

Notice

NOTICE is hereby given that the Forty-fourth Annual General Meeting (Post-IPO) of the Members of Reliance Industries Limited will be held on **Thursday, June 24, 2021 at 2:00 p.m. IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

Ordinary Business

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:
 - "RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
 - "RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
- To declare a dividend on equity shares for the financial year ended March 31, 2021 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 a dividend at the rate of ₹ 7/- (Seven rupees only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company, and a pro-rata dividend on the partly paid-up equity shares of the Company (that is, dividend in proportion to the amount paid-up on such shares), as recommended by the Board of Directors, be and is hereby declared for the financial

year ended March 31, 2021 and the same be paid out of the profits of the Company."

- 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, with or without modification(s), 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."
- To appoint Shri Pawan Kumar Kapil, 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Pawan Kumar Kapil (DIN: 02460200), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

Special Business

- To re-appoint Dr. Shumeet Banerji 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 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 Qualification 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), Dr. Shumeet Banerji (DIN: 02787784), who was

appointed as an Independent Director and who holds office as an Independent Director up to July 20, 2022 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, 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 July 20, 2027;

RESOLVED FURTHER THAT the Board of Directors 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."

- To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 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 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, 2022, be and is hereby ratified."

By Order of the Board of Directors

K. Sethuraman

Group Company Secretary and
Chief Compliance Officer
Mumbai, May 27, 2021

Registered Office:

3rd Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai - 400 021
CIN: L17110MH1973PLC019786
Website: www.ril.com
E-mail: investor.relations@ril.com
Tel.: +91 22 3555 5000
Fax: +91 22 2204 2268

Notes:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (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, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI 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 Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
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 Nikhil R. Meswani and Shri Pawan Kumar Kapil, Directors, 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 Nikhil R. Meswani and Shri Pawan Kumar Kapil are interested in the Ordinary Resolutions 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. 3 of the Notice. The other relatives of Shri Nikhil R. Meswani and relatives of Shri Pawan Kumar Kapil 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 interest, 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 appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.

Dispatch of Annual Report through Electronic Mode:

7. **In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 read with Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website 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 Private Limited ("KFinTech") at <https://evoting.kfintech.com>**

8. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same 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 are requested to register / update their e-mail address with the relevant Depository Participant.

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 "Enter as Shareholder" 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).**

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- c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://jiomeet.jio.com/rilagmspeakerregistration>. The Speaker Registration will be open during **Monday, June 7, 2021 to Wednesday, June 16, 2021**. 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/ar2020-21/pdf/speakerregistrationcriteria.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 required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), at e-mail id: ril.scrutinizer@kfintech.com with a copy marked to evoting.ril@kfintech.com. Such authorisation shall 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 numbers 1800-425-8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m. 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:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on 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: | 9:00 a.m. (IST) on Saturday, June 19, 2021 |
| End of remote e-voting: | 5:00 p.m. (IST) on Wednesday, June 23, 2021 |

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, Thursday, June 17, 2021 ("Cut-off Date").

The Board of Directors of the Company has appointed Shri Mehul Modi, a Practising Chartered Accountant (Membership No.: 048940), Partner, Deloitte Haskins & Sells LLP, Chartered Accountants or failing him Shri Vishal Agarwal, a Practising Chartered Accountant (Membership No.: 119930), Partner, Deloitte Haskins & Sells LLP, 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 per EVEN, 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") | Central Depository Services (India) Limited ("CDSL") |
|---|---|
| <p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <p>i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com</p> <p>ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.</p> <p>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</p> <p>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.</p> <p>v. Click on "Active E-voting Cycles" option under E-voting.</p> <p>vi. 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.</p> | <p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login</p> <p>or</p> <p>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)</p> <p>ii. Enter your User ID and Password for accessing Easi / Easiest.</p> <p>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.</p> |

Procedure to login through websites of Depositories

| National Securities Depository Limited ("NSDL") | Central Depository Services (India) Limited ("CDSL") |
|--|--|
| <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 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. <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 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. On successful authentication, you will enter the e-voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under E-voting. 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. | <p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/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. <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following links: www.cdslindia.com / https://www.evotingindia.com 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 toll free nos.: 1800 1020 990 / 1800 22 44 30 | Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43. |

(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 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 numbers 1800-425-8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m. 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. **SHAREHOLDERS TO SELECT THE RESPECTIVE EVENS AND VOTE DEPENDING UPON THEIR SHAREHOLDING - FULLY PAID-UP OR PARTLY PAID-UP OR BOTH.**
- (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 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.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate / Institutional 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 authorized representative(s), to the Scrutiniser at e-mail id: ril.scrutinizer@kfintech.com with a copy marked to evoting.ril@kfintech.com. Such authorisation shall 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"

(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.

