

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Reliance Jio Infocomm Limited will be held on Wednesday, December 11, 2019 at 3:00 p.m. at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 to transact the following special business:

1. To approve reclassification of the Authorised Share Capital of the Company 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 Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore only) comprising 5700,00,00,000 (Five Thousand Seven Hundred Crore) Equity Shares of Rs. 10 (Rupees Ten) each and 1313,00,00,000 (One Thousand Three Hundred and Thirteen Crore) Preference Shares of Rs.10/- (Rupees Ten) each to Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore only) comprising 4500,00,00,000 (Four Thousand Five Hundred Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 2513,00,00,000 (Two Thousand Five Hundred Thirteen Crore) Preference Shares of Rs.10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

- ‘V. The Authorised Share Capital of the Company is Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore Only) comprising 4500,00,00,000 (Four Thousand Five Hundred Crore) Equity Shares of Rs.

10 (Rupees Ten) each and 2513,00,00,000 (Two Thousand Five Hundred Thirteen Crore) Preference Shares of Rs.10 (Rupees Ten) each, with the power to the Board to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.’

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

2. To approve increase in the Authorised Share Capital of the Company 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 Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Authorised Share Capital of Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred Thirty Crore only) comprising 4500,00,00,000 (Four Thousand Five Hundred Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 2513,00,00,000 (Two Thousand Five Hundred Thirteen Crore) Preference Shares of Rs.10/- (Rupees Ten) each to Rs. 160000,00,00,000 (Rupees One Lakh Sixty Thousand Crore) comprising of 4500,00,00,000 (Four Thousand Five Hundred Crore)

Equity Shares of Rs. 10/- (Rupees Ten) each and 11500,00,00,000 (Eleven Thousand Five Hundred Crore) Preference Shares of Rs.10/- (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorised Share Capital of the Company is Rs. 160000,00,00,000 (Rupees One Lakh Sixty Thousand Crore) comprising of 4500,00,00,000 (Four Thousand Five Hundred Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 11500,00,00,000 (Eleven Thousand Five Hundred Crore) Preference Shares of Rs.10/- (Rupees Ten) each, with the power to the Board to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.’

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

3. To approve offer or invitation to subscribe to Optionally Convertible Preference Shares on Rights Basis 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 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with 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 and issue upto 10800,00,00,000 – 0.01% Non-Cumulative Optionally Convertible Preference Shares (‘OCPS’) of Rs. 10 each, for cash, in one or more tranche(s), to the holders of equity shares of the Company on Rights Basis, on the terms and conditions given below:

- Issue price: OCPS of face value of Rs. 10 each will be issued at par.
- Rate of Dividend: Dividend rate will be 0.01% p.a. (on the face value) which will remain fixed over the Term of the OCPS.
- Non-cumulative: The OCPS will carry non-cumulative dividend right.
- Term: 10 (ten) years from the date of allotment
- Conversion / Redemption Terms: Each OCPS shall be converted into 1 Equity Share of Rs. 10 (Rupees Ten) each at any time at the option of the Company but not later than 10 (Ten) years from the date of allotment of OCPS. If not converted, each OCPS shall be redeemed at Rs. 20 (Rupees Twenty) at the end of the Term. Provided however each OCPS can be redeemed at any time along with proportionate premium.
- Priority with respect to payment of dividend or repayment of capital: The OCPS will carry a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up.
- Participation in surplus funds / surplus assets and profits: The OCPS shall be non-participating in the surplus funds / surplus assets and profits, on winding up which may remain after the entire capital has been repaid.
- Voting rights: The OCPS shall carry voting rights as prescribed under the provisions of the Companies Act, 2013.

- Variation in Terms of OCPS: Any variation in the terms of OCPS shall be made in accordance with the applicable provisions of the Companies Act, 2013.
- Ranking of Equity Shares arising out of conversion: The equity shares which may be allotted on conversion of OCPS shall rank pari-passu in all respects with the then existing equity shares of the Company.

