

NOTICE

NOTICE is hereby given that the Forty-sixth Annual General Meeting (Post-IPO) of the Members of Reliance Industries Limited will be held on **Monday, August 28, 2023 at 2:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2023 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, 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

- a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To declare dividend on equity shares for the financial year ended March 31, 2023 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 ₹ 9/- (Rupees nine 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, 2023 and the same be paid out of the profits of the Company.”

3. To appoint Shri P.M.S. Prasad, 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.”

4. To appoint Shri Nikhil R. Meswani, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Nikhil R. Meswani (DIN: 00001620), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

5. To re-appoint Shri Mukesh D. Ambani as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Shri Mukesh D. Ambani (DIN: 00001695) as Managing Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e., with effect from April 19, 2024, on the terms and conditions as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit;

RESOLVED FURTHER THAT the approval of the Members to the appointment of Shri Mukesh D. Ambani in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a director not

liable to retire by rotation for 5 (five) years upto April 18, 2029;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Smt. Arundhati Bhattacharya as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Arundhati Bhattacharya (DIN: 02011213), who was appointed as an Independent Director and who holds office up to October 16, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, up to October 16, 2028;

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.”

7. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 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), the Articles of Association of the Company be and is hereby altered by:

- (a) deleting existing Article 32A; and
(b) inserting the following new Article 90A after existing Article 90

“Appointment of Director nominated by debenture trustee(s) 90A Subject to the provisions of the Act, whenever the debenture trustee(s) nominate a person to be appointed as a director on the Board of the Company in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together “SEBI Regulations”), as amended from time to time, the Board shall appoint such person as a Director.

Provided however, if more than one debenture trustee(s) are entitled to appoint director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article.

The Director so appointed shall not be liable to retire by rotation.

The Director so appointed shall hold office so long as the default subsists.

Any vacancy in the office of such Director during the term shall be filled in by the debenture trustee(s) by nominating another person.

To enable to appoint such Director, the maximum number of directors specified in Article 85 shall be deemed to have been increased by 1 (one) if there is no vacancy in the Board at the relevant time.”

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.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 13 and other applicable provisions of the

Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause III.A. of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following new sub-clause 13 after the existing sub-clause 12 in Clause III.A.:

- “13. To undertake, identify, formulate, design, develop, structure, promote, aid, procure, establish, equip, manage, construct, erect, operate, maintain, improve, control, regulate, modify, restructure, re-organise, participate and/or assist in the designing, development, construction, manufacture, implementation, commissioning, operation and maintenance of Integrated Renewable Energy (RE) Power Projects required for grid scale transmission and distribution, utility, industrial, transport, mobility, commercial, residential and consumptive purpose as well as Distributed RE including but not restricted to Residential, Fleet Hubs; Integrated Renewable Energy (RE) Power Projects will include Solar, Wind, any other form of renewable energy, Energy Storage including Battery Energy Storage Solutions (BESS), by way of or in special economic zones or otherwise, schemes, facilities, programmes or advisory mandates across sectors in India or abroad and ancillary facilities and services for commercial use by itself, its members, shareholders and others, through other companies promoted by the Company or promoters identified by the Company or through contractors and operators, on the commercial format by charging, demanding, collecting, auctioning, retaining and appropriating tariffs, charges, tolls, fees, prices, rents and all types of revenues, user fees from users of infrastructure facilities and projects and ancillary services and facilities, accept receivables towards dues, investments, returns, servicing/ repayments of debts or capital etc. and to provide Engineering, Procurement and Construction services, infrastructure and technical support, drive innovation, creating ecosystem, and other infrastructure facilities as may be required for the purpose, in public private sector partnership mode or joint venture or any other formats as may be necessary and for this purpose to enter into all types of contracts with government and private entities through competitive bidding or any other mechanism and to engage in all businesses as may be related or ancillary to the aforesaid business areas.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and / or continue the related party transaction(s) /contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in Table nos. A1 to A7 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A7;

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

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the 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 Subsidiaries (as defined under the Companies Act, 2013) of the Company, to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in Table nos. B1 to B9 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. B1 to B9;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit

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

By Order of the Board of Directors

Savithri Parekh

Company Secretary and Compliance Officer

Mumbai, August 4, 2023

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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 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 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Shri P.M.S. Prasad and Shri Nikhil R. Meswani, Directors of the Company, retire by rotation at the Meeting.

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

Shri P.M.S. Prasad and Shri Nikhil R. Meswani, Directors of the Company, are interested in the Ordinary Resolution set out at Item Nos. 3 and 4, respectively, of the Notice with regard to their re-appointment. Shri Hital R. Meswani, Executive Director, being related to Shri Nikhil R. Meswani, may be deemed to be interested in the resolution set out at Item No. 4 of the Notice. The relatives of

Shri P.M.S. Prasad and other relatives of Shri Nikhil R. Meswani may be deemed to be interested in the resolutions set out at Item Nos. 3 and 4 of the Notice, respectively, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.

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

Despatch of Annual Report through Electronic Mode:

7. **In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2022-23 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 Company’s Registrar and Transfer Agent, KFin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com>.**
8. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>.
 - b) 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>
(best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)
 - (ii) Click on “**Shareholders CLICK HERE**” button
 - (iii) **Enter the login credentials (that is, User ID and password provided in the accompanying communication) and click on “Login”.**
 - (iv) Upon logging-in, you will enter the Meeting Room.
- b) **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 13.C.(vii)(III).**
- c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://jiomeet.jio.com/rilagspeakersregistration>. The Speaker Registration will be open from **Monday, August 7, 2023 to Tuesday, August 15, 2023**. 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/ar2022-23/pdf/speakersregistrationcriteria.pdf>
- d) All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- f) **Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised**

representative(s), to ril.scrutinizer@kfintech.com with a copy marked to evoting.ril@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.

- g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
 - h) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number (“**EVEN**”) in all your communications.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
 11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 12. Members of the Company under the category of ‘Institutional Investors’ are encouraged to attend and vote at the AGM.

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

13.A. E-VOTING FACILITY:

The Company is providing to its Members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means (“**e-voting**”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”).

Further, the facility for voting through electronic voting system will also be made available at the Meeting (“**Insta Poll**”) and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

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

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

explained in the instructions given under C. and D. hereinbelow.

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

Commencement of remote e-voting:	1.00 p.m. (IST) on Wednesday, August 23, 2023
End of remote e-voting:	5.00 p.m. (IST) on Sunday, August 27, 2023

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.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, Monday, August 21, 2023 (“Cut-off Date”).

The Board of Directors of the Company 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.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- (i) **The Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- (ii) **Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.**

- (iii) A Member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.

(iv) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.

- (v) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E-VOTING:

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

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

Procedure to login through websites of Depositories

National Securities Depository Limited (NSDL)

- 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.nsd.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.nsd.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.nsd.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.

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/myeasinew/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/myeasinew/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.

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	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 22 55 33 .

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

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

- (a) Launch internet browser by typing the URL:
<https://evoting.kfintech.com>
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit **<https://evoting.kfintech.com>** or contact toll-free 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 the Notice separately. In case you do not cast your vote on any specific item, it will be treated as “ABSTAINED”.
- (j) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- (k) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.

- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: ril.scrutinizer@kfintech.com with a copy marked to evoting.ril@kfintech.com. Such authorisation should contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at I.(A).(a) to (m) to cast your vote.

- (II) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com>
- (III) **Any person who becomes a Member of the Company after despatch of the Notice of the Meeting and holding shares as on the Cut-off Date / any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**

(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.**
- (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 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. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company: www.ril.com and on the website of KFinTech at: <https://evoting.kfintech.com>. 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 the Notice shall be deemed to have been passed on the date of the Meeting, that is, August 28, 2023.**

Procedure for Inspection of Documents:

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

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

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

15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, August 21, 2023 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, 2023 are uploaded on the website of the Company and can be accessed through the link <https://www.ril.com/InvestorRelations/ShareholdersInformation.aspx>

Details of unpaid and unclaimed dividends up to March 31, 2022 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 years 2022-23 and 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, that is, August 17, 2022 and May 14, 2023, respectively. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.ril.com/InvestorRelations/ShareholdersInformation.aspx>

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

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

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

Last date to claim unclaimed / unpaid dividends before transfer to IEPF, for the financial year 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

The last date for claiming unclaimed dividend for the FY2015-16 was April 15, 2023.

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 National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

The Company has fixed Monday, August 21, 2023 as the "Record Date" for the purpose of determining the Members eligible to receive dividend for the financial year 2022-23.

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

Members are requested to register / update their complete bank details with their Depository Participant(s), if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s). Members holding shares in physical mode 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 shareholders.

