
NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of Reliance Jio Infocomm Limited will be held at short notice (on receipt of consent from members) on Saturday, July 18, 2020 at 11:30 A.M. through Video Conferencing (“VC”) to transact the following special business:

1. To consider the re-appointment of Shri Ranjit Vasant Pandit 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 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.”

2. To consider the re-appointment of Shri 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 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.”

By Order of the Board of Directors

Jyoti Jain
Company Secretary

Date : July 17, 2020

Place: Mumbai

Registered Office:

Office - 101, Saffron, Nr. Centre Point,

Panchwati 5 Rasta

Ambawadi, Ahmedabad 380006

CIN: U72900GJ2007PLC105869

Website: www.jio.com

E-mail: Jio.InvestorRelations@ril.com

Tel.: 079-35031200

NOTES:

1. In view of the present Covid -19 pandemic, the Ministry of Corporate Affairs (MCA), has vide its circulars dated April 08, 2020 and April 13, 2020 and June 15, 2020 (collectively referred to as ‘**MCA Circulars**’), permitted the holding of Extraordinary General Meeting (“**Meeting**”) through VC without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars, the Meeting of the Company is being convened and conducted through VC and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. Detailed instructions to attend, participate and vote at the Meeting through VC is attached as **Annexure 1**.
2. Pursuant to the provisions of the Companies Act, 2013, in ordinary times, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. However, since this Meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and proxies are not permitted to attend and/or vote at this Meeting. Hence, the Proxy Form is not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at jyoti.jain@ril.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.
5. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not required to be annexed hereto.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is enclosed herewith.
7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before July 18, 2020 through email at jyoti.jain@ril.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the Meeting.
8. The Meeting will be convened at short notice after obtaining consent of members as per the provisions of the Companies Act, 2013, read with the Articles of Association of the Company in respect of which a format of the written consent is attached as **Annexure 3**. The members may either give written consent in the format as attached or by way of an email confirmation at jyoti.jain@ril.com.
9. 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.

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 accompanying Notice:

Item Nos. 1 and 2:

Shri Ranjit Vasant Pandit (DIN: 00782296) and Shri Shumeet Banerji (DIN: 02787784) were appointed as Independent Directors of the Company and they hold office as Independent Directors of the Company upto July 22, 2020 and September 17, 2020 respectively ("first term").

The Nomination and Remuneration Committee ("NRC") of the Board of Directors of the Company, on the basis of the report of performance evaluation of Independent Directors has recommended re-appointment of Shri Ranjit Vasant Pandit and Shri Shumeet Banerji as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Shri Ranjit Vasant Pandit and Shri Shumeet Banerji would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Ranjit Vasant Pandit and Shri Shumeet Banerji as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Shri Ranjit Vasant Pandit and Shri Shumeet Banerji are not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Shri Ranjit Vasant Pandit and Shri Shumeet Banerji that they meet with the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Shri Ranjit Vasant Pandit and Shri Shumeet Banerji fulfil the conditions for re-appointment as Independent Directors as specified in the

Act. Shri Ranjit Vasant Pandit and Shri Shumeet Banerji are independent of the management.

Details of Shri Ranjit Vasant Pandit and Shri Shumeet Banerji are provided in the "Annexure A" to the Notice. They shall be paid remuneration by way of fees for attending meetings of the Board or Committee thereof.

Copies of the letters of appointment of Shri Ranjit Vasant Pandit and Shri Shumeet Banerji setting out the terms and conditions of re-appointment are available for inspection by the members in terms of Note 7 of the Notes in the accompanying Notice.

Shri Ranjit Vasant Pandit and Shri Shumeet Banerji are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice with regard to their respective re-appointments. 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 these resolutions.

This statement may also be regarded as an appropriate disclosure under the Act.

The Board commends the Special Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the members.

By Order of the Board of Directors

Jyoti Jain
Company Secretary

Date : July 17, 2020

Place : Mumbai

Registered Office:

Office - 101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta

Ambawadi, Ahmedabad 380006

CIN: U72900GJ2007PLC105869

Website: www.jio.com

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Annexure A to the Notice dated July 17, 2020**Details of Directors seeking re-appointment at the Meeting**

Particulars	Shri Ranjit Vasant Pandit	Shri Shumeet Banerji
DIN	00782296	02787784
Age	66 years	60 years
Qualification	MBA from the Wharton School at the University of Pennsylvania and BE in Electrical Engineering from VJTI, University of Bombay	PhD from the Kellogg School of Management, Northwestern University
Experience (including experience in specific function areas)	Shri Ranjit Vasant Pandit served as a Managing Director at General Atlantic, LLC between September 2007 and December 2012 and headed the India office where he served as head of the firm's growth investment activities across India. He served as an Advisory Director of General Atlantic, LLC in 2013. Prior to General Atlantic he served as Managing Director and Chairman of McKinsey & Company in India. Shri Pandit joined McKinsey & Co. in August 1980 and as a Co-Founder of McKinsey's India office was transferred from New York to Mumbai in January 1993. As Managing Director - India for McKinsey & Company, he served a number of major U.S. and other global companies in a variety of areas, including corporate governance/ leadership, corporate finance, alliances and operations management. Shri Pandit played a leading role in building McKinsey's presence in India and helped a large number of world-class companies strengthen their competitive positions and support their international growth strategies. He serves as a Non-Executive Director of CEAT Ltd. He is currently a controlling investor in several manufacturing businesses.	Shri Shumeet Banerji is the founder of Condorcet, LP – an advisory and investment firm specializing in developing early stage companies. He retired from Booz & Company in 2013 after a 20 year stint at the firm and its predecessor Booz, Allen, Hamilton. He was the founding Chief Executive Officer of Booz & Company. In 2007-08 he co-led the conception, design, and execution of the historic deal separating Booz, Allen, Hamilton, selling the government business to the Carlyle Group and spinning off the global strategy consulting division as Booz & Company. He was a member of the faculty at the University of Chicago's Graduate School of Business before joining Booz, Allen, Hamilton. He received his PhD from Kellogg School of Management, Northwestern University where he has previously served on the Dean's Advisory Board.
Terms and Conditions of Re-appointment	As per the resolution at Item No. 1 of the Notice convening this Meeting read with explanatory statement thereto, Shri Ranjit Vasant Pandit is proposed to be re-appointed as an Independent Director	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto, Shri Shumeet Banerji is proposed to be re-appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Nil	Rs. 3.00 Lakhs as sitting fees for attending meetings of the Board and Committees thereof
Remuneration Proposed to be paid	Sitting fees for attending meetings of the Board and Committees thereof	Sitting fees for attending meetings of the Board and Committees thereof
Date of first appointment on the Board	July 23, 2015	September 18, 2015
Shareholding in the Company as on March 31, 2020	Nil	Nil

Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2019-20)	6	6
Directorships of other Boards as on March 31, 2020	<ol style="list-style-type: none"> 1. Reliance Retail Ventures Limited 2. Reliance Retail Limited 3. Genesis Colors Limited 4. Pratap Pandit Limited 5. CEAT Limited 6. The Great Eastern Shipping Company Limited 7. Bombay Footwear Private Limited 8. The India Film Combine Private Limited 9. The Industrial Leather Company Private Limited 	<ol style="list-style-type: none"> 1. Reliance Industries Limited 2. Haldu Tola Private Limited 3. HP Inc. (incorporated outside India) 4. Felix Pharmaceuticals Private Limited (incorporated outside India) 5. Proteus Digital Health Inc. (incorporated outside India) 6. Tala Energy Private Limited (incorporated outside India)
Membership/Chairmanship of Committees of other Boards as on March 31, 2020	<p>Reliance Retail Ventures Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee -Chairman <p>Reliance Retail Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Nomination and Remuneration Committee - Chairman • Corporate Social Responsibility Committee -Chairman <p>Genesis Colors Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee <p>The Indian Film Combine Private Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee • Corporate Social Responsibility Committee 	<p>Reliance Industries Limited</p> <ul style="list-style-type: none"> • Human Resource, Nomination and Remuneration Committee • Risk Management Committee • Corporate Social Responsibility Committee <p>HP Inc.</p> <ul style="list-style-type: none"> • Nominating, Governance and Social Responsibility Committee - Chairman • Finance, Investment and Technology Committee • Human Resources and Compensation Committee <p>Proteus Digital Health Inc.</p> <ul style="list-style-type: none"> • Compensation and Nominating and Governance Committees <p>Tala Energy Private Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairman <p>Felix Pharmaceuticals Private Limited</p> <ul style="list-style-type: none"> • Nominating and Governance Committee - Chairman

Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The Meeting through video-conference would be conducted through “Microsoft Teams” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

Join Microsoft Teams Meeting

Detailed instructions on installing Microsoft Teams is attached as Annexure 2.

2. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
3. E-mail address of the Company Secretary of the Company, Shri Jyoti Jain i.e. [jyoti.jain@ril.com](mailto: jyoti.jain@ril.com) is designated for correspondences / voting and all other purposes related to the Meeting.

4. In the event the decision on the agenda item is taken by way of a poll, upon demand for a poll being made at the Meeting, members may cast their vote only by sending their votes by email from their email address which is registered with the Company and shall only be sent to the designated email address of [jyoti.jain@ril.com](mailto: jyoti.jain@ril.com). Therefore, in the event a member has not yet registered his/her email address, the same may be done now by emailing the Company at the designated email address of the Company at [jyoti.jain@ril.com](mailto: jyoti.jain@ril.com), or by telephoning the Company at +91-8454047736.
5. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary, Shri Jyoti Jain on +91-8454047736.

Annexure 2

1. Members would have received an email from the Company Secretary, Shri Jyoti Jain to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your

camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For installing Microsoft Teams on your **iPad / apple devices / Android devices**:

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



Type your Name and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Annexure 3

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]

To
The Board of Directors
Reliance Jio Infocomm Limited
Office - 101, Saffron, Nr. Centre Point
Panchwati 5 Rasta, Ambawadi
Ahmedabad-380006
Gujarat, India

We, [-], having our registered office at [-], holding [-] equity shares of Rs. 10 each representing [-%] in the Company in our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the Extraordinary General Meeting of the Company at short notice on [• day], [•], 2020 through video-conference.

Signature:

Name:

Dated: