Joint-holder(s):
Number of equity share(s) held:
Dear Member,

**Sub: Voting through electronic means**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, Reliance Industries Limited (“RIL” or “the Company”) is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Forty first Annual General Meeting, scheduled to be held on Friday, June 12, 2015 at 11.00 a.m., by electronic means (‘remote e-voting’).

The Company has engaged the services of Karvy Computershare Private Limited (“KCPL” or “Karvy”) as the Agency to provide e-voting facilities. The remote e-voting particulars are set out below:

<table>
<thead>
<tr>
<th>EVEN (E-Voting Event Number)</th>
<th>User ID</th>
<th>Password</th>
</tr>
</thead>
<tbody>
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</table>

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

Commencement of remote e-voting : From 9.00 a.m. (IST) on June 8, 2015
End of remote e-voting : Up to 5.00 p.m. (IST) on June 11, 2015

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

**The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is June 5, 2015.**

This Communication forms an integral part of the Notice dated May 5, 2015 for the Forty first Annual General Meeting scheduled to be held on June 12, 2015, which has been mailed to you along with the Annual Report for the financial year 2014-15 of the Company. A copy of the said Notice is sent herewith for reference. Please read the instructions printed overleaf before exercising the vote.

The Notice of the Forty first Annual General Meeting and this Communication are also available on the website of the Company at www.ril.com.

Yours faithfully,

For Reliance Industries Limited,

Mumbai
May 5, 2015

K Sethuraman
Group Company Secretary and Chief Compliance Officer

**Registered Office:** 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021  
**Phone:** 022-2278 5000, **Website:** www.ril.com, **e-mail id:** investor_relations@ril.com  
**CIN:** L17110MH1973PLC019786
Instructions and other information relating to remote e-voting are as under:

1. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)];
   (a) Launch internet browser by typing the URL: https://evoting.karvy.com
   (b) Enter the login credentials (i.e. User ID and password mentioned overleaf). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for 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. 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, email 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 for Reliance Industries Limited.
   (g) On the voting page enter the number of shares (which voting page the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
   (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
   (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
   (j) You may then cast your vote by selecting an appropriate option and click on “Submit”.
   (k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
   (l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ril.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)];
   (a) User ID and initial password – As mentioned overleaf.
   (b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
3. The facility for voting through electronic voting system (‘Insta Poll’) shall be made available at the Annual General Meeting (the “Meeting”) and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
4. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
5. The Board of Directors of the Company has appointed Shri Nilesh Shah, a Practicing Chartered Accountant, Partner, Deloitte Haskins & Sells LLP, Mumbai as Scrutinizer to scrutinise the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. June 5, 2015.
7. 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, i.e. June 5, 2015 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
8. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. June 5, 2015, may obtain the User ID and password in the manner as mentioned below:
   a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
      Example for NSDL : MYEPWD <SPACE> IN12345612345678
      Example for CDSL : MYEPWD <SPACE> 1402345612345678
      Example for Physical: MYEPWD <SPACE> XXXX1234567890
   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.karvy.com, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
   c. Member may call Karvy’s toll free number 1-800-3454-001
   d. Member may send an e-mail request to evoting.ril@karvy.com.
      If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
9. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. June 12, 2015.
11. The Scrutinizer, after scrutinising the votes cast at the Meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.ril.com and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.
Notice is hereby given that the Forty first Annual General Meeting of the members of Reliance Industries Limited will be held on Friday, June 12, 2015 at 11.00 a.m. at Birla Matsushri Sabhaagar, 19, New Marine Lines, Mumbai 400 020, to transact the following businesses:

Ordinary Business
1. To consider and adopt:
   (a) the audited financial statement of the Company for the financial year ended March 31, 2015, 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, 2015.

2. To declare a dividend on equity shares.

3. To appoint Directors in place of those retiring by rotation.

4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   “RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), Deloitte Haskins & Sellers LLP, Chartered Accountants (Registration No. 117366W / W – 100018) and M/s. Rajendra & Co., Chartered Accountants (Registration No. 108355W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

5. To appoint Shri Raminder Singh Gujral (DIN: 07175393) as an Independent Director 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Raminder Singh Gujral (DIN: 07175393), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to June 11, 2020.”