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

A. Resident Shareholders:**A.1 Tax Deductible at Source for Resident Shareholders**

Sr. No	Particulars	Withholding tax rate	Documents required (if any) / Remarks
1	Valid PAN updated in the Company's Register of Members	10%	No document required. If dividend does not exceed ₹ 5,000/-, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	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 shareholder other than individual is not registered with the Company / KFinTech / Depository Participant. In case of individual shareholder, if PAN is not registered with the Company / KFinTech / Depository Participant & cumulative dividend payment to an individual shareholder is more than ₹ 5000, TDS / Withholding tax will be deducted at 20% under Section 206AA of the Income Tax Act, 1961. All the shareholders are requested to update, on or before August 15, 2023, their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.
3	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	20%	The PAN of the shareholder registered with the Company / KFinTech / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly 20% TDS 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 15, 2023.
5	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in column no.4 of the below table with the Company / KFinTech / Depository Participant on or before August 15, 2023.

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
1	Submission of form 15G / 15H	NIL	Declaration in Form No. 15G (applicable to an individual who is below 60 years) / Form 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions.
2	Shareholders to whom section 194 of the Income Tax Act, 1961 does not apply as per second proviso to section 194 such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 194 of Income Tax Act, 1961.

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
3	Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 196 of Income Tax Act, 1961.
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961.
5	<ul style="list-style-type: none"> • Recognised provident funds • Approved superannuation fund • Approved gratuity fund 	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6	National Pension Scheme	NIL	No TDS as per section 197A (1E) of Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act, 1961 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

B. Non-Resident Shareholders:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before August 15, 2023, the following document(s), as mentioned in column no.4 of the below table, to the Company / KFinTech. In case all necessary documents are not submitted, then the Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

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 shareholders	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 shareholder 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 in case of shareholders having a PAN and manual Form 10F, filled & duly signed in case of shareholders not having a PAN. 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 shareholder 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 40% (plus applicable surcharge and cess).</p>

Sr. No	Particulars	Withholding tax rate	Documents required (if any)/ Remarks
(1)	(2)	(3)	(4)
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
5	A shareholder falls in the category of "specified person" as defined in Section 206AB of Income Tax Act, 1961	Double the applicable tax rate	The PAN of the shareholder registered with the Company / KFinTech / Depository Participant will be validated on "Compliance Check functionality for Section 206AB & 206CCA" on Reporting Portal of Income Tax Department & accordingly applicable 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.
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 registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the 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 shareholders through e-mail registered with KFinTech post filing of TDS return as per statutory timelines specified under Income Tax Act, 1961. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://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 <https://rkarisma.kfintech.com/dividends/> on or before August 15, 2023 to enable the Company to determine the appropriate TDS / withholding

tax rate applicable. Any documents / communication on the tax determination / deduction received after August 15, 2023 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 15, 2023.

(iii) Application of TDS / withholding tax rate is subject to necessary verification by the Company of the shareholder details as available in Register of Members as on the Record Date, and other documents available with the Company / KFinTech provided by the shareholder by the specified date.

(iv) In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.

(v) **No TDS will be deducted in case of resident individual shareholders whose dividend does not exceed ₹ 5000. However, where the PAN is not updated in Company / KFinTech / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than ₹ 5000, the Company will deduct TDS / Withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961.**

From July 1, 2023 the PAN of shareholder who have failed to link the PAN with AADHAR, as required, shall become inoperative & TDS will be deducted at the rate of 20% with reference to section 206AA of Income Tax Act.

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form) against all their folio holdings on or before August 15, 2023.

(vi) In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

(vii) The "specified person" as defined under Section 206AB of Income Tax Act, 1961 means a resident:

- who has not filed the returns of income for AY 22-23/AY 23-24, as may be applicable and;
- the aggregate of TDS and TCS is ₹ 50,000 or more in the said previous year.

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

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

Other Information

19. As mandated by the Securities and Exchange Board of India ("SEBI"), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.

20. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 ("**SEBI Circulars**") mandated furnishing of Permanent Account Number ('PAN'), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details.

Any service request shall be entertained by KFinTech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by KFinTech in compliance with the aforesaid SEBI Circulars. **If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by KFinTech/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.**

21. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.

- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/update of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
- For shares held in physical form 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 /updatation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

22. Non-Resident Indian members are requested to inform the Company/KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
23. Members may please note that the Listing Regulations 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/InvestorRelations/Downloads.aspx> and is also available on the website of KFinTech at https://ris.kfintech.com/clientservices/isc/#div_rights. For additional information, the members may refer the shareholders' referencer uploaded on the Company's website at <https://www.ril.com/DownloadFiles/IRForms/Shareholders-Referencer.pdf>

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

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

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

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

Item No. 5

The Board of Directors of the Company ("**Board**"), at its meeting held on July 21, 2023 has, subject to the approval of Members, re-appointed Shri Mukesh D. Ambani (DIN: 00001695) as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from April 19, 2024, on the terms and conditions as recommended by the Human Resources, Nomination and Remuneration Committee ("**HRNR Committee**") of the Board.

The Members may note that:

- (a) Shri Mukesh D. Ambani had capped his annual remuneration at ₹ 15 crore, from FY2008-09 to FY2019-20; and
- (b) Since FY2020-21, he opted to forego his salary, due to COVID-19 pandemic, until the Company and all its businesses were fully back to their earnings potential. Accordingly, Shri Mukesh D. Ambani has not been paid any salary and profit-based commission from FY2020-21.

Terms of his re-appointment:

At the request of Shri Mukesh D. Ambani, the HRNR Committee and the Board have recommended that no salary or profit-based commission be paid to him for the proposed term from April 19, 2024 till April 18, 2029.

He shall, however, be entitled to reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The Company shall arrange to provide security to Shri Mukesh D. Ambani and his family members and the expenses borne by the Company for the same shall not be considered as perquisites.

He shall perform such duties as shall from time to time be entrusted to him by the Board, subject to superintendence, guidance and control of the Board.

He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Companies Act, 2013 ("**the Act**") with regard to duties of directors.

He shall adhere to the Company's Code of Conduct.

Shri Mukesh D. Ambani will attain the age of seventy years on April 19, 2027. The Company has grown multi-fold under his leadership and it would be in the interest of the Company that he continues to lead the Company even after he attains the age of seventy years. Accordingly, approval of the Members is sought for passing the resolution proposed at Item No. 5 as a Special Resolution in terms of Section 196(3) of the Act.

Shri Mukesh D. Ambani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Mukesh D. Ambani under Section 190 of the Act.

In terms of Article 86(1) of the Articles of Association of the Company, Shri Mukesh D. Ambani is not liable to retire by rotation. Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") provides that in such cases, the continuation of the director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the appointment of Shri Mukesh D. Ambani in terms of the resolution at Item No. 5 shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as a director not liable to retire by rotation for 5 (five) years upto April 18, 2029.

Approval of members is sought for the re-appointment of Shri Mukesh D. Ambani as Managing Director of the Company and his continuation as a director not liable to retire by rotation in terms of the applicable provisions of the Act and the Listing Regulations.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. Shri Mukesh D. Ambani is

interested in the resolution set out at Item No. 5 of the Notice. Smt Nita M. Ambani, being related to Shri Mukesh D. Ambani, may be deemed to be interested in the resolution.

The other relatives of Shri Mukesh D. Ambani may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No. 6

At the Annual General Meeting held on August 12, 2019, the Members of the Company had approved the appointment of Smt. Arundhati Bhattacharya (DIN: 02011213) as an Independent Director of the Company, to hold office up to October 16, 2023 ("**first term**").

The Human Resources, Nomination and Remuneration Committee (the "**HRNR Committee**") of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Smt. Arundhati Bhattacharya as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the HRNR Committee, considers that, given her professional background and experience and contributions made by her during her tenure, her continuance as an Independent Director would be beneficial to the Company. Accordingly, it is proposed to re-appoint Smt. Arundhati Bhattacharya as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Smt. Arundhati Bhattacharya is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 (the "**Act**") and has given her consent to act as a Director. The Company has also received declaration from Smt. Arundhati Bhattacharya that she 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 (the "**Listing Regulations**") and that she 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.

In the opinion of the Board, Smt. Arundhati Bhattacharya fulfils the conditions for re-appointment as an Independent

Director as specified in the Act and the Listing Regulations. Smt. Arundhati Bhattacharya is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. Smt. Arundhati Bhattacharya has leadership skills and vast operational experience. She has more than 40 years of rich and varied experience coupled with thorough insights of the banking industry and its related technology and was the first woman to chair State Bank of India. She also possesses skills in strategic planning, global business, financial, regulatory / legal matters, risk management, corporate governance, etc. In view of these, the re-appointment of Smt. Arundhati Bhattacharya as an Independent Director is in the interest of the Company.

The requisite details and information pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. She shall be paid remuneration by way of fee for attending the 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 of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Smt. Arundhati Bhattacharya as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for re-appointment of Smt. Arundhati Bhattacharya as an Independent Director.

