

Notice

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for transacting the following special business by the members of Reliance Industries Limited ("the Company") by passing resolutions through Postal Ballot:

1. To appoint Shri Mansingh L. Bhakta (DIN: 00001963) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") 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) and Clause 49 of the Listing Agreement, Shri Mansingh L. Bhakta (DIN: 00001963), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the date of the 43rd Annual General Meeting of the Company in the calendar year 2017."

2. To appoint Dr. Dharam Vir Kapur (DIN: 00001982) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") 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) and Clause 49 of the Listing Agreement, Dr. Dharam Vir Kapur (DIN: 00001982), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the date of the 43rd Annual General Meeting of the Company in the calendar year 2017."

3. To appoint Prof. Dipak C. Jain (DIN: 00228513) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") 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) and Clause 49 of the Listing Agreement, Prof. Dipak C. Jain (DIN: 00228513), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the date of the 43rd Annual General Meeting of the Company in the calendar year 2017."

4. To appoint Dr. Raghunath A. Mashelkar (DIN: 00074119) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") 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) and Clause 49 of the Listing Agreement, Dr. Raghunath A. Mashelkar (DIN: 00074119), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term up to the date of the 43rd Annual General Meeting of the Company in the calendar year 2017."

5. To appoint Shri Maheswar Sahu (DIN: 00034051) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") 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) and Clause 49 of the Listing Agreement, Shri Maheswar Sahu (DIN: 00034051) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to February 18, 2020."

6. To alter the Objects Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)

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and subject to such approvals as may be necessary or required, Clause III.A of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub-clauses as new sub-clauses 5, 6 and 7 after the existing sub-clause 4 in Clause III.A :

- “5. To design, establish and develop on a turnkey basis outlets for all kinds of products and to acquire, set up, construct, establish, run, operate and manage stores, markets, malls, shopping outlets, cash and carry operations, or any format and carry on business as agent, franchisee, distributor and dealer of all kinds of products for the consumer market and of operating, establishing, providing and managing e-commerce and m-commerce websites, direct to home and mail order services for all categories of products and services, and dealing in all kinds of goods, materials and items in India or in any other part of the world.
6. To carry on the business of issue, servicing and dealing in all kinds of payment products, providing payment facilities or any other payment service, collect deposits, facilitate payments through physical and digital format, act as business correspondent for other Banks, to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas.
7. To provide globally managed data networks and related services, including but not limited to cloud services, managed services, business process outsourcing services, customer care centres, customer relationship management, back office processing, data entry, medical transcription, IT services, multimedia services, internet based services, data centre management and consulting, Interface services applications including all types of end to end Integrated solutions involving information systems, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication, gaming and other online services and advisory services in relation to developing, designing, marketing, trading, transferring, exporting, importing, buying and selling all types of mobile applications including gaming, web applications and websites for mobile phones or any other communication device, equipment, appliances, accessories whether corded or cordless and to engage in all businesses as may be related or ancillary to the aforesaid business areas.”

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

7. To re-appoint Shri Hital R. Meswani (DIN: 00001623) as a Whole-time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Hital R. Meswani (DIN: 00001623) as a Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years from the expiry of his present term of office, i.e. with effect from August 04, 2015 on the terms and conditions

including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Hital R. Meswani;

RESOLVED FURTHER THAT the Board 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.”

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and
Chief Compliance Officer

February 19, 2015

Registered Office:
3rd Floor, Maker Chambers IV,
222, Nariman Point, Mumbai - 400 021
CIN: L17110MH1973PLC019786
e-mail: investor_relations@ril.com

Notes:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.
3. Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on February 19, 2015.
4. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
5. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the web link: www.evoting.karvy.com or from the “Investor Relations” section on the Company's website: www.ril.com where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before March 28, 2015.
6. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
7. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Company has provided facility to members to exercise their votes through electronic

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means and have engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.

8. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. February 19, 2015.**
10. A member cannot exercise his vote by proxy on postal ballot.
11. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
12. The Board of Directors has appointed Shri Ketan Vora, a Practicing Chartered Accountant, Partner, Deloitte Haskins & Sells LLP, Mumbai as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website www.ril.com and communicated to the Stock Exchanges.
14. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. March 28, 2015.
15. Relevant documents referred to in the Notice and the Statement are available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till March 28, 2015.
16. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at Karvy's website: <https://evoting.karvy.com> or send e-mail to rilinvestor@karvy.com or call Karvy on toll free number 1800 3454 001 for any further clarifications.
17. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**

Instructions for process to be followed by members opting to vote through electronic means

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and all other applicable provisions of the Act and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

1. A. **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. **User ID and password**). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for your existing password.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. 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, email ID, 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.**
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Reliance Industries Limited.
- (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned in the Postal Ballot Form. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (ix) 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.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (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 Scrutinizer at e-mail ID: ril.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

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- B. **In case a member receives physical copy of the Postal Ballot Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- (i) **User ID and initial password** are provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item Nos. 1, 2, 3 and 4

Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar are Independent Directors of the Company appointed pursuant to the requirements of erstwhile Clause 49 of the Listing Agreement. Their period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Section 149(10) of the Act, which is effective from April 1, 2014, provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Section 149(13) of the Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors.

The Ministry of Corporate Affairs, Government of India, (MCA) by a Circular, has clarified that if a company intends to appoint existing independent directors as independent directors under the Act, such appointment must be made expressly within one year from April 1, 2014. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, *inter alia*, stipulating the conditions for the appointment of independent directors by a listed company. The said Clause 49 of the Listing Agreement which has come into effect from October 1, 2014 also mandates that the tenure of Independent Directors shall be in accordance with the provisions of the Act and clarifications/circulars issued by the MCA from time to time.

The MCA Circular was issued, and amended Clause 49 of the Listing Agreement came into force, after the issue of the Notice calling the 40th Annual General Meeting of the Company last year. Therefore, it is proposed to appoint Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar as Independent Directors to hold office for a term up to the date of the 43rd Annual General Meeting of the Company in the calendar year 2017.

Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar for the office of Independent Directors of the Company.

The Company has also received declarations from Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of

the Listing Agreement.

The Human Resources, Nomination and Remuneration Committee of the Board of Directors has recommended appointment of Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar. Further, in the opinion of the Board, Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar, fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar are independent of the management.

Brief resume of Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement is annexed to the Notice.

Copy of draft letters of appointment of Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar setting out the terms and conditions are available for inspection by the members at the registered office of the Company.

The Board considers that continued association of Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreements with the Stock Exchanges.

Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar are interested in the resolutions set out respectively at Item Nos.1, 2, 3 and 4 of the Notice with regard to their respective appointments.

The relatives of Shri Mansingh L. Bhakta, Dr. Dharam Vir Kapur, Prof. Dipak C. Jain and Dr. R.A. Mashelkar may be deemed to be interested in the resolutions 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 these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos.1, 2, 3 and 4 of the Notice for approval by the shareholders.

Item No. 5

Based on the recommendation of the Human Resources, Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri Maheswar Sahu as an Additional Director to hold office as an Independent Director of the Company with effect from February 19, 2015.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of shareholders.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Maheswar Sahu for the office of Director of the Company.

Notice (continued)

Shri Maheswar Sahu is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Shri Maheswar Sahu that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Shri Maheswar Sahu fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri Maheswar Sahu is independent of the management.

Brief resume of Shri Maheswar Sahu, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement is annexed to the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Maheswar Sahu is appointed as an Independent Director.

Copy of the draft letter for appointment of Shri Maheswar Sahu as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreements with the Stock Exchanges.

Save and except Shri Maheswar Sahu and his relatives, to the extent of their shareholding interest, if any, in the Company, 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 set out at Item No. 5 of the Notice.

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

Item No. 6

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potentials to increase the shareholders' return.

To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 6 of the Notice. These additional Objects may conveniently and advantageously be combined with the existing businesses of the Company.

Accordingly, the Board of Directors propose to alter Clause III.A of the Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No. 6.

The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Maharashtra, Mumbai as per the provisions of the Act with such modifications as be advised by him.

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 set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No. 7

The Board of Directors of the Company ("the Board") has, subject to the approval of members, re-appointed Shri Hital R. Meswani as Whole-time Director, designated as Executive Director, for a period of 5 (five) years from the expiry of his present term, which will expire on August 03, 2015, on the terms and conditions including remuneration as recommended by the Human Resources, Nomination and Remuneration Committee (the 'HRNR Committee') of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Hital R. Meswani as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Hital R. Meswani are as under:

(a) Salary, Perquisites and Allowances per annum:

(₹ in Crore)

Salary	1.15
Perquisites and Allowances	1.45

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

Any increment in salary and perquisites and remuneration by way of incentive / bonus / performance linked incentive payable to Shri Hital R. Meswani, as may be determined by the Board and / or the HRNR Committee of the Board, shall not be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payment shall be within the overall ceiling of remuneration for Executive Directors approved at the Annual General Meeting held on June 18, 2014. It is clarified that employees stock options granted / to be granted to Shri Hital R. Meswani, from time to time, shall not be considered as perquisites and are not to be included for the purpose of computation of the overall ceiling of remuneration.

(b) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Shri Hital R. Meswani shall be entitled to receive remuneration based on net profits. Such remuneration based on net profits payable to him as also to the Managing Director and other Whole-time Directors of the Company will be determined by the Board and / or the HRNR Committee of the Board for each financial year.

Notice (continued)

The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc. shall not exceed in the aggregate one percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

(c) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging including for Shri Hital R. Meswani's spouse and attendant(s) during business trips, any medical assistance provided for his family members and provision of cars for use on Company's business and telephone expenses at residence shall be reimbursed at actuals and not considered as perquisites.

(d) General:

- (i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Managing Director.
- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole-time Director shall adhere to the Company's Code of Conduct.
- (iv) The office of the Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

Shri Hital R. Meswani satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Hital R. Meswani under Section 190 of the Act.

Brief resume of Shri Hital R. Meswani, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, is annexed to the Notice.

Shri Hital R. Meswani is interested in the resolution set out at Item No. 7 of the Notice. Shri Nikhil R. Meswani, a Whole-time Director, being related to Shri Hital R. Meswani may be deemed to be interested in the resolution set out at Item No. 7 of the Notice.

The other relatives of Shri Hital R. Meswani may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, 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 aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By Order of the Board of Directors

K. Sethuraman
Group Company Secretary and
Chief Compliance Officer

February 19, 2015

Registered Office:
3rd Floor, Maker Chambers IV,
222, Nariman Point, Mumbai - 400 021
CIN: L17110MH1973PLC019786
e-mail: investor_relations@ril.com

Brief Resume of Directors proposed to be appointed / re-appointed:

1. Shri Mansingh L. Bhakta (DIN 00001963)

Shri Mansingh L. Bhakta is senior partner of Messers Kanga & Company, a leading firm of Advocates and Solicitors in Mumbai. He has been in practice for over 60 years and has vast experience in legal field and particularly on matters relating to corporate laws, banking and taxation.

He is a legal advisor to leading foreign and Indian companies and banks. He has also been associated with a large number of Euro issues made by Indian companies. He was the Chairman of the Taxation Law Standing Committee of LAWASIA, an Association of Lawyers of Asia and Pacific, which has its headquarters in Australia.

He is a Director of the Indian Merchant's Chamber, Mumbai and JCB India Limited. He is the Lead Independent Director of the Company. He is a Chairman of the Audit Committee of JCB India Limited. During his long legal career, he has served as an Independent Director of a large number of leading corporates including Larsen & Toubro Limited, SKF (India) Limited, Kirloskar Oil Engines Limited, Arvind Limited and Bennett Coleman & Company Limited.

He is a recipient of Rotary Centennial Service Award for Professional Excellence from Rotary International. In its normal annual survey conducted by Asia Law Journal, Hong Kong, a leading International law journal, he has been nominated as one of 'the Leading Lawyers of Asia 2011' for sixth consecutive year.

He holds 3,30,000 shares of the Company in his name as on January 31, 2015.

2. Dr. Dharam Vir Kapur (DIN 00001982)

Dr. Dharam Vir Kapur is an honours Graduate in Electrical Engineering with wide experience in Power, Capital Goods, Chemicals and Petrochemicals Industries.

He had an illustrious career in the government sector with a successful track record of building vibrant organisations and successful project implementation. He served Bharat Heavy Electricals Limited (BHEL) in various positions with distinction. Most remarkable achievement of his career was establishment of fast growing systems oriented National Thermal Power Corporation (NTPC) of which he was the

Notice (continued)

founder Chairman-cum-Managing Director (CMD). As CMD, NTPC, Dr. Kapur was described as a Model Manager by the Board of Executive Directors of World Bank.