- (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> which may be used for sending further communication(s).

(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:

- (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 numbers 1800-425-8998 / 1800-345-4001 (from 9:00 a.m. to 6:00 p.m. on all working days).
- (d) Member may send an e-mail request to evoting.ril@kfintech.com.

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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 sub-point no. V below.

(V) Members are requested to note the following contact details for addressing e-voting related grievances:

Shri S. P. Venugopal,
General Manager
KFin Technologies Private Limited
(Formerly known as Karvy Fintech Private Limited)
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad 500 032
Phone Nos.: +91 40 6716 1700
Toll-free No.: 1800-425-8998/
1800-345-4001 (from 9:00 a.m. to
6:00 p.m. on all working days)
E-mail: evoting.ril@kfintech.com

D. INSTA POLL:

(VII) 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. E-VOTING RESULT:

(IX) 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.

(X) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Thursday, June 24, 2021.

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 placed at the AGM, are requested to write to the Company on or before Thursday, June 17, 2021 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 2012-13, 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, 2021 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, 2020 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 year 2020-21, 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, July 12, 2020. 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 <http://iepf.gov.in/IEPF/refund.html>, or contact KFinTech, for detailed procedure to lodge the claim with IEPF Authority.

Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2013-14 and thereafter, are as under:

| Financial year | Declaration Date | Due Date |
|----------------|------------------|--------------------|
| 2013-14 | June 18, 2014 | July 24, 2021 |
| 2014-15 | June 12, 2015 | July 18, 2022 |
| 2015-16 | March 10, 2016 | April 15, 2023 |
| 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 |

Dividend Related Information

18. Subject to approval of the Members at the AGM, the dividend 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.

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:

- (a) with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s); and
- (b) with the Company / KFinTech by clicking on <https://rkarisma.kfintech.com/shareholders> or by emailing at investor.relations@ril.com or rilinvestor@kfintech.com, if shares are held in physical mode, by submitting:

- (i) scanned copy of the signed request letter which shall contain Member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
- (ii) self-attested copy of the PAN card, and
- (iii) cancelled cheque leaf.

Tax Deductible at Source / Withholding tax:

Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.

The 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 | 20% | TDS/ Withholding tax will be deducted, regardless of dividend amount, if PAN of the shareholder is not registered with the Company/ KFinTech/ Depository Participant. All the shareholders are requested to update, on or before June 14, 2021, 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. | 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 June 14, 2021 |

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 June 14, 2021

| Sr. No. (1) | Particulars (2) | Withholding tax rate (3) | Documents required (if any) / Remarks (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, 1961 does not apply as per second proviso to section 194 such as LIC, GIC. etc. | NIL | Documentary evidence for exemption u/s 194 of Income Tax Act, 1961 |
| 3. | Shareholder covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, corporations established by Central Act & mutual funds. | NIL | 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 | Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT) |
| 6. | National Pension Scheme | NIL | No TDS/ withholding tax as per section 197A (1E) of Income Tax Act, 1961 |
| 7. | Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act or by any other law or notification | NIL | Necessary 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 June 14, 2021, 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 TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

| Sr. No. (1) | Particulars (2) | Withholding tax rate (3) | Documents required (if any) / Remarks (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. Form 10F filled & duly signed 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) 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> |
| 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 |

Notes:

- (i) The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with KFinTech post payment of the dividend. Shareholders will be able to download Form 26AS from the Income Tax Department's website <https://incometaxindiaefiling.gov.in>
- (ii) The aforesaid documents such as Form 15G/ 15H, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://rkarisma.kfintech.com/dividends/> on or before June 14, 2021 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/deduction received after June 14, 2021 shall not be considered. Formats of Form 15G / Form 15H are available on the website of the Company and can be downloaded from the link <https://www.ril.com/InvestorRelations/Downloads.aspx>
- (iii) Application of TDS 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.
- (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 who furnish their PAN details and whose dividend does not exceed ₹ 5,000/-. However, where the PAN is not updated in Company/ KFinTech/ Depository Participant records or in case of an invalid PAN, the Company will deduct TDS u/s 194 without considering the exemption limit of ₹ 5,000/-.**

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 June 14, 2021.