Draft letter of re-appointment to be issued to Smt. Arundhati Bhattacharya setting out the terms and conditions of her re-appointment is available for inspection, by the Members, electronically. Members seeking to inspect the same can send an email to rilagm@ril.com.

Smt. Arundhati Bhattacharya is interested in the resolution set out at Item No. 6 of the Notice with regard to her re-appointment. Relatives of Smt. Arundhati Bhattacharya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

Item No. 7

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, 2024, as per the following details:

Sr. No.	Name of the Cost Auditor	Industry	Cost Audit Fee (excluding Taxes) (in ₹)
1.	Diwanji & Associates	Electricity, Chemicals	12,41,000
2.	K. G. Goyal & Associates	Chemicals and Polyester	7,23,000
3.	V. J. Talati & Co.	Chemicals, Oil & Gas and Polyester	8,85,000
4.	Kiran J. Mehta & Co.	Textiles, Electricity and Composites	6,00,000
5.	Suresh D. Shenoy	Polyester, Chemicals, Petroleum and Gasification (for petroleum activities)	12,26,000
6.	V. Kumar & Associates	Polyester	8,00,000
7.	Dilip M. Malkar & Co.	Chemicals	9,75,000
8.	Shome & Banerjee	Oil & Gas and Chemicals	9,85,000
9.	Shome & Banerjee, Lead Cost Auditor (Lead Cost Audit Fee)		10,65,000
Total			85,00,000

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024 by passing an Ordinary Resolution as set out at Item No. 7 of the Notice.

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

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

Item No. 8

Deletion of Article 32A:

Article 32A was inserted in the Articles of Association of the Company as stipulated by the Reserve Bank of India while granting license to Jio Payments Bank Limited

("JPBL"), a company promoted by the Company. Pursuant to the effectiveness of the Scheme of Arrangement between the Company and its shareholders and creditors & Reliance Strategic Investments Limited and its shareholders and creditors (Financial Services Demerger Scheme), the Company has ceased to be the promoter of JPBL. Accordingly, Article 32A is proposed to be deleted.

Insertion of Article 90A after existing Article 90:

The Company presently has 10 series of outstanding Non-convertible Debentures ("NCDs") which are listed on BSE Limited and National Stock Exchange of India Limited. Axis Trustee Services Limited is the Trustee for the said NCDs.

The Company's financial strength is reflected in the credit ratings ascribed by rating agencies. The rating assigned to NCDs is "AAA (Stable)" which is highest rating assigned by the rating agencies viz. CARE Ratings Limited, CRISIL Rating Limited and ICRA Limited.

Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, has been amended effective February 2, 2023, to provide that companies whose debt securities are listed shall alter their articles of association and debenture trust deeds on or before September 30, 2023, to include provisions for appointment of a person nominated by the debenture trustee(s) as a director of the company.

The appointment of such nominee director by the debenture trustee(s) on the Board of Directors of the company shall be exercised only in the event of default as per Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as provided below:

- two consecutive defaults in payment of interest to the debenture holders; or
- default in creation of security for debentures; or
- default in redemption of debentures.

The Company is in compliance with the terms of the NCDs and there has not been any default as above. However, in terms of amended Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, it is necessary to alter the Articles of Association to provide for appointment of a nominee director.

Accordingly, the Board of Directors has proposed to alter the Articles of Association of the Company as set out in the resolution at Item No. 8 of the Notice.

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

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

Item No. 9

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return. The Company targets to become net carbon zero by 2035 and has a vision to build Reliance as one of the world's leading New Energy and New Materials Company. The Company proposes to set up Integrated Renewable Energy (RE) Power Projects required for grid scale transmission and distribution, utility, industrial, transport, mobility, commercial, residential and consumptive purpose as well as Distributed RE including Residential and Fleet Hubs. Integrated Renewable Energy (RE) Power Projects will include Solar, Wind, any other form of renewable energy, Energy Storage including Battery Energy Storage Solutions (BESS).

To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 9 of the Notice. This additional Object 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 the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item Nos. 10 and 11

The Company is engaged in activities spanning across hydrocarbon exploration and production, oil to chemicals, retail, digital services, advanced materials and composites, and renewables (solar and hydrogen), which are carried out either directly or through its subsidiaries. The Company also has joint ventures with third parties. The annual consolidated turnover of the Company as on March 31, 2023 is ₹ 891,311 crore (excluding duties and taxes).

In furtherance of its business activities, the Company and its Subsidiaries have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

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

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

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises only independent directors. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

The related party transactions between the Indian subsidiaries and the Company and between the Indian subsidiaries and their related parties are also approved by the audit committees of the respective subsidiaries (wherever applicable), consisting of majority of independent directors.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) 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; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company.

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

1. Transactions between the Company and related parties as follows:

- (a) With Alok Industries Limited (joint venture of the Company) for providing financial support to Alok Industries Limited by way of investments / granting loans / giving guarantees; supply of feedstock and goods; and for job-work;
- (b) With Viacom18 Media Private Limited for licensing of content by Jio Studios, a division of the Company;

- (c) With Reliance Retail Ventures Limited (subsidiary of the Company) for providing financial support to Reliance Retail Ventures Limited, by way of investments / granting loans / giving guarantees;
- (d) With Reliance Sibur Elastomers Private Limited (subsidiary of the Company) for providing financial support to Reliance Sibur Elastomers Private Limited, by way of investments / granting loans / giving guarantees and for increase in limit for purchase of products by the Company;
- (e) With Reliance Jio Infocomm Limited, Jio Platforms Limited and Reliance Retail Limited, subsidiaries of the Company for EPC, managed IT services, business support and infrastructure services and purchase of IT and other assets. These transactions have been approved by the shareholders at the last Annual General Meeting as transactions between Reliance Projects & Property Management Services Limited ("RPPMSL"), a wholly owned subsidiary of the Company and the aforesaid three companies. In view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company, the transactions as set out in Table nos. A5 to A7 will be between the aforesaid three companies and the Company.
These transactions are not new related party transactions.

2. Transactions between Subsidiaries of the Company as follows:

- (a) Transactions between Subsidiaries of the Company (i) for supply of goods / services by utilising the expertise and skills acquired by various Subsidiaries in various fields such as

retail sales, logistics services etc., to benefit the Company and its Subsidiaries; and (ii) for financial transactions of making investments / granting loans / giving guarantees; and

- (b) Increase in limit for transactions between Reliance Retail Ventures Limited and Reliance Retail Limited.

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

The approval of the shareholders pursuant to Resolution Nos. 10 and 11 is being sought for the following related party transactions / contracts / agreements / arrangements set out in Table nos. A1 to A7 and Table nos. B1 to B9, respectively.

In addition to the transactions set out in the Tables below, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out in each of the Tables below.

The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2023 till the date of this Notice has not exceeded the materiality threshold.

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:

A1. Transactions with Alok Industries Limited (AIL), a joint venture of the Company

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – Alok Industries Limited (“AIL”)</p> <p>Relationship: AIL is a joint venture of the Company. The Company holds 40.01% of paid-up equity share capital of AIL.</p> <p>AIL is engaged in the business of textile manufacturing.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>i) Sale / purchase / job-work of polyester, feedstock and other products.</p> <p>The Company sales raw materials to AIL and purchases polyester, yarn and other products from AIL.</p> <p>The pricing for sale / purchase transactions is on market rates; and for job-work, it is on cost-plus margin.</p> <p>The above transactions were undertaken pursuant to an approved resolution plan submitted by the Company along with JM Financial Asset Reconstruction Company Limited (“JMFARC”) and approved by the Hon’ble National Company Law Tribunal, Ahmedabad Bench, vide its order dated March 08, 2019. Accordingly, these transactions were exempted from the provisions of Regulation 23 of the Listing Regulations.</p> <p>It is now proposed to increase the transaction values of the contracts and accordingly, approval of shareholders is being sought under Regulation 23 of the Listing Regulations.</p> <p>ii) The Company will make investments by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances, and guarantees to / on behalf of AIL for business purposes.</p> <p>The interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of AIL is / will be in accordance with the provisions of the Companies Act, 2013.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>
4.	Value of the transaction	<p>i) The Company estimates that monetary value for sale of products / feedstock to AIL and allied transactions in each of the 5 financial years from FY2023-24 to FY2027-28 to be upto ₹ 5,000 crore.</p> <p>ii) The Company estimates that monetary value for purchase of products / job-work from AIL and allied transactions in each of the 5 financial years from FY2023-24 to FY2027-28 to be upto ₹ 1,500 crore.</p> <p>iii) The Company estimates that monetary value for transfer of resources by way of investments in securities / debt instruments/loans/advances / guarantees to be provided by the Company to / on behalf of AIL and outstanding at any point in time from FY2023-24 to FY 2027-28 to be upto ₹ 7,000 crore</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>a) The estimated transaction value for sale of products / feedstock to AIL and allied transactions for FY2023-24 represents 0.56% of annual consolidated turnover of the Company for FY2022-23;</p> <p>b) The estimated transaction value for purchase of products / job-work from AIL and allied transactions for FY2023-24 represents 0.17% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>c) The estimated transaction value for transfer of resources by way of investments in securities / debt instruments/ loans /advances / guarantees to be provided by the Company to/on behalf of AIL represents 0.79% of annual consolidated turnover of the Company for FY2022-23.</p>

