
NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Reliance Jio Infocomm Limited will be held on Wednesday, June 5, 2019 at 3:00 p.m. at 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021, to transact the following business:

Special Business

1. To re-appoint Shri Adil Zainulbhai 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 other applicable provisions, if any, 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(s) thereof, for the time being in force), Shri Adil Zainulbhai (DIN: 06646490), who was appointed as an Independent Director and who holds office as an Independent Director up to June 9, 2019 and being eligible, 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, i.e. upto June 9, 2024.”

2. To re-appoint Shri Dipak C. Jain 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 other applicable provisions, if any, 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(s) thereof, for the time being in force), Shri Dipak C. Jain (DIN: 00228513) who was appointed as an Independent Director and who holds office as an Independent Director up to June 9, 2019 and being eligible, 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, i.e. upto June 9, 2024.”

By order of the Board of Directors

Jyoti Jain
Company Secretary

Date : May 10, 2019

Place : Mumbai

Registered Office:

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

Notes:

- 1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. 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.
4. Members/ Proxies / Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
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.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is enclosed herewith.
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, except Saturdays, during business hours up to the date of 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 Nos. 1 and 2

Shri Adil Zainulbhai DIN: (06646490) and Shri Dipak C. Jain (DIN: 00228513) were appointed as Independent Directors of the Company and they hold office as Independent Directors of the Company up to June 9, 2019 (“first term”).

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company, on the basis of the report of performance evaluation of Independent Directors has recommended re-appointment of Shri Adil Zainulbhai and Shri Dipak C. Jain as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of NRC, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Shri Adil Zainulbhai and Shri Dipak C. Jain would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Adil Zainulbhai and Shri Dipak C. Jain as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Shri Adil Zainulbhai and Shri Dipak C. Jain are not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Shri Adil Zainulbhai and Shri Dipak C. Jain that they meet with the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Shri Adil Zainulbhai and Shri Dipak C, Jain fulfil the conditions for re-appointment as

Independent Directors as specified in the Act. Shri Adil Zainulbhai and Shri Dipak C. Jain are independent of the management.

Details of Shri Adil Zainulbhai and Shri Dipak C. Jain, are provided in the “Annexure” to the Notice. They shall be paid remuneration by way of fees for attending meetings of the Board or Committee thereof.

Copy of the draft of the letters of appointment of Shri Adil Zainulbhai and Shri Dipak C. Jain setting out the terms and conditions of their re-appointment are available for inspection by the members at the registered office of the Company.

Shri Adil Zainulbhai and Shri Dipak C. Jain are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice with regard to their respective re-appointments. 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 these resolutions.

This statement may also be regarded as an appropriate disclosure under the Act.

The Board commends the Special Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the members.

By order of the Board of Directors

Jyoti Jain
Company Secretary

Date : May 10, 2019

Place : Mumbai

Registered Office:

