

Transcript of Extraordinary General Meeting of Reliance Jio Infocomm Limited held on Saturday, July 18, 2020 at 11:30 A.M. through Video Conferencing.

Shri Jyoti Jain, Company Secretary:

Good Morning!

Dear Members, Directors, Auditors and others present at the meeting, I, Jyoti Jain, Company Secretary of the Company welcome all of you to the meeting.

Request, the Directors present to elect the Chairman for the meeting.

Shri Manoj Modi:

I propose Shri Adil Zainulbhai as Chairman of the meeting.

Shri Adil Zainulbhai, Chairman:

Good Morning!

It is 11:30 A.M. and time to start the Extraordinary General Meeting of Reliance Jio Infocomm Limited.

I welcome all of you to the Extraordinary General Meeting of the Company.

Considering the present Covid -19 pandemic, the Ministry of Corporate Affairs, has vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020 and June 15, 2020, permitted the holding of the Extraordinary General Meeting through Video Conference / Other Audit Visual Means without the physical presence of the Members at a common venue. Accordingly, the meeting is being held through video-conference.

The Company has taken all feasible steps to ensure that the members of the Company are provided an opportunity to participate in the Extraordinary General Meeting and also vote. The Company has provided adequate Video Conferencing facility to the members to participate in this Meeting and also vote.

Shareholders / Representatives attending the meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

Requisite quorum is present and therefore I call the Meeting to the order.

The documents referred in the notice convening this Meeting are available and will remain accessible to the members for electronic inspection, if they so desire, till the conclusion of the Meeting.

Authorization has been lodged with the Company for 4,500 crore equity shares representing 100 percent of the Company's equity share capital.

The Company Secretary has confirmed that the Company has not received any query from the shareholders on the designated email address mentioned in the Notice calling the meeting.

I wish to introduce, for the benefit of the members, Directors on the Board of the Company:

- Myself and Shri Dipak Chand Jain – are Independent Directors on the Board; and
- Shri Manoj Modi, Shri Pankaj Mohan Pawar and Shri Kiran Mathew Thomas are Directors on the Board.

Shri Mukesh Dhirubhai Ambani (Chairman), Shri Akash Mukesh Ambani, Ms. Isha Mukesh Ambani, Shri Sanjay Mashruwala, Shri Mahendra Nahata, Shri Mathew Oommen, Prof. Mohanbir Singh Sawhney, Shri Ranjit Vasant Pandit (Chairman, Nomination & Remuneration Committee) and Dr. Shumeet Banerji, Directors of the Company are unable to attend the meeting due to their preoccupation.

Shri Jyoti Jain, Company Secretary and representatives of the Statutory Auditors and of the Secretarial Auditor are also present at the Meeting.

Dear Shareholders,

Notice dated July 17, 2020 convening this Extraordinary General Meeting has already been circulated to the Members of the Company through email, pursuant to the MCA Circulars. The Company has received consents from its shareholders for convening and holding this meeting at a shorter notice.

With your permission, I shall take the same as read.

I now move the resolution for Item Number 1 of the Notice:

Item No. 1: Re-appointment of Shri Ranjit Vasant Pandit as an Independent Director, by way of a Special Resolution:

This item has to be transacted to ensure compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Anshuman Thakur, member of the Company propose the resolution.

Sir, I, Arvind Tiwari, member of the Company second the resolution.

Thereafter, Shri Adil Zainulbhai, Chairman read the resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Ranjit Vasant Pandit (DIN: 00782296), who was appointed as an Independent Director and who holds office as an Independent Director up to July 22, 2020 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. upto July 22, 2025.”

Now I put the Special Resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

I now move the resolution for Item Number 2 of the Notice:

Item No. 2: Re-appointment of Shri Shumeet Banerji as an Independent Director, by way of a Special Resolution:

This item has to be transacted to ensure compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Anshuman Thakur, member of the Company propose the resolution.

Sir, I, Arvind Tiwari, member of the Company second the resolution.

Thereafter, Shri Adil Zainulbhai, Chairman read the resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Shumeet Banerji (DIN: 02787784), who was appointed as an Independent Director and who holds office as an Independent Director up to September 17, 2020 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. upto September 17, 2025.”

Now I put the Special Resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

All the business placed before this meeting having been concluded, I declare that the meeting stands closed.

Thank you.



I, Anshuman Thakur, member of the Company propose a vote of thanks to the Chair.

Thank you.

Shri Adil Zainulbhai: Thank you Mr. Thakur

The meeting concluded at 12:00 Noon.