S.N.	Particulars	Details
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Own Funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Loans: Tenure – upto 10 years Interest rate – Charged in compliance with the provisions of Companies Act, 2013 Nature - Unsecured Investments – In compliance with the provisions of the Companies Act, 2013.
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General corporate purposes
7.	Justification as to why the RPT is in the interest of the listed entity	a) The Company and AIL are both in the business of polyester products. Sale / Purchase / Job-work of polyester and other products will enable the Company and AIL to source and supply polyester and other products produced by each to the market at competitive prices. b) the Company proposes to provide capital to AIL through investment in securities and provision of loans & advances from time to time to enable AIL to meet its funding requirements and guarantees to enable AIL to borrow monies.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

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

A2. Transactions with Viacom18 Media Private Limited

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – Viacom18 Media Private Limited ('Viacom18')</p> <p>Relationship – Viacom18 is a subsidiary of the Company as per the Indian Accounting Standard.</p> <p>Viacom18 is a subsidiary of TV18 Broadcast Limited ('TV18') which in turn is a subsidiary of Network18 Media & Investments Limited ('NW18').</p> <p>NW18 is an entity controlled by Independent Media Trust of which the Company is the sole beneficiary.</p> <p>Viacom18 is engaged in the business of broadcasting of television channels, distributing, marketing and selling commercial advertising on channels including Colors, Colors Rishtey, Colors Cinema, MTV, MTV Beats, Nick, Nick Junior, Sonic, VH1, Comedy Central, Colors Infinity and a regional bouquet of channels.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>i) 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 Viacom18 for agreed term and territories.</p> <p>ii) Brand Integration: Viacom18 provides services relating to brand integration (including ad film production) to the Company.</p> <p>The above transactions will be at market price or cost plus margin where market price is not available.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>
4.	Value of the transaction	<p>i) The Company estimates that the monetary value for licensing of content by the Company to Viacom18 and allied transactions in each of the 5 financial years from FY2023-24 to FY2027-28 to be upto ₹ 2,100 crore.</p> <p>ii) The Company estimates that the monetary value for services relating to brand integration provided by Viacom18 to the Company and allied transactions in each of the 5 financial years from FY2023-24 to FY2027-28 to be upto ₹ 30 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for licensing of content by the Company to Viacom18 and allied transactions for FY2023-24 represents 0.24% of annual consolidated turnover of the Company for FY2022-23.</p> <p>ii) The estimated transaction value for brand integration services provided by Viacom18 to the Company and allied transactions for FY2023-24 represents 0.003% of annual consolidated turnover of the Company for FY2022-23.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
7.	Justification as to why the RPT is in the interest of the listed entity	The Company, 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. 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	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri P.M.S. Prasad and Shri Adil Zainulbhai, Directors of the Company, who are also directors on the board of Viacom18; and their relatives, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

A3. Transactions with Reliance Retail Ventures Limited (RRVL), a subsidiary of the Company

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Party - Reliance Retail Ventures Limited ('RRVL') Relationship – RRVL is subsidiary of the Company. The Company holds 85.06% of paid-up equity share capital of RRVL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	The Company will make investments by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances, and guarantees to / on behalf of RRVL for business purposes. The interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of RRVL will be in accordance with the provisions of the Companies Act, 2013. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 2 financial years i.e., from FY2023-24 to FY2024-25.
4.	Value of the transaction	The Company estimates that monetary value for transfer of resources by way of investments in securities / debt instruments /loans/ advances,/ guarantees to be provided by the Company to / on behalf of RRVL from FY2023-24 to FY 2024-25 to be upto ₹ 5,000 crore. The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for transfer of resources by way of investments in securities / debt instruments/ loans / advances / guarantees to be provided by the Company to / on behalf of RRVL represents: a) 0.56% of annual consolidated turnover of the Company for FY2022-23; and b) 95.41% of annual turnover of RRVL for FY2022-23.
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	
	i) details of the source of funds in connection with the proposed transaction;	Own funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none">• nature of indebtedness;• cost of funds; and• tenure;	Not applicable

S.N.	Particulars	Details
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Loans: Tenure – upto 10 years Interest rate – Charged in compliance with the provisions of Companies Act, 2013. Nature - Unsecured Investment: 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	General corporate purpose
7.	Justification as to why the RPT is in the interest of the listed entity	The Company, being the holding company, provides capital to RRVL through investment in securities and provision of loans & advances from time to time and guarantees to enable RRVL to borrow monies.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

A4. Transactions with Reliance Sibur Elastomers Private Limited ('RSEPL'), a subsidiary of the Company (a joint venture between the Company and Sibur Holding PJSC (Sibur), through its subsidiary)

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party - Reliance Sibur Elastomers Private Limited ('RSEPL'). Relationship - RSEPL is a subsidiary of the Company. The Company holds 74.90% of paid-up equity share capital of RSEPL. RSEPL has been set-up as a joint venture between the Company and Sibur for setting-up an integrated Butyl Rubber Plant and Halo Butyl Rubber Plant at Jamnagar, Gujarat, India.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	i) Purchase of raw materials and feedstock by the Company. The above transactions will be at market prices or cost-plus margin where market price is not available. ii) The Company will make investments by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans / advances and guarantees to / on behalf of RSEPL for business purposes The interest charged is / will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of RSEPL is / will be in accordance with the provisions of the Companies Act, 2013. The terms of these arrangements have been / will be agreed by the Company with Sibur (an unrelated party). The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during 4 financial years i.e., from FY2023-24 to FY2026-27.

S.N.	Particulars	Details
4.	Value of the transaction	<p>i) The shareholders of the Company, at the 45th Annual General Meeting (Post-IPO) held on August 29, 2022, approved a limit of ₹ 1,900 crore for purchase and allied transactions by the Company with RSEPL in each of the 4 financial years from FY2023-24 to FY2026-27. In view of increased business activities, the said limit is sought to be increased by an additional amount of ₹ 900 crore i.e., ₹ 2,800 crore in each of the 4 financial years from FY2023-24 to FY2026-27;</p> <p>ii) The Company estimates that monetary value for transfer of resources by way of investments in securities / debt instruments/ loans / advances / guarantees to be provided by the Company to / on behalf of RSEPL and outstanding at any point in time from FY2023-24 to FY2026-27 to be upto ₹ 2,500 crore.</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for purchase of raw materials and feedstock by the Company from RSEPL and allied transactions for FY2023-24 represents:</p> <p>(i) 0.31% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>(ii) 267.52% of annual turnover of RSEPL for FY2022-23.</p> <p>ii) The estimated transaction value for transfer of resources by way of investments in securities / debt instruments/ loans / advances / guarantees to be provided by the Company to / on behalf of RSEPL represents:</p> <p>a) 0.28% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 238.85% of annual turnover of RSEPL for FY2022-23.</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:	
	i) details of the source of funds in connection with the proposed transaction;	Own Funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not Applicable
	• nature of indebtedness;	
	• cost of funds; and	
	• tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>Loans: Tenure – upto 10 years Interest rate – Charged in compliance with the provisions of Companies Act, 2013 Nature - Unsecured Investments – In compliance with the provisions of the Companies Act, 2013.</p>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General corporate purposes

S.N.	Particulars	Details
7.	Justification as to why the RPT is in the interest of the listed entity	Sibur has the technology for production of butyl rubber. The Company holds 74.90% in the joint venture and the Company will benefit from the activities of RSEPL. The Company, being the holding company, provides capital to RSEPL through investment in securities and provision of loans & advances from time to time and guarantees to enable RSEPL to borrow monies.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The shareholders of the Company, at the 45th Annual General Meeting (Post-IPO) held on August 29, 2022, have approved the limit of ₹ 3,400 crore in each of the 4 financial years from FY2023-24 to FY2026-27 for the supply of Isobutylene, energy, utilities and other materials by the Company to RSEPL and allied transactions. There is no change in the said limit approved by the shareholders. All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

A5 to A7 – Transfer of limits of transactions of Reliance Projects & Property Management Services Limited (RPPMSL) with Reliance Jio Infocomm Limited (RJIL), Jio Platforms Limited (JPL), and Reliance Retail Limited (RRL) in view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company.

These transactions are not new related party transactions.

