

NOTICE

Notice is hereby given that the Nineteenth Annual General Meeting of the Members of Reliance Retail Limited will be held on Tuesday, the 25th day of September, 2018 at 11.00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai-400 005, 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, 2018 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, 2018 and the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modifications, the following resolutions as **Ordinary Resolutions:**

- (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, 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, 2018 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Ms. Geeta Fulwadaya, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Geeta Fulwadaya (DIN: 03341926), who retires by rotation at this meeting and be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business

3. To appoint Prof. Dipak C. Jain (DIN: 00228513) as an Independent Director, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions 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 thereof for the time being in force), Prof. Dipak C. Jain (DIN:00228513), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and 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 to hold office for a term up to July 24, 2023.”

By Order of the Board of Directors

K Sridhar
Company Secretary

Date: August 23, 2018

Place: Navi Mumbai

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,

Dhobi Talao, Mumbai-400 002

CIN: U01100MH1999PLC120563

Website: www.relianceretail.com

Email: Retail.InvestorRelations@ril.com

Ph: +91 22 3555 3800

NOTES:

1. **A member entitled to attend and vote at the Nineteenth 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 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. In terms of Section 152 of the Act, Ms. Geeta Fulwadaya (DIN: 03341926) retire by rotation at the Meeting and being eligible, offer herself for re-appointment. The Board of Directors of the Company commend their re-appointment. A brief profile of Ms. Geeta Fulwadaya and other requisite details are annexed to the notice, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government.

5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. Deloitte Haskins & Sells LLP and M/s. DTS & Associates, Statutory Auditors, who were appointed in the Annual General Meeting held on September 30, 2015 and September 29, 2017, respectively.
6. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
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 at the Meeting.
8. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
9. Ms. Geeta Fulwadaya is interested in the Ordinary Resolution set out at Item No. 2 with respect to her re-appointment. The relative(s) of Ms. Geeta Fulwadaya may be deemed to be interested in the said Resolution to the extent of her shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 to 2 of the Notice.

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

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

Item No. 3

The Board of Directors of the Company had appointed Prof. Dipak C. Jain (DIN: 00228513) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from July 25, 2018.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members.

Prof. Dipak C. Jain 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 Prof. Dipak C. Jain that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Prof. Dipak C. Jain fulfills the conditions for his appointment as an Independent Director as specified in the Act.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Prof. Dipak C. Jain for the office of Director of the Company.

A brief profile of Prof. Dipak C. Jain and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are annexed to this statement.

Prof. Dipak C. Jain is interested in the Ordinary Resolution set out at Item No. 3 with respect to his appointment. The relative(s) of Prof. Dipak C. Jain may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

By Order of the Board of Directors

K Sridhar
Company Secretary

Date: August 23, 2018
Place: Navi Mumbai

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,
Dhobi Talao, Mumbai-400 002
CIN: U01100MH1999PLC120563
Website: www.relianceretail.com
Email: Retail.InvestorRelations@ril.com
Ph: +91 22 3555 3800

Profile of Directors (seeking appointment/re-appointment):

Ms Geeta Fulwadaya (DIN: 03341926)

Ms. Geeta Fulwadaya aged 38 years, is a Commerce Graduate and an Associate Member of the Institute of Company Secretaries of India. Ms. Geeta Fulwadaya has been associated with Reliance Group for over a decade. Ms. Geeta Fulwadaya has extensive experience in the field of corporate laws and allied matters.

Prof Dipak C. Jain (DIN: 00228513)

Prof. Dipak C. Jain, aged 61 years is Master’s Degree in Mathematical Statistics from Gauhati University, and a Ph D in marketing from the University of Texas, US. Prof. Dipak C. Jain had served as Dean of North Western University’s Kellogg School of Management, USA and also Dean of INSEAD, France and the Director of Sasin Graduate Institute of Business Administration, Thailand. Prof. Dipak C Jain has extensive knowledge and expertise in the fields of management, marketing and education. Prof. Dipak C. Jain also serves as an Independent Director on the Board of Reliance Industries Limited, Reliance Jio Infocomm Limited and Reliance Retail Ventures Limited.

Other details of Directors seeking appointment/reappointment is as under:

Particulars	Ms. Geeta Fulwadaya	Prof. Dipak C .Jain
Terms and conditions of appointment/ reappointment	Non-executive director liable to retire by rotation	Non-executive independent director not liable to retire by rotation
Directorship in other Companies	1. Reliance SMSL Limited 2. Prakhar Commercials Private Limited 3. Reliance Gas Pipelines Limited 4. Sikka Ports and Terminals Ltd 5. IMG Reliance Limited 6. Reliance Commercial Dealers Limited 7. Reliance Petro Marketing Limited 8. Jamnagar Utilities and Power Private Limited	1. Reliance Industries Limited 2. Reliance Retail Ventures Limited 3. Reliance Jio Infocomm Limited 4. John Deere & Company
Date of first Appointment on the Board	25-3-2015 As an Additional Director	25-07-2018 As an Additional and Independent Director
No of Meetings of the Board attended during the FY 2017-18	2	NA
Chairmanship/ Membership of Board Committees of the other Companies	<u>Reliance Gas Pipelines Limited</u> Nomination and Remuneration Committee (Member), <u>Sikka Ports and Terminals Ltd</u> Finance Committee (Member)	<u>Reliance Retail Ventures Limited</u> Audit Committee (Member) Nomination and Remuneration Committee (Member) Corporate Social Responsibility Committee (Member) <u>Reliance Jio Infocomm Limited</u> Audit Committee (Member) Nomination and Remuneration Committee (Member)
Shareholding in the Company	Nil	Nil
Remuneration drawn in the Company for the FY 2017-18 (Rs.)	Sitting Fee for attending the Board and Committee Meetings	NA
Remuneration sought to be paid (Rs.)	Sitting Fee for attending the Board and Committee Meetings	Sitting Fee for attending the Board and Committee Meetings
Relation with any Director, Manager and other Key Managerial Personnel of the Company	None	None

ROUTE MAP OF THE AGM VENUE



ATTENDANCE SLIP**Reliance Retail Limited**

CIN: U01100MH1999PLC120563

Registered Office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400002

Website: www.relianceretail.com Email: Retail.InvestorRelations@ril.com Ph: +91 22 3555 3800

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP. Id* Folio No.

Client Id* No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 19th Annual General Meeting of the Company held Tuesday, the 25th day of September, 2018 at 11:00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai-400005.

Signature of Shareholder / proxy

* Applicable for investors holding shares in electronic form

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Reliance Retail Limited

CIN: U01100MH1999PLC120563

Registered Office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400002

Website: www.relianceretail.com Email: Retail.InvestorRelations@ril.com Ph: +91 22 3555 3800

Name of the member(s): e-mail id:

Registered address: Folio No./*Client id:

..... *DP Id:

I/We, being the member(s) of _____ shares of Reliance Retail Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Tuesday, the 25th September, 2018 at 11:00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai-400005 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below :

	Resolutions	For	Against
1.	Consider and adopt (a) Audited Financial Statement, Reports of the Board of Directors and Auditors (b) Audited consolidated financial statement and the report of the Auditors		
2.	Re-appointment of Ms Geeta Fulwadaya, as Director retiring by rotation		
3.	Consider and approve appointment of Prof. Dipak C. Jain as an Independent Director of the Company		

*Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2018.

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.