

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of Reliance Retail Limited will be held on Tuesday, September 24, 2019 at 11:00 a.m. at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai - 400 020 to transact the following business:

ORDINARY BUSINESS

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 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**:
 - “RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - “RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- To appoint Shri Sanjay Jog, who retires by rotation 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 and other applicable provisions of the Companies Act, 2013, Shri Sanjay Jog (DIN: 01727602), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors

K Sridhar
Company Secretary

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,
Dhobi Talao, Mumbai-400 002
CIN: U01100MH1999PLC120563
Website: www.relianceretail.com
Email: Retail.InvestorRelations@ril.com
Tel: +91 22 3555 3800

Date: August 16, 2019
Place: Mumbai

Notes:

- A member entitled to attend and vote at the Twentieth 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 aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.

- Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- 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 specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- In terms of Section 152 of the Companies Act, 2013, Shri Sanjay Jog, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment. Brief profile of Shri Sanjay Jog and other requisite details are annexed to the Notice, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government.
- Shri Sanjay Jog is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Shri Sanjay Jog may be deemed to be interested in the said Resolution to the extent of their shareholding interest in the Company, if any. 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 Ordinary Business set out under Item Nos. 1 to 2 of the Notice.

6. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. 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 also be available for inspection by members at the Meeting.

By Order of the Board of Directors

K Sridhar
Company Secretary

Registered Office:

3rd Floor, Court House, Lokmanya Tilak Marg,
Dhobi Talao, Mumbai-400 002

CIN: U01100MH1999PLC120563

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Date: August 16, 2019

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ANNEXURE TO THE NOTICE DATED AUGUST 16, 2019**Details of Director retiring by rotation at the Meeting****Shri Sanjay Jog:**

Age	59 years
Qualification	Graduate in Human Resources from Pune University
Experience	More than two decades of experience in service sectors in India as well as outside the country. Shri Sanjay Jog has worked with reputed organisations including Pantaloon Retail, HVM Saregama, DHL, Indian Hotels Group, Bharti Enterprises and RPG Enterprises. Shri Sanjay Jog presently serves as President-HR of Reliance Jio Infocomm Limited.
Terms and conditions of reappointment	Non-executive director liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	₹ 80,000/- (Sitting Fee for attending the Board and Committee Meetings)
Remuneration proposed to be paid	Sitting Fee for attending the Board and Committee Meetings
Date of first Appointment on the Board	24-12-2013 as an Additional Director
Shareholding in the Company as on March 31, 2019	Nil
Relation with other Director/ Key Managerial Personnel of the Company	None
Number of Meetings of the Board attended during the financial year (2018-19)	5
Directorship of other Board as on March 31, 2019	Reliance SMSL Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	<u>Reliance SMSL Limited</u> Audit Committee (Chairman) Corporate Social Responsibility Committee (Chairman) Nomination and Remuneration Committee (Member)

By Order of the Board of Directors**K Sridhar****Company Secretary****Registered Office:**3rd Floor, Court House, Lokmanya Tilak Marg,

Dhobi Talao, Mumbai-400 002

CIN: U01100MH1999PLC120563

Website: www.relianceretail.com

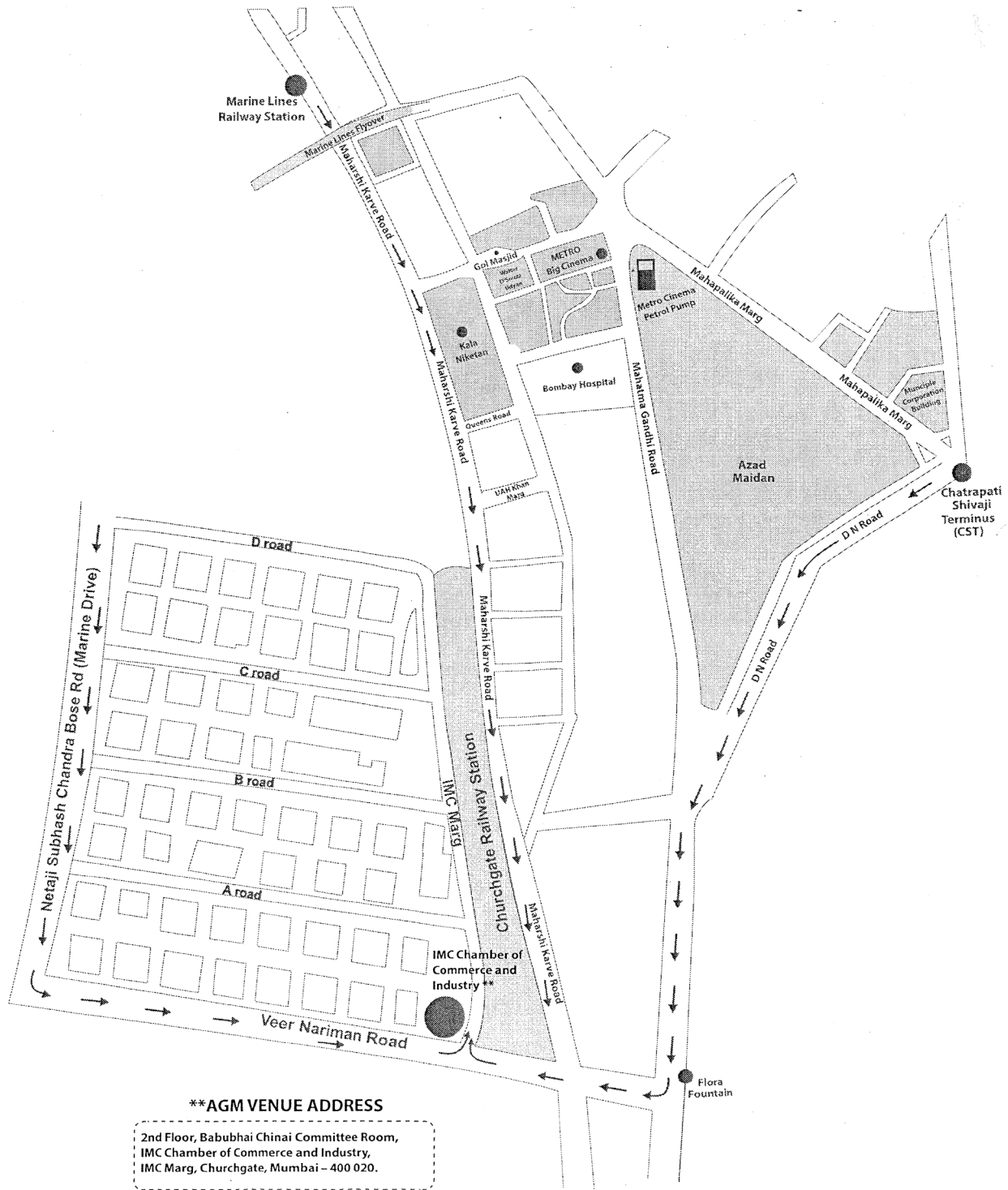
Email: Retail.InvestorRelations@ril.com

Tel: +91 22 3555 3800

Date: August 16, 2019

Place: Mumbai

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, Tel : +91 22 3555 3800

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 **20th ANNUAL GENERAL MEETING** of the members of the Company held on **Tuesday, September 24, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai - 400 020.

 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-400002
 Website: www.relianceretail.com Email: Retail.InvestorRelations@ril.com Tel: +91 22 3555 3800

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 _____

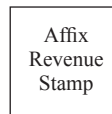
and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **20th ANNUAL GENERAL MEETING** of the members of the Company, to be held on **Tuesday, September 24, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Sr. No.	Resolutions	For	Against
1.	To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 and the Report of Auditors thereon.		
2.	Appointment of Shri Sanjay Jog, as a Director retiring by rotation.		

*Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2019.



Signature of shareholder

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 forty-eight hours before the commencement of the Meeting.