

NOTICE

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of Reliance Retail Limited will be held on Friday, the 29th day of September, 2017 at 11.00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai - 400 005, to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

- (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted;
- (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Shri Pankaj Pawar, who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Pankaj Pawar (DIN:00085077), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force), the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), as Auditors of the Company for the financial year 2017-18, be and is hereby ratified and that the auditors be paid such remuneration as shall be fixed by the Board of Directors of the Company.

4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force), M/s DTS & Associates, Chartered Accountants (Registration No. 142412W), be and are hereby appointed as Auditors of the Company, for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 30,000/- (exclusive of service tax), as approved by the Board of Directors to be paid to M/s. K.G. Goyal & Associates (Firm Registration No. FRN-000024), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company relating to milk products, for the financial year ending March 31, 2018, be and is hereby ratified.”

6. To appoint Shri V Subramaniam as a Director and Whole-time Director, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), Shri V Subramaniam (DIN: 00009621), 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 Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and 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 thereof, for the time being in force), approval of the members be and is hereby accorded to the appointment of Shri V Subramaniam (DIN: 00009621) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from December 7, 2016 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Shri V Subramaniam (DIN: 00009621), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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.”

7. To appoint Shri Ranjit V 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 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 thereof for the time being in force), Shri Ranjit V Pandit (DIN: 00782296), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company 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 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 upto April 16, 2022;

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.”

8. To reappoint Shri K Sudarshan 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 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 thereof for the time being in force), Shri K Sudarshan (DIN: 01029826) who was appointed as an Independent Director and who holds office of Independent Director upto March 24, 2018, and being eligible 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 Director, 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 with effect from March 25, 2018 upto March 24, 2023 on the Board of the Company.”

By Order of the Board of Directors

K Sridhar
Company Secretary

Date: September 1, 2017

Place: Navi Mumbai

Registered Office:

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

NOTES:

1. **A member entitled to attend and vote at the Eighteenth Annual 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 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 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 the route map of the venue of the Meeting are annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. In terms of Section 152 of the Act, Shri Pankaj Pawar (DIN: 00085077), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. A brief profile of Shri Pankaj Pawar and other requisite details are annexed to the explanatory statement, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
6. Shri Pankaj Pawar is interested in the Ordinary Resolution set out at Item No. 2 with respect to his appointment. The relative(s) of Shri Pankaj Pawar may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary business set out under item nos. 1 to 4 of the Notice.
7. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
8. 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.
9. 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 also be available for inspection by members at the Meeting.
10. The number and dates of Meetings of the Board and Committees held during the financial year 2016-17 indicating the number of meetings attended by each Director are annexed to the Notice.

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

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

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Rs. 30,000/- (exclusive of service tax) payable to M/s K.G. Goyal & Associates, Cost Auditors to conduct the audit of the cost records of the Company relating to milk products, for the financial year ending March 31, 2018.

The dairy business of the Company have been disposed off through a Business Transfer Agreement entered into with M/s Heritage Food Limited with effect from April 12, 2017 and accordingly the Cost Audit is required only for the period of 11 days i.e. from April 1, 2017 to April 11, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by

the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018, by passing an Ordinary Resolution set out at Item No. 5 of the Notice.

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. 5 of the Notice.

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

Item No. 6

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri V Subramaniam as an Additional Director of the Company with effect from December 7, 2016

As per the provisions of Section 161(1) of the Act, Shri V Subramaniam holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

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 V Subramaniam for the office of Director of the Company.

Further, the Board at its meeting held on December 7, 2016 has, subject to the approval of members, appointed Shri V Subramaniam as Whole-time Director for a period of 5 (five) years w.e.f December 7, 2016 on the terms and Conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Shri V Subramaniam as Whole-time Director in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Shri V Subramaniam are as under:

(a) Remuneration:

Shri V Subramaniam shall be paid remuneration of Rs. 2.50 crore p.a., subject to the provisions of the Companies Act, 2013, which includes salary, perquisites and allowances. The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment 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, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

Increment in salary, perquisites and allowances and remuneration by way of incentive / bonus / performance linked incentive, payable to Shri V Subramaniam, as may

be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to the remuneration under (a) above.

