

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Reliance Jio Infocomm Limited will be held on Monday, February 25, 2019 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 increase the borrowing limits of the Company 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 in supersession of the earlier resolution passed at the Extraordinary General Meeting held on October 19, 2018 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board or Committee thereof may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company and remaining outstanding at any point of time shall not exceed a sum of Rs. 145,000 crore (Rupees One Lakh Forty Five Thousand Crore Only);

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.”

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 - V, 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:

- o Issue price: OCPS of face value of Rs. 10 each will be issued at a premium of Rs. 40 per OCPS.
- o Rate of Dividend: Dividend rate will be 9% p.a. (on the face value) which will remain fixed over the tenure of the OCPS.
- o Non-cumulative: The OCPS will carry non-cumulative dividend right.
- o 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.
- o 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.
- o 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.

- o 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.”

By Order of the Board of Directors

Jyoti Jain
Company Secretary

January 31, 2019
Mumbai

Registered Office:

Office - 101, Saffron, Nr. Centre Point
Panchwati 5 Rasta, Ambawadi
Ahmedabad-380006. Gujarat, India.
CIN: U72900GJ2007PLC105869
Website: www.jio.com
Email: Jio.InvestorRelations@ril.com
Tel.: 079-35600100

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. 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.
6. 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

The Members of the Company at their Extraordinary General Meeting held on October 19, 2018 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 125,000 crore.

The Company is expediting its plan to scale up its capacity and coverage and hence it is considered necessary to increase the limits for borrowing of funds from Rs. 125,000 crore to Rs. 145,000 crore.

The Board commends the Special 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 January 17, 2019, has approved the offer and issue of 400,00,00,000 – 9% Non-Cumulative Optionally Convertible Preference Shares (Series – V, 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 December 31, 2018:</p> <table border="1" data-bbox="796 646 1449 768"> <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, III and IV Preference Share Capital) as on December 31, 2018:</p> <table border="1" data-bbox="796 846 1449 932"> <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.

By Order of the Board of Directors

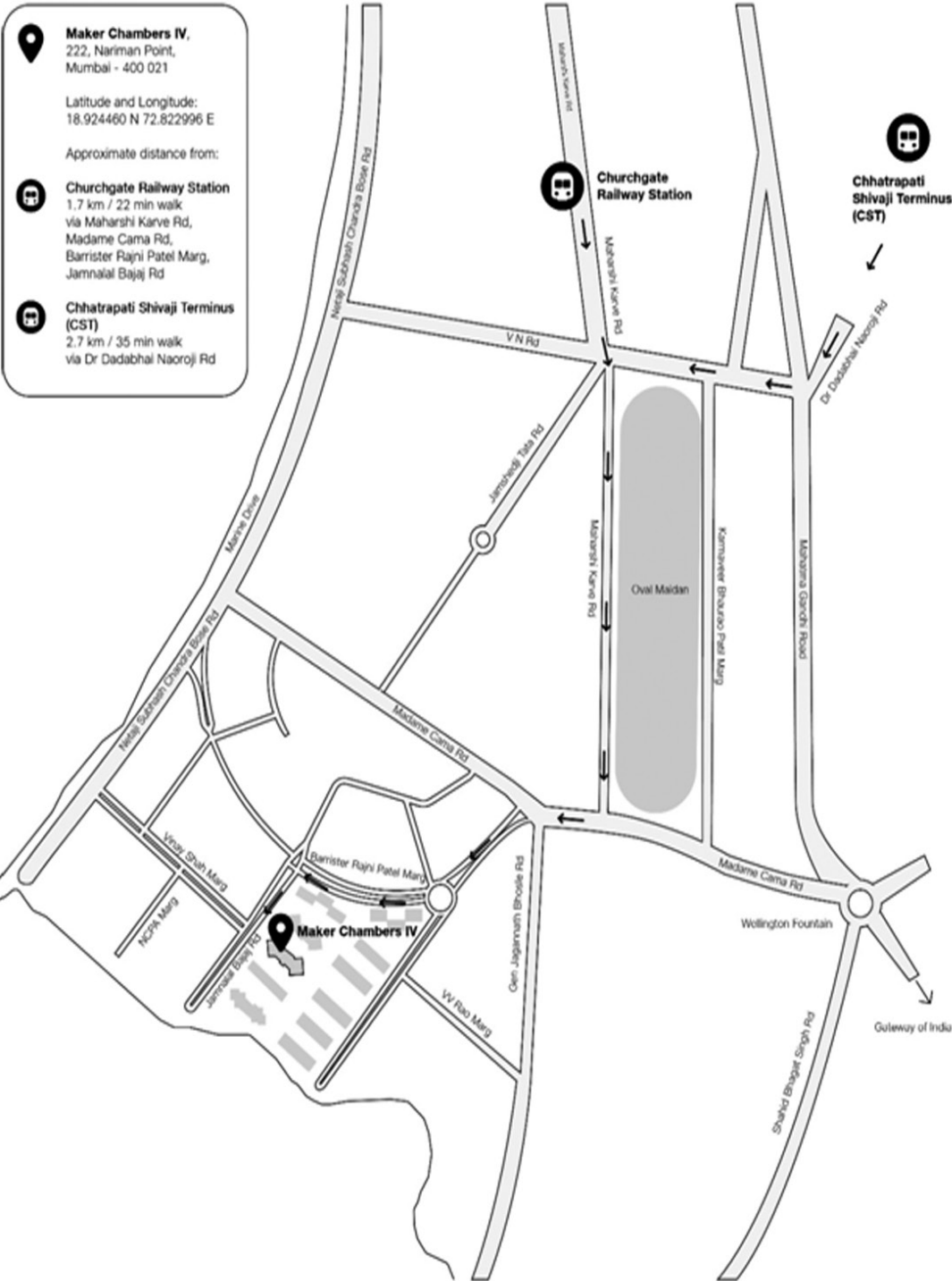
Jyoti Jain
Company Secretary

January 31, 2019
Mumbai

Registered Office:

Office - 101, Saffron, Nr. Centre Point
Panchwati 5 Rasta, Ambawadi
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CIN: U72900GJ2007PLC105869
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Tel.: 079-35600100

ROUTE MAP TO THE EGM VENUE



Reliance Jio Infocomm Limited

CIN: U72900GJ2007PLC105869

ATTENDANCE SLIP

Registered Office: 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad - 380 006
 Website: www.jio.com; E-mail: Jio.InvestorRelations@ril.com; Tel.: 079-35600100

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 Share Holder			
Address of the Shareholder			

I hereby record my presence at the **Extraordinary General Meeting** of the members of the Company held on **Monday, February 25, 2019 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: U72900GJ2007PLC105869

Registered Office: Office - 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta, Ambawadi, Ahmedabad - 380 006
 Website: www.jio.com; E-mail: Jio.InvestorRelations@ril.com; Tel.: 079-35600100

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 **Monday, February 25, 2019 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. Borrowing Powers under Section 180(1) (c) of the Companies Act, 2013.		
2. Approval for offer or invitation to subscribe Optionally Convertible Preference Shares on Rights Basis		

*Applicable for investors holding shares in electronic form.

Signed this day of 2019

Signature of Shareholder

Affix a revenue stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- 1) **1)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.**
- 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.