

November 30, 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1,
G Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400 051

Scrip Code: **500325**

Trading Symbol: **RELIANCE**

Dear Sirs,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated November 28, 2022, seeking approval of the members of the Company, by way of remote e-voting process for:

1. Appointment of Shri K. V. Kamath (DIN: 00043501) as an Independent Director of the Company, and
2. Alteration of the Objects Clause of the Memorandum of Association of the Company.

Postal Ballot Notice is being sent only through electronic mode to the members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email ID is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, November 25, 2022 ("Cut-off Date).

The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent, for providing remote e-voting facility to all its members. The e-voting facility will be available during the following period:

Commencement of e-voting: **9:00 a.m. (IST) on Thursday, December 1, 2022**

End of e-voting: **5:00 p.m. (IST) on Friday, December 30, 2022**

The Postal Ballot Notice is also available on the Company's website at www.ril.com

Request you to please take the same on your records.

Thanking you

Yours faithfully,

For **Reliance Industries Limited**

Savithri Parekh
Company Secretary and
Compliance Officer

Copy to:

The Luxembourg Stock Exchange
35A boulevard, Joseph II
L-1840 Luxembourg

Singapore Exchange Limited
2 Shenton Way, #02-02 SGX
Centre 1, Singapore 068804

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

**National Securities Depository
Limited**
Trade World, A Wing, 4th Floor,
Kamala Mills Compound,
Lower Parel, Mumbai - 400013

**Central Depository Services
(India) Limited**
Marathon Futurex, A-Wing,
25th Floor, NM Joshi Marg,
Lower Parel, Mumbai - 400013

KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500032

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Reliance Industries Limited ("**the Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached.

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 Scrutinizer for conducting the Postal Ballot, through e-voting 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 Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited ("**KFinTech**" or "**Registrar and Transfer Agent**") as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Friday, December 30, 2022.

The Scrutinizer will submit his report, after the completion of scrutiny, 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 Tuesday, January 3, 2023 and will be displayed on the Company's website at www.ril.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will be communicated to the Stock Exchanges, National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (together the "**Depositories**"). The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS

1. Appointment of Shri K. V. Kamath (DIN: 00043501) as an Independent Director of the Company

To consider and 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 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri K. V. Kamath (DIN: 00043501), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from the date of assumption of office by Shri K. V. Kamath post passing of this special resolution;

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."

2. Alteration of the Objects Clause of the Memorandum of Association of the Company

To consider and 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 new sub-clauses 11 and 12 after the existing sub-clause 10 in Clause III.A.:

"11. To undertake project management services, advisory services, asset life cycle management, turnkey projects of every description, engage in procurement and / or granting of licences, know how, technology, process etc., enter into contracts and joint ventures in relation to all activities relating to works of every description including erection, construction, repair, maintenance whether alone or jointly with any other person."

"12. To carry on the business as civil, mechanical, electrical and chemical engineers, to obtain, buy, sell, deal in all kinds of machinery, tools, equipments, implements, vehicles, plants including repairing and maintaining the same whether belonging to the Company or not, to act as engineering and procurement contractors, Civil contractors, engineering contractors, engineering consultancy services, promoters, developers, labour contractors, construction contractors, providing manpower, management, business support, infrastructure support services, either alone or jointly with any other person."

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."

By Order of the Board of Directors

Savithri Parekh

Company Secretary and
Compliance Officer

Mumbai, November 28, 2022

Registered Office:

3rd Floor, Maker Chambers IV,
222, Nariman Point, Mumbai 400 021
CIN: L17110MH1973PLC019786
Website: www.ril.com
E-mail: investor.relations@ril.com
Tel.: +91 22 3555 5000
Fax: +91 22 2204 2268

Notes:

1. A Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 25, 2022 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent /

Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. This Postal Ballot Notice will also be available on the Company's website at 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 KFinTech at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.ril.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. **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.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Thursday, December 1, 2022 and ends at 5:00 p.m. (IST) on Friday, December 30, 2022.** Members desiring to exercise



their vote should cast their vote during this period, to be eligible for being considered.

- 9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, December 30, 2022.
- 10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to investor.relations@ril.com.

11. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

a. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.

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

Commencement of e-voting:	9:00 a.m. (IST) on Thursday, December 1, 2022
End of e-voting:	5:00 p.m. (IST) on Friday, December 30, 2022

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.

c. The manner of e-voting 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 hereinbelow.

(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

a. 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.

b. INFORMATION AND INSTRUCTIONS FOR 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 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)****1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:**

- 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.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- 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.

3. Users may directly access the e-Voting module of NSDL as per the following procedure:

- 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.

4. NSDL Mobile App – Speede

Shareholders / Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

Central Depository Services (India) Limited (CDSL)**1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:**

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/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.

2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:

- 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.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- 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.

**National Securities Depository Limited (NSDL)**

NSDL Mobile App is available on

**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 1020990 / 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@cslindia.com or contact at **022- 23058738 or 022-23058542-43**.

C. INFORMATION AND INSTRUCTIONS FOR 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. The EVEN is 7108.
- (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 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 (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 authorized representative(s), to the Scrutinizer 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 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).

(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 below.

(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

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



**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

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

Item No. 1

The Human Resources, Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge that would be available to the Board, recommended the appointment of Shri K. V. Kamath as an Independent Director of the Company. The Board of Directors at its meeting held on November 4, 2022 considered and recommended to the shareholders the appointment of Shri K. V. Kamath as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from the date of assumption of office by Shri K. V. Kamath post passing of the special resolution.

