
NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Reliance Jio Infocomm Limited will be held on Saturday, July 22, 2017 at 3:00 p.m. at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 to transact the following special business:

1. To approve reclassification of the Authorised Share Capital of the Company 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** in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore only) comprising 6100,00,00,000 (Six Thousand One Hundred Crore) Equity Shares of Rs. 10 (Rupees Ten) each and 913,00,00,000 (Nine Hundred Thirteen Crore) Preference Shares of Rs. 10 (Rupees Ten) each to Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore Only) comprising 5700,00,00,000 (Five Thousand Seven Hundred Crore) Equity Shares of Rs. 10 (Rupees Ten) each and 1313,00,00,000 (One Thousand Three Hundred and Thirteen Crore) Preference Shares of Rs. 10 (Rupees Ten) each and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorised Share Capital of the Company is Rs. 70130,00,00,000 (Rupees Seventy Thousand One Hundred and Thirty Crore Only) comprising 5700,00,00,000 (Five Thousand Seven Hundred Crore) Equity Shares of Rs. 10 (Rupees Ten) each and 1313,00,00,000 (One Thousand Three Hundred and Thirteen Crore) Preference Shares of Rs. 10 (Rupees Ten) each, with the power to the Board to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of

the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.’

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

2. 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 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 and issue upto 400,00,00,000 – 9% Non-Cumulative Optionally Convertible Preference Shares (Series – IV, Preference Share Capital) (‘OCPS’) of Rs. 10 each for cash, at a premium of Rs. 40 per OCPS aggregating to Rs. 20000,00,00,000 (Rupees Twenty Thousand Crore only), 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 9% 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 take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

3. To approve payment of remuneration to Shri Sanjay Mashruwala (DIN: 01259774), Managing 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 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with 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 members be and is hereby accorded to payment of such remuneration to Shri Sanjay Mashruwala (DIN: 01259774), Managing Director, for the period from April 1, 2017 to July 31, 2017, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, 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.”

4. To re-appoint Shri Sanjay Mashruwala (DIN: 01259774), as a Managing 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 196, 197 and 203 read with Schedule V and other applicable provisions, if any, 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 members be and is hereby accorded to re-appoint Shri Sanjay Mashruwala (DIN: 01259774), as the Managing Director of the Company for a period of five (5) years with effect from August 1, 2017 upto July 31, 2022 on the terms and conditions and payment of such remuneration to Shri Sanjay Mashruwala, Managing Director, for a period of three (3) years with effect from August 1, 2017, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, 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.”

By Order of the Board of Directors

Jyoti Jain
Company Secretary

July 20, 2017
Mumbai

Registered Office:
9th Floor, Maker Chambers IV
222, Nariman Point
Mumbai 400 021
Maharashtra, India.

CIN: U72900MH2007PLC234712

Website: www.jio.com

E-mail: Jio.InvestorRelations@ril.com

Tel.: 022-22785000

NOTES:

1. A member entitled to attend and vote at the Extraordinary 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 before the commencement of the Meeting.

A person can act as a proxy on behalf of members 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.

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. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Details of Director seeking re-appointment at the ensuing Meeting, as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India are annexed to the Notice.
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 during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

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

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

Item No. 1

In order to issue preference shares, it is proposed to reclassify the Authorised Share Capital of the Company from the existing Rs. 70130,00,00,000 comprising 6100,00,00,000 Equity Shares of Rs. 10 each and 913,00,00,000 Preference Shares of Rs. 10 each to Rs. 70130,00,00,000 comprising 5700,00,00,000 Equity Shares of Rs. 10 each and 1313,00,00,000 Preference Shares of Rs. 10 each.