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

By Order of the Board of Directors

Jyoti Jain
Company Secretary

November 15, 2019
Mumbai

Registered Office:
Office – 101, Saffron, Nr. Centre Point
Panchwati 5 Rasta, Ambawadi
Ahmedabad - 380006
Gujarat, India
CIN: U72900GJ2007PLC105869
Website: www.jio.com
Email: Jio.InvestorRelations@ril.com
Tel.: 079-35031200

NOTES:

1. **A member entitled to attend and vote at the Extraordinary 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 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. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested

to send to the Company a certified true 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 route map of the venue of the Meeting are annexed hereto.
4. 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.
5. 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.
6. 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 during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

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. 1 and 2

Considering the business plans and fund requirements of the Company, it is proposed to reclassify and thereafter increase the Authorised Share Capital of the Company from the existing Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore only) comprising 5700,00,00,000 (Five Thousand Seven Hundred Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 1313,00,00,000 (One Thousand Three Hundred Thirteen Crore) Preference Shares of Rs.10/- (Rupees Ten) each, as follows:

- (a) Reclassification to Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore only) comprising 4500,00,00,000 (Four Thousand Five Hundred Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 2513,00,00,000 (Two Thousand Five Hundred Thirteen Crore) Preference Shares of Rs.10/- (Rupees Ten) each; and
- (b) On approval of the above reclassification, increase the Authorised Share Capital to Rs. 160000,00,00,000 (Rupees One Lakh Sixty Thousand Crore) comprising 4500,00,00,000 (Four Thousand Five Hundred Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and

11500,00,00,000 (Eleven Thousand Five Hundred Crore) Preference Shares of Rs.10/- (Rupees Ten) each.

Accordingly, the Board commends the Ordinary Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

Item No. 3

The Board of Directors at its meeting held on October 25, 2019, has approved the offer and issue of 10800,00,00,000 – 0.01% Non-Cumulative Optionally Convertible Preference Shares ('OCPS') of Rs. 10 each, for cash, in one or more tranche(s) on a Rights Basis to the equity shareholders of the Company.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 framed there under, *inter alia*, requires a company to obtain the approval of the members, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), the OCPS on Rights Basis.

Disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the OCPS, are as under:

(a)	the size of the issue and number of preference shares to be issued and nominal value of each share	Upto 10800,00,00,000 – 0.01% Non-Cumulative Optionally Convertible Preference Shares ('OCPS') of Rs. 10 each, for cash, at par, in one or more tranche(s).
(b)	the nature of such shares, i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Non – cumulative, Non – participating and Optionally Convertible Preference Shares.
(c)	the objectives of the issue	The proceeds of the issue shall be used for general corporate purpose(s) including payment of consideration for transfer of identified liabilities under a proposed scheme of arrangement between the Company and its certain classes of its creditors
(d)	the manner of issue of shares	Offer on Rights Basis.
(e)	the price at which such shares are proposed to be issued	The OCPS of face value of Rs. 10 each will be issued at par
(f)	the basis on which the price has been arrived at	The price has been arrived at considering the terms of redemption / conversion.
(g)	the terms of issue, including terms and rate of dividend on each share, etc.	Dividend rate will be 0.01% p.a. (on the face value) which will remain fixed over the tenure of the OCPS.

