



Presentation on Material RPTs

August 2023

1. Effective 1 April 2022, Listing Regulations mandates prior approval of public shareholders for a) material RPTs and b) any subsequent material modification thereto as defined by the Audit Committee
 - ✓ Material RPTs mean RPTs exceeding lower of (i) Rs. 1,000 crore; and (ii) 10% of Annual Consolidated Turnover of the Company in a financial year
2. RPTs for which approval is being sought are:
 - a) Transactions between RIL and its subsidiaries and Joint Ventures
 - b) Transactions between RIL and its subsidiaries in view of the demerger of Digital EPC & Infrastructure Business (Digital EPC Scheme) of RPPMSL to the Company
 - ✓ Transfer of transactions and limits approved between RPPMSL and subsidiaries in last AGM to RIL
 - c) Transactions between two subsidiaries of RIL (other than wholly- owned)
3. Transparent disclosure and reporting of RPTs
 - ✓ Annual Reports (since FY 2004-05) contain detailed disclosure on RPTs and transaction values
 - ✓ Detailed disclosure on RPTs are made to stock exchanges on half yearly basis

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

1. RIL has well-defined and robust governance structure for RPTs
 - ✓ As a policy, only RPTs which are on arm's length basis and in the ordinary course of business are undertaken
 - ✓ Independent review by Big4 accounting firm of all RPTs of RIL and material subsidiaries for arm's length pricing and benchmarking
 - ✓ Review by other independent accounting firms of RPTs of other subsidiaries for arm's length pricing and benchmarking
 - ✓ Transactions with wholly owned subsidiaries (which are otherwise exempted as per the Listing Regulations) are also placed before the Audit Committee for approval
 - ✓ Unanimous prior approval and review by Audit Committee which comprises of only Independent Directors

Oversight and review mechanism for all RPTs ensure fairness to public shareholders

Genesis and Rationale for Related Party Transactions

Nature of RPTs	RPT No.
<p>1. Supply of products/services between RIL and JVs/Subsidiaries and between Subsidiaries inter-se (other than 100% owned)</p> <ul style="list-style-type: none"> Enabling JVs / Subsidiaries to carry out focused business activities, e.g., textiles, elastomers, wholesale, retail, telecom and media 	<p>A1, A2, A4, B1, B2, B4, B7</p>
<p>2. Leveraging domain expertise and resources/assets of RIL and group companies</p> <ul style="list-style-type: none"> Group companies have developed significant domain expertise in areas such as logistics services, project management services, EPC, IT services, retailing, digital services Group entities leverage skills available within the group to retain focus on their core activity 	<p>A5, A6, A7, B3, B4, B5, B8, B9</p>
<p>3. Funding/Guarantees</p> <ul style="list-style-type: none"> Providing financial support to operating subsidiaries within the group Utilize group's consolidated financial strength to support growth and lower costs 	<p>A1, A3, A4, B3, B5, B6, B8, B9</p>

Resolution 10 of Notice : RPTs A1 – A7 represent Transactions between the Company and related parties

Resolution 11 of Notice : RPTs B1 – B9 represent Transactions between subsidiaries of the Company

Given diverse businesses, RPTs enable focus on core business activities while leveraging group resources

1. Transactions A5, A6 and A7 are not new related party transactions
2. In FY22 AGM, shareholders had approved transactions between RPPMSL and other subsidiaries of RIL
 - ✓ RPPMSL provides manpower services, project management, property management, erection, commissioning and installation services to subsidiaries of RIL
3. Shareholders are aware that the demerger of Digital EPC and Infrastructure business from RPPMSL to RIL has taken effect. Accordingly, the services presently provided by this division of RPPMSL to RJIL, JPL and RRL will now be provided by RIL.
4. Therefore:
 - ✓ Transactions A5, A6 and A7 have been proposed for transfer of limits from RPPMSL to RIL

