

**REPORT OF THE AUDIT COMMITTEE OF RELIANCE INDUSTRIES LIMITED (“COMPANY” OR “RIL”) RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN (i) RELIANCE INDUSTRIES LIMITED AND ITS SHAREHOLDERS AND CREDITORS AND (ii) RELIANCE O2C LIMITED (“O2C SUBSIDIARY”) AND ITS SHAREHOLDERS AND CREDITORS (“SCHEME”) UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”)**

---

1. The draft Scheme of Arrangement between (i) The Company and its shareholders and creditors; and (ii) O2C Subsidiary (a wholly owned subsidiary of the Company) and its shareholders and creditors, was presented to the Committee at its meeting held on April 30, 2020, for its consideration and recommendation to the Board of Directors of the Company in compliance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI circular number CFD/DIL3/CIR/2017/21 dated March 10, 2017.
2. The salient features including the rationale of the Scheme were explained to the Committee.
3. The Committee noted that the Scheme *inter alia* provides for transfer and vesting of O2C Undertaking (as defined in the Scheme) from the Company as a going concern on a Slump Sale (as defined in the Scheme) basis to O2C Subsidiary for a lump sum consideration equal to the Tax Net Worth (as defined in the Scheme), without values being assigned to the individual assets and liabilities.

**Recommendation of the Audit Committee**

4. In view of the above, the Committee recommends the draft Scheme for favourable consideration by the Board of Directors of the Company.

By Order of the Audit Committee  
For and on Behalf of **RELIANCE INDUSTRIES LIMITED**

  
**Chairman**

**Audit Committee**

Place: Mumbai  
Date: April 30, 2020