(h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	<u>Each OCPS shall be converted</u> into 1 Equity Share of Rs. 10 (Rupees Ten) each at any time at the option of the Company but not later than 10 (Ten) years from the date of allotment of <u>OCPS</u> . If not converted, each OCPS shall be redeemed at Rs. 20 (Rupees Twenty) at the end of the Term. Provided however each OCPS can be redeemed at any time along with proportionate premium.										
(i)	the manner and modes of redemption / conversion	<u>Each OCPS shall be converted</u> into 1 Equity Share of Rs. 10 (Rupees Ten) each at any time at the option of the Company but not later than 10 (Ten) years from the date of allotment of <u>OCPS</u> . If not converted, each OCPS shall be redeemed at Rs. 20 (Rupees Twenty) at the end of the Term. Provided however each OCPS can be redeemed at any time along with proportionate premium. The redemption / conversion shall be made in accordance with the applicable provisions of the Act.										
(j)	the current shareholding pattern of the Company	<p>Equity Shareholding Pattern of the Company as on October 31, 2019:</p> <table border="1" data-bbox="814 938 1475 1055"> <thead> <tr> <th>Category</th> <th>% to Equity Capital</th> </tr> </thead> <tbody> <tr> <td>Bodies Corporate</td> <td>99.82</td> </tr> <tr> <td>Individuals</td> <td>0.18</td> </tr> </tbody> </table> <p>Preference Shareholding Pattern (Series- I and Series-IV, Preference Share Capital) as on October 31, 2019:</p> <table border="1" data-bbox="814 1123 1475 1208"> <thead> <tr> <th>Category</th> <th>% to Preference Capital</th> </tr> </thead> <tbody> <tr> <td>Bodies Corporate</td> <td>100</td> </tr> </tbody> </table>	Category	% to Equity Capital	Bodies Corporate	99.82	Individuals	0.18	Category	% to Preference Capital	Bodies Corporate	100
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Bodies Corporate	100											
(k)	the expected dilution in equity share upon conversion of preference shares	Nil, since the OCPS are issued on a Rights Basis to the holders of equity shares of the Company.										

Accordingly, the Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding interest, if any, in the Company, set out at Item No. 3 of the Notice.