Transactions A5, A6 and A7 are not new related party transactions

1	Internal / External Review	<ul style="list-style-type: none"> • Internal and statutory auditors of each company review the RPTs on a periodical basis • Ensure completeness and reconciliation of details
2	External Certification on ALP	<ul style="list-style-type: none"> • RPTs are reviewed by Big4 / independent accounting firms for Arms Length Pricing and benchmarking with similar transactions
3	Review by RIL statutory auditors	<ul style="list-style-type: none"> • Statutory auditors of RIL review the consolidated RPTs
4	Vetting by Audit Committees	<ul style="list-style-type: none"> • All RPTs of RIL are undertaken post approval by the Audit Committee comprising of only independent directors • Audit Committee, on a quarterly basis, reviews all the RPTs ensuring fairness of the transaction and robustness of reporting and certification processes • Third party audit of cost data with details presented to audit committees of both entities

Robust oversight on all RPTs by Audit Committee

1. None of the material RPTs for which approval is being sought exceed 10% of consolidated turnover of RIL for FY2022-23
2. Estimate of RPTs is based on stretch assumptions of growth and to provide intra-year flexibility
 - ✓ Percentage of Turnover is based on RIL's FY2022-23 Consolidated Turnover of Rs. 891,311 crore
3. For Cost plus Margin arrangement, margins vary between 2-10% depending on nature of service, risks involved
 - ✓ Third party audit of cost data and details presented to audit committee of both entities
4. Interest rates for intra-group loans is in compliance with Section 186 of the Companies Act, 2013
5. Investment in securities is in accordance with the provisions of the Companies Act, 2013
6. Shareholders' approval of most of the RPTs currently sought for a period of 5 years
 - ✓ 4 years approval sought for RPTs already approved in FY22 AGM (RPTs A5, A6, A7 - Transfer of limits and A4, B6 - additional limit)
7. Nature of transaction highlights the key component of the RPTs. The value of transactions between the parties includes the value of other allied transactions for transfer of resources, services and obligations in the ordinary course of business

Multiple factors ensuring compliance with best practices

Transactions between RIL and Joint Ventures / Subsidiaries

Transactions between RIL & JVs

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
A1	RIL and Alok Industries Limited (AIL)	Sale of products	Rs. 5,000 crore (0.56% of RIL Revenue)	Market Rates / Cost plus margin	<p>a. RIL and AIL are both in the business of polyester products. Sale / Purchase / Job-work of polyester and other products will enable RIL and AIL to source and supply polyester and other products produced by each to the market at competitive prices.</p> <p>b. RIL proposes to provide support to AIL through investment in securities, loans & advances and guarantees from time to time to enable AIL to meet its funding requirement.</p>
		Purchase of product / Job work charges	Rs. 1,500 crore (0.17% of RIL Revenue)		
		Investments through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances and guarantees	Rs. 7,000 crore (0.79% of RIL Revenue)	Investment and Interest charged in compliance with the provisions of the Companies Act, 2013	

(A1) - RIL holds 40.01% of AIL

Supporting growth by providing raw material at competitive prices, capturing synergies

Transactions between RIL & Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
A2	RIL and Viacom18 Media Private Limited	Services by RIL to Viacom18 relating to licensing of content	Rs. 2,100 crore (0.24% of RIL Revenue)	Market rates or Cost plus margin where market price is not available	<ul style="list-style-type: none"> a. RIL through its media division - Jio Studios, produces / acquires content. Viacom18 operates a number of television channels and OTT and other digital platforms for broadcast and streaming of content. b. Viacom18 provides services relating to brand integration (including ad film production) to RIL c. Accordingly, the transactions are in the interest of both the parties
		Services by Viacom18 to RIL relating to brand integration	Rs. 30 crore (0.003% of RIL Revenue)		

(A2) – Viacom18 is a subsidiary of TV18 Broadcast Limited (TV18)

TV18 is a subsidiary of Network18 Media & Investments Limited (NW18)

NW18 is controlled by Independent Media Trust of which RIL is the sole beneficiary