Accordingly, the Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

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

Item No. 2

The Board of Directors at its meeting held on July 20, 2017, has approved the offer and issue of 400,00,00,000 – 9% Non-Cumulative Optionally Convertible Preference Shares (Series – IV, Preference Share Capital) (‘OCPS’) of Rs. 10 each for cash, at a premium of Rs. 40 per OCPS aggregating to Rs. 20000,00,00,000 (Rupees Twenty Thousand Crore only), in one or more tranche(s) 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 400,00,00,000 – 9% Non-Cumulative Optionally Convertible Preference Shares ('OCPS') of Rs. 10 each for cash, at a premium of Rs. 40 per OCPS aggregating upto Rs. 20000,00,00,000 (Rupees Twenty Thousand Crore only) in one or more tranche(s).										
(b)	the nature of such shares, i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Non-cumulative, Non-participating and Optionally Convertible Preference Shares.										
(c)	the objectives of the issue	The objectives of the issue are to meet the project expenses and other 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 9% p.a. (on the face value) which will remain fixed over the tenure of the OCPS.										
(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.										
(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	<p>Equity Shareholding Pattern of the Company as on June 30, 2017:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>% to Equity Capital</th> </tr> </thead> <tbody> <tr> <td>Bodies Corporate</td> <td>99.82</td> </tr> <tr> <td>Individuals</td> <td>0.18</td> </tr> </tbody> </table> <p>Preference Shareholding Pattern (Series - I, II and III, Preference Share Capital) as on June 30, 2017:</p> <table border="1"> <thead> <tr> <th>Category</th> <th>% to Preference Capital</th> </tr> </thead> <tbody> <tr> <td>Bodies Corporate</td> <td>100</td> </tr> </tbody> </table>	Category	% to Equity Capital	Bodies Corporate	99.82	Individuals	0.18	Category	% to Preference Capital	Bodies Corporate	100
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Bodies Corporate	100											
(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.										

Accordingly, the Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

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 resolution, except to the extent of their shareholding interest, if any, in the Company, set out at Item No. 2 of the Notice.

Item No. 3

Shri Sanjay Mashruwala (DIN: 01259774) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. April 1, 2013.

The members of the Company at their extraordinary general meeting held on July 19, 2014 had approved the payment of remuneration to Shri Sanjay Mashruwala upto the period ended on March 31, 2017.

The Board at its meeting held on July 20, 2017 has approved payment of remuneration for the further period from April 1, 2017 to July 31, 2017, for which approval the members is required.

The remuneration proposed to be paid to Shri Sanjay Mashruwala, Managing Director has also been recommended by the Nomination and Remuneration Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act.

Brief profile of Shri Sanjay Mashruwala is annexed to the notice.

Keeping in view, the vast experience of Shri Sanjay Mashruwala, the Board of Directors has recommended the payment of remuneration for the period from April 1, 2017 to July 31, 2017 as set out herein below:

A. Salary, Perquisites and Allowances:

- (a) **Basic salary** not exceeding Rs. 8,16,150 per month
- (b) **Allowances** not exceeding 1.70 times of Basic Salary
- (c) **Performance Incentives** not exceeding 1.15 times of Basic Salary, Allowances and Reimbursements.
- (d) **Perquisites:** In addition to the remuneration as stated above, Shri Sanjay Mashruwala shall also be entitled, as per Rules of the Company, to perquisites like 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, medical assistance and air passage and / or leave travel concession / allowances for self and family including dependents, personal accident insurance premium and such other perquisites and allowances in accordance with the rules of the Company. 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.

B. Retiral Benefits: 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.

C. Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for Shri Sanjay Mashruwala's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The statement containing additional information as required under Schedule V to the Act are annexed to the Notice.

Save and except Shri Sanjay Mashruwala and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Shri Sanjay Mashruwala (DIN: 01259774) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. April 1, 2013.

In terms of the provisions of Schedule V of the Act, in case of inadequacy of profits, remuneration can be paid to the managerial personnel, without government approval, based

on the effective capital of the company. The effective capital shall be calculated as on the last date of the financial year in which the appointment of the managerial personnel has been made.

The present remuneration of Shri Sanjay Mashruwala is based on the effective capital calculated as on March 31, 2013. However, the effective capital of the Company as on March 31, 2017 is substantially higher in comparison to the effective capital as on March 31, 2013. This will raise the upper cap on the remuneration payable to the Managing Director in terms of the Act and allow the Company to justifiably remunerate Shri Sanjay Mashruwala commensurate with his experience and the present scale of activities of the Company.

Accordingly, the Board at its meeting held on July 20, 2017 has reduced the current term of Shri Sanjay Mashruwala as Managing Director by a period of 8 (eight) months i.e. upto July 31, 2017 and re-appointed him as Managing Director with effect from August 1, 2017 for a further period of five (5) years upto July 31, 2022 (both days inclusive) and pay him remuneration for a period of three (3) years from August 1, 2017 to July 31, 2020.

Re-appointment and remuneration proposed to be paid to Shri Sanjay Mashruwala, Managing Director has also been recommended by the Nomination and Remuneration Committee. The remuneration will be within the limits permissible under Schedule V to the Act.

Broad particulars of the terms of re-appointment of Shri Sanjay Mashruwala, Managing Director and remuneration payable to him are as under:

I. Remuneration from August 1, 2017 to March, 2018

A. Salary, Perquisites and Allowances:

- (a) **Basic salary** not exceeding Rs. 8,16,150 per month.
- (b) **Allowances** not exceeding 1.70 times of Basic Salary.
- (c) **Performance Incentives** not exceeding 1.15 times of Basic Salary, Allowances and Reimbursements.
- (d) **Perquisites:** In addition to the remuneration as stated above, Shri Sanjay Mashruwala shall also be entitled, as per Rules of the Company, to perquisites like 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, medical assistance and air passage and / or leave travel concession / allowances for self and family including dependents, personal accident insurance premium and such other perquisites and allowances in accordance with the rules of the Company. 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.

- B. Retiral Benefits:** 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.
- C. Reimbursement of Expenses:** Expenses incurred for travelling, boarding and lodging including for Shri Sanjay Mashruwala's spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Revision and / or yearly increment on or after his reappointment to the above mentioned remuneration for the balance period i.e. upto July 31, 2020 as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be within the overall ceiling of remuneration prescribed under Section 197 read with Schedule V to the Act.

II. Terms of re-appointment:

- (a) The Managing 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.

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- (b) The Managing 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.
 - (c) The Managing Director shall adhere to the Company's Code of Conduct.
 - (d) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

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

Shri Sanjay Mashruwala will attain the age of 70 years on April 7, 2018. Shri Sanjay Mashruwala has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of his considerable expertise and to re-appoint Shri Sanjay Mashruwala as a Managing Director. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Shri Sanjay Mashruwala as a Managing Director, as set out in Part-I

of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Save as provided in the foregoing paragraph, Shri Sanjay Mashruwala satisfies all other 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.

Details of Shri Sanjay Mashruwala is annexed to the Notice, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The statement containing additional information as required under Schedule V of the Act is annexed to the Notice.

Save and except Shri Sanjay Mashruwala and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

I. General Information

1. Nature of industry:

The Indian telecom industry hitherto has been predominantly serviced by old generation technologies with very limited affordable access to new generation data and digital services.

The Company has been transforming the Indian telecom space through its investment in a world-class all-IP data strong future proof network with latest 4G LTE technology, innovative market approach offering most free voice services to any network, anywhere in India and most affordable high speed data in the world.

The Company continues to innovate and develop digital eco-system comprising network, devices, applications and content, service experience and affordable tariffs for everyone to live the Digital Life and promise of enabling Digital India.

2. Date or expected date of commencement of commercial production:

The Company has commenced wireless telecommunication services from September 5, 2016. The Company on commencement as welcome gesture to its subscribers made its services complimentary, with no charges for domestic voice/messages and data usage till March 31, 2017.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on February 15, 2007.

4. Financial performance based on given indicators:

The Company has commenced wireless telecommunication services from September 5, 2016. The Company on commencement as welcome gesture to its subscribers made its services complimentary, with no charges for domestic voice/messages and data usage till March 31, 2017.

The Company, in accordance with the Accounting Standards, will commence amortization / depreciation

of the cost of the Project and will cease to capitalize the expenses on the Project when the assets are available for use in the manner as intended by the Management, i.e. when all the Quality of Service parameters set by the Management are met.

5. Foreign investments or collaborations, if any:

The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals.

II. Information about the appointee:

1. Background details : Shri Sanjay Mashruwala

Shri Sanjay Mashruwala, aged 69 years, is a B.Tech. (Mech.), IIT-Bombay and M.S. (Engg.), University of Texas at Austin, USA. He has extensive experience of 40 years and he has been associated with the Reliance Group for over three decades. He has been involved with all major Reliance projects starting with Polyester plant at Patalganga, Petrochemical complex at Hazira and the refining complex at Jamnagar. He was also involved with conceptualization and creation of pan India network of Reliance Infocomm (now Reliance Communications Limited) and was also responsible for network operations.

2. Past remuneration

Being a professional, he had been drawing remuneration matching with domestic/global peer group companies.

3. Recognition or awards

None

4. Job profile and his suitability

As a Managing Director, Shri Sanjay Mashruwala is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board. Shri Sanjay Mashruwala is a Senior Corporate Executive of proven calibre and skill and is having wide ranging experience in project planning and management.

5. Remuneration proposed

As per item no 3 and 4 of the 'Statement pursuant

to section 102(1) of the Companies Act, 2013' annexed to the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Shri Sanjay Mashruwala as a Managing Director is appropriate.

The Company has its own remuneration policy based on its short-term and long-term objectives and role perceived and played by employees at top levels.

Considering his rich experience, competence, and the growth and development of the Company under his leadership, the terms of his remuneration are considered fair and reasonable.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Shri Sanjay Mashruwala does not have any pecuniary relationship with the Company other than the remuneration payable to him as a Managing Director of the Company. He is working with the Company purely in a professional capacity. There are no other managerial personnel in the Company.

III. Other information:

1. Reasons of loss or inadequate profits

The Company has commenced wireless telecommunication services from September 5, 2016. The Company on commencement as a welcome gesture to its subscribers made its services complimentary, with no charges for domestic voice/messages and data usage till March 31, 2017. Going forward, the Company expects to experience good cash flows and profits.

The Company, in accordance with the Accounting

Standards, will commence amortization/depreciation of the cost of the Project and will cease to capitalize the expenses on the Project when the assets are available for use in the manner as intended by the Management, i.e. when all the Quality of Service parameters set by the Management are met.

2. Steps taken or proposed to be taken for improvement

Going forward, the Company expects to monetise its subscriber base.

3. Expected increase in productivity and profits in measurable terms

The Company has commenced wireless telecommunication services from September 5, 2016. The Company on commencement as welcome gesture to its subscribers made its services complimentary, with no charges for domestic voice/messages and data usage till March 31, 2017. Going forward, the Company expects to monetise its subscriber base and experience good cash flows and profits.

The Company, in accordance with the Accounting Standards, will commence amortization/depreciation of the cost of the Project and will cease to capitalize the expenses on the Project when the assets are available for use in the manner as intended by the Management, i.e. when all the Quality of Service parameters set by the Management are met.

By Order of the Board of Directors

Jyoti Jain
Company Secretary

July 20, 2017
Mumbai

Registered Office:
9th Floor, Maker Chambers IV
222, Nariman Point
Mumbai 400 021
Maharashtra, India

CIN: U72900MH2007PLC234712

Website: www.jio.com

E-mail: Jio.InvestorRelations@ril.com

Tel.: 022-22785000

Profile of Director seeking re-appointment:**Shri Sanjay Mashruwala (DIN: 01259774)**

Shri Sanjay Mashruwala, aged 69 years, is a B.Tech. (Mech.), IIT-Bombay and M.S. (Engg.), University of Texas at Austin, USA. He has extensive experience of 40 years and he has been associated with the Reliance Group

for over three decades. He has been involved with all major Reliance projects starting with Polyester plant at Patalganga, Petrochemical complex at Hazira and the refining complex at Jamnagar. He was also involved with conceptualization and creation of pan India network of Reliance Infocomm (now Reliance Communications Limited) and was also responsible for network operations.

Other details of Director seeking re-appointment at the ensuing Extraordinary General Meeting are as under:

Particulars	Shri Sanjay Mashruwala
Terms and conditions of appointment / re-appointment	Executive director liable to retire by rotation
Directorships of other Boards as on March 31, 2017	<ul style="list-style-type: none"> • Reliance Jio Infratel Private Limited • Reliance Jio Digital Services Private Limited
Date of first appointment on the Board	01-03-2013 as an additional director
Number of Meetings of the Board attended during the FY 2016-17	5
Chairmanship/Membership of Committees of other Boards as on March 31, 2017	Member of Allotment Committee of Reliance Jio Digital Services Private Limited
Shareholding in the Company as on March 31, 2017	Nil
Remuneration drawn in the Company for the FY 2016-17	Rs. 5.16 crore
Remuneration sought to be paid	As per item no. 4 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.
Relation with any Director, Manager and other Key Managerial Personnel of the Company	None

By Order of the Board of Directors

Jyoti Jain
Company Secretary

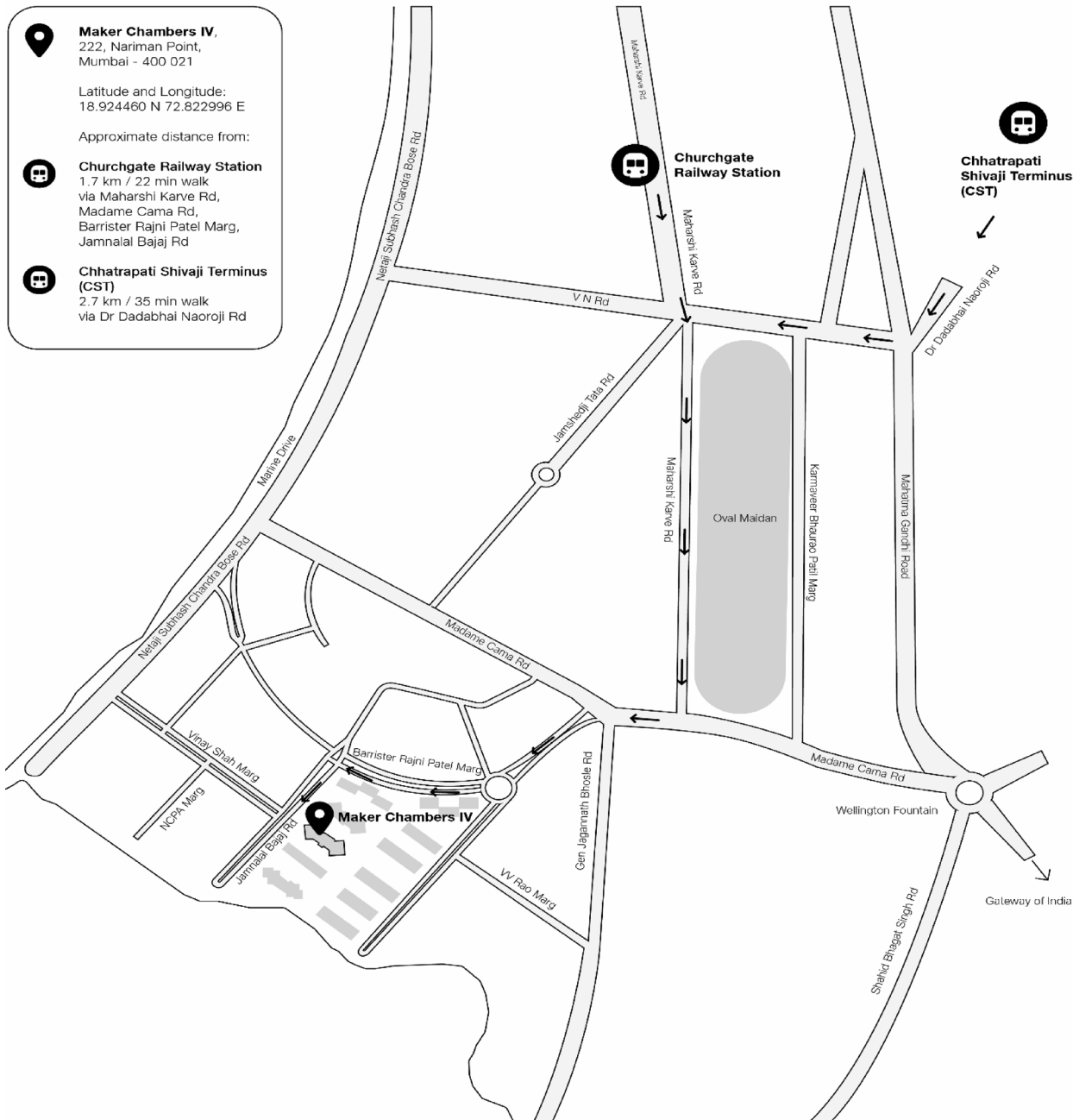
July 20, 2017
Mumbai

Registered Office:
9th Floor, Maker Chambers IV
222, Nariman Point
Mumbai 400 021
Maharashtra, India.

CIN: U72900MH2007PLC234712

Website: www.jio.com
E-mail: Jio.InvestorRelations@ril.com
Tel.: 022-22785000

ROUTE MAP TO THE EGM VENUE



Reliance Jio Infocomm Limited

CIN: U72900MH2007PLC234712

ATTENDANCE SLIPRegistered Office: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

Website: www.jio.com; E-mail: Jio.InvestorRelations@ril.com; Tel.: 022-22785000

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the Meeting.

DP Id *		Folio No.	
Client Id *		No. of Shares	
Name of the Shareholder			
Address of the Shareholder			

I hereby record my presence at the **Extraordinary General Meeting** of the members of the Company held on **Saturday, July 22, 2017 at 3:00 p.m.** at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

Reliance Jio Infocomm Limited

CIN: U72900MH2007PLC234712

Registered Office: 9th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

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PROXY FORM

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

Name of the member(s):	e-mail Id:	
	Folio No./* Client Id:	
Registered address:	*DP Id:	

I/We, being the member(s) of _____ shares of Reliance Jio Infocomm 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 **Extraordinary General Meeting** of the members of the Company, to be held on **Saturday, July 22, 2017 at 3:00 p.m.** at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 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 below box:

Resolutions	For	Against
1. Approval for reclassification of Authorised Share Capital		
2. Approval for offer or invitation to subscribe Optionally Convertible Preference Shares on Rights Basis		
3. Payment of remuneration to Shri Sanjay Mashruwala, Managing Director		
4. Re-appointment of Shri Sanjay Mashruwala as a Managing 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

Notes:

- 1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.**
- 2) **A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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.
- ** 4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner as he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the Meeting in person if he/ she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- 6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- 8) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.