Shri K. V. Kamath is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("**the Act**") and has given his consent to act as a Director. The Company has also received declaration from Shri K. V. Kamath confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("**SEBI**") or any such authority.

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

In the opinion of the Board, Shri K. V. Kamath fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri K. V. Kamath is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Shri K. V. Kamath, having vast experience in the field of finance and management, can mentor the Company's treasury and financial services business. In view of these, appointment of Shri K. V. Kamath as an Independent Director is in the interest of the Company.

Details of Shri K. V. Kamath, 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.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Shri K. V. Kamath as an Independent Director requires approval of Members of the Company.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Shri K. V. Kamath as an Independent Director requires approval of Members of the Company by passing a special resolution. In terms of Regulation 17(1A) of the Listing Regulations, the Company is required to obtain prior approval of Members by passing a special resolution since Shri K. V. Kamath will attain the age of seventy five years on December 2, 2022.

Accordingly, the approval of Members is sought for appointment of Shri K. V. Kamath as an Independent Director.

Draft of the letter of appointment to be issued to Shri K. V. Kamath 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 investor.relations@ril.com.

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 this special resolution for approval by the Members.

Item No. 2

As the Members are aware, the Board of Directors of the Company on October 21, 2022 approved a scheme of arrangement under which the EPC and Infrastructure Undertaking of Reliance Projects & Property Management Services Limited ("**RPPMSL**"), a wholly-owned subsidiary of the Company, is proposed to be demerged into the Company. This demerger, together with the existing EPC team in the Company, will create a focused EPC and Infrastructure Undertaking in the Company to cater to the needs of the group.

The focused EPC and Infrastructure Undertaking will aggregate and synergize engineering capabilities and expertise of the group. The EPC and Infrastructure Undertaking will play a pivotal role in



implementing the Company's large projects across O2C, New Energy and 5G roll-out. The implementation of these mega projects will require significant mobilization of global technology and EPC resources. Increasing infrastructure spend across geographies in oil & gas, chemicals, telecom and renewable energy sectors is expected to drive significant demand for EPC resources.

In order that the Company can carry on the EPC business, the objects clause in the Memorandum of Association of the Company will need to be altered to specifically include the EPC business by adding the objects as set out in the resolution at Item No. 2 of the Notice. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company. The aforesaid alteration, if approved by the Members 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.

In accordance with the provisions of Section 13 of the Companies Act, 2013, alteration of the Objects Clause of the Memorandum of Association requires approval of Members of the Company by passing a special resolution.

Accordingly, the approval of Members is sought for alteration of the Objects Clause of the Memorandum of Association of the Company.

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

The Board commends this special resolution for approval by the Members.

By Order of the Board of Directors

Savithri Parekh

Company Secretary and
Compliance Officer

Mumbai, November 28, 2022

Registered Office:

3rd Floor, Maker Chambers IV,
222, Nariman Point, Mumbai 400 021
CIN: L17110MH1973PLC019786

Website: www.ril.com

E-mail: investor.relations@ril.com

Tel.: +91 22 3555 5000

Fax: +91 22 2204 2268

**ANNEXURE TO THE NOTICE DATED NOVEMBER 28, 2022****Shri K. V. Kamath**

Age	Will attain the age of 75 years on December 2, 2022
Qualifications	Mechanical Engineer and Post-Graduation in Business Administration from the Indian Institute of Management, Ahmedabad.
Experience (including expertise in specific functional area) / Brief Resume	<p>Shri K. V. Kamath is an Indian banker having started his career in 1971 at ICICI. In 1988, he moved to the Asian Development Bank and spent several years in South East Asia before returning to the ICICI as its Managing Director and CEO in 1996 and post its merger into ICICI Bank, was Managing Director and CEO of ICICI Bank. Under his leadership, the ICICI transformed itself into a diversified, technology-driven financial services group across banking, insurance and asset management in India, and a global presence. He retired as Managing Director and CEO in 2009 and continued as the Chairman of ICICI Bank till 2015.</p> <p>Shri K. V. Kamath has served as Chairman of Infosys. In 2015, he was appointed as the first President of the New Development Bank set up by the BRICS countries from where he retired in 2020. He is currently the Chairman of the National Bank for Financing Infrastructure and Development (NaBFID).</p> <p>Shri K. V. Kamath was awarded the Padma Bhushan, one of India's highest civilian honours in 2008.</p>
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Notice read with explanatory statement.
Remuneration last drawn (including sitting fees, if any)	Nil
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	Appointment on the Board will be effective from the date of assumption of office by Shri K. V. Kamath post passing of the special resolution.
Shareholding in the Company including shareholding as a beneficial owner as on date of Notice	4,849 equity shares of 10/- each
Relationship with other Directors / Key Managerial Personnel	Shri K. V. Kamath 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)	Not Applicable
Directorships of other Boards as on date of Notice	Reliance Strategic Investments Limited



Membership / Chairmanship of Committees of other Boards as on date of Notice	Nil
--	-----

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, November 28, 2022

Registered Office:

3rd Floor, Maker Chambers IV,
222, Nariman Point, Mumbai 400 021
CIN: L17110MH1973PLC019786
Website: www.ril.com
E-mail: investor.relations@ril.com
Tel.: +91 22 3555 5000
Fax: +91 22 2204 2268