Ensuring efficient management of resources and capabilities within the group

Transactions between RIL & Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
A3	RIL and Reliance Retail Ventures Limited (RRVL)	Investments through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances and guarantees	Rs. 5,000 crore (0.56% of RIL Revenue)	Investment and Interest charged in compliance with the provisions of the Companies Act, 2013	RIL, being the holding company, provides support to RRVL through investment in securities, loans & advances and guarantees from time to time to enable RRVL to meet its funding requirement

(A3) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL)

Leveraging group's financial strength to support growth and lower costs

Transactions between RIL & Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
A4	RIL and Reliance Sibur Elastomers Private Limited (RSEPL)	Purchase of materials by RIL from RSEPL (additional limit over and above Rs. 1,900 crore already approved in last AGM – till FY 2026-27)	Rs. 2,800 crore (additional limit of Rs. 900 crore) (0.31% of RIL Revenue)	Market Rates or Cost plus margin where market price is not available	<p>a) Sibur has the technology for production of butyl rubber. RIL holds 74.90% in the JV and it will benefit from the activities of RSEPL.</p> <p>b) RIL being the holding company, provides support to RSEPL through investment in securities, loans & advances and guarantees from time to time to enable RSEPL to meet its funding requirement.</p>
		Investments through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances and guarantees	Rs. 2,500 crore (0.28% of RIL Revenue)	Investment and Interest charged in compliance with the provisions of the Companies Act, 2013	

(A4) - RIL holds 74.9% of RSEPL

Capturing intra-group synergies by providing materials and resources

Transactions between RIL & Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E) (transferred to RIL pursuant to Digital EPC Scheme)	Pricing Basis	Benefits and Other Considerations
A5	RIL and Reliance Jio Infocomm Limited (RJIL)	Business support and project execution services (provided by RPPMSL and will be provided by RIL pursuant to Digital EPC Scheme)	Rs. 19,200 crore (till FY 2026-27) (2.15% of RIL Revenue)	Cost plus margin or pay per use	a) Upon the Digital EPC Scheme becoming effective, RIL shall provide project execution services and business support services to RJIL. b) RIL will avail telecom services from RJIL.
		Telecom services (provided by RJIL)	Rs. 1,500 crore (till FY 2026-27) (0.17% of RIL Revenue)	Market rates	c) As stated, this approval is for transfer of limit already approved

(A5) – RIL holds 66.43% of JPL; JPL holds 100% of RJIL

Ensuring efficient management of resources and capabilities within the group

Transactions between RIL & Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E) (transferred to RIL pursuant to Digital EPC Scheme)	Pricing Basis	Benefits and Other Considerations
A6	RIL and Jio Platforms Limited (JPL)	Business and Infrastructure support services (provided by RPPMSL and will be provided by RIL pursuant to Digital EPC Scheme)	Rs. 700 crore (till FY 2026-27) (0.08% of RIL Revenue)	Cost plus margin	<p>a) Upon the Digital EPC Scheme becoming effective, RIL will have required skills to provide business and infrastructure support services</p> <p>b) JPL has the requisite skills to provide IT support and device software services to RIL and its subsidiaries. This helps in pooling of resources, ability to bargain with third party vendors for the benefit of RIL and its subsidiaries.</p> <p>c) As stated, this approval is for transfer of limit already approved</p>
		Managed IT and allied services (provided by JPL)	Rs. 3,000 crore (till FY 2026-27) (0.34% of RIL Revenue)		

(A6) – RIL holds 66.43% of JPL

Optimising resources and skillsets within the group

Transactions between RIL & Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E) (transferred to RIL pursuant to Digital EPC Scheme)	Pricing Basis	Benefits and Other Considerations
A7	RIL and Reliance Retail Limited (RRL)	Business and Infrastructure support services (provided by RPPMSL and will be provided by RIL pursuant to Digital EPC Scheme)	Rs. 800 crore (till FY 2026-27) (0.09% of RIL Revenue)	Cost plus margin	a) Upon Digital EPC Scheme becoming effective, RIL will have the skills and competencies required for providing these services b) RIL purchases consumables, IT and other assets from RRL in the normal course of business.
		Purchase of IT and other assets (provided by RRL)	Rs. 500 crore (till FY 2026-27) (0.06% of RIL Revenue)	Market rates	c) RRL is the largest retailer in India, and it is cost effective to make purchases from RRL. d) As stated, this approval is for transfer of limit already approved