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

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Party - Reliance Jio Infocomm Limited ('RJIL') Relationship – RJIL is a step-down subsidiary of the Company. The Company holds 66.43% of paid-up equity share capital of Jio Platforms Limited ('JPL'). JPL holds 100% of paid-up equity share capital of RJIL. RJIL is engaged in the business of providing Digital Services.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	(i) The Company will provide the following services to RJIL: <ul style="list-style-type: none"> a) Project execution services on EPC basis - Installation of Telecommunication equipment, Last mile for National Long Distance ("NLD"), Intracity and FTTH, Facilities, Erection of eNodeB Small Cell ("ESC") Towers, Operation and Maintenance of facilities. b) Business Support Services - Manpower services, Jio Centre operations, Call Centre services, data insights and analytics, among others. <p>The pricing is cost plus margin or pay per use, as applicable.</p>
		(ii) The Company avails telecom services from RJIL. The pricing is based on market rates. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 4 financial years i.e., from FY2023-24 to FY2026-27.

S.N.	Particulars	Details
4.	Value of the transaction	<p>(i) The Company estimates that the monetary value for business support, project execution and allied services provided by the Company to RJIL in each of the 4 financial years from FY2023-24 to FY2026-27 to be upto ₹ 19,200 crore;</p> <p>(ii) The Company estimates that the monetary value for telecom services provided by RJIL to the Company and allied transactions in each of the 4 financial years from FY2023-24 to FY2026-27 to be upto ₹ 1,500 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>(i) The estimated transaction value for business support, project execution and allied services provided by the Company to RJIL for FY2023-24 represents:</p> <p>a) 2.15% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 21.15% of annual turnover of RJIL for FY2022-23.</p> <p>(ii) The estimated transaction value for telecom services provided by RJIL to the Company and allied transactions for FY2023-24 represents:</p> <p>a) 0.17% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 1.65% of annual turnover of RJIL for FY2022-23.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	The Company has required skills to provide these services in view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	<p>This approval is not for new related party transactions between the parties. As explained earlier, the shareholders at the last Annual General Meeting had approved these transactions between RPPMSL and RJIL. In view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company, the above transactions will now be between the Company and RJIL.</p> <p>All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

A6. Transactions with Jio Platforms Limited (JPL), a subsidiary of the Company

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party - Jio Platforms Limited ('JPL')</p> <p>Relationship – JPL is a subsidiary of the Company. The Company holds 66.43% of paid-up equity share capital of JPL. Facebook and Google hold 17.71% out of the balance 33.57% in JPL.</p> <p>JPL is engaged in Platform, Application and Software Business.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>(i) Business support and infrastructure services: The Company will provide business support and infrastructure services to JPL.</p> <p>The pricing for above arrangements is on cost plus margin.</p> <p>(ii) Managed IT Services: JPL provides managed IT services to the Company. The key terms of the arrangement are:</p> <ul style="list-style-type: none"> - providing, operating, maintaining and supporting the Licensed IP Assets; - providing data storage, data back up and disaster recovery services, Project Services and other Managed IT Services; - managing, administering and maintaining agreements with IT vendors; - software development of new features or functionalities, customisation of software, rendering connected IT services and transition activities to new software services; - providing a full device software lifecycle management solution, including Device platform operations, application stores, maintenance and software updates and upgrades. <p>The pricing for above arrangements is on cost plus margin.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 4 financial years i.e., from FY2023-24 to FY2026-27.</p>
4.	Value of the transaction	<p>(i) The Company estimates that the monetary value for business support and infrastructure services provided by the Company to JPL and allied transactions in each of the 4 financial years from FY2023-24 to FY2026-27 to be upto ₹ 700 crore;</p> <p>(ii) The Company estimates that the monetary value for managed IT services provided by JPL to the Company and allied transactions in each of the 4 financial years from FY2023-24 to FY2026-27 to be upto ₹ 3,000 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for business support and infrastructure services provided by the Company to JPL and allied transactions for FY2023-24 represents:</p> <ul style="list-style-type: none"> a) 0.08% of annual consolidated turnover of the Company for FY2022-23; and b) 12.64% of annual turnover of JPL for FY2022-23. <p>ii) The estimated transaction value for Managed IT services provided by JPL to the Company and allied transactions for FY2023-24 represents:</p> <ul style="list-style-type: none"> a) 0.34% of annual consolidated turnover of the Company for FY2022-23; and b) 54.17% of annual turnover of JPL for FY2022-23.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable

S.N.	Particulars	Details
7.	Justification as to why the RPT is in the interest of the listed entity	JPL has the requisite skills to provide IT support and device software services to the Company and its subsidiaries. This helps in pooling of resources, ability to bargain with third party vendors for the benefit of the Company and its subsidiaries. The Company has required skills to provide business and infrastructure support services in view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	This approval is not for new related party transactions between the parties. As explained earlier, the shareholders at the last Annual General Meeting had approved these transactions between RPPMSL and JPL. In view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company, the above transactions will now be between the Company and JPL and the approval is being sought accordingly. All relevant/ important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

A7. Transactions with Reliance Retail Limited (RRL), a step-down subsidiary of the Company

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Party - Reliance Retail Limited ('RRL') Relationship – RRL is a step-down subsidiary of the Company. The Company holds 85.06% of paid-up equity share capital of Reliance Retail Ventures Limited ('RRVL'). RRVL holds 99.91% of paid-up equity share capital of RRL. RRL is engaged in organised retail spanning across various consumption baskets.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	(i) The Company will provide business support services to RRL. The pricing is based on cost-plus margin. (ii) The Company purchases IT and other assets from RRL in the normal course of business. The pricing is based on market rates. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 4 financial years i.e., from FY2023-24 to FY2026-27.
4.	Value of the transaction	i) The Company estimates that monetary value for business support services provided by the Company to RRL and allied transactions in each of the 4 financial years from FY2023-24 to FY2026-27 to be upto ₹ 800 crore. ii) The Company estimates that monetary value for purchase of IT and other assets by the Company from RRL and allied transactions in each of the 4 financial years from FY2023-24 to FY2026-27 to be upto ₹ 500 crore.

S.N.	Particulars	Details
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>(i) The estimated transaction value for business support services provided by the Company to RRL and allied transactions for FY2023-24 represents:</p> <p>a) 0.09% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 0.36% of annual turnover of RRL for FY2022-23.</p> <p>(ii) The estimated transaction value for purchase of IT and other assets from RRL and allied transactions for FY2023-24 represents:</p> <p>a) 0.06% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 0.22% of annual turnover of RRL for FY2022-23.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>The Company has required skills to provide these services in view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company.</p> <p>RRL is largest retailer in India and it is cost effective to make purchases from RRL.</p>
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	<p>This approval is not for new related party transactions between the parties. As explained earlier, the shareholders at the last Annual General Meeting had approved these transactions between RPPMSL and RRL. In view of the demerger of Digital EPC & Infrastructure Business of RPPMSL to the Company, the above transactions will now be between the Company and RRL and the approval is being sought accordingly.</p> <p>All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B1. Transactions between Sintex Industries Limited (SIL) and BVM Overseas Limited (BVM)

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties: Sintex Industries Limited (SIL) and BVM Overseas Limited (BVM)</p> <p>Relationship: SIL is a subsidiary and BVM is a step-down subsidiary of the Company.</p> <p>The Company holds 70% paid-up equity share capital of SIL. SIL holds 100% paid-up equity share capital of BVM.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>i) Sale of goods and services by SIL to BVM.</p> <p>SIL is engaged in the business of manufacturing yarns and fabrics and sells yarn and other materials to BVM. BVM is in the business of trading of various types of yarns in domestic and international markets.</p> <p>ii) Purchase of cotton / other materials by SIL from BVM.</p> <p>The above transactions will be at market price or cost-plus margin where market price is not available.</p> <p>The arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>
4.	Value of the transaction	<p>i) The monetary value for sale of goods and services by SIL to BVM and allied transactions (i) for FY2023-24 is estimated to be ₹ 3,000 crores and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 5,000 crores.</p> <p>ii) The monetary value for purchase of cotton and other materials by SIL from BVM and allied transactions in each of the 5 financial years from FY2023-24 to FY2027-28 is estimated to be upto ₹ 2,000 crores.</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 estimated transaction value for sale of goods and services by SIL to BVM and allied transactions for FY2023-24 represents:</p> <p>a) 0.34% of the annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 95.69% of the annual turnover of SIL for FY2022-23; and</p> <p>c) 160.26% of the annual turnover of BVM for FY2022-23.</p> <p>(ii) The estimated transaction value for purchase of cotton and other materials by SIL from BVM and allied transactions for FY2023-24 represents:</p> <p>a) 0.22% of the annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 63.80% of the annual turnover of SIL for FY2022-23; and</p> <p>c) 106.84% of the annual turnover of BVM for FY2022-23.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>BVM is well known and established name in spinning yarn segment in India as well as in the International Market.</p> <p>This arrangement will enable SIL for consistent volume placement and in realising better premium from market.</p>
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	<p>SIL became a subsidiary of the Company w.e.f. March 28, 2023.</p> <p>All relevant / important information forms part of this statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>