- (vi) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of 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.

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 of the facility of dematerialisation.
20. Members holding shares in physical mode are:
- a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / KFinTech at <https://rkarisma.kfintech.com/shareholders>, if not registered / updated with the Company / KFinTech, as mandated by SEBI. Alternatively, such Members may write to the Company at investor.relations@ril.com or to KFinTech at rilininvestor@kfintech.com along with the details of folio

no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque leaf.

- b) advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website and can be accessed at link <https://www.ril.com/DownloadFiles/IRForms/Nominations.pdf>

21. Members holding shares in electronic mode are:

- a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with which they are maintaining their demat accounts.
- b) advised to contact their respective DPs for registering nomination.

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:

- a) Change in their residential status on return to India for permanent settlement; and
- b) Particulars of their bank account maintained in India with account type, account number and name and address of the bank with pin code number, if not furnished earlier.

23. Shareholders' Referencer giving guidance on securities related matters is uploaded on the Company's website and can be accessed at link: <https://www.ril.com/DownloadFiles/IRForms/Shareholders-Referencer.pdf>.

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

Notice

Statement Pursuant to Section 102(1) of the Companies Act, 2013

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

Item No. 5

At the Annual General Meeting held on July 21, 2017, the Members of the Company had appointed Dr. Shumeet Banerji (DIN: 02787784) as an Independent Director of the Company, to hold office up to July 20, 2022 ("**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 re-appointment of Dr. Shumeet Banerji 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 his professional background and experience and contributions made by him during his tenure, the continued association of Dr. Shumeet Banerji would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Dr. Shumeet Banerji 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.

Dr. Shumeet Banerji is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("**the Act**"), and has given his consent to act as a director.

The Company has also received declaration from Dr. Shumeet Banerji that he 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 ("**SEBI Listing Regulations**").

In the opinion of the Board, Dr. Shumeet Banerji fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Dr. Shumeet Banerji is independent of the management.

Details of Dr. Shumeet Banerji are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("**SS-2**"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending 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.

Copy of draft letter of appointment of Dr. Shumeet Banerji setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Dr. Shumeet Banerji is interested in the resolution set out at Item No. 5 of the Notice with regard to his re-appointment. Relatives of Dr. Shumeet Banerji 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.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

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

Item No. 6

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, 2022, as per the following details:

| Sr. No. | Name of the Cost Auditor | Industry | Cost Audit Fee (excluding Taxes) (in ₹) |
|--------------|--|--|---|
| 1. | Diwanji & Co. | Electricity, Chemicals | 10,23,000 |
| 2. | K. G. Goyal & Associates | Chemicals and Polyester | 3,79,500 |
| 3. | V. J. Talati & Co. | Chemicals, Oil & Gas and Polyester | 9,55,500 |
| 4. | Kiran J. Mehta & Co. | Textiles, Electricity and Composites | 4,95,000 |
| 5. | Suresh D. Shenoy | Polyester, Chemicals, Petroleum and Gasification | 10,13,000 |
| 6. | V. Kumar & Associates | Polyester | 6,60,000 |
| 7. | Dilip M. Malkar & Co. | Chemicals | 8,06,000 |
| 8. | Shome & Banerjee | Oil & Gas and Chemicals | 8,12,500 |
| | Shome & Banerjee, Lead Cost Auditor (Lead Cost Audit Fee) | | 8,80,000 |
| Total | | | 70,24,500 |

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("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, 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, 2022 by passing an Ordinary Resolution as set out at Item No. 6 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. 6 of the Notice for ratification by the Members.