(A7) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL) and RRVL holds 99.91% of RRL

Cost effective sourcing and utilisation of group competencies

Transactions between Subsidiaries of RIL

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B1	Sintex Industries Limited (SIL) and BVM Overseas Limited	Sale of goods and services	Rs. 3,000 crore (0.34% of RIL Revenue)	Market rates or Cost plus margin where market price is not available	a) SIL is engaged in the business of manufacturing yarns and fabrics and sells yarn and other materials to BVM.
		Purchase of goods and materials	Rs. 2,000 crore (0.22% of RIL Revenue)		b) BVM is in the business of trading of various types of yarns in domestic and international markets. SIL purchases cotton from BVM. c) This arrangement will enable SIL to consistently place volume and to realize better premium from market.

(B1) – RIL holds 70% in Sintex Industries Limited (SIL)

BVM Overseas Limited is a wholly owned subsidiary of SIL

Efficient sourcing of materials and placement of products in the market

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B2	Reliance Retail Limited (RRL) and Metro Cash and Carry India Private Limited (METRO India)	Purchase of Goods	Rs. 8,000 crore (0.90% of RIL Revenue)	Market Rates	a) RRL will leverage METRO India's strengths in sourcing goods at competitive prices.
		Sale of Goods	Rs. 5,000 crore (0.56% of RIL Revenue)		b) METRO India will leverage RRL's strength in sourcing of goods in certain categories such as consumer electronics, apparel, F&V and other products

*(B2) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL) and RRVL holds 99.91% of RRL;
RRVL holds 100% of Metro Cash and Carry India Private Limited (acquired in 1Q FY24)*

Operational synergies between Retail entities

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B3	Reliance Retail Ventures Limited (RRVL) and Metro Cash and Carry India Private Limited	Investments through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances and guarantees	Rs. 2,000 crore (0.22% of RIL Revenue)	Investment and Interest charged in compliance with provisions of the Companies Act, 2013	a) Investments by RRVL to provide funding to METRO India from time to time. b) RRVL provides warehousing and logistics services to METRO India.
		Warehousing and allied services	Rs. 250 crore (0.03% of RIL Revenue)	Cost plus margin	

(B3) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL)

RRVL holds 100% of Metro Cash and Carry India Private Limited (acquired in 1Q FY24)

Providing resources and managing supply chain operations with pan-India presence

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B4	Reliance Retail Limited (RRL) and Reliance Consumer Products Limited (RCPL)	Purchase of Goods	Rs. 6,000 crore (0.67% of RIL Revenue)	Market Rates	<p>a) RCPL is engaged in distribution, selling and marketing multiple FMCG products. RRL will purchase these products from RCPL.</p> <p>b) RRL has sourcing strength in staples and other products. Accordingly, RRL will sell these products to RCPL.</p> <p>c) This arrangement will strengthen both the companies in sourcing</p>
		Sale of Goods	Rs. 500 crore (0.06% of RIL Revenue)		
		Transfer of Assets (One Time)	Rs. 1,200 crore (0.13% of RIL Revenue)		

*(B4) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL) and RRVL holds 99.91% of RRL;
RRVL holds 100% of Reliance Consumer Products Limited*

Operational synergies between Retail entities

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B5	Reliance Retail Ventures Limited (RRVL) and Reliance Consumer Products Limited (RCPL)	Investments through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances and guarantees	Rs. 5,300 crore (0.59% of RIL Revenue)	Investment and Interest charged in compliance with provisions of the Companies Act, 2013	<p>a) RRVL being the holding company, provides support to RCPL through investment in securities, loans & advances and guarantees from time to time to enable RCPL to meet its funding requirement.</p> <p>b) RRVL has experience in managing supply chain operations (warehousing and transportation arrangement), and has presence across the country, which is required to ensure uninterrupted operations for Retail Business</p>
		Warehousing, logistics and allied services	Rs. 400 crore (0.04% of RIL Revenue)	Cost plus margin	