Smt. Savithri Parekh, Company Secretary and Compliance Officer of the Company, who is a director on the boards of SIL and BVM and her 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 / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B2. Transactions between Reliance Retail Limited (RRL) and Metro Cash and Carry India Private Limited ('METRO India')

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Reliance Retail Limited (RRL) and Metro Cash and Carry India Private Limited (METRO India).</p> <p>Relationship – RRL and METRO India are fellow subsidiaries and are step down subsidiaries of the Company.</p> <p>The Company holds 85.06% of paid-up equity share capital of Reliance Retail Ventures Limited ('RRVL'). RRVL holds 99.91% of paid-up equity share capital of RRL.</p> <p>RRVL holds 100% of paid-up equity share capital of METRO India.</p> <p>METRO India is in the business of wholesale cash and carry.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not applicable
3.	Type, tenure, material terms and particulars	<p>Purchase and sale of retail products:</p> <p>a) METRO India is in the business of wholesale cash and carry. RRL will purchase FMCG, HPC, Commodity and other goods from METRO India for retail sales.</p> <p>b) RRL has sourcing strength in consumer electronics, apparel, F&V and other products. Accordingly, these products will be sold by RRL to METRO India.</p> <p>The above transactions will be at market price.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>
4.	Value of the proposed transaction	<p>i) The monetary value for purchase of goods by RRL from METRO India and allied transactions (i) for FY2023-24 is estimated to be ₹ 8,000 crore and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 15,000 crore.</p> <p>ii) The monetary value for sale of goods by RRL to METRO India and allied transactions (i) for FY2023-24 is estimated to be ₹ 5,000 crore and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 15,000 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for purchase of goods by RRL from METRO India and allied transactions for FY2023-24 represents:</p> <p>a) 0.90% of the annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 3.58% of annual turnover of RRL for FY2022-23; and</p> <p>c) 106.09% of annual turnover of METRO India for FY2022-23.</p> <p>ii) The estimated transaction value for sale of goods by RRL to METRO India and allied transactions for FY2023-24 represents:</p> <p>a) 0.56% of the annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 2.24% of annual turnover of RRL for FY2022-23; and</p> <p>c) 66.30% of annual turnover of METRO India for FY2022-23.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable

S.N.	Particulars	Details
7.	Justification as to why the RPT is in the interest of the listed entity	RRL will leverage METRO India's strengths in sourcing goods at competitive prices. METRO India will leverage RRL's strength in sourcing of goods in certain categories such as consumer electronics, apparel, F&V and other products.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	METRO India became a subsidiary of RRVL w.e.f. May 11, 2023. All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B3. Transactions between Reliance Retail Ventures Limited (RRVL) and Metro Cash and Carry India Private Limited ('METRO India')

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Reliance Retail Ventures Limited (RRVL) and Metro Cash and Carry India Private Limited (METRO India).</p> <p>Relationship – RRVL is a subsidiary and METRO India is a step-down subsidiary of the Company.</p> <p>The Company holds 85.06% of paid-up equity share capital of RRVL. RRVL holds 100% of paid-up equity share capital of METRO India.</p> <p>METRO India is in the business of wholesale cash and carry.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not applicable
3.	Type, tenure, material terms and particulars	<p>i) RRVL will make investments by way of subscription, purchase or otherwise in securities / debt instruments and / or provide loans, advances, and guarantees to / on behalf METRO India for business purposes.</p> <p>The interest charged is / will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of METRO India will be in accordance with the provisions of the Companies Act, 2013.</p> <p>ii) RRVL provides warehousing and logistics services to METRO India. RRVL employs third-party service providers for providing some of these services.</p> <p>The various components of the warehousing and logistics services are:</p> <ul style="list-style-type: none"> - Warehouse management system - Unloading of goods - Scheduling inbound shipments - Delivery of goods for dispatch - General Merchandise Warehousing Services. <p>The pricing for above arrangement is based on cost-plus margin.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>

S.N.	Particulars	Details
4.	Value of the transaction	<p>i) The monetary value for transfer of resources by way of investments in securities / debt instruments / loans/ advances/ guarantees to be provided by RRVL to / on behalf of METRO India and outstanding at any point in time from FY2023-24 to FY2027-28 is estimated to be upto ₹ 2,000 crore.</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p> <p>ii) The monetary value for warehousing and logistic services provided by RRVL to METRO India and allied transactions (i) for FY2023-24 is estimated to be ₹ 250 crore, and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 500 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for transfer of resources by way of investments in securities / debt instruments/ loans / advances / guarantees to be provided by RRVL to / on behalf of METRO India represents:</p> <p>a) 0.22% of annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 38.17% of annual turnover of RRVL for FY2022-23; and</p> <p>c) 26.52% of annual turnover of METRO India for FY2022-23.</p> <p>ii) The estimated transactions value for warehousing and logistic services provided by RRVL to METRO India and allied transactions for FY2023-24 represents:</p> <p>a) 0.03% of annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 4.77% of annual turnover of RRVL for FY2022-23; and</p> <p>c) 3.32% of annual turnover of METRO India for FY2022-23.</p>
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Own funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not applicable
	<ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>Tenure – upto 5 years</p> <p>Interest rate – As charged in compliance with the provisions of Companies Act, 2013</p> <p>Nature – Unsecured</p> <p>Investment:</p> <p>In compliance with the provisions of the Companies Act, 2013.</p>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General corporate purpose

S.N.	Particulars	Details
7.	Justification as to why the RPT is in the interest of the listed entity	<p>a. Investments / loans / advances / guarantees by RRVL to / on behalf of METRO India – RRVL, being the holding company, provides capital to METRO India through investment in securities and loans & advances from time to time and guarantees to enable METRO India to borrow monies.</p> <p>b. Warehousing and logistic services - RRVL has experience in managing supply chain operations (warehousing and transportation arrangement), and has presence across the country, which is required to ensure uninterrupted operations for Retail Business.</p>
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not applicable
9.	Any other information that may be relevant	<p>METRO India became a subsidiary of RRVL w.e.f. May 11, 2023.</p> <p>All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.</p>

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B4. Transactions between Reliance Retail Limited (RRL) and Reliance Consumer Products Limited (RCPL)

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Parties – Reliance Retail Limited ('RRL') and Reliance Consumer Products Limited ('RCPL').</p> <p>Relationship – RRL and RCPL are fellow subsidiaries. RRL and RCPL are step down subsidiaries of the Company.</p> <p>The Company holds 85.06% of paid-up equity share capital of Reliance Retail Ventures Limited ('RRVL'). RRVL holds 99.91% of paid-up equity share capital of RRL.</p> <p>RRVL holds 100% of paid-up equity share capital of RCPL.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not applicable
3.	Type, tenure, material terms and particulars	<p>Purchase and sale of retail products and transfer of assets:</p> <p>a) RCPL is, <i>inter alia</i>, engaged in distribution, selling and marketing multiple products under FMCG Category. 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>The above transactions will be at market price.</p> <p>The above arrangements are proposed to be continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>

S.N.	Particulars	Details
4.	Value of the proposed transaction	<p>i) The monetary value for purchase of goods by RRL from RCPL and allied transactions (i) for FY2023-24 is estimated to be ₹ 6,000 crore and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 15,000 crore.</p> <p>ii) The monetary value for sale of goods by RRL to RCPL and allied transactions (i) for FY2023-24 is estimated to be ₹ 500 crore and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 2,000 crore.</p> <p>iii) The monetary value for transfer of assets by RRL to RCPL is estimated to be up to ₹ 1,200 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for purchase of goods by RRL from RCPL and allied transactions for FY2023-24 represents:</p> <p>a) 0.67% of the annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 2.68% of annual turnover of RRL for FY2022-23.</p> <p>ii) The estimated transaction value for sale of goods by RRL to RCPL and allied transactions for FY2023-24 represents:</p> <p>a) 0.06% of the annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 0.22% of annual turnover of RRL for FY2022-23.</p> <p>iii) The estimated transaction value for transfer of assets represents:</p> <p>a) 0.13% of the annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 0.54% of annual turnover of RRL for FY2022-23.</p> <p>RCPL did not have revenue from operations during FY2022-23. Accordingly, the percentage of its annual turnover is not applicable.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>RCPL aims to provide a wide range of products under a versatile brand portfolio that serve the daily needs of millions of Indians and RRL has strength in sourcing the staples.</p> <p>This arrangement will strengthen both the companies in sourcing.</p>
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B5. Transactions between Reliance Retail Ventures Limited ('RRVL') and Reliance Consumer Products Limited ('RCPL'):