As Secretary to the Government of India in the Ministries of Power, Heavy Industry and Chemicals & Petrochemicals during 1980-86, Dr. Kapur made significant contributions with introduction of new management practices and liberalization initiatives including authorship of "Broad Banding" and "Minimum economic sizes" in industrial licensing. He was also associated with a number of National Institutions as Member, the Atomic Energy Commission; Member, Advisory Committee of the Cabinet for Science and Technology; Chairman, Board of Governors, IIT Bombay (1983-94); Member, Board of Governors, IIM Lucknow and Chairman, National Productivity Council. Dr. Kapur was also member of various government committees. Reports "Utilization and Conservation of Energy" and "Perspective Planning of Petrochemical Industry" are still remembered as bibles of sorts for path breaking recommendations made by respective committees under his chairmanship.

In recognition of his "services and significant contributions in the field of Technology, Management and Industrial Development", Jawaharlal Nehru Technological University, Hyderabad, conferred on him the degree of D.Sc. He is recipient of "India Power, Life Time Achievement Award" presented by Council of Power Utilities, for his contributions to Energy and Industry sectors. ENERTIA Awards 2010 also conferred Life Time Achievement Award on Dr. Kapur for his "contribution to the Power and Energy Sector and for his leadership in the fledgling NTPC". Project Management Associates, India adopted Dr. D.V. Kapur as Mentor during its 20th International Conference in December 2013. Dr. Kapur is also recipient of "Meritorious Services Award" for "exemplary services to Indian Energy Sector" presented by India Energy Forum.

He is the Chairman (Emeritus) of Jacobs H&G (P) Limited. In addition to Reliance Industries Limited, Dr. Kapur is also a Director on the Boards of Honda Siel Power Products Limited, DLF Limited and other private limited companies. Earlier he was a Director on the Boards of Tata Chemicals Limited, Larsen & Toubro Limited, Ashok Leyland Limited and also Chairman of GKN Driveline Limited. He is a member of the Human Resources, Nomination and Remuneration Committee, the Corporate Social Responsibility and Governance Committee and the Health, Safety and Environment Committee of the Company. He is Chairman Audit Committee, Shareholders'/ Investors' Relations Committee and Remuneration Committee of Honda Siel Power Products Limited. He is also a member of Audit Committee and Chairman of Corporate Governance Committee and Shareholders'/Investor Grievance Committee of DLF Limited.

He holds 13,544 shares of the Company in his name as on January 31, 2015.

3. Prof. Dipak C. Jain (DIN 00228513)

Prof. Dipak C. Jain has a M.S. in Mathematical Statistics from Guwahati University, India and a Ph.D. in Marketing from the University of Texas at Dallas, United States of America. Prof. Jain is a distinguished teacher and scholar. He had been Dean of the Kellogg School of Management, Northwestern University, Evanston, Illinois, United States of America from 2001 to 2009 and an Associate Dean from 1996 to 2001. Currently, he is a Chaired Professor of Marketing at INSEAD, a leading business school with three campuses at

Fontainebleau (Paris), France, Singapore and Abu Dhabi. He has served as the Dean of INSEAD from 2011-13. He has more than 30 years of experience in management education. He has published several articles in international journals on marketing and allied subjects.

His academic honors include the Sidney Levy Award for Excellence in Teaching in 1995; the John D.C. Little Best Paper Award in 1991; Kraft Research Professorships in 1989-90 and 1990-91; the Beatrice Research Professorship in 1987-88; the Outstanding Educator Award from the State of Assam in India in 1982; Gold Medal for the Best Post-Graduate of the Year from Guwahati University in India in 1978; Gold Medal for the Best Graduate of the Year from Darrang College in Assam in India in 1976; Gold Medal from Jaycees International in 1976; the Youth Merit Award from Rotary International in 1976; and the Jawaharlal Nehru Merit Award, the Government of India in 1976.

He is a Director of John Deere & Company, United States of America, Global Logistic Properties, Singapore and Northern Trust Bank, United States of America. He is also a Director of Reliance Retail Ventures Limited and Reliance Jio Infocomm Limited. He is a member of Audit Committee of Reliance Retail Ventures Limited and also a member of Nomination and Remuneration Committee of Reliance Jio Infocomm Limited.

He does not hold any shares of the Company in his name as on January 31, 2015.

4. Dr. Raghunath A. Mashelkar (DIN 00074119)

Dr. Raghunath A. Mashelkar, National Research Professor, is presently also the President of Global Research Alliance, a network of publicly funded R&D Institutes from Asia-Pacific, Europe and USA with over 60,000 scientists.

Dr. Mashelkar served as the Director General of Council of Scientific and Industrial Research (CSIR), with thirty-eight laboratories and about 20,000 employees for over eleven years. He was also the President of Indian National Science Academy and President of Institution of Chemical Engineers (UK).

Dr. Mashelkar is on the Board of Directors of several other reputed companies such as Tata Motors Limited, Thermax Limited, Piramal Enterprises Limited, and KPIT Technologies Limited and several other private limited companies. He is also a Director of Reliance Gene Medix Limited (company incorporated outside India). He is Chairman of the Safety, Health and Environment Committee of Tata Motors Limited. He is a member of the Audit Committee, Corporate Social Responsibility Committee and Nomination & Remuneration Committee of Tata Motors Limited. He is also member of Audit Committee of Piramal Enterprises Limited and Remuneration Committee of KPIT Technologies Limited.

Dr. Mashelkar is only the third Indian engineer to have been elected (1998) as Fellow of Royal Society (FRS), London in the twentieth century. He was elected Foreign Associate of National Academy of Science (USA) in 2005, Associate Foreign Member, American Academy of Arts & Sciences (2011); Foreign Fellow of US National Academy of Engineering (2003); Fellow of Royal Academy of Engineering, U.K. (1996), Foreign Fellow of Australian Technological Science and Engineering Academy (2008) and Fellow of World Academy of Art & Science, USA (2000).

Notice (continued)

In August 1997, Business India named Dr. Mashelkar as being among the 50 path-breakers in the post-Independent India. In 1998, Dr. Mashelkar won the JRD Tata Corporate Leadership Award, the first scientist to win it. In June, 1999, Business India did a cover story on Dr. Mashelkar as "CEO OF CSIR Inc.", a dream that he himself had articulated, when he took over as DG, CSIR in July 1995. On November 16, 2005, he received the Business Week (USA) award of 'Stars of Asia' at the hands of George Bush (Sr.), the former President of USA. He was the first Asian Scientist to receive it.

Deeply connected with the innovation movement in India, Dr. Mashelkar is currently the Chairman of India's National Innovation Foundation, Reliance Innovation Council, Thermax Innovation Council and Marico Innovation Foundation.

Thirty three universities have honoured him with honorary doctorates, which include Universities of London, Salford, Pretoria, Wisconsin and Delhi.

In the post-liberalized India, Dr. Mashelkar has played a critical role in shaping India's S&T policies. He was a member of the Scientific Advisory Council to the Prime Minister and also of the Scientific Advisory Committee to the Cabinet set up by successive governments. He has chaired twelve high powered committees set up to look into diverse issues of higher education, national auto fuel policy, overhauling the Indian drug regulatory system, dealing with the menace of spurious drugs, reforming Indian agriculture research system, etc. He has been a much sought after consultant for restructuring the publicly funded R&D institutions around the World; his contributions in South Africa, Indonesia and Croatia have been particularly notable.

The President of India honoured Dr. Mashelkar with Padmashri (1991), with Padmabhushan (2000) and with Padma Vibhushan (2014), which are three of the highest civilian honours in recognition of his contribution to nation building.

He does not hold any shares of the Company in his name as on January 31, 2015.

5. Shri Maheswar Sahu (DIN 00034051)

Shri Maheswar Sahu, IAS, was Additional Chief Secretary (Industries & Mines), Government of Gujarat. Shri Sahu has degree in Electrical Engineering and he has done Masters of Public Administration from University of Birmingham, U.K.

Shri Sahu has more than 10 years experience in the Federal Government in Industry and Infrastructure sector; more than 3 years experience in UN Organisations and more than 22 years experience in industry and infrastructure sector in the areas of strategic planning, policy making and implementation of infrastructure projects. Shri Sahu had extensive interaction with International / National / State level industry and trade bodies.

Shri Sahu has served as Nominee Director in more than 15 Central / State Public Sector Undertakings (PSUs) and worked as Chairman of more than 8 corporations / companies in dealing with various industrial activities. Shri Sahu has implemented four Vibrant Gujarat Projects (a flagship initiative of Government of Gujarat) in 2003, 2009,

2011 and 2013. He has also set up two societies in Gujarat to promote Corporate Social Responsibility initiatives.

He is currently Chairman of Gujarat CSR Authority and iCREATE. He is also on the Board of Gujarat Industrial Area Development Company Limited, GVFL Advisory Services Private Limited, GVFL Limited, Heubach Colour Private Limited, Gold Plus Glass Industry Limited, Solvay Specialities India Private Limited and SME Mavens Foundation. He is also member of Corporate Social Responsibility Committee of Solvay Specialities India Private Limited and Gold Plus Glass Industry Limited. He is also a member of the Audit Committee of the Company.

Shri Sahu has strength and expertise in strategic planning, direction and decision, leadership, connect and influence, coaching, organisation and institution building, large scale project management, environment management and corporate social responsibility.

He holds 2300 shares of the Company in his name as on the date of his appointment as Director of the Company i.e. February 19, 2015.

6. Shri Hital R. Meswani (DIN 00001623)

Shri Hital R. Meswani graduated with Honours in the Management & Technology programme from the University of Pennsylvania, U.S.A. where he received a Bachelor of Science Degree in Chemical Engineering from the School of Engineering and Applied Sciences and a Bachelor of Science Degree in Economics from the Wharton Business School.

He joined Reliance Industries Limited in 1990. He is on the Board of the Company as Whole-time Director designated as Executive Director since August 4, 1995, with overall responsibility of the Petroleum Refining Business and all Manufacturing, Research & Technology and Project Execution activities of the group.

He is a member of the Finance Committee, Stakeholders' Relationship Committee, Risk Management Committee and Chairman of the Health, Safety and Environment Committee of the Company.

He is a Director of Reliance Industrial Investments and Holdings Limited and Reliance Commercial Dealers Limited. He is the Chairman of the Audit Committee of Reliance Industrial Investments and Holdings Limited and is a member of the Audit Committee of Reliance Commercial Dealers Limited.

He has been instrumental in the execution of several mega projects of the group including the Hazira Petrochemicals complex and the world's largest Refinery complex at Jamnagar.

He has been awarded an Honorary Fellowship by IChemE (Institution of Chemical Engineers – the International Professional body for Chemical, Biochemical and Process Engineers) in recognition of his contribution to the process industries.

He is the recipient of The 2011 D. Robert Yarnall Award from The Engineering Alumni Society of the University of Pennsylvania.

He was also conferred the Honorary CEPM-PMA Fellowship Award for Project Management Excellence.

He holds 3,51,886 shares of the Company in his name as on January 31, 2015.

Registered Office: 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai - 400 021
Phone: 022-2278 5000, **Website:** www.ril.com **E-mail id:** investor_relations@ril.com
CIN: L17110MH1973PLC019786

POSTAL BALLOT FORM

1. Name and Registered Address of the :
sole/first named member

2. Name(s) of the joint-holder(s), if any :

3. Folio No. / DP ID* / Client ID* :
(*applicable only to members holding equity shares in dematerialized form)
4. Number of equity share(s) held :
5. I / we hereby exercise my / our vote(s) in respect of the following resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	Number of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1.	Appointment of Shri Mansingh L. Bhakta as an Independent Director			
2.	Appointment of Dr. Dharam Vir Kapur as an Independent Director			
3.	Appointment of Prof. Dipak C. Jain as an Independent Director			
4.	Appointment of Dr. Raghunath A. Mashelkar as an Independent Director			
5.	Appointment of Shri Maheswar Sahu as an Independent Director			
6.	Alteration of Objects Clause of the Memorandum of Association			
7.	Re-appointment of Shri Hital R. Meswani as a Whole-time Director			

Place:

Date:

Signature of the member

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 10.00 a.m. (IST) on February 27, 2015

End of voting : Up to 5.00 p.m. (IST) on March 28, 2015

The facility for voting through electronic means will be disabled for voting by Karvy upon expiry of the aforesaid voting period.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions for process to be followed by members opting to vote through electronic means" in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named member and in his / her absence, by the next-named member.
4. The votes of a member will be considered invalid on any of the following grounds:
 - a. if the member's signature does not tally;
 - b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
 - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on March 28, 2015. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on February 19, 2015 (cut-off date).
7. A member may request for a duplicate Postal Ballot Form, if so required, from Karvy Computershare Private Limited, Hyderabad. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (5) above.
8. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (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 Scrutinizer at e-mail ID: ril.scrutinizer@karvy.com. In case of voting through electronic means, they may upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way.
11. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.