(B5) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL) and RRVL holds 99.91% of RRL; RRVL holds 100% of Reliance Consumer Products Limited (RCPL)

Providing resources and managing supply chain operations with pan-India presence

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B6	Reliance Retail Ventures Limited (RRVL) and Reliance Retail Limited (RRL)	Investments through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances and guarantees	Rs. 15,000 crore (additional) (additional limit over and above Rs. 25,000 crore already approved in last AGM – till FY 2026-27) (additional limit represents 1.68% of RIL Revenue)	Investment and Interest charged in compliance with provisions of the Companies Act, 2013	RRVL being the holding company, provides support to RRL through investment in securities, loans & advances and guarantees from time to time to enable RRL to meet its funding requirement.

(B6) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL);

RRVL holds 99.91% of Reliance Retail Limited (RRL)

Note: The outstanding value of investments in securities / debt instruments / loans / advances / guarantees given by RRVL to / on behalf of RRL is Rs. 47,257 crore. (including amounts prior to April 1, 2022)

Providing resources to operating entities to scale-up

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B7	Reliance Consumer Products Limited (RCPL) and Metro Cash and Carry India Private Limited	Sale of Goods	Rs. 1,500 crore (0.17% of RIL Revenue)	Market Rates	<p>a) RCPL aims to provide a wide range of FMCG, Commodity and other products under a versatile brand portfolio that serve the daily needs of millions of Indians and METRO India has strong distribution network and merchant base.</p> <p>b) This arrangement will strengthen both the companies in sourcing.</p>

(B7) – RIL holds 85.06% of Reliance Retail Ventures Limited (RRVL);

RRVL holds 100% of Reliance Consumer Products Limited (RCPL);

RRVL holds 100% of Metro Cash and Carry India Private Limited (acquired in 1Q FY24)

Combining strength of rich product portfolio and pan-India distribution

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B8	Reliance Retail Ventures Limited (RRVL) and Reliance Logistics and Warehouse Holdings Limited (RLWHL)	Transfer of assets	Rs. 3,000 crore (0.34% of RIL Revenue)	Market Rates	a) RRVL will transfer mid-sized warehousing assets to RLWHL. b) RLWHL to provide warehousing related services to RRVL. c) RRVL being the holding company to provide support to RLWHL through investment in securities, loans & advances and guarantees from time to time to enable RLWHL to meet its funding requirement.
		Warehousing and allied services	Rs. 350 crore (0.04% of RIL Revenue)		
	Investments through subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances and guarantees	Rs. 250 crore (0.03% of RIL Revenue)	Investment and Interest charged in compliance with provisions of the Companies Act, 2013		

(B8) – RIL holds 85.06% of RRVL and RLWHL is a wholly owned subsidiary of RRVL

Streamlining supply chain infrastructure and management

Transactions between Subsidiaries

Sr. No.	Related Parties	Nature of Transaction	Total Value for FY 2023-24 (E)	Pricing Basis	Benefits and Other Considerations
B9	Reliance Retail Limited (RRL) and Reliance Logistics and Warehouse Holdings Limited (RLWHL)	Transfer of assets	Rs. 8,000 crore (0.90% of RIL Revenue)	Market Rates	a) RRL will transfer assets pertaining to hyper local business to RLWHL, which will enable RRL to operate hyper local business in asset light manner
		Service Charge for supply chain assets	Rs. 1,000 crore (0.11% of RIL Revenue)		b) RLWHL is engaged in business of creating and operating small to midsize storage and warehousing assets

(B9) – RIL holds 85.06% of RRVL

RRVL holds 99.91% of RRL

RLWHL is a wholly owned subsidiary of RRVL

Streamlining hyper-local supply chain infrastructure and management

Thank You

Note: This presentation provides a synopsis of RPTs and other key considerations. For detailed disclosures on RPTs, please refer notice convening 46th AGM (Post-IPO) dated August 4, 2023