Office - 101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta

Ambawadi, Ahmedabad 380006

CIN: U72900GJ2007PLC105869

Website: www.jio.com

E-mail: Jio.InvestorRelations@ril.com

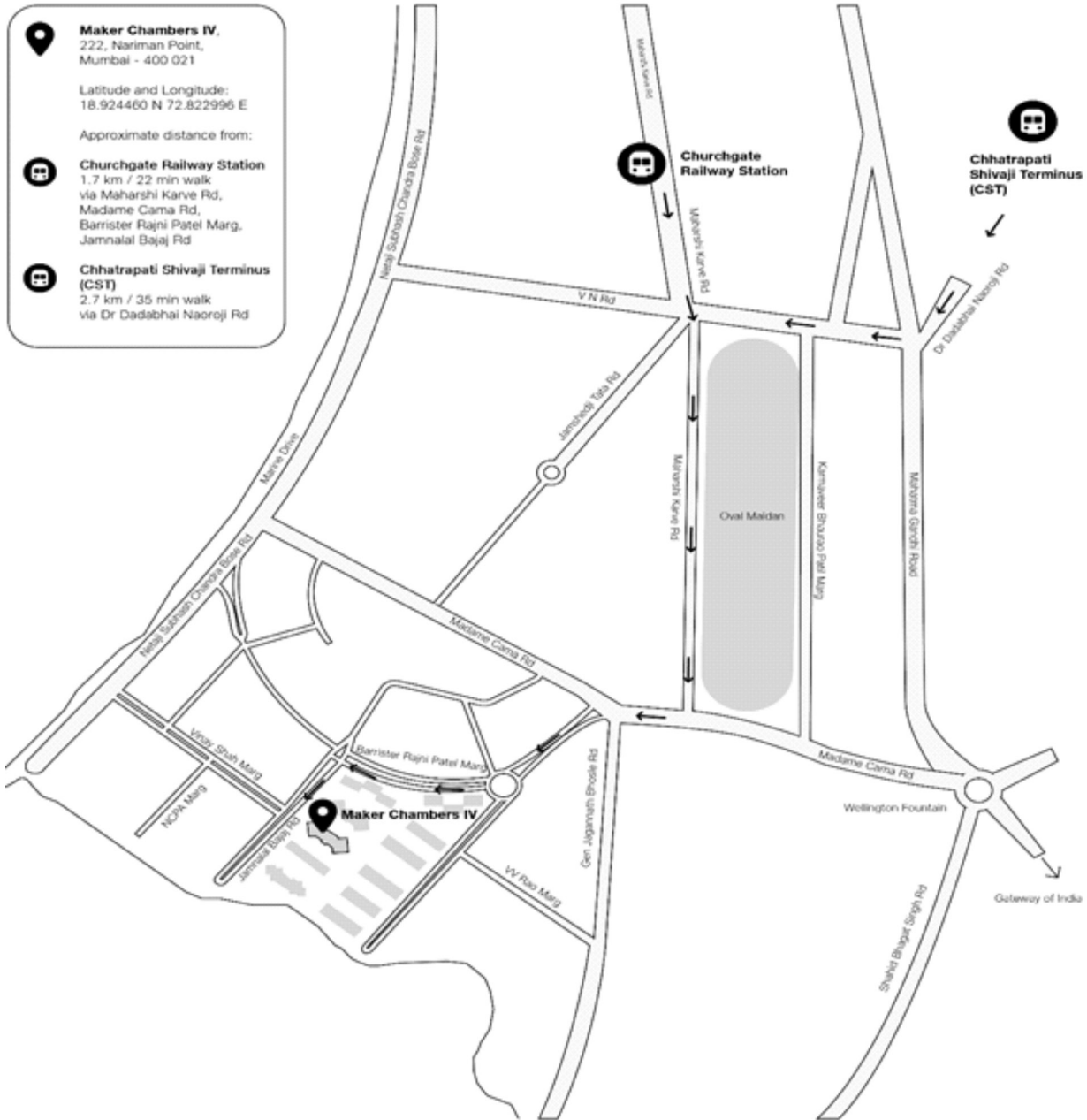
Tel.: 079-35600100

Annexure to the Notice dated May 10, 2019**Details of Directors seeking re-appointment at the meeting**

Particulars	Shri Adil Zainulbhai	Shri Dipak C. Jain
Age	65	61
Qualification	Mechanical Engineering from the Indian Institute of Technology and MBA from Harvard Business School.	M.Sc. in Mathematical Statistics from Guwahati University and Ph.D. in Marketing from University of Texas
Experience (including experience in specific function areas)	Mr. Adil Zainulbhai is the Chairman of Quality Council of India. He is also the Chairman of Network18 Media & Investments Ltd. and TV18 Broadcast Ltd. and also a Director of Reliance Industries Ltd., Reliance Retail Ventures Ltd., Larsen & Toubro Ltd., Cipla Ltd. He retired as the Chairman of McKinsey & Company, India, after serving the company for 34 years – the last 10 of which were spent in India. Over the last 10 years, he worked directly with the CEOs and promoters of some major companies in MNCs, PSUs, private and public sectors – in India and globally. He is very active in community and social causes. He is a Board member on the Board of Trustees at Saifee Burhani Upliftment Trust (redeveloping Bhendi Bazaar in Mumbai), Piramal Swasthya, Piramal Foundation, Anant National University and others.	Prof. Dipak C. Jain is a distinguished teacher and scholar. He was the Dean of the Kellogg School of Management, Northwestern University (USA) from 2001 to 2009, and an Associate Dean from 1996 to 2001. He has also served as the Dean of INSEAD, a leading business school from 2011 to 2013, and as a Director of Sasin Graduate Institute of Business Administration of Chulalongkorn University, Bangkok, Thailand, from 2014-2017. Currently he is the President (European) and Professor of Marketing at China Europe International Business School (CEIBS). He has more than 30 years' experience in management education. He has published several articles in international journals on marketing and allied subjects.
Terms and Conditions of Re-appointment	As per the resolution at Item no. 1 of the Notice dated May 10, 2019 convening the Extra-ordinary General Meeting read with explanatory statement thereto. Shri Adil Zainulbhai is proposed to be re-appointed as an Independent Director	As per the resolution at Item no. 2 of the Notice dated May 10, 2019 convening the Extra-ordinary General Meeting read with explanatory statement thereto. Shri Dipak C. Jain is proposed to be re-appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Rs. 6.50 Lakhs as sitting fees for attending meetings of the Board and Committees thereof	Rs. 6.25 Lakhs as sitting fees for attending meetings of the Board and Committees thereof
Remuneration Proposed to be paid	Sitting fees for attending meetings of the Board and Committees thereof	Sitting fees for attending meetings of the Board and Committees thereof
Date of first appointment on the Board	10.07.2014	10.07.2014
Shareholding in the Company as on March 31, 2019	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2018-19)	6	6
Directorships of other Boards as on March 31, 2019	<ol style="list-style-type: none"> 1. Reliance Industries Limited 2. Larsen and Toubro Limited 3. Network18 Media & Investments Limited 4. Cipla Limited 5. Reliance Retail Ventures Limited 6. Viacom 18 Media Private Limited 7. TV18 Broadcast Limited 8. Indiacast Media Distribution Private Limited 9. Piramal Foundation 	<ol style="list-style-type: none"> 1. Reliance Industries Limited 2. Reliance Retail Ventures Limited 3. John Deere & Company 4. Reliance Retail Limited

<p>Membership/Chairmanship of Committees of other Boards as on March 31, 2019</p>	<p>Reliance Industries Limited</p> <ul style="list-style-type: none"> • Audit Committee • Human Resources, Nomination and Remuneration Committee - Chairman • Risk Management Committee - Chairman <p>Network18 Media & Investments Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Nomination and Remuneration Committee • Stakeholders' Relationship Committee - Chairman • Corporate Social Responsibility Committee -Chairman • Risk Management Committee - Chairman <p>Cipla Limited</p> <ul style="list-style-type: none"> • Corporate Social Responsibility Committee • Nomination and Remuneration Committee – Chairman • Audit Committee <p>TV18 Broadcast Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Nomination and Remuneration Committee • Corporate Social Responsibility Committee - Chairman • Risk Management Committee - Chairman <p>Larsen & Toubro Limited</p> <ul style="list-style-type: none"> • Nomination and Remuneration Committee <p>Reliance Retail Ventures Limited</p> <ul style="list-style-type: none"> • Audit Committee - Chairman • Corporate Social Responsibility Committee – Chairman • Nomination and Remuneration Committee <p>Viacom 18 Media Private Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee <p>IndiaCast Media Distribution Private Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination and Remuneration Committee 	<p>Reliance Retail Ventures Limited</p> <ul style="list-style-type: none"> • Audit Committee • Corporate Social Responsibility Committee • Nomination and Remuneration Committee
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ROUTE MAP TO THE EGM VENUE



RELIANCE JIO INFOCOMM LIMITED

CIN: U72900GJ2007PLC105869

Registered Office: Office - 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta
Ambawadi, Ahmedabad 380006

Website: www.jio.com; E-mail: Jio.InvestorRelations@ril.com; Tel.: 079-35600100

ATTENDANCE SLIP**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*	
Client Id*	

Folio No.	
No. of Shares	

Name of the Shareholder	
Address of the Shareholder	

I hereby record my presence at the Extra-Ordinary General Meeting of the members of the Company held on **Wednesday, June 5, 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.

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Signature of Shareholder / Proxy**RELIANCE JIO INFOCOMM LIMITED**

CIN: U72900GJ2007PLC105869

Registered Office: Office - 101, Saffron, Nr. Centre Point, Panchwati 5 Rasta
Ambawadi, Ahmedabad 380006

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 Extra Ordinary General Meeting of the members of the Company, to be held on **Wednesday, June 5, 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. To re-appoint Shri Adil Zainulbhai as an Independent Director of the Company		
2. To re-appoint Shri Dipak C. Jain as an Independent Director of the Company		

*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) **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.