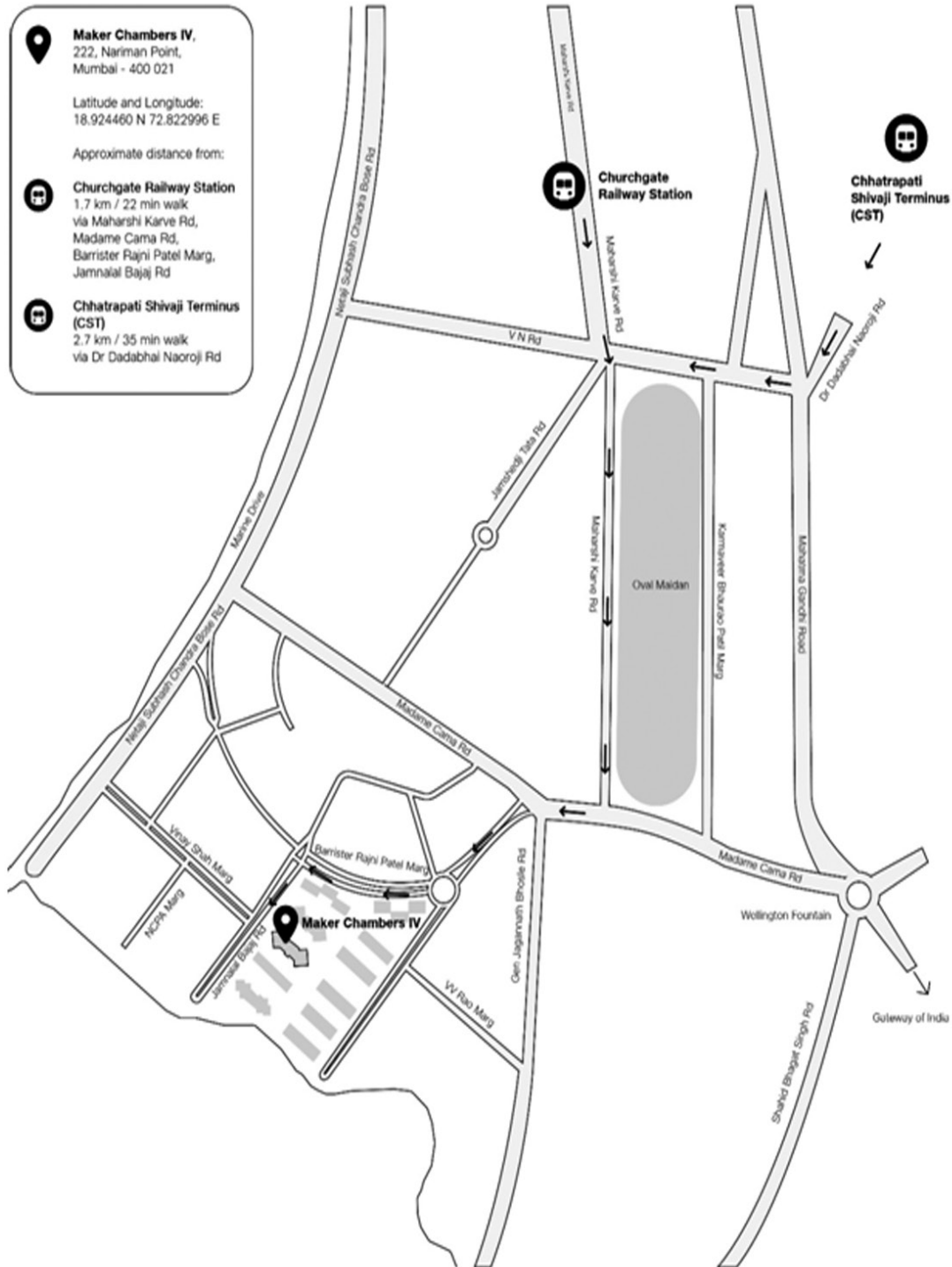
By Order of the Board of Directors

Jyoti Jain
Company Secretary

November 15, 2019
Mumbai

Registered Office:
Office – 101, Saffron, Nr. Centre Point
Panchwati 5 Rasta, Ambawadi
Ahmedabad - 380006
Gujarat, India
CIN: U72900GJ2007PLC105869
Website: www.jio.com
Email: Jio.InvestorRelations@ril.com
Tel.: 079-35031200

ROUTE MAP TO THE EGM VENUE



Reliance Jio Infocomm Limited

CIN: U72900GJ2007PLC105869

Registered Office: Office - 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad - 380 006

Website: www.jio.com; **E-mail:** Jio.InvestorRelations@ril.com; **Tel.:** 079-35031200

ATTENDANCE SLIP

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

Joint shareholders may obtain additional slip at the venue of the Meeting.

DP Id*		Folio No.	
Client Id*		No. of Shares	
Name of the Share Holder			
Address of the Shareholder			

I hereby record my presence at the **Extra-Ordinary General Meeting** of the members of the Company held on **Wednesday, December 11, 2019 at 3:00 p.m.** at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder/ Proxy

Reliance Jio Infocomm Limited

CIN: U72900GJ2007PLC105869

Registered Office: Office - 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad - 380 006

Website: www.jio.com; **E-mail:** Jio.InvestorRelations@ril.com; **Tel.:** 079-35031200

PROXY FORM

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

Name of the member(s):		e-mail Id:	
		Folio No./ Client Id*:	
Registered address:		DP Id*:	

I/We, being the member(s) of _____ shares of Reliance Jio Infocomm 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 **Extra Ordinary General Meeting** of the members of the Company, to be held on **Wednesday, December 11, 2019 at 3:00 p.m.** at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021 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 below box:

Resolutions	For	Against
1. Approval of reclassification of Authorised Share Capital of the Company		
2. Approval of increase in the Authorised Share Capital of the Company		
3. Approval for offer or invitation to subscribe Optionally Convertible Preference Shares on Rights Basis		

*Applicable for investors holding shares in electronic form.

Affix a
revenue
stamp

Signed thisday of2019

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- 1) **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 forty-eight hours before the commencement of the Meeting.**
- 2) **A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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.
- ** 4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner as he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the Meeting in person if he/ she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- 6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- 8) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.