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and
Chief Compliance Officer

Mumbai, May 27, 2021

Registered Office:

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Notice

Annexure to the Notice dated May 27, 2021

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

| Shri Nikhil R. Meswani | |
|--|---|
| Age | 55 years |
| Qualifications | Chemical Engineer from UDCT (now known as Institute of Chemical Technology), Mumbai |
| Experience (including expertise in specific functional area) / Brief Resume | Vast experience in petrochemical industry and taxation matters. Please refer Company's website: www.ril.com for detailed profile |
| 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 a Whole-time Director at the Annual General Meeting held on July 21, 2017, is liable to retire by rotation. |
| Remuneration last drawn (FY 2020-21) | ₹ 24 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 as on March 31, 2021 | 33,56,748 fully paid-up equity shares of ₹ 10/- each; and 2,23,781 partly paid-up equity shares of ₹ 10/- each, ₹ 2.50 paid-up |
| 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 (2020-21) | 8 |
| Directorships of other Boards as on March 31, 2021 | Reliance Commercial Dealers Limited Reliance O2C Limited |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2021 | Reliance Commercial Dealers Limited <ul style="list-style-type: none">• Audit Committee- Chairman• Nomination and Remuneration Committee- Member• Corporate Social Responsibility Committee - Member |

| Shri Pawan Kumar Kapil | |
|--|---|
| Age | 75 years |
| Qualifications | Chemical Engineer |
| Experience (including expertise in specific functional area) / Brief Resume | Vast experience in petroleum industry. Please refer Company's website: www.ril.com for detailed profile |
| Terms and Conditions of Re-appointment | In terms of Section 152(6) of the Companies Act, 2013, Shri Pawan Kumar Kapil who was re-appointed as a Whole-time Director by passing a special resolution at the Annual General Meeting held on July 21, 2017, is liable to retire by rotation. |
| Remuneration last drawn (FY 2020-21) | ₹ 4.24 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 | May 16, 2010 |
| Shareholding in the Company as on March 31, 2021 | 53,000 fully paid-up equity shares of ₹ 10/- each; and 3,533 partly paid-up equity shares of ₹ 10/- each, ₹ 2.50 paid-up |
| Relationship with other Directors / Key Managerial Personnel | Not related to any other Director / Key Managerial Personnel |
| Number of meetings of the Board attended during the financial year (2020-21) | 8 |
| Directorships of other Boards as on March 31, 2021 | Reliance Sibur Elastomers Private Limited |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2021 | Nil |

Dr. Shumeet Banerji

| | |
|--|---|
| Age | 61 years |
| Qualifications | BA and MBA, University of Delhi; PhD, Kellogg School of Management, Northwestern University, Illinois, Chicago, U.S.A. |
| Experience (including expertise in specific functional area) / Brief Resume | Vast experience in business advisory, strategy and consulting. Please refer Company's website: www.ril.com for detailed profile. |
| 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, Dr. Shumeet Banerji is proposed to be re-appointed as an Independent Director |
| Remuneration last drawn (FY 2020-21) | ₹ 1.89 crore (for remuneration details, please refer the Corporate Governance Report) |
| Remuneration proposed to be paid | As per the resolution at Item No. 5 of the Notice convening this Meeting read with explanatory statement thereto and the resolution passed by the shareholders at the Annual General Meeting held on June 18, 2014 |
| Date of first appointment on the Board | July 21, 2017 |
| Shareholding in the Company as on March 31, 2021 | 13,500 fully paid-up equity shares of ₹ 10/- each; and 900 partly paid-up equity shares of ₹ 10/- each, ₹ 2.50 paid-up |
| Relationship with other Directors / Key Managerial Personnel | Not related to any other Director / Key Managerial Personnel |
| Number of meetings of the Board attended during the financial year (2020-21) | 7 |
| Directorships of other Boards as on March 31, 2021 | Reliance Jio Infocomm Limited Jio Platforms Limited HP Inc. (Formerly, Hewlett Packard Company Inc.) Felix Pharmaceuticals Private Limited (Ireland) Tala Energy Private Limited Haldu Tola Private Limited |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2021 | Reliance Jio Infocomm Limited • Risk Management Committee - Chairman Jio Platforms Limited • Nomination and Remuneration Committee – Chairman • Risk Management Committee - Chairman • Corporate Social Responsibility Committee – Member HP Inc. • Nominating, Governance & Social Responsibility Committee - Chairman • Human Resources and Compensation Committee - Member • Finance, Investment & Technology Committee – Member Felix Pharmaceuticals Private Limited • Nominating & Governance Committee – Chairman Tala Energy Private Limited • Audit Committee – Chairman |

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and
Chief Compliance Officer

Mumbai, May 27, 2021

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