The overall remuneration payable every year to the Whole-time Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive etc as may be, shall be within the limits specified under Section 198 of the Act or any statutory modifications(s) or re-enactment(s) thereof.

(b) Reimbursement of Expenses:

Shri V Subramaniam shall be entitled to be reimbursed from the Company all the expenses incurred by him on behalf of the Company.

- (c) General:** (i) Shri V Subramaniam 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. (ii) Shri V Subramaniam shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 with regard to duties of directors. (iii) Office of the Whole-time Director may be terminated by the Company or the Whole-time Director, by giving 3 (three) months' prior notice in writing.

Shri V Subramaniam 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 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 appointment of Shri V Subramaniam under Section 190 of the Act.

A brief profile of Shri V Subramaniam and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice.

Shri V Subramaniam is interested in the Ordinary Resolution set out at Item No. 6 with respect to his appointment. The relative(s) of Shri V Subramaniam may be deemed to be interested in the said Resolution 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 resolution set out at Item No. 6 of the Notice.

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

Item No. 7

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Shri Ranjit V Pandit (DIN: 00782296) as an Additional Director to be designated as Independent Director of the Company, pursuant to the provisions of

Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from April 17, 2017

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director requires approval of members.

Shri Ranjit V Pandit 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 Ranjit V Pandit that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Shri Ranjit V Pandit fulfills the conditions for his appointment as an Independent Director as specified in the Act.

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 Ranjit V Pandit for the office of Director of the Company.

A brief profile of Shri Ranjit V Pandit and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

A Copy of draft letter of appointment of Shri Ranjit V. Pandit setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Shri Ranjit V Pandit is interested in the Ordinary Resolution set out at Item No. 7 with respect to his appointment. The relative(s) of Shri Ranjit V Pandit may be deemed to be interested in the said Resolution 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 resolution set out at Item No. 7 of the Notice.

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

Item No. 8

Shri K Sudarshan was appointed as an Independent Director on the Board of the Company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company upto 24th March 2018.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors has recommended the re-appointment of Shri K Sudarshan as Independent Director for a second term of five years on the Board of the Company w.e.f. 25th March 2018.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience and contributions made by Shri K Sudarshan during his tenure, the continued association of Shri K Sudarshan would be beneficial to the Company and it is desirable to continue to avail

his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri K Sudarshan as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company.

Section 149 of the Act prescribes that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides further that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

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

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

The Company has also received declaration from Shri K Sudarshan that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Shri K Sudarshan fulfils the conditions for appointment as Independent Director as specified in the Act.

A Copy of draft letter of appointment of Shri K Sudarshan, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

A brief profile of Shri K Sudarshan and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

Shri K Sudarshan is interested in the Special Resolution set out at Item No. 8 with respect to his reappointment.

The relative(s) of Shri K Sudarshan may be deemed to be interested in the said Resolution 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 special resolution set out at Item No. 8 of the Notice.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

By Order of the Board of Directors

K Sridhar
Company Secretary

Date: September 1, 2017

Place: Navi Mumbai

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,

Dhobi Talao, Mumbai-400 002

CIN: U01100MH1999PLC120563

Website: www.relianceretail.com

E-mail: Retail.InvestorRelations@ril.com

Ph: +91 22 67673800

Profile of Directors (seeking appointment/re-appointment):

Shri Pankaj Pawar (DIN: 00085077)

Shri Pankaj Pawar, aged 44 years, is an engineering graduate, with Master's Degree in Business Management. He is working as Business Head with Reliance Jio Infocomm Limited. Shri Pankaj Pawar joined Reliance group in the year 2000. He has over 20 years of experience and has worked across diverse roles in strategy and corporate functions with various multinational and leading companies in India and abroad. Before joining Reliance, he worked with the Tata group at the corporate office.

Shri V Subramaniam (DIN: 00009621)

Shri V Subramaniam, aged 51 years, is a Chartered Accountant and Cost Accountant with over 25 years of experience in the field of Finance, Accounts and Taxation. He started his career with Tata Tea Limited in 1988. He joined Reliance Industries Limited in 1997 and over the years he has handled various areas in Accounting, Finance, Direct and Indirect taxation. He was a member of the Finance, Compliance and Accounts (FC&A) Leadership team of Reliance Industries Limited. Shri V Subramaniam had also served as Chief Financial Officer of Reliance Jio Infocomm Limited and later as Chief Financial Officer of Reliance Retail Ventures Limited and Reliance Retail Limited.

Shri Ranjit V Pandit (DIN: 00782296)

Shri Ranjit V Pandit, aged 63 years, holds an M.B.A. degree from the Wharton School at the University of Pennsylvania (USA) and a B.E. degree in Electrical Engineering from VJTI, University of Bombay. Shri Ranjit V 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 and guided 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 Ranjit V 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.

Shri K Sudarshan (DIN: 01029826)

Shri K Sudarshan, aged 47 years, co-founded EMA Partners in India in 2003. He is a member of the firm's executive management committee, and is responsible for Business Development. Shri K Sudarshan is based in Mumbai, and leads the EMA Partners across India, Singapore and the Middle East. He has more than 20 years of experience in Executive search, and has led successful domestic and cross border search assignments for both Indian and multinational corporations across industry sectors and functional disciplines. He is an engineering graduate from the National Institute of Technology, Kurukshetra.

Shri K Sudarshan is widely networked and recognized as an industry thought leader in India, and his views are often sought by leading business media. He is one of the most recognized voices in the executive search industry in India.

Other details of Directors seeking appointment/reappointment are as under:

Particulars	Shri Pankaj Pawar (DIN: 00085077)	Shri V Subramaniam (DIN: 00009621)	Shri Ranjit V Pandit (DIN: 00782296)	Shri K Sudarshan (DIN: 01029826)
Terms and conditions of appointment/reappointment	Non-Executive Director liable to retire by rotation	Whole-Time Director liable to retire by rotation	Independent Director not liable to retire by rotation	Independent Director not liable to retire by rotation
Directorship in other Companies	<ol style="list-style-type: none"> 1. Einsten Commercials Private Limited 2. Kaniska Commercials Private Limited 3. Marugandha Land Developers Private Limited 4. N.C. Trading Company Private Limited 5. Parinita Commercials Private Limited 6. Reliance Brands Limited 7. Reliance Trading Limited 8. Shree Salasar Bricks Private Limited 9. Anagh Commercials Private Limited 10. Starfish Commercials Private Limited 11. Reliance Clothing India Private Limited 12. Reliance Jio Media Private Limited 13. Reliance Jio Messaging Services Private Limited 14. Reliance Jio Infocomm Limited 15. Reliance Retail Ventures Limited 	<ol style="list-style-type: none"> 1. Reliance Retail Ventures Limited 	<ol style="list-style-type: none"> 1. Reliance Retail Ventures Limited 2. Reliance Jio Infocomm Limited 3. CEAT Limited 4. Bombay Footwear Private Limited 5. ABP Private Limited 6. Pratap Pandit Private Limited 7. The Industrial Leather Company Private Limited 	<ol style="list-style-type: none"> 1. Reliance SMSL Limited 2. EMA Partners India Private Limited 3. EMA Partners Executive Search Private Limited 4. Selectema Consulting India Private Limited 5. Emagine People Solutions Private Limited 6. EMA Partners Middle East Limited 7. Reliance Clothing India Private Limited
Date of first Appointment on the Board	01.10.2010	07.12.2016	17.04.2017	25.03.2015
No of Meetings of the Board attended during the FY 2016-17	3	2	N.A	5
Chairmanship/Membership of Board Committees of the other Companies	<ul style="list-style-type: none"> • Reliance Trading Limited Audit committee (Chairman) Nomination and Remuneration committee (Member) • Reliance Jio Infocomm Limited - Allotment Committee (Member) Audit Committee (Member) • Reliance Jio Media Private Limited - Allotment Committee and Audit Committee (Member) • Reliance Jio Messaging Services Private Limited - Allotment Committee, Audit Committee, Nomination and Remuneration Committee - (Member) • Reliance Brands Limited - Nomination and Remuneration Committee (Chairman) • Reliance Retail Ventures limited - Audit Committee (Member) 	Nil	<ul style="list-style-type: none"> • Reliance Jio Infocomm Limited Nomination and Remuneration Committee (Chairman), Audit Committee (Member) • Reliance Retail Ventures Limited Nomination and Remuneration Committee (Chairman), Audit Committee (Member) 	<ul style="list-style-type: none"> • Reliance SMSL Limited Audit Committee & Nomination & Remuneration Committee (Member) • Reliance Clothing India Private Limited Audit Committee, Nomination and Remuneration Committee (Member)
Shareholding in the Company	Nil	Nil	Nil	Nil
Remuneration drawn in the Company for the FY 2016-17 (₹)	2.63 Crore*	0.57 Crore	Nil	Sitting Fee for attending the Board and Committee Meetings
Remuneration sought to be paid (₹)	Nil	As per the resolution at item no. 6 of the notice read with explanatory statement thereto.	Nil	Sitting Fee for attending the Board and Committee Meetings
Relation with any Director, Manager and other Key Managerial Personnel of the Company	None	None	None	None

* Remuneration paid in the capacity of Whole-Time Director.

Details of number and dates of Meetings of the Board and Committees held during the financial year 2016-17 and the attendance of Directors

Name of Director	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee Meeting	Corporate Social Responsibility Committee Meeting	Stakeholder Relationship Committee Meeting
Number of Meetings held during the year	6	5	2	3	-
Date of Meeting	19.04.2016 12.07.2016 18.10.2016 07.12.2016 12.01.2017 30.03.2017	19.04.2016 12.07.2016 18.10.2016 12.01.2017 30.03.2017	07.12.2016 12.01.2017	19.04.2016 12.07.2016 18.10.2016	-
Directors' Attendance:					
Shri Pankaj Pawar	3	3	N.A.	2	-
Shri Sanjay Jog	6	N.A.	2	2	-
Shri Ashwin Khasgiwala*	3	N.A.	N.A.	N.A.	-
Ms. Geeta Fulwadaya	6	N.A.	N.A.	N.A.	-
Shri V Subramaniam#	2	N.A.	N.A.	N.A.	-
Shri Pradipta K Mohapatra@	5	4	2	3	-
Shri K Sudarshan	5	4	2	2	-

* Ceased to be a Director w.e.f. 28-11-2016. 3 Board meetings were held during the tenure.

Appointed as Director w.e.f. 07.12.2016. 2 Board meetings were held during the tenure.

@ Ceased to be a Director w.e.f. 13.03.2017. 5 Board meetings were held during the tenure.

No Stakeholder Relationship Committee meeting was held during the year ended March 31, 2017.

By Order of the Board of Directors

K Sridhar
Company Secretary

Date: September 1, 2017

Place: Navi Mumbai

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,

Dhobi Talao, Mumbai-400 002

CIN: U01100MH1999PLC120563

Website: www.relianceretail.com

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Ph: +91 22 67673800

ROUTE MAP OF THE AGM VENUE



ATTENDANCE SLIP**Reliance Retail Limited**

CIN: U01100MH1999PLC120563

Registered Office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400002

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 **18th Annual General Meeting** of the Company held on Friday, the 29th day of September, 2017 at 11:00 a.m. at the Conference Room, 10th Floor, Maker Towers-E, Cuffe Parade, Mumbai-400005.

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

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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 **18th Annual General Meeting** of the Company, to be held on Friday, 29th September, 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 resolutions as are indicated below:

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

	Resolutions	For	Against
1.	Consider and adopt (a) Audited Financial Statement, Reports of the Board of Directors and Auditors (b) Audited consolidated financial statement and the report of the Auditors		
2.	Re-appointment of Shri Pankaj Pawar, a Director retiring by rotation		
3.	Ratification of appointment of Auditors and fixing their remuneration		
4.	Appointment of Auditor and fixing their remuneration		
5.	Ratification of remuneration to Cost Auditors of the Company		
6.	Appointment of Shri V. Subramaniam as a Director and Whole Time Director		
7.	Appointment of Shri Ranjit V Pandit as an Independent Director		
8.	Re-appointment of Shri K Sudarshan as an Independent Director		

*Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2017.

Signature of shareholder

Affix
a Revenue
Stamp

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.