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 mode. Members holding shares in physical mode are advised to avail the facility of dematerialisation.
20. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
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 dematerialised mode to their Depository Participant for making necessary changes. 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 mode 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 member 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

Any service request shall be entertained by KFinTech only upon registration of the PAN and KYC details.

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 mandate transfer, transmission and transposition of

securities of listed companies held in physical form 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/investors/resource-center/forms> 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/sites/default/files/reports/shareholdersreferencer.pdf>.

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned under Note No. 13.E. above.

24. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of **Online Dispute Resolution** (‘ODR’) through a common ODR portal.

Members are requested to first take up their grievance, if any, with KFin Technologies Limited, Registrar and Share Transfer Agent of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated through the ODR Portal at <https://smartodr.in/login>.

25. **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/sites/default/files/reports/shareholdersreferencer.pdf>.
26. Members are requested to fill in and send the Feedback Form available on the website of the Company at <https://www.ril.com/sites/default/files/reports/Members-Feedback-Form-2023-24.pdf>.

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 special business proposed in this Notice:

ITEM NO. 5

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, 2025, as per the following details:

Sr. No.	Name of the Cost Auditor	Industry	Cost Audit Fee (excluding Taxes) (in ₹)
1.	Diwanji & Co.	Electricity and Chemicals	13,48,000
2.	K. G. Goyal & Associates	Chemicals and Electricity	7,84,000
3.	V. J. Talati & Co.	Oil & Gas and Chemicals	9,28,000
4.	Kiran J. Mehta & Co.	Textiles, Composites and Polyester	6,55,000
5.	Suresh D. Shenoy	Chemicals, Petroleum and Gasification (for petroleum activities)	13,32,000
6.	V. Kumar & Associates	Chemicals and Polyester	8,66,000
7.	Dilip M Malkar & Co.	Chemicals and Polyester	10,51,000
8.	Shome & Banerjee	Oil & Gas, Chemicals and Telecommunications (for Digital EPC & Infrastructure business)	12,20,000
9.	Shome & Banerjee, Lead Cost Auditor (Lead Cost Audit Fee)		11,71,000
Total			93,55,000

Further, the Scheme of Arrangement between Reliance Projects & Property Management Services Limited ("RPPMSL") and its shareholders and creditors & the Company and its shareholders and creditors ("Scheme") for demerger of the Digital EPC & Infrastructure business from RPPMSL into the Company came into effect from August 9, 2023 and thereafter the Board of Directors, on the recommendation of the Audit Committee, at its meeting held on January 19, 2024, approved the appointment of Shome & Banerjee, Cost Accountants as Cost Auditors to carry out the audit of the cost records of Digital EPC & Infrastructure Business of the Company for the financial year ended March 31, 2024, at a remuneration of ₹ 1,81,000/- (Rupees One Lakh Eighty-One Thousand only) excluding taxes.

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 aforesaid Cost Auditors, as recommended by the Audit

Committee and approved by the Board of Directors, is required to be ratified by the members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors by passing an Ordinary Resolution as set out at Item No. 5 of this 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 of Directors commends the Ordinary Resolution set out at Item No. 5 of this Notice for ratification by the members.

ITEM NO. 6

The Company is engaged in activities spanning across hydrocarbon exploration and production, oil to chemicals, retail, digital services, advanced materials and composites, and renewables (solar and hydrogen), which are carried out either directly or through its subsidiaries and joint ventures with third parties. The annual consolidated turnover of the Company as on March 31, 2024 is ₹ 9,14,472 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 ("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 and its subsidiaries have a well-defined governance process for the related party transactions undertaken by them. 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 this analysis is presented to the Audit Committee.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises only independent directors. The related party transactions as set out in this Notice 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 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.

Notice

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought 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 Company as per the last audited financial statements of the Company.

The approval of the members pursuant to Resolution No. 6 is sought for transactions of the Company with Star India Private Limited (SIPL) for - i) investment in equity shares of SIPL by the Company; ii) licensing of content by Jio Studios, a division of the Company, and iii) brand integration services, as more specifically set out below.

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

In addition to the transactions set out in the Table below, approval of the members is also 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 values of such additional transactions are included in the values set out in the Table below.

The value of transactions with SIPL for the period commencing from April 1, 2024 till the date of this Notice has not exceeded the materiality threshold.

Background

Members are aware that vide media release dated February 28, 2024, the Company, Viacom 18 Media Private Limited ("Viacom18") and The Walt Disney Company ("Disney") announced the signing of binding definitive agreements to form a joint venture ("JV") that will combine the businesses of Viacom18 and SIPL. SIPL will be the joint venture company.

In accordance with the said agreements, the media undertaking of Viacom18 is being merged into SIPL through a composite scheme of arrangement among Viacom18 and its shareholders and creditors & Digital18 Media

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

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 Party Star India Private Limited ("SIPL")</p> <p>Relationship SIPL is a related party of Football Sports Development Limited (FSDL), a company in which the Company along with its subsidiary holds 65% shareholding. SIPL owns 35% in FSDL.</p> <p>SIPL is engaged in the business of television broadcasting and production, acquisition and distribution of motion pictures. SIPL is currently owned 100% by Disney.</p> <p>Upon the Scheme becoming effective, SIPL will be controlled by RIL and owned 16.34% by RIL, 46.82% by Viacom18 and 36.84% by Disney.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable

Limited and its shareholders and creditors & SIPL and its shareholders and creditors ("Scheme"). The Scheme is presently awaiting sanction of the Hon'ble National Company Law Tribunal, Mumbai Bench and other regulatory approvals. The Scheme is available on the website of the Company at https://www.ril.com/sites/default/files/2024-08/V18_SIPL_SCHEME.pdf.

Further, the Company has agreed to invest (at closing of the transactions contemplated under the definitive agreements) an amount of ₹ 11,500 crore in SIPL for its growth strategy.

The JV will be one of the leading TV and digital streaming platforms for entertainment and sports content in India, bringing together iconic media assets across entertainment (e.g. Colors, StarPlus, StarGOLD) and sports (e.g. Star Sports and Sports18) including access to highly anticipated events across television and digital platforms through JioCinema and Hotstar. The JV will have over 750 million viewers across India and will also cater to the Indian diaspora across the world.

The JV will seek to lead the digital transformation of the media and entertainment industry in India and offer consumers high-quality and comprehensive content offerings anytime and anywhere. The combination of the media expertise, cutting-edge technology and diverse content libraries of Viacom18 and Star India will allow the JV to offer more appealing domestic and global entertainment content and sports livestreaming services, while delivering an innovative and convenient digital entertainment experience at affordable prices. With the addition of Disney's acclaimed films and shows to Viacom18's renowned productions and sports offerings, the JV will offer a compelling, accessible and novel digital-focused entertainment experience to people in India and the Indian diaspora globally.

The JV will also be granted exclusive rights to distribute Disney films and productions in India, with a license to more than 30,000 Disney content assets, providing a full suite of entertainment options for the Indian consumer.

Sr. No.	Particulars	Details
3.	Type, tenure, material terms and particulars	<p>(i) Investment in securities: The Company will make investments, in one or more tranches, in the equity shares of SIPL in terms of the Scheme and the subscription agreement entered into between the Company and SIPL. Such investment will be in accordance with the provisions of the Companies Act, 2013.</p> <p>(ii) Licensing of content: Jio Studios, a division of the Company produces / acquires content. Jio Studios licenses digital and / or satellite rights and / or distribution rights and / or few ancillary rights for such content to SIPL for agreed term and territories. The above arrangements are continuing business transactions.</p> <p>(iii) Brand Integration: SIPL will provide services relating to brand integration (including ad film production) to the Company. The above transactions at 3(ii) & (iii) will be at market price or cost-plus margin where market price is not available. Approval of the members is being sought for –</p> <p>a) investment, mentioned at 3(i) above, in terms of the Scheme; and</p> <p>b) the transactions mentioned at 3(ii) & (iii) above and allied transactions for the financial year 2024-25.</p> <p>As the transactions mentioned at 3(ii) & (iii) above are expected to be within the threshold limits specified under Regulation 23 of the Listing Regulations from FY2025-26 onwards, approval of the members is being sought only for the transactions to be undertaken during the FY2024-25.</p>
4.	Value of the transaction	<p>i) The Company will make investments, in one or more tranches, in the equity shares of SIPL for an amount not exceeding ₹ 11,500 crore, in terms of the Scheme.</p> <p>ii) The Company estimates that the monetary value for licensing of content by the Company to SIPL and allied transactions to be upto ₹ 300 crore during the FY2024-25.</p> <p>iii) The Company estimates that the monetary value for services relating to brand integration by SIPL to the Company and allied transactions to be upto ₹ 30 crore during the FY2024-25.</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>i) The transaction value at 4(i) above represents 1.26% of the annual consolidated turnover of the Company for FY2023-24.</p> <p>ii) The estimated transaction value at 4(ii) above for FY2024-25 represents 0.03% of the annual consolidated turnover of the Company for FY2023-24.</p> <p>iii) The estimated transaction value at 4(iii) above for FY2024-25 represents 0.003% of the annual consolidated turnover of the Company for FY2023-24.</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	<p>i) details of the source of funds in connection with the proposed transaction Own Funds</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments Not Applicable</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure;

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Sr. No.	Particulars	Details
iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Investment in equity shares will be made in compliance with the provisions of the Companies Act, 2013.
iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	SIPL will use the funds for its growth strategy.
7.	Justification as to why the RPT is in the interest of the listed entity	Investment will be made in terms of the Scheme. Please refer background of the transaction mentioned above. The Company, through its media division - Jio Studios, produces / acquires content. Viacom18 and SIPL operate a number of television channels and OTT and other digital platforms for broadcast and streaming of content. Accordingly, the transactions are in the interest of both the parties.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	In terms of the subscription agreement between the Company and SIPL, the Company will be issued equity shares representing 16.34% of the post Scheme and post investment paid-up equity share capital of SIPL. This percentage is arrived at based on the valuation considered for the purpose of the Scheme.
9.	Any other information that may be relevant	The Scheme referred above is available on the website of the Company at https://www.ril.com/sites/default/files/2024-08/V18_SIPL_SCHEME.pdf . All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Smt. Nita M. Ambani is proposed to be the Chairperson of SIPL (post the Scheme becoming effective). Accordingly, Shri Mukesh D. Ambani, Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani, Directors of the Company, being relatives of Smt. Nita M. Ambani and their other 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 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 Resolution set out at Item No. 6 whether the entity is a related party to the particular transaction or not.

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

By Order of the Board of Directors

Savithri Parekh
Company Secretary and Compliance Officer

Mumbai, August 5, 2024

Registered Office:

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ANNEXURE TO THE NOTICE DATED AUGUST 5, 2024

Details of Directors retiring by rotation at the Meeting:

Shri Hital R. Meswani	
Age	56 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 (including sitting fees, if any) (FY2023-24)	₹ 25.42 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, 2024	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	FY2023-24: 7 out of 7 meetings held FY2024-25 (till the date of this Notice): 2 out of 2 meetings held
Directorships of other Boards as on March 31, 2024	<ol style="list-style-type: none"> Reliance Commercial Dealers Limited The Indian Film Combine Private Limited Reliance BP Mobility Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	<p>The Indian Film Combine Private Limited</p> <ul style="list-style-type: none"> Audit Committee – Chairman Corporate Social Responsibility Committee – Chairman Nomination and Remuneration Committee – Member <p>Reliance BP Mobility Limited</p> <ul style="list-style-type: none"> Nomination and Remuneration Committee - Member
Listed entities from which the Director has resigned in the past three years	NIL

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Shri P.M.S. Prasad

Age	72 years
Qualifications	Bachelor's Degrees in Science from Osmania University (Hyderabad) and in Engineering from Anna University (Chennai)
Experience (including expertise in specific functional area) / Brief Resume	Vast experience overseeing various facets of RIL's expansive portfolio which includes petrochemicals, refining and marketing, oil & gas exploration, and renewable energy. 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 P.M.S. Prasad who was re-appointed as a Whole-time Director by the members of the Company vide resolution passed on June 20, 2024, is liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	₹ 17.93 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 21, 2009
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2024	6,40,000 equity shares of ₹ 10/- each
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended	FY2023-24: 7 out of 7 meetings held FY2024-25 (till the date of this Notice): 2 out of 2 meetings held
Directorships of other Boards as on March 31, 2024	<ol style="list-style-type: none">1. Reliance Commercial Dealers Limited2. Network18 Media & Investments Limited3. Viacom 18 Media Private Limited4. TV18 Broadcast Limited5. Reliance BP Mobility Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Network18 Media & Investments Limited <ul style="list-style-type: none">• Stakeholders' Relationship Committee – Member• Corporate Social Responsibility Committee – Member• Audit Committee - Member• Nomination and Remuneration Committee – Member• Risk Management Committee – Member TV18 Broadcast Limited <ul style="list-style-type: none">• Stakeholders' Relationship Committee - Member• Audit Committee - Member• Nomination and Remuneration Committee - Member• Risk Management Committee - Member• Corporate Social Responsibility Committee - Member Viacom 18 Media Private Limited <ul style="list-style-type: none">• Corporate Social Responsibility Committee - Member Reliance BP Mobility Limited <ul style="list-style-type: none">• Corporate Social Responsibility Committee - Chairman
Listed entities from which the Director has resigned in the past three years	NIL

By Order of the Board of Directors

Savithri Parekh
Company Secretary and Compliance Officer

Mumbai, August 5, 2024

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