6. To approve continuation of employment of Shri Pawan Kumar Kapil (DIN: 02460200) as a Whole-time Director designated as Executive 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, if any, 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 Company be and is hereby accorded for the continuation of employment of Shri Pawan Kumar Kapil (DIN: 02460200), who will attain the age of seventy years on September 01, 2015, as a Whole-time Director, designated as Executive Director of the Company, up to May 15, 2018, i.e. up to expiry of his present term of office as approved by the members at the 38th Annual General Meeting of the Company held on June 7, 2012;
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 approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting;

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."

8. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement 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 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating up to `10,000 crore (Rupees ten thousand crore), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

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

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and
Chief Compliance Officer

May 5, 2015

Registered Office:
3rd Floor, Maker Chambers IV,
222 Nariman Point,
Mumbai 400 021, India
CIN: L17110MH1973PLC019786
e-mail: investor_relations@ril.com

Notes:
1. A member entitled to attend and vote at the Annual General Meeting (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. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

4. In terms of Section 152 of the Companies Act, 2013, Shri Hital R. Meswani (DIN 00001623) and Shri P.M.S. Prasad (DIN 00012144), Directors, retire by rotation at the Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commend their respective re-appointments. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

7. 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.

8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

9. (a) The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, May 12, 2015 to Friday, May 15, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.

(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between June 13, 2015 and June 19, 2015 to those members whose names shall appear on the Company’s Register of Members on May 11, 2015; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited (“Karvy”) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.

12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on June 18, 2014 (date of last Annual General Meeting) on the website of the Company (www.ril.com), as also on the website of the Ministry of Corporate Affairs.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.

14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination
form can be downloaded from the Company's website www.ril.com under the section 'Investor Relations'.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.

16. Non-Resident Indian Members are requested to inform Karvy, immediately of:

(a) Change in their residential status on return to India for permanent settlement.

(b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. Members are advised to refer to the Shareholders’ Referencer provided in the Annual Report.

18. Members are requested to fill in and send the Feedback Form provided in the Annual Report.

19. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. Information and other instructions relating to e-voting are as under:

(i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

(ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.

(iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

(iv) The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) as the Agency to provide e-voting facility.

(v) The Board of Directors of the Company has appointed Shri Nilesh Shah, a Practicing Chartered Accountant, Partner, Deloitte Haskins & Sells LLP, Mumbai as Scrutinizer to scrutinise the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

(vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. June 5, 2015.

(vii) 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, i.e. June 5, 2015 only shall be entitled to avail the facility of remote e-voting / Insta Poll.

(viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. June 5, 2015, may obtain the User ID and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXXX1234567890

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.karvy.com, the member may
NOTICE (continued)

click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Member may call Karvy’s toll free number 1-800-3454-001

d) Member may send an e-mail request to evoting.ril@karvy.com.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

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

Commencement of remote e-voting : From 9.00 a.m. (IST) on June 8, 2015

End of remote e-voting : Up to 5.00 p.m. (IST) on June 11, 2015

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

(x) The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.ril.com and on the website of Karvy https://evoting.karvy.com. The results shall simultaneously be communicated to the Stock Exchanges.

(xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. June 12, 2015.

(xii) Instructions and other information relating to remote e-voting:

1. A. In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

(a) Launch internet browser by typing the URL: https://evoting.karvy.com

(b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for 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. 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, email 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 for Reliance Industries Limited.

(g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option
“ABSTAIN” and the shares held will not be counted under either head.

(h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

(i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(j) You may then cast your vote by selecting an appropriate option and click on “Submit”.

(k) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote.

(l) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: ril.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”

B. In case a member receives physical copy of the Notice by Post (for members whose e-mail addresses are not registered with the Company / Depository Participant(s)):

a) User ID and initial password - These will be sent separately.

b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.

2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.


STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

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

Item No. 5
In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors have proposed that Shri Raminder Singh Gujral be appointed as an Independent Director of the Company. The appointment of Shri Raminder Singh Gujral shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Raminder Singh Gujral for the office of Director of the Company.

Shri Raminder Singh Gujral is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Raminder Singh Gujral that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Shri Raminder Singh Gujral fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri Raminder Singh Gujral is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Shri Raminder Singh Gujral

Shri Raminder Singh Gujral is B.A. (Economic Honours), LLB, MBA (IIM Ahmedabad) and M.A. (International Finance/Business – Fletcher School). He retired from the post of Finance Secretary (Government of India) in 2013. He has held various posts in the Central Government and has sufficient experience on functioning of CBEC and CBDT. He has held
positions of Secretary (Revenue), Secretary (Expenditure) and Secretary (Ministry of Road, Transport and Highways). He also served as Chairman of National Highways Authority of India. He was also the Director General of Foreign Trade and Chairman of Board of Governors of National Institute of Financial Management.

He does not hold any shares of the Company in his name.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Raminder Singh Gujral is appointed as an Independent Director of the Company.

Copy of the draft letter for appointment of Shri Raminder Singh Gujral as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Shri Raminder Singh Gujral and his relatives, to the extent of their shareholding interest, if any, in the Company, 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 set out at Item No. 5 of the Notice.

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

Item No. 6
Section 196(3) of the Act, inter alia, provides that no company shall continue the employment of a person who has attained the age of seventy years, as managing director, whole-time director or manager unless it is approved by the members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation.

Shri Pawan Kumar Kapil who was appointed as whole-time director by the members to hold office up to May 15, 2018 will attain the age of seventy years on September 1, 2015 and hence continuation of his employment as Whole-time director requires the approval of members by a special resolution.

Keeping in view that Shri Pawan Kumar Kapil has rich and varied experience in the industry and has been involved in the operations of the Company, it would be in the interest of the Company to continue the employment of Shri Pawan Kumar Kapil as a Whole-time director designated as an executive director.

Accordingly, approval of the members is sought for passing the Special Resolution as set out at Item No. 6 of the Notice.

Brief resume of Shri Pawan Kumar Kapil, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Shri Pawan Kumar Kapil is interested in the resolution set out at Item No. 6 of the Notice. The relatives of Shri Pawan Kumar Kapil may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, 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 said 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, on the recommendation of the Audit Committee, has 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, 2016 as per the following details:
NOTICE (continued)

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Name of the Cost Auditor</th>
<th>Industry</th>
<th>Audit fees (₹ in lakhs)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>M/s. Diwanji &amp; Associates</td>
<td>Chemicals</td>
<td>8.39</td>
</tr>
<tr>
<td>2</td>
<td>M/s. K.G. Goyal &amp; Associates</td>
<td>Chemicals</td>
<td>3.45</td>
</tr>
<tr>
<td>3</td>
<td>M/s. V.J. Talati &amp; Co.</td>
<td>Chemicals, Oil &amp; Gas and Polyester</td>
<td>9.04</td>
</tr>
<tr>
<td>4</td>
<td>M/s. Kiran J. Mehta &amp; Co.</td>
<td>Textiles and Chemicals</td>
<td>3.79</td>
</tr>
<tr>
<td>5</td>
<td>Shri Suresh D. Shenoy</td>
<td>Polyester, Chemicals and Petroleum</td>
<td>8.75</td>
</tr>
<tr>
<td>6</td>
<td>M/s. V. Kumar &amp; Associates</td>
<td>Polyester</td>
<td>4.96</td>
</tr>
<tr>
<td>7</td>
<td>M/s. Bandyopadhyaya Bhaumik &amp; Co.</td>
<td>Chemicals</td>
<td>1.60</td>
</tr>
<tr>
<td>8</td>
<td>M/s. Shome &amp; Banerjee</td>
<td>Oil &amp; Gas and Chemicals</td>
<td>7.52</td>
</tr>
<tr>
<td>9</td>
<td>M/s. Dilip M. Malkar &amp; Co.</td>
<td>Electricity and Chemicals</td>
<td>4.22</td>
</tr>
<tr>
<td>10</td>
<td>M/s. Shome &amp; Banerjee (Lead Auditor)</td>
<td>Lead Audit Fees</td>
<td>6.00</td>
</tr>
</tbody>
</table>

In accordance with the provisions of Section 148 of the Act 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, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

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 set out at Item No. 7 of the Notice.

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

**Item No. 8**

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures as secured or unsecured.

Keeping in view the aforesaid legal provisions, the members of the Company, at the 40th Annual General Meeting held on June 18, 2014, had authorised the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, in one or more series / tranches, aggregating up to ₹ 10,000 crore on private placement. The members may note that the Company has not made any private placement of non-convertible debentures pursuant to the said authorisation.

However, in order to augment long term resources for financing, *inter alia*, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 8 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

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 set out at Item No. 8 of the Notice.

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

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and
Chief Compliance Officer

May 5, 2015

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