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the Related Parties - Reliance Retail Ventures Limited ('RRVL') and Reliance Consumer Products Limited ('RCPL').</p> <p>Relationship – RRVL is a subsidiary and RCPL is a step-down subsidiary of the Company.</p> <p>The Company holds 85.06% of paid-up equity share capital of RRVL. RRVL holds 100% of paid-up equity share capital of RCPL.</p>

S.N.	Particulars	Details
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars of the proposed transaction	<p>i. RRVL will make investments by way of subscription, purchase or otherwise in securities / debt instruments and / or provide loans, advances, and guarantees to / on behalf of RCPL for business purposes.</p> <p>The interest charged is / will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of RCPL is / will be in accordance with the provisions of the Companies Act, 2013.</p> <p>ii. RRVL provides warehousing and logistics services to RCPL. RRVL employs third-party service providers for providing some of these services. The various components of the warehousing and logistics services are:</p> <ul style="list-style-type: none"> - Warehouse management system - Unloading of goods - Scheduling inbound shipments - Delivery of goods for dispatch - General Merchandise Warehousing Services. <p>The pricing for above arrangement is on cost-plus margin.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>
4.	Value of the transaction	<p>i) The monetary value for transfer of resources by way of investments in securities / debt instruments / loans/ advances / guarantees to be provided by RRVL to / on behalf of RCPL and outstanding at any point in time from FY2023-24 to FY2027-28 is estimated to be upto ₹ 5,300 crore;</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p> <p>ii) The monetary value for warehousing and logistics services by RRVL to RCPL and allied transactions (i) for FY2023-24 is estimated to be ₹ 400 crore; and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 1,500 crore.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transactions value for transfer of resources by way of investments in securities / debt instruments/ loans / advances / guarantees by RRVL to / on behalf of RCPL represents:</p> <ul style="list-style-type: none"> a) 0.59% of annual consolidated turnover of the Company for FY2022-23; and b) 101.14% of annual turnover of RRVL for FY2022-23. <p>ii) The estimated transactions value for warehousing and logistic services by RRVL to RCPL and allied transactions for FY2023-24 represents:</p> <ul style="list-style-type: none"> a) 0.04% of annual consolidated turnover of the Company for FY2022-23; and b) 7.63% of annual turnover of RRVL for FY2022-23. <p>RCPL did not have revenue from operations during FY2022-23. Accordingly, the percentage of its annual turnover is not applicable.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) details of the source of funds in connection with the proposed transaction;	Own funds

S.N.	Particulars	Details
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Tenure – upto 5 years Interest rate – As charged in compliance with the provisions of Companies Act, 2013 Nature – Unsecured Investment: 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	General corporate purpose
7.	Justification as to why the RPT is in the interest of the listed entity	a. Investments / loans / advances / guarantees by RRVL to / on behalf of RCPL – RRVL, being the holding company, provides capital to RCPL through investment in securities and loans & advances from time to time and guarantees to enable RCPL to borrow monies. b. Warehousing and logistic services - RRVL has experience in managing supply chain operations (warehousing and transportation arrangement), and having presence across the country, which is required to ensure uninterrupted operations for Retail Business.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

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

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Parties - Reliance Retail Ventures Limited ('RRVL') and Reliance Retail Limited ('RRL') Relationship – RRVL is a subsidiary and RRL is a step-down subsidiary of the Company. The Company holds 85.06% of paid-up equity share capital of RRVL. RRVL holds 99.91% of paid-up equity share capital of RRL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable

S.N.	Particulars	Details
3.	Type, tenure, material terms and particulars	<p>RRVL will make investments by way of subscription, purchase or otherwise in securities / debt instruments and/or provide loans, advances, and guarantees to / on behalf of RRL for business purposes.</p> <p>The interest charged is / will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of RRL will be in accordance with the provisions of the Companies Act, 2013</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 4 financial years i.e., from FY2023-24 to FY2026-27.</p>
4.	Value of the transaction	<p>The shareholders of the Company, at the 45th Annual General Meeting (Post- IPO) held on August 29, 2022, have approved an additional amount of ₹ 25,000 crore for transfer of resources by way of investments in securities / debt instruments/ loans / advances / guarantees to be provided by RRVL to / on behalf of RRL. In view of increased fund requirements, the said limit is sought to be increased by an additional amount of ₹ 15,000 crore. The total outstanding balance at any point of time from FY2023-24 to FY2026-27 shall not exceed ₹ 90,000 crore.</p> <p>As at March 31, 2023, the outstanding value of investments in securities / debt instruments/ loans / advances / guarantees given by RRVL to / on behalf of RRL is ₹ 47,257 crore.</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The estimated transaction value for transfer of resource by way of investments in securities / debt instruments/ loans / advances / guarantees to be provided by RRVL to / on behalf of RRL represents:</p> <p>a) 4.49% of annual consolidated turnover of the Company for FY2022-23;</p> <p>b) 763.31% of annual turnover of RRVL for FY2022-23; and</p> <p>c) 17.88% of annual turnover of RRL for FY2022-23.</p>
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Own Funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not Applicable
	• nature of indebtedness;	
	• cost of funds; and	
	• tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>Tenure – 1 to 5 years</p> <p>Interest rate – Charged in compliance with the provisions of the Companies Act, 2013</p> <p>Nature - Unsecured</p> <p>Investments: In compliance with the provisions of the Companies Act, 2013.</p>
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General corporate purpose
7.	Justification as to why the RPT is in the interest of the listed entity	RRVL, being the holding company, provides capital to RRL through investment in securities and loans & advances from time to time and guarantees to enable RRL to borrow monies.

S.N.	Particulars	Details
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	The shareholders of the Company, at the 45th Annual General Meeting (Post-IPO) held on August 29, 2022, have approved the limit of ₹ 75,000 crore in each of the 4 financial years from FY2023-24 to FY2026-27 for warehousing and logistic services and allied transactions between RRVL and RRL. There is no change in the said limit approved by the shareholders. All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Shri Mukesh D. Ambani and Shri Adil Zainulbhai, Directors of the Company, who are directors on the board of RRVL and Ms. Isha M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Shri Mukesh D. Ambani and Smt. Nita M. Ambani), who are directors on the board of RRVL;

Shri Adil Zainulbhai, Director of the Company, who is also director on the board of RRL; and

Relatives of the above directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B7. Transactions between Reliance Consumer Products Limited (RCPL) and Metro Cash and Carry India Private Limited ('METRO India')

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties – Reliance Consumer Products Limited ('RCPL) and Metro Cash and Carry India Private Limited ('METRO India'). Relationship – RCPL and METRO India are fellow subsidiaries and are step down subsidiaries of the Company. The Company holds 85.06% of paid-up equity share capital of Reliance Retail Ventures Limited ('RRVL'). RRVL holds 100% paid-up equity share capital of RCPL and METRO India.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	Sale of retail products: a) RCPL is, <i>inter alia</i> , engaged in distribution selling and marketing multiple products under FMCG Category and will sell these products to METRO India. b) METRO India is in the business of wholesale cash and carry and will purchase FMCG, Commodity and other goods from RCPL. The above transactions will be at market prices. The above arrangements are proposed to be continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.
4.	Value of the proposed transaction	The monetary value for sale of goods by RCPL to METRO India and allied transactions (i) for FY2023-24 is estimated to be ₹ 1,500 crore and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 10,000 crore.

S.N.	Particulars	Details
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The estimated transaction value for sale of goods by RCPL to METRO India and allied transactions for FY2023-24 represents: (i) 0.17% of annual consolidated turnover of the Company for FY2022-23; and (ii) 19.89% of annual turnover of METRO India for FY2022-23. RCPL did not have revenue from operations during FY2022-23. Accordingly, the percentage of its annual turnover is not applicable.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	RCPL aims to provide a wide range of 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. This arrangement will strengthen both the companies in sourcing.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

B8. Transactions between Reliance Retail Ventures Limited ('RRVL') and Reliance Logistics and Warehouse Holdings Limited (RLWHL)

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties - Reliance Retail Ventures Limited ('RRVL') and Reliance Logistics and Warehouse Holdings Limited ('RLWHL'). Relationship – RRVL is a subsidiary and RLWHL is a step-down subsidiary of the Company. The Company holds 85.06% of paid-up equity share capital of RRVL. RLWHL is a wholly owned subsidiary of RRVL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	i) Transfer of Assets and service charges for usage of assets. a. RRVL is engaged in the business of providing warehousing and logistics services. b. RLWHL is engaged in business of creating and operating small to midsize storage and warehousing assets. c. RRVL will transfer mid-sized warehousing related assets to RLWHL. d. RLWHL will provide warehousing related service to RRVL. The above transactions will be carried out at market rates. ii) RRVL will make investments by way of subscription, purchase or otherwise in securities / debt instruments and / or provide loans, advances, and guarantees to / on behalf RLWHL for business purposes. The interest charged will be in compliance with the provisions of section 186 of the Companies Act, 2013. Investment in securities of RLWHL will be in accordance with the provisions of the Companies Act, 2013. The above arrangements are proposed to be continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.

S.N.	Particulars	Details
4.	Value of the proposed transaction	<p>i) The monetary value for transfer of assets by RRVL to RLWHL is estimated to be ₹ 3,000 crore;</p> <p>ii) The monetary value for service charges for warehousing services provided by RLWHL to RRVL and allied transactions (i) for FY2023-24 is estimated to be ₹ 350 crore and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 500 crore.</p> <p>iii) The monetary value for transfer of resources by way of investments in securities / debt instruments / loans/ advances/guarantees to be provided by RRVL to / on behalf of RLWHL and outstanding at any point in time a) during FY2023-24 is estimated to be ₹ 250 crore; and b) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 500 crore.</p> <p>The interest on the outstanding cumulative loan / debt securities will be charged in compliance with the provisions of the Companies Act, 2013</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for transfer of assets by RRVL to RLWHL represents:</p> <p>a) 0.34% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 57.25% of annual turnover of RRVL for FY2022-23.</p> <p>ii) The estimated transaction value for service charges for warehousing services provided by RLWHL to RRVL and allied transactions for FY2023-24 represents:</p> <p>a) 0.04% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 6.68% of annual turnover of RRVL for FY2022-23.</p> <p>iii) The estimated transaction value for transfer of resource by way of investments in securities / debt instruments/ loans / advances / guarantees to be provided by RRVL to / on behalf of RLWHL for FY2023-24 represents:</p> <p>a) 0.03% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 4.77% of annual turnover of RRVL for FY2022-23.</p> <p>RLWHL did not have revenue from operations during FY2022-23. Accordingly, the percentage of its annual turnover is not applicable.</p>
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i) details of the source of funds in connection with the proposed transaction;	Own Funds
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	Not Applicable
	• nature of indebtedness;	
	• cost of funds; and	
	• tenure;	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	<p>Tenure – 1 to 5 years</p> <p>Interest rate – Charged in compliance with the provisions of the Companies Act, 2013</p> <p>Nature - Unsecured</p> <p>Investments: In compliance with the provisions of the Companies Act, 2013.</p>

S.N.	Particulars	Details
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	General corporate purpose
7.	Justification as to why the RPT is in the interest of the listed entity	RRVL is engaged in providing supply chain services across retail business. RLWHL will house warehousing assets enabling RRVL to operate an asset light business model. RRVL, being the holding company, provides capital to RLWHL through investment in securities and loans & advances from time to time and guarantees to enable RLWHL to borrow monies.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not applicable
9.	Any other information that may be relevant	All relevant information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

B9. Transactions between Reliance Retail Limited ('RRL') and Reliance Logistics and Warehouse Holdings Limited ('RLWHL')

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties – Reliance Retail Limited ('RRL') and Reliance Logistics and Warehouse Holdings Limited ('RLWHL'). Relationship – RRL and RLWHL are fellow subsidiaries and step down subsidiaries of the Company. The Company holds 85.06% of paid-up equity share capital of Reliance Retail Ventures Limited (RRVL). RRVL holds 99.91% of paid-up equity share capital of RRL. RLWHL is a wholly owned subsidiary of RRVL.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	Transfer of Assets and service charges for usage of assets. a. RLWHL is engaged in business of creating and operating small to midsize storage and warehousing assets. b. RRL will transfer assets pertaining to hyper local business to RLWHL. c. RLWHL will charge for usage of assets by RRL. The above transactions will be carried out at market rates. The above arrangements are proposed to be continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.
4.	Value of the proposed transaction	i) The monetary value for transfer of assets by RRL to RLWHL is estimated to be ₹ 8,000 crore; ii) The monetary value for service charges payable by RRL to RLWHL for usage of supply chain assets and allied transactions (i) for FY2023-24 is estimated to be ₹ 1,000 crore; and (ii) in each of the 4 subsequent financial years from FY2024-25 to FY2027-28 is estimated to be upto ₹ 2,500 crore.

S.N.	Particulars	Details
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>i) The estimated transaction value for transfer of assets by RRL to RLWHL represents:</p> <p>a) 0.90% of annual consolidated turnover of the Company for FY2022-23; and</p> <p>b) 3.58% of annual turnover of RRL for FY2022-23.</p> <p>ii) The estimated transaction value for service charges payable by RRL to RLWHL for usage of supply chain assets and allied transactions for FY2023-24 represents:</p> <p>a) 0.11% of annual consolidated turnover of the Company for FY2022-23.</p> <p>b) 0.45% of annual turnover of RRL for FY2022-23.</p> <p>RLWHL did not have revenue from operations during FY2022-23. Accordingly, the percentage of its annual turnover is not applicable.</p>
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	RLWHL will house assets that support hyper local business operations. RRL will be able to operate hyper local business in assets light manner.
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

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

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

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

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

By Order of the Board of Directors

Savithri Parekh

Company Secretary and Compliance Officer

Mumbai, August 4, 2023

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Annexure to the Notice dated August 4, 2023

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

Shri P.M.S. Prasad

Age	71 years
Qualifications	Bachelor Degrees in Science from Osmania University and in Engineering from Anna University
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 P. M. S. Prasad who was re-appointed as Whole-time Director at the Annual General Meeting held on August 12, 2019, is liable to retire by rotation.
Remuneration last drawn (FY2022-23)	₹ 13.50 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, 2023	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 during the financial year 2022-23	6 out of 6 meetings held
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Reliance Commercial Dealers Limited • Network18 Media & Investments Limited • Viacom18 Media Private Limited • TV18 Broadcast Limited • Reliance BP Mobility Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	<p>Reliance Commercial Dealers Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee - Chairman • Corporate Social Responsibility Committee - Member <p>Network18 Media & Investments Limited</p> <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 <p>TV18 Broadcast Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Member • Stakeholders' Relationship Committee - Member • Audit Committee - Member • Nomination and Remuneration Committee - Member • Risk Management Committee - Member <p>Viacom 18 Media Private Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee - Member <p>Reliance BP Mobility Limited</p> <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

Shri Nikhil R. Meswani

Age	57 years
Qualifications	Chemical Engineer from Institute of Chemical Technology, Mumbai
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in petrochemical industry, Textile and Sports matters. For detailed profile, please refer Company's website: www.ril.com
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Nikhil R. Meswani who was re-appointed as Whole-time Director at the Annual General Meeting held on August 29, 2022, is liable to retire by rotation.
Remuneration last drawn (FY2022-23)	₹ 25 crore (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	June 26, 1986
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	35,80,529 equity shares of ₹ 10/- each
Relationship with other Directors / Key Managerial Personnel	Brother of Shri Hital R. Meswani, Whole-time Director and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2022-23	6 out of 6 meetings held
Directorships of other Boards as on March 31, 2023	Reliance Commercial Dealers Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Reliance Commercial Dealers Limited <ul style="list-style-type: none"> • Audit Committee - Chairman • Nomination and Remuneration Committee - Member • Corporate Social Responsibility Committee - Member
Listed entities from which the Director has resigned in the past three years	Nil

Shri Mukesh D. Ambani

Age	66 years
Qualifications	Chemical Engineer from the Institute of Chemical Technology, Mumbai and MBA from Stanford University in the US
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in petroleum and petrochemical, telecom and retail industries. For detailed profile, please refer Company's website: www.ril.com
Terms and Conditions of Re-appointment	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Shri Mukesh D. Ambani is proposed to be re-appointed as Managing Director
Remuneration last drawn (FY2022-23)	Nil
Remuneration proposed to be paid	Nil Please refer the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto.
Date of first appointment on the Board	April 1, 1977
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	80,52,020 equity shares of ₹ 10/- each
Relationship with other Directors / Key Managerial Personnel	Spouse of Smt. Nita M. Ambani and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2022-23	6 out of 6 meetings held
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Reliance Retail Ventures Limited • Jio Platforms Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Nil
Listed entities from which the Director has resigned in the past three years	Reliance Jio Infocomm Limited (Debt Listed)

Smt. Arundhati Bhattacharya

Age	67 years
Qualifications	Post Graduate in English Literature from Jadavpur University, West Bengal
Experience (including expertise in specific functional area) / Brief Resume	Over 40 years as a banker (Past Chairperson of State Bank of India from 2013 to 2017). For detailed profile, please refer Company's website: www.ril.com
Terms and Conditions of Re-appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto, Smt. Arundhati Bhattacharya is proposed to be re-appointed as an Independent Director
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	₹ 2.17 crore (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending the 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	October 17, 2018
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	91 equity shares of ₹ 10/- each
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of meetings of the Board attended during the financial year 2022-23	6 out of 6 meetings held
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> • Swift India Domestic Services Private Limited • Welmo Fintech Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	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, August 4, 2023

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