

Reliance Retail Limited

Notice

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Reliance Retail Limited will be held on Thursday, 16th day of November, 2017 at 11:00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai-400 005 to transact the following special business:

1. 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 Memorandum and 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, issue and allot upto 80,00,00,000 (Eighty Crore) 8.5% Non-Cumulative Optionally Convertible Preference Shares (OCPS) of Rs. 10/- each for cash at a premium of Rs. 40/- per share aggregating upto Rs. 4000,00,00,000/- (Rupees Four Thousand crore), in one or more tranche(s), to the existing 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 a premium of Rs.40/- per OCPS

Rate of Dividend: Dividend rate will be 8.5% p.a. (on the face value) which will remain fixed over the tenure of the OCPS

Non-cumulative: The OCPS will carry non-cumulative dividend right

Tenure & Conversion / Redemption Terms: The amount subscribed/ paid on each OCPS shall be either redeemed at Rs. 50 or converted into 5 (Five) Equity Shares of Rs. 10 each at any time at the option of the Company, but not later than 10 years from the date of allotment of the OCPS

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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, doubt or difficulty which may arise in regard to the offer or allotment and to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

Reliance Retail Limited

By Order of the Board of Directors

K Sridhar
(Company Secretary)

Date : October 16, 2017
Place : Mumbai

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,
Dhobi Talao, Mumbai-400 002
CIN: U01100MH1999PLC120563
www.relianceretail.com
Email: Retail.InvestorRelations@ril.com
Ph: +91 22 67673800

NOTES:

1. **A member entitled to attend and vote at the Extra-Ordinary 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 not exceeding fifty and 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

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. Members/Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 9 of Companies (Share Capital and Debentures) Rules, 2014 relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. 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.
7. 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 (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('the Act') READ WITH RULE 9 OF COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014

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

Item No. 1

The Board of Directors at its meeting held on October 11, 2017, had approved the offer and issue of 80,00,00,000 8.5% Non-Cumulative Optionally Convertible Preference Shares of Rs.10 each for cash at a premium of Rs. 40/- per share (OCPS) aggregating to Rs. 4000,00,00,000 (Rupees Four Thousand Crore only), 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), 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 80,00,00,000 8.5% Non-Cumulative Optionally Convertible Preference Shares ('OCPS') of Rs. 10 each for cash, at a premium of Rs. 40/- per OCPS aggregating upto Rs. 4000,00,00,000 (Rupees Four Thousand Crore only) in one or more tranche(s)
(b)	the nature of such shares	Non – cumulative, Non-participating and Optionally Convertible Preference Shares
(c)	the objectives of the issue	The object of the issue is for funding the business requirements and general corporate purposes
(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 a premium of Rs 40/- per OCPS.
(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 8.5% p.a. (on the face value) which will remain fixed over the tenure of the OCPS.

Reliance Retail Limited

(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	The amount subscribed/paid on each OCPS shall be either redeemed at Rs. 50 or converted into 5 (Five) Equity Shares of Rs. 10 each at any time at the option of the Company, but not later than 10 years from the date of allotment of the OCPS. The redemption/ conversion shall be made in accordance with the applicable provisions of the Act and Articles of Association of the Company.						
(i)	the manner and modes of redemption / conversion	The amount subscribed/paid on each OCPS shall be either redeemed at Rs. 50 or converted into 5 (Five) Equity Shares of Rs. 10 each at any time at the option of the Company, but not later than 10 years from the date of allotment of the OCPS. The redemption / conversion shall be made in accordance with the applicable provisions of the Companies Act, 2013.						
(j)	the current shareholding pattern of the Company	Shareholding Pattern of the Company as on September 30, 2017: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: left;">Category</th> <th style="text-align: right;">% to Equity Capital</th> </tr> </thead> <tbody> <tr> <td>Holding company</td> <td style="text-align: right;">99.95</td> </tr> <tr> <td>Others</td> <td style="text-align: right;">0.05</td> </tr> </tbody> </table>	Category	% to Equity Capital	Holding company	99.95	Others	0.05
Category	% to Equity Capital							
Holding company	99.95							
Others	0.05							
(k)	the expected dilution in equity share upon conversion of preference shares	Nil, since the OCPS are issued on a Rights Basis to the existing equity shareholders.						

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 special resolution, set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

By Order of the Board of Directors

K Sridhar
(Company Secretary)

Date : October 16, 2017

Place : Mumbai

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,

Dhobi Talao, Mumbai-400 002

CIN: U01100MH1999PLC120563

www.relianceretail.com

Email: Retail.InvestorRelations@ril.com

Ph: +91 22 67673800

ATTENDANCE SLIP

Reliance Retail Limited

CIN: U01100MH1999PLC120563

Registered Office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400 002
Website: www.relianceretail.com Email: Retail.InvestorRelations@ril.com Ph: +91 22 67673800

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP. Id* Folio No.

Client Id* No. of Shares.....

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **Extra-Ordinary General Meeting** of the Company held on Thursday the 16th day of November, 2017 at 11:00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai - 400 005.

Signature of Shareholder / proxy

* Applicable for investors holding shares in electronic form

PROXY FORM

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

Reliance Retail Limited

CIN: U01100MH1999PLC120563

Registered Office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400 002
Website: www.relianceretail.com Email: Retail.InvestorRelations@ril.com Ph: +91 22 67673800

Name of the member(s): e-mail id:

Registered Address: Folio No. / *Client Id:

..... *DP Id:

I/We, being the member(s) of _____ shares of Reliance Retail 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 Company, to be held on Thursday, 16th November, 2017 at 11:00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai-400005. and at any adjournment thereof in respect of such resolution.

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution	For	Against
1. Issue of optionally Convertible Preference Shares on Right basis		

* Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2017.

Affix
Revenue
Stamp

Signature of Shareholder / proxy

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: 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 48 hours before the commencement of the Meeting.

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ROUTE MAP OF THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING

