

RELIANCE RETAIL LIMITED

CIN: U01100MH1999PLC120563

Registered Office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002

Website: www.relianceretail.com | Email: retail.secretarial@ril.com | Phone: +91 22 3555 3800

NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF RELIANCE RETAIL LIMITED CONVENED PURSUANT TO AN ORDER DATED 17TH DECEMBER, 2019 PASSED BY THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

MEETING:

Day : Thursday
Date : 23rd January 2020
Time : 10:30 a.m.
Venue : 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020

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FORM NO. CAA 2
IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 4037 OF 2019
IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF
THE COMPANIES ACT, 2013
AND
IN THE MATTER OF THE SCHEME OF ARRANGEMENT AMONGST PRANATHARTHI COMMERCIALS PRIVATE
LIMITED AND RELIANCE RETAIL LIMITED AND ITS EQUITY SHAREHOLDERS

Reliance Retail Limited,

(CIN: U01100MH1999PLC120563) a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002

Company/ Applicant Company

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY PURSUANT TO THE ORDER DATED 17TH DECEMBER, 2019 PASSED BY THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

To,

The equity shareholders of Reliance Retail Limited (“**Company**”).

Notice is hereby given that by an Order dated 17th December, 2019, the National Company Law Tribunal, Mumbai Bench (“**NCLT**”) has directed a meeting to be held of the equity shareholders of the Applicant Company, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement amongst Pranatharthi Commercial Private Limited and Reliance Retail Limited and its equity shareholders (“**Scheme**”).

In pursuance of the said Order and as directed therein, a meeting of the equity shareholders of the Company will be held at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 on Thursday, 23rd January, 2020 at 10:30 a.m. and the said equity shareholders of the Company are requested to attend and to consider and, if thought fit, approve, with or without modification(s), the following resolution under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 with requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon’ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications made therein for any reason whatsoever or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, and as agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”), the arrangement embodied in the Scheme of Arrangement amongst Pranatharthi Commercial Private Limited and Reliance Retail Limited and its equity shareholders (“**Scheme**”), be and is hereby approved;

RESOLVED FURTHER THAT the Board or any authorised representative of the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a form of proxy in the prescribed format, signed by you or your authorised representative, is deposited at the registered office of the Applicant Company at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002 not later than 48 (forty-eight) hours before the commencement of the meeting. The form of proxy can also be obtained free of charge from the registered office of the Applicant Company.

Copies of the Scheme and of the Statement under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Applicant Company at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002.

The NCLT has appointed Shri Adil Zainulbhai, Independent Director of Reliance Retail Ventures Limited, the holding company of the Applicant Company or in his absence, Shri K. Sudarshan, Independent Director of the Applicant Company to be the Chairperson of the said meeting including for any adjournment or adjournments thereof. The above Scheme, if approved in the aforesaid meeting, will be subject to the approval of the NCLT.

A copy of the Statement under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Sd/-

Adil Zainulbhai

Chairperson appointed for the Meeting

Place: Mumbai

Date: 20th December, 2019

Registered Office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002

CIN: U01100MH1999PLC120563 • Phone: +91 22 35553800 • Website: www.relianceretail.com • Email: retail.secretarial@ril.com

Notes:

1. The Board of Directors of the Applicant Company at its meeting held on 11th December, 2019 had approved the Scheme, subject to the sanction of the NCLT and of such other authorities as may be necessary.
2. **Only registered equity shareholders of the Company may attend and vote either in person or by proxy (a proxy need not be an equity shareholder of the Company) or in the case of a body corporate, by a representative authorised under Section 113 of the Companies Act, 2013. The authorised representative of a body corporate which is a registered equity shareholder of the Company may attend and vote at the meeting of the equity shareholders of the Company provided a copy of the resolution of the Board of Directors or other governing body of the body corporate authorising such representative to attend and vote at the meeting of the equity shareholders of the Company, duly certified to be a true copy by a director, the manager, the secretary or other authorised officer of such body corporate, is deposited at the registered office of the Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Company.**
As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Equity shareholders holding more than 10% (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 proxy for any other equity shareholder.
3. An equity shareholder or his/ her proxy is requested to bring the copy of the Notice to the meeting and produce the Attendance Slip, duly completed and signed, at the entrance of the meeting venue.
4. The form of proxy can be obtained free of charge from the registered office of the Company.
5. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, an equity shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
6. All alterations made in the form of proxy should be initialled.
7. The quorum of the meeting shall be as prescribed under Section 103 of the Companies Act, 2013.
8. The registered equity shareholders who hold shares in dematerialized form and who are attending the meeting are requested to bring their DP ID and Client ID for easy identification.
9. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Applicant Company in respect of such joint holding, will be entitled to vote.
10. As directed by the NCLT, the Scrutinizer for the meeting shall be Shri G.B.B. Babuji, Practicing Company Secretary and failing whom, Shri Atma K. Dhoundiyal, Practicing Company Secretary, to scrutinize votes cast at the venue of the meeting and submit a report on votes cast, to the Chairperson of the meeting within 48 hours from the conclusion of the meeting to the Chairperson of the meeting, who shall countersign the same and declare the result of the voting forthwith.
11. The result declared along with the Scrutinizer's Report will be displayed on the website and notice board of the Company.
12. The documents referred to in the Statement under Sections 230 (3), 232 (1) and 232 (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, annexed herewith will be available for inspection by the equity shareholders at the registered office of the Company from 10.00 a.m. till 6.00 p.m. on all working days (i.e. except Saturdays, Sundays and Public Holidays), up to the date of the meeting.

**IN THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

COMPANY APPLICATION NO. 4037 OF 2019

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT,
2013**

AND

**IN THE MATTER OF THE SCHEME OF ARRANGEMENT
AMONGST PRANATHARTHI COMMERCIALS PRIVATE
LIMITED AND RELIANCE RETAIL LIMITED AND ITS
EQUITY SHAREHOLDERS**

Reliance Retail Limited,

(CIN: U01100MH1999PLC120563) a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002 **Company/ Applicant Company**

STATEMENT UNDER SECTIONS 230 (3), 232 (1) AND 232 (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the Order dated 17th December, 2019, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), in the Company Application no. 4037 of 2019 ("Order"), a meeting of the equity shareholders of Reliance Retail Limited ("Company" or "Applicant Company") is being convened at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020, on Thursday, the 23rd day of January, 2020 at 10:30 a.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement amongst Pranatharthi Commercial Private Limited and Reliance Retail Limited and its equity shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").
2. This is the Statement accompanying the Notice convening the meeting of the equity shareholders of the Applicant Company.
3. A copy of the Scheme setting out in detail the terms and conditions that has been approved by the Board of Directors of the Applicant Company and Pranatharthi Commercial Private Limited is annexed to this Notice as **Annexure A** and forms part of this Statement. The Scheme as approved by the Board of Directors has been filed with the Registrar of Companies.
4. In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourth in value of the equity shareholders of the Applicant Company, voting in person or by proxy agree to the Scheme.

5. Background:

5.1 Details of the Applicant Company:

- a) The Applicant Company is a public company incorporated under the Companies Act, 1956.

The Applicant Company was incorporated on 29th June, 1999. A certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on 29th June, 1999.

- b) Corporate Identity Number (CIN): U01100MH1999PLC120563
- c) Permanent Account Number (PAN): AABCR1718E
- d) Registered office: 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002
- e) E-mail address: retail.secretarial@ril.com
- f) The equity shares of the Applicant Company are not listed on any stock exchange.
- g) The summary of the main objects as set out in the Memorandum of Association and the main business carried on by the Applicant Company are as follows:

"To run, operate business centres, hyper markets, departmental stores, super markets, shopping malls, speciality stores, shopping outlets, convenience stores, wholesale, cash and carry operations, non-store formats, warehouses, distribution centers, collection centers, depots, showrooms and for the purpose give or take on lease or hire, to deal in, trade, import, export, market, distribute, process, pack, re-pack, brand, label and to carry on the business of manufacturers, traders, dealers, agents, merchants, franchisees, commission agents, wholesalers, retailers, developers, processors, consultants, service providers, of all commercial, industrial, scientific, household, food products, consumer goods, consumer durables and other consumer's necessities of every kind, and all other types of general goods, consumables, materials, accessories, commodities and equipment and to set up, acquire, enter into joint ventures, invest, buy, sell, dispose of, contract, sub contract in whole or in part for this purpose."

The Applicant Company is mainly engaged in the organised retail spanning across various consumption baskets primarily catering to Indian consumers.

- h) There has been no change in the name, registered office and objects of the Applicant Company during the last five years.
- i) The authorised, issued, subscribed and paid-up share capital of the Applicant Company as on 11th December, 2019 is as under:

Particulars	Amount in INR
Authorised share capital	
1350,00,00,000 equity shares of INR 10 each	13500,00,00,000
150,00,00,00,000 preference shares of INR 10 each	1500,00,00,000
Total	15000,00,00,000
Issued and subscribed share capital	
4,98,95,50,650 equity shares of INR 10 each	4989,55,06,500
80,00,00,00,000 preference shares of INR 10 each	800,00,00,000
Total	5789,55,06,500
Issued, subscribed and paid up share capital	
4,98,95,50,650 equity shares of INR 10 each	4989,55,06,500
80,00,00,00,000 preference shares of INR 2.50 each	200,00,00,000
Total	5189,55,06,500

Subsequent to the above date, there has been no change in the issued, subscribed and paid up share capital of the Applicant Company till the date of this Notice.

The restricted stock units outstanding as on date of this Notice are 17,54,894 against which 10,52,937 equity shares are proposed to be allotted by the Applicant Company before the effective date of the Scheme.

- j) Names of the promoters and directors along with their addresses:

Details of Promoters:

Name of the Promoter	Address
Reliance Retail Ventures Limited	4 th Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002
Reliance Industries Limited	3 rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

Details of Directors:

Name of the Director	Designation	Address	Director Identification Number (DIN)
Shri Pankaj Mohan Pawar	Chairman (Non-Executive Non-Independent Director)	302-Archana Saurabh CHS, Plot No-20, Sector-7, Kopar Khairme, Navi Mumbai - 400 709	00085077
Shri V. Subramaniam	Whole-time Director	Aabharan, Plot No 95, Sector No 21, Near Central Park, Kharghar, Raigarh - 410 210	00009621
Shri Sanjay Narayan Jog	Non-Executive Non-Independent Director	B - 702, Rushi Towers, Lokhandwala Complex, Swami Samarth Nagar, Azad Nagar, Andheri (W) Mumbai - 400 053	01727602
Shri K. Sudarshan	Independent Director	1102, Sabari Ashville, Plot No. P-1 CTS No. 452A, N.M. Patil Marg, Ghatla Village, Chembur, Mumbai - 400 071	01029826
Shri Ranjit Pandit	Independent Director	Darbhanga Mansion, Flat No. 01, 12 Carmichael Road, Opp. BMC Commissioner Bungalow, Pedder Road, Mumbai - 400 026	00782296

Name of the Director	Designation	Address	Director Identification Number (DIN)
Prof. Dipak C. Jain	Independent Director	915, Hamlin Street Evanston, Illinois, 60201, Chicago - USA	00228513
Ms. Geeta Fulwadaya	Non-Executive Non-Independent Director	E-51, Jharokha-II, Kalpataru Vatika, Akurli Road, Opp. E.S.I.S. Hospital, Kandivali (East), Mumbai - 400 101	03341926

5.2 Details of Pranathartha Commercials Private Limited (“Pranathartha”):

- Pranathartha is a private company incorporated under the Companies Act, 2013. Pranathartha was incorporated on 9th December 2019. A certificate of Incorporation was issued by the Registrar of Companies, Maharashtra, Mumbai on 9th December 2019.
- Corporate Identity Number (CIN): U51900MH2019PTC334144
- Permanent Account Number (PAN): AAKCP9172B
- Registered office: 2nd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021.
- E-mail address: keyur.mirani@ril.com
- The equity shares of Pranathartha are not listed on any stock exchange.
- The summary of the main object as set out in the Memorandum of Association of Parnathartha is as follows:

“ To carry on the business as merchants, traders, buyers, sellers, importers, exporters, etc. and to trade and deal in commodities, goods, products, materials of all kinds and to carry out such businesses as set forth in the object clauses of the Memorandum of Association of Pranathartha. ”
- There has been no change in the name, registered office and objects of Pranathartha since incorporation.
- The authorised, issued, subscribed and paid-up share capital of Pranathartha as on 11th December, 2019 is as under:

Particulars	Amount in INR
Authorised share capital	
1,00,000 equity shares of INR 10 each	10,00,000
Total	10,00,000
Issued, subscribed and paid-up share capital	
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the issued, subscribed and paid up share capital of the Pranathartha till date of this Notice.

- j) Names of the promoters and directors along with their addresses:

Details of Promoters:

Name of the Promoter	Address
Shri Raja Kolumum Ramachandran	Flat 1703-1704, Building No-1, Raheja Classique New Link Road, Oshiwara, Andheri-West, Mumbai - 400 053
Shri Laxmidas Vallabhadas Merchant	Ramkrupa Tower, Block No. 92, Dr. Parekh Street, Prathana Samaj, Mumbai - 400 004

Details of Directors:

Name of the Director	Designation	Address	Director Identification Number (DIN)
Shri Raja Kolumum Ramachandran	Director	Flat 1703-1704, Building No-1, Raheja Classique New Link Road, Oshiwara, Andheri - West Mumbai - 400 053	00006673
Shri Laxmidas Vallabhadas Merchant	Director	Ramkrupa Tower, Block No. 92, Dr. Parekh Street, Prathana Samaj, Mumbai - 400 004	00007722

6. Name of the directors who voted in favour of the above resolution, who voted against the resolution and who did not vote or participate in such resolution is as follows:

(a) **Applicant Company:**

Name of the Director	Designation	Voted in Favour / Against / Abstained
Shri Pankaj Mohan Pawar	Chairman (Non-Executive Non-Independent Director)	Voted in Favour
Shri V. Subramaniam	Whole-time Director	Voted in Favour
Shri Sanjay Narayan Jog	Non-Executive Non-Independent Director	Voted in Favour
Shri K. Sudarshan	Independent Director	Voted in Favour
Shri Ranjit Pandit	Independent Director	Voted in Favour
Prof. Dipak C. Jain	Independent Director	Voted in Favour
Ms. Geeta Fulwadaya	Non-Executive Non-Independent Director	Voted in Favour

b) **Pranatharthi:**

Name of the Directors	Designation	Voted in Favour / Against / Abstained
Shri Raja Kolumum Ramachandran	Director	Voted in Favour
Shri Laxmidas Vallabhadas Merchant	Director	Voted in Favour

7. **Rationale of the Scheme:**

- a. The Company had implemented two schemes namely Reliance Retail Employees' Restricted Stock Unit Plan 2006 and 2007 under which Restricted Stock Units ("RSUs") have been allotted to eligible employees. On exercise of the RSUs by some of the employees, Equity Shares (*as defined in the scheme*) have been allotted to them. Some RSUs are outstanding against which Equity Shares will be allotted on exercise before effectiveness of the scheme of arrangement ("**Scheme**").

- b. The equity shareholding pattern of the Company as on 11th December 2019 is as follows:

Sr. No.	Category of shareholders	Number of shares	Percentage (%)
1	Reliance Retail Ventures Limited	4,98,70,26,060	99.95
2	Specified Shareholders	25,24,590	0.05
	Total	4,98,95,50,650	100

Note: The number of RSUs outstanding as on 11th December 2019 is 17,54,894 against which 10,52,937 Equity Shares are proposed to be allotted before the effectiveness of the Scheme.

- e. The Equity Shares are not listed on any stock exchanges.
- d. The Company has been receiving requests from the employees holding Equity Shares for providing them options for exit and liquidity, including by way of listing of the Equity Shares.
- e. The Company does not have any plan for listing of its Equity Shares on the stock exchanges.
- f. In view of the above, the Company is proposing the Scheme in terms of which, equity shareholders of the Company other than the holding company viz., Reliance Retail Ventures Limited ("**Specified Shareholders**"), are being given listed equity shares of Reliance Industries Limited (the ultimate holding company of the Company) and the corresponding equity share capital held by them in the Company is being reduced and cancelled. The Scheme enables the Specified Shareholders to continue to participate in the growth of retail business (the business of the Company), as hitherto since the Company is an indirect subsidiary of Reliance Industries Limited.
- g. Since, the Scheme does not contemplate any outflow of funds / assets of the Company, the aggregate of 'equity and other equity' of the Company pre and post implementation of the Scheme will remain the same and unaltered. Accordingly, interests of the creditors of the Company is not affected and they are not prejudiced or impacted in any manner.

8. **Description of the Scheme:**

- A. The Scheme is divided into the following parts:
- a) PART I deals with the definitions, interpretations and share capital of the Applicant Company and Pranatharthi;

- b) PART II deals with the arrangement proposed under the Scheme; and
- c) PART III deals with general terms and conditions applicable to the Scheme.
- B. The salient features of the Scheme are as follows:
- a) “**Appointed Date**” means the Effective Date;
 - b) “**Effective Date**” means the date on which the Scheme is sanctioned by the Tribunal. Reference in the Scheme to the date of “**coming into effect of this Scheme**” or “**effectiveness of this Scheme**” or “**upon the Scheme becoming effective**” shall mean the Effective Date;
 - c) “**Specified Share(s)**” means 35,77,527 Equity Share(s), held by the Specified Shareholders on the Record Date;
 - d) The Scheme provides that :
 - i. Upon the effectiveness of the Scheme and 1 (One) day after the Record Date (*as defined in the Scheme*), the Specified Shares held by the Specified Shareholders shall be deemed to have been transferred and vested in Pranatharthi, without any act or deed, on part of the Specified Shareholders. In consideration for the said transfer, every Specified Shareholder shall receive 1 (One) Equity Share of Reliance Industries Limited (“**RIL**”) for every 4 (Four) Equity Shares held by them in the Company as on the Record Date as per the Share Exchange Ratio determined by the Independent Registered Valuer. Upon transfer of the Specified Shares, eligible number of RIL Equity Shares shall be deemed to have been transferred from Pranatharthi and vested in favour of such Specified Shareholders.
 - ii. Immediately upon implementation of actions contemplated as above, the Specified Shares held by Pranatharthi shall stand cancelled, extinguished and annulled and consequently, the paid up equity share capital of the Company represented by the Specified Shares shall stand cancelled and reduced, without any consideration.

9. **Consideration:**

In consideration for the transfer of Specified Shares from Specified Shareholders to Pranatharthi, every Specified Shareholder shall receive 1 (One) RIL Equity Share for every 4 (Four) Equity Shares of the Company held by them as on the Record Date (*as defined in the Scheme*) (“**Share Exchange Ratio**”). Simultaneously, upon transfer of the Specified Shares from the Specified Shareholders to Pranatharthi, the eligible number of RIL Equity Shares determined on basis of the above-mentioned Share Exchange Ratio shall be deemed to have been transferred from Pranatharthi and vested in favour of such Specified Shareholders. Necessary actions to that effect, will be executed by Pranatharthi. Upon effectiveness of the Scheme, for the purpose of the above, Pranatharthi will acquire at least 8,94,382 RIL Equity Shares, to implement the Scheme.

Summary of basis of consideration for transfer of Specified Shares from the Specified Shareholders to Pranatharthi:

The Share Exchange Ratio has been determined by M/s BDO

Valuation Advisory LLP, independent registered valuer vide their report dated 10th December, 2019 and M/s Ernst & Young Merchant Banking Services LLP, independent merchant banker vide their opinion dated 11th December, 2019, opined that the Share Exchange Ratio is fair to the shareholders of the Applicant Company. The aforementioned share exchange ratio report from the independent registered valuer is annexed to this Notice as **Annexure D**. The aforementioned fairness opinion from the independent merchant banker is annexed to this Notice as **Annexure E**.

NOTE: THE FEATURES/ DETAILS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE EQUITY SHAREHOLDERS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET THEMSELVES FULLY AQUAINTED WITH THE PROVISIONS THEREOF.

10. The Applicant Company and Pranatharthi have filed a joint application before the NCLT on 12th December, 2019 for the sanction of the Scheme under Sections 230 to 232 of the Companies Act, 2013;
11. Supplementary accounting statement of the Applicant Company as on 30th September, 2019 and of Pranatharthi as on 10th December, 2019 are enclosed as **Annexure C-I and C-II** respectively; and
12. Amounts due to unsecured creditors of the Applicant Company and Pranatharthi:

As on 30th November, 2019, the Applicant Company has 27,340 creditors having outstanding of Rs. 6,248.73 crore.

Pranatharthi does not have any unsecured creditors as on the date of this Notice.
13. **Effect of the Scheme on various parties:**
 - A. **Key Managerial Personnel (KMPs) and Directors:**

There will be no impact of the Scheme on the KMPs and the Directors of the Applicant Company, except to the extent of their equity shareholding, if any, in the Applicant Company.
 - B. **Promoter and Non-Promoter shareholders of the Applicant Company and Pranatharthi:**

In compliance with the provisions of Section 232(2) (c) of the Companies Act, 2013, the Board of Directors of the Applicant Company and Pranatharthi in their respective meetings held on 11th December, 2019 have adopted a report, *inter alia*, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoter and non-promoter shareholders amongst others. Copies of the reports adopted by the respective Board of Directors of the Applicant Company and Pranatharthi are enclosed as **Annexure B-I and B-II** respectively.
 - C. **Depositors, Creditors, Debenture-Holders, Debenture Trustees and Deposit Trustee:**

The proposed Scheme does not involve any compromise or arrangement with the depositors (being advances received from the customers of Jewellery Purchase Schemes of the Applicant Company), creditors or

debenture holders of the Applicant Company. The rights of the depositors, creditors, and debenture holders of the Applicant Company shall not be affected by the Scheme. There will be no reduction in their claims on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. Further, since no consideration is being paid for reduction of the equity share capital of the Applicant Company represented by the Specified Shares, the interest of the depositors, creditors and debenture-holders is not prejudiced in any manner as a result of the Scheme being sanctioned. There is no debenture or deposit trustee(s) of the Applicant Company.

D. Employees:

The Scheme shall not affect employees of the Applicant Company, in any manner.

14. Material interest of the Directors, KMPs and debenture trustee in the Scheme:

None of the Directors, KMPs of the Applicant Company and their respective relatives (as defined under the Companies Act, 2013 and rules framed thereunder) have any interest in the Scheme except to the extent of their shareholding, if any, in the Applicant Company. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme.

There is no debenture trustee of the Applicant Company.

15. Investigation or proceedings, if any, pending against the Company under the Companies Act, 2013:

No investigation proceedings have been instituted or are pending in relation to the Applicant Company under Sections 210 to 229 of Chapter XIV of the Companies Act, 2013 or under the corresponding provisions of the Companies Act, 1956. Further, no proceedings are pending under the Companies Act, 2013 or under the corresponding provisions of Companies Act, 1956 against the Applicant Company.

No winding up proceedings have been filed or are pending against the Applicant Company under the Companies Act, 2013 or the corresponding provisions of the Companies Act, 1956.

16. Details of Approvals/ Sanctions/ No-Objections, if any, from Regulatory or any Governmental Authorities required, received or pending for the proposed Scheme:

Notice under Section 230(5) of the Companies Act, 2013 is being given to the Central Government through the office of the Regional Director, Registrar of Companies and Income Tax Authorities.

17. The following documents will be open for inspection for the equity shareholders of the Company at its registered office at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002 between 10.00 a.m. to 6.00 p.m. on all

working days (except Saturdays, Sundays and Public Holidays) up to the date of the meeting:

- i. Copy of the annual report of the Applicant Company for the financial year ended 31 March 2019 (standalone and consolidated);
 - ii. Copy of the order passed by the NCLT in Company Application no. 4037 of 2019, dated 17th December, 2019 directing the Applicant Company to, *inter alia*, convene the meeting of its equity shareholders;
 - iii. Copy of the Scheme;
 - iv. Copies of the Statutory Auditors' certificate of the Applicant Company dated December 10, 2019 and Pranatharthi, dated December 11, 2019 issued by their respective Statutory Auditors, to the effect that the accounting treatment, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
 - v. Copy of the Share exchange ratio report dated 10th December, 2019 issued by M/s BDO Valuation Advisory LLP, independent registered valuer; and
 - vi. Copy of the Fairness opinion dated 11th December, 2019 issued by M/s Ernst & Young Merchant Banking Services LLP, independent merchant banker.
18. This statement may be treated as Statement under Sections 230(3), 232(1) and 232(2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. A copy of the Scheme, Statement and Form of Proxy shall be furnished by the Applicant Company to its equity shareholders, free of charge, within one (1) working day (except Saturdays, Sundays and Public Holidays) on a requisition being so made for the same by the equity shareholders of the Applicant Company.
19. After the Scheme is approved by the equity shareholders of the Applicant Company, it will be subject to the approval/ sanction by the NCLT.

Dated this 20th day of December, 2019

**Sd/-
Adil Zainulbhai**

Chairperson appointed for the Meeting

Registered office:

3rd Floor, Court House,
Lokmanya Tilak Marg,
Dhobi Talao, Mumbai 400 002
CIN: U01100MH1999PLC120563
Phone: +91 22 35553800
Website: www.relianceretail.com
Email: retail.secretarial@ril.com

**SCHEME OF ARRANGEMENT
AMONGST
PRANATHARTHI COMMERCIALS PRIVATE LIMITED
AND
RELIANCE RETAIL LIMITED
AND
ITS EQUITY SHAREHOLDERS**

(UNDER SECTIONS 230 - 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)

(A) BACKGROUND OF THE COMPANIES

1. **Reliance Retail Limited**, a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002 and having Corporate Identification Number: U01100MH1999PLC120563 (hereinafter referred to as “**Company**”). The Company is mainly engaged in ‘organised retail’ primarily catering to Indian consumers in various consumption baskets. The Company is a subsidiary of Reliance Retail Ventures Limited and an indirect subsidiary of Reliance Industries Limited.
2. **Pranatharthi Commercials Private Limited**, a company incorporated under the provisions of the Companies Act, 2013 having its registered office at 2nd floor, Maker Chambers IV, 222, Nariman Point, Mumbai – 400 021 and having Corporate Identification Number: U51900MH2019PTC334144 (hereinafter referred to as “**Pranatharthi**”).

(B) RATIONALE FOR THE SCHEME

1. The Company had implemented two schemes namely Reliance Retail Employees’ Restricted Stock Unit Plan 2006 and 2007 under which Restricted Stock Units (“**RSUs**”) have been allotted to eligible employees. On exercise of the RSUs by some of the employees, Equity Shares (*as defined hereinafter*) have been allotted to them. Some RSUs are outstanding against which Equity Shares will be allotted on exercise before effectiveness of this scheme of arrangement (“**Scheme**”).
2. The equity shareholding pattern of the Company as on 11 December 2019 is as follows:

Sr. No.	Category of shareholders	Number of shares	Percentage (%)
1	RRVL	4,98,70,26,060	99.95
2	Specified Shareholders	25,24,590	0.05
	Total	4,98,95,50,650	100

Note: The number of RSUs outstanding as on 11 December 2019 is 17,54,894 against which 10,52,937 Equity Shares are proposed to be allotted before the effectiveness of the Scheme.

3. The Equity Shares are not listed on any stock exchanges.
4. The Company has been receiving requests from the employees holding Equity Shares for providing them options for exit and liquidity, including by way of listing of the Equity Shares.
5. The Company does not have any plan for listing of its Equity Shares on the stock exchanges.
6. In view of the above, the Company is proposing this Scheme in terms of which, equity shareholders of the Company other than the holding company viz., Reliance Retail Ventures Limited (“**Specified Shareholders**”), are being given listed equity shares of Reliance Industries Limited (the ultimate holding company of the Company) and the corresponding equity share capital held by them in the Company is being reduced and cancelled. This Scheme enables the Specified Shareholders to continue to participate in the growth of retail business (the business of the Company), as hitherto since the Company is an indirect subsidiary of Reliance Industries Limited.
7. Since, the Scheme does not contemplate any outflow of funds/assets of the Company, the aggregate of ‘equity and other equity’ of the Company pre and post implementation of the Scheme will remain the same and unaltered. Accordingly, interests of the creditors of the Company is not affected and they are not prejudiced or impacted in any manner.

(C) PARTS OF THE SCHEME

This Scheme is divided into the following parts:

PART I deals with the definitions, interpretations and share capital of the Company and Pranatharthi;

PART II deals with the arrangement proposed under the Scheme; and

PART III deals with general terms and conditions applicable to this Scheme.

PART I

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Scheme, unless inconsistent with the subject or context thereof (i) capitalised terms defined by inclusion in quotations and/ or parenthesis have the meanings so ascribed; (ii) all terms and words not defined in this Scheme shall have the meaning ascribed to them under the relevant Applicable Law (*as defined hereinafter*); and (iii) the following expressions shall have the meanings ascribed hereunder:

“**Act**” means the Companies Act, 2013 and the Rules and Regulations made thereunder and includes any statutory modification(s) or re-enactment(s) thereof for the time being in force;

“**Appointed Date**” means the Effective Date;

“**Applicable Law**” or “**Law**” means any applicable national, foreign, provincial, local or other law including applicable provisions of all (a) constitutions, decrees, treaties, statutes, laws (including the common law), codes, notifications, rules, regulations, policies, guidelines, circulars, directions, directives, ordinances or orders of any Appropriate Authority, statutory authority, court, tribunal having jurisdiction over the Parties; (b) approvals; and (c) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Parties as may be in force from time to time;

“**Appropriate Authority**” means:

- a) the government of any jurisdiction (including any national, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, tribunal, central bank, commission or other authority thereof;
- b) any public international organization or supranational body and its institutions, departments, agencies and instrumentalities; and
- c) any governmental, quasi-governmental or private body or agency lawfully exercising or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, tax, importing, exporting or other governmental or quasi-governmental authority including without limitation the Tribunal (*as defined hereinafter*).

“**Board(s)**” in relation to the Company and/ or Pranatharthi, as the case may be, means the board of directors of such company, and shall include the committee of directors or any person authorized by such board of directors or such committee of directors duly constituted and authorized for

the purposes of matters pertaining to this Scheme or any other matter relating thereto;

“**Company**” means Reliance Retail Limited, a company incorporated under the provisions of the Companies Act, 1956 having its registered office at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002 and having Corporate Identification Number: U01100MH1999PLC120563;

“**Effective Date**” means the date on which the Scheme is sanctioned by the Tribunal. Reference in this Scheme to the date of “**coming into effect of this Scheme**” or “**effectiveness of this Scheme**” or “**upon the Scheme becoming effective**” shall mean the Effective Date;

“**Equity Share(s)**” means fully paid up equity share(s) of INR 10 each of the Company;

“**Parties**” means collectively the Company and Pranatharthi and “**Party**” shall mean each of them, individually;

“**Pranatharthi**” means Pranatharthi Commercials Private Limited, a company incorporated under the provisions of the Companies Act, 2013 having its registered office at 2nd Floor, Maker Chamber IV 222, Nariman Point, Mumbai 400 021 and Corporate Identification Number: U51900MH2019PTC334144.

“**Record Date**” means the date as may be fixed by the Board of the Company, for the purpose of determining the equity shareholders of the Company for effecting the actions as set out in Clauses 4.1 to 4.3 of this Scheme;

“**RIL**” means Reliance Industries Limited having Corporate Identification Number: L17110MH1973PLC019786;

“**RIL Equity Share(s)**” means fully paid up equity share(s) of INR 10 each of RIL, listed on recognised stock exchange(s) in India;

“**RRVL**” means Reliance Retail Ventures Limited and having Corporate Identification Number: U51909MH2006PLC166166;

“**Specified Shareholder(s)**” means shareholder(s) of the Company other than RRVL, as on the Record Date;

“**Specified Share(s)**” means 35,77,527 Equity Share(s), held by the Specified Shareholders on the Record Date; and

“**Tribunal**” means the Mumbai bench of the National Company Law Tribunal.

1.2 In this Scheme, unless the context otherwise requires:

- a) words denoting the singular shall include the plural and vice versa; and
- b) headings, subheadings, titles, subtitles to clauses and sub-clauses are for convenience only and shall be ignored in construing the Scheme.

2. SHARE CAPITAL

2.1 The share capital structure of the Company as on 11 December 2019 is as follows:

Particulars	Amount in INR
Authorised share capital	
1350,00,00,000 equity shares of INR 10 each	13500,00,00,000
150,00,00,000 preference shares of INR 10 each	1500,00,00,000
Total	15000,00,00,000
Issued and subscribed share capital	
4,98,95,50,650 equity shares of INR 10 each	4989,55,06,500
80,00,00,000 preference shares of INR 10 each	800,00,00,000
Total	5789,55,06,500
Issued, subscribed and paid up share capital	
4,98,95,50,650 equity shares of INR 10 each	4989,55,06,500
80,00,00,000 preference shares of INR 2.50 each	200,00,00,000
Total	5189,55,06,500

Subsequent to the above date, there has been no change in the issued, subscribed and paid up share capital of the Company.

RSUs outstanding as on 11 December 2019 is 17,54,894 against which 10,52,937 Equity Shares are proposed to be allotted before the Effective Date.

2.2 The share capital structure of Pranatharhi as on 11 December 2019 is as follows:

Particulars	Amount in INR
Authorised share capital	
1,00,000 equity shares of INR 10 each	10,00,000
Total	10,00,000
Issued, subscribed and paid-up share capital	
10,000 equity shares of INR 10 each	1,00,000
Total	1,00,000

Subsequent to the above date, there has been no change in the issued, subscribed and paid up share capital of the Pranatharhi.

3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

This Scheme in its present form or with any modification(s), as may be approved or imposed or directed by the Tribunal or made as per Clause 9 of this Scheme, shall become effective and operative from the Appointed Date.

PART II

ARRANGEMENT

4. ARRANGEMENT

4.1 Upon the effectiveness of the Scheme and 1 (One) day after the Record Date, the Specified Shares held by the Specified Shareholders shall be deemed to have been transferred and vested in Pranatharhi, without any act or deed, on part of the Specified Shareholders. Necessary corporate action will be executed by the Company to give effect to the aforesaid transfer.

To the extent of the Specified Shares being held in physical form as on the Record Date (“**Physical Specified Shares**”), each of the share certificates representing the Physical Specified Shares shall, without any further act or deed, stand cancelled and the register of members of the Company shall stand altered to give full effect to this Clause 4.1. Immediately thereafter, the Company shall issue a consolidated share certificate representing the Physical Specified Shares held in physical form, in favour of Pranatharhi.

4.2 In consideration for the transfer as stated in Clause 4.1 above, every Specified Shareholder shall receive 1 (One) RIL Equity Share for every 4 (Four) Equity Shares held by them as on the Record Date (“**Share Exchange Ratio**”). Simultaneously, upon transfer of Specified Shares as stated in Clause 4.1 above, the eligible number of RIL Equity Shares determined on basis of the above-mentioned Share Exchange Ratio shall be deemed to have been transferred from Pranatharhi and vested in favour of such Specified Shareholders. Necessary actions to that effect, will be executed by Pranatharhi. Upon effectiveness of the Scheme, for the purpose of the above, Pranatharhi will acquire at least 8,94,382 RIL Equity Shares, to implement this Scheme.

Without prejudice to the actions set out in this Clause 4.2, all the Specified Shareholders who held the Physical Specified Shares shall provide details of his/ her/ its demat account to Pranatharhi. Until such information is received by Pranatharhi, Pranatharhi shall continue to hold the RIL Equity Shares to be transferred pursuant to this Clause 4.2, in trust for and on behalf of such Specified Shareholder, in a separate demat account to be opened by Pranatharhi for this purpose.

The Share Exchange Ratio has been determined by M/s BDO Valuation Advisory LLP, independent registered valuer, vide their report, dated 10th December, 2019 and M/s Ernst & Young Merchant Banking Services LLP, independent merchant banker, vide their opinion dated 11th December, 2019, opined that the Share Exchange Ratio, is fair to the shareholders of the Company.

4.3 In case any Specified Shareholder becomes entitled to a fraction of RIL Equity Share, then the Board of Pranatharhi shall aggregate such fractions (which aggregate, if not a whole number, will be rounded off to the next integer) and sell such RIL Equity Shares on the recognised stock exchange(s) at the prevailing market price(s) within 7 (Seven) trading days from

the Record Date, as the Board of Pranatharthi may in its sole discretion decide. The Board of Pranatharthi shall determine the net sale price per share by dividing the proceeds (after deduction of applicable taxes and other expenses incurred) by the aggregate of the fractions. The fractional entitlement of a Specified Shareholder multiplied by the net sale price per RIL Equity Share shall be distributed to such Specified Shareholder.

4.4 Immediately upon implementation of actions contemplated in Clauses 4.1 and 4.2 above, the Specified Shares held by Pranatharthi shall stand cancelled, extinguished and annulled and consequently, the paid up equity share capital of the Company represented by the Specified Shares shall stand cancelled and reduced, without any consideration.

4.5 Notwithstanding the reduction as mentioned above, the Company shall not be required to add “and reduced” as a suffix to its name and the Company shall continue in its existing name.

4.6 The register of members of the Company shall stand altered and rectified to give full effect to the actions set out in this Clause 4.

5. ACCOUNTING TREATMENT IN THE BOOKS OF PRANATHARTHI

5.1 Pranatharthi will comply with the applicable accounting standards for the purchase of the Specified Shares, sale and transfer of RIL Equity Shares and cancellation of the Specified Shares held by Pranatharthi in the books of Pranatharthi.

6. ACCOUNTING TREATMENT IN THE BOOKS OF THE COMPANY

6.1 Upon the reduction of equity share capital represented by the Specified Shares, the difference between the amount of equity share capital as extinguished under Clause 4.4 above, shall be credited to the capital reserve account of the Company.

6.2 The Company will comply with all the applicable accounting standards in relation to the reduction of equity share capital represented by the Specified Shares.

PART III

GENERAL TERMS AND CONDITIONS

7. SPECIFIED SHARES HELD IN ABEYANCE

7.1 The RIL Equity Shares to be given in accordance with Clause 4.2 above, with respect to the Specified Shares of the Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall pending settlement of dispute by order of the Court or otherwise, be held in abeyance by Pranatharthi.

8. APPLICATIONS/PETITIONS TO THE TRIBUNAL

8.1 The Parties shall make and file all applications and petitions under Sections 230 – 232 and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.

9. MODIFICATION OR AMENDMENTS TO THIS SCHEME

9.1 The Board of the Parties may make any modifications or amendments to this Scheme at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or appropriate or consent to any conditions or limitations that the Tribunal or any other Appropriate Authority may deem fit to direct or impose.

9.2 For the purposes of giving effect to this Scheme, the Board may give such directions including directions for settling any question or difficulty that may arise and such directions shall be binding as if the same were specifically incorporated in this Scheme.

10. WITHDRAWAL OF THIS SCHEME

10.1 The Parties, jointly, acting through their respective Boards shall be at liberty to withdraw this Scheme.

11. COSTS AND EXPENSES

11.1 The respective parties shall be liable to pay taxes arising out of transactions mentioned in this Scheme as per Applicable Law.

ANNEXURE B-I

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RELIANCE RETAIL LIMITED AT ITS MEETING HELD ON 11 DECEMBER 2019 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. BACKGROUND

- 1.1. The Company had implemented two schemes namely Reliance Retail Employees' Restricted Stock Unit Plan 2006 and 2007 under which Restricted Stock Units ("RSUs") have been allotted to eligible employees. On exercise of the RSUs by some of the employees, equity shares have been allotted to them. Some RSUs are outstanding against which equity shares will be allotted on exercise before effectiveness of the proposed scheme of arrangement.
- 1.2. The Company has been receiving requests from the employees holding equity shares for providing them options for exit and liquidity, including by way of listing of the equity shares.
- 1.3. The Company does not have any plan for listing of its equity shares on the stock exchanges.
- 1.4. In view of the above, the Company is proposing a scheme of arrangement with its equity shareholders in terms of which, equity shareholders of the Company as on the Record Date, other than the holding company viz., Reliance Retail Ventures Limited, (the "Specified Shareholders") are being given listed equity shares of Reliance Industries Limited (the ultimate holding company of the Company) ("RIL") – 1 (one) equity share of RIL for every 4 (four) equity shares of the Company and the corresponding equity share capital held by them in the Company is being reduced and cancelled, without payment of any consideration. This scheme of arrangement enables the Specified Shareholders to continue to participate in the growth of retail business (the business of the Company) as hitherto since the Company is an indirect subsidiary of RIL.
- 1.5. The scheme is proposed to be implemented as under:
 - (a) A company namely Pranatharthi Commercials Private Limited ('Pranatharthi') set up by two RIL group employees is part of the scheme.
 - (b) Pranatharthi will acquire the required number of equity shares of RIL for the purpose of exchange with the equity shares of the Company held by the Specified Shareholders.
 - (c) The equity shares of the Company so acquired by Pranatharthi will be cancelled and reduced without payment of any consideration.
- 1.6. Share swap ratio has been recommended by M/s BDO Valuation Advisory LLP, independent registered valuer and M/s Ernst & Young Merchant Banking Services LLP, independent merchant banker has issued the fairness opinion, opining that the share swap ratio is fair to the shareholders of the Company.
- 1.7. This report of the Board is made pursuant to the requirements of Section 232(2)(c) of the Companies Act, 2013.

2. EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS(PROMOTER AND NON-PROMOTER) OF THE COMPANY

- 2.1. In view of the share swap ratio recommendation by M/s BDO Valuation Advisory LLP, independent registered valuer and the fairness opinion issued by M/s Ernst & Young Merchant Banking Services LLP, independent merchant banker, the share swap ratio is fair to the shareholders of the Company.
- 2.2. This scheme of arrangement enables the Specified Shareholders to continue to participate in the growth of retail business (the business of the Company) as hitherto since the Company is an indirect subsidiary of RIL.
- 2.3. Upon the implementation of the scheme, Reliance Retail Ventures Limited, the holding company of the Company, will hold 100% of the paid-up equity share capital of the Company.

3. EFFECT OF THE SCHEME ON THE PREFERENCE SHAREHOLDERS (PROMOTER AND NON-PROMOTER) OF THE COMPANY

Since the scheme does not involve any arrangement with the preference shareholders of the Company and no consideration is being paid for the cancellation and reduction of the equity share capital of the Company, there is no impact of the scheme on the preference shareholders of the Company.

4. EFFECT OF THE SCHEME ON THE KEY MANAGERIAL PERSONNEL OF THE COMPANY

There will be no impact of the scheme on the key managerial personnel of the Company, except to the extent of their equity shareholding, if any, in the Company.

For and on behalf of the Board

**Sd/-
V Subramaniam
Whole-time Director
DIN – 00009621**

**Place: Mumbai
Date: 11th December, 2019**

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF PRANATHARTHI COMMERCIALS PRIVATE LIMITED AT ITS MEETING HELD ON 11 DECEMBER 2019 EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

1. BACKGROUND

1.1. The Company is part of the scheme of arrangement in the following background:

1.2. Reliance Retail Limited (“**RRL**”), a 99.95% subsidiary of Reliance Retail Ventures Limited and an indirect subsidiary of Reliance Industries Limited (“**RIL**”), has informