

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of Reliance Jio Infocomm Limited will be held on Monday, February 17, 2020 at 3:00 p.m. at 2<sup>nd</sup> Floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021, to transact the following business:

### Special Business

1. To re-appoint Shri Mohanbir Singh Sawhney 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 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 Mohanbir Singh Sawhney (DIN: 07136864), who was appointed as an Independent Director and who holds office as

an Independent Director up to March 30, 2020 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 March 30, 2025.”

### By order of the Board of Directors

Jyoti Jain  
Company Secretary

Date : January 20, 2020  
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.: 079-35031200

### 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 No. 1**

Shri Mohanbir Singh Sawhney (DIN: 07136864), was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to March 30, 2020.

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company, on the basis of the report of performance evaluation has recommended re-appointment of Shri Mohanbir Singh Sawhney as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Shri Mohanbir Singh Sawhney 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 Mohanbir Singh Sawhney as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company commencing from March 31, 2020.

Shri Mohanbir Singh Sawhney is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received declaration from Shri Mohanbir Singh Sawhney confirming that he meets with the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Shri Mohanbir Singh Sawhney fulfil the conditions for re-appointment as an Independent

Director as specified in the Act. Shri Mohanbir Singh Sawhney is independent of the management.

Details of Shri Mohanbir Singh Sawhney, is provided in the “Annexure” to the Notice. He shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof.

Copy of the draft of the letter of appointment of Shri Mohanbir Singh Sawhney setting out the terms and conditions of his re-appointment is available for inspection by the members at the registered office of the Company.

Shri Mohanbir Singh Sawhney is interested in the resolution set out at Item No. 1 of the Notice with regard to his re-appointment. 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 said resolution.

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

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

**By order of the Board of Directors**

Jyoti Jain  
Company Secretary

Date: January 20, 2020  
Place: Mumbai

Registered Office:  
Office - 101, Saffron, Nr. Centre Point,  
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**Annexure to the Notice dated January 20, 2020****Details of Director seeking re-appointment at the meeting**

<b>Particulars</b>	<b>Shri Mohanbir Singh Sawhney</b>
Age	56
Qualification	Ph.D. in marketing from the Wharton School of the University of Pennsylvania; MBA degree from the Indian Institute of Management, Calcutta; and Bachelor's degree in Electrical Engineering from the Indian Institute of Technology, New Delhi.
Experience (including experience in specific function areas)	Shri Mohanbir Singh Sawhney is a globally recognized scholar, teacher, consultant and speaker in business innovation, modern marketing and enterprise technology. His research and teaching interests include marketing and media in the digital world, enterprise analytics, organic growth and network-centric innovation. He has been widely recognized as a thought leader. His recognitions include the Outstanding Professor of the Year at Kellogg, the Distinguished Alumnus Award from the Indian Institute of Management, Calcutta and the Thought Leadership Award from NASSCOM in 2016. He has been ranked among the top 50 thinkers of Indian origin. He is the co-author of six management books and dozens of influential articles in leading management journals. He has advised over 50 Fortune 500 companies and serves as a strategic advisor to several technology start-up companies.
Terms and Conditions of Re-appointment	As per the resolution at Item no. 1 of the Notice dated January 20, 2020 convening the Extra-ordinary General Meeting read with explanatory statement thereto. Shri Mohanbir Singh Sawhney is proposed to be re-appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any)	Rs. 5.25 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
Date of first appointment on the Board	31.03.2015
Shareholding in the Company	Nil
Relationship with other Directors / 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
Directorships of other Boards	1. Reliance Payment Solutions Limited 2. Kanhatech Solutions Limited
Membership/Chairmanship of Committees of other Boards	<b>Reliance Payment Solutions Limited</b> • Audit Committee • Nomination and Remuneration Committee <b>Kanhatech Solutions Limited</b> • Audit Committee • Nomination and Remuneration Committee



## 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](http://www.jio.com); **E-mail:** [Jio.InvestorRelations@ril.com](mailto:Jio.InvestorRelations@ril.com); **Tel.:** 079-35031200

### 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.

<b>DP Id*</b>		<b>Folio No.</b>	
<b>Client Id*</b>		<b>No. of Shares</b>	
Name of the Share Holder			
Address of the Shareholder			

I hereby record my presence at the Extra-Ordinary General Meeting of the members of the Company held on Monday, February 17, 2020 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

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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 the Company, holding ..... 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 \_\_\_\_\_ or failing him

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 Monday, February 17, 2020 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 Mohanbir Singh Sawhney as an Independent Director of the Company for second term of 5 (five) consecutive years		

\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ..... 2020

\_\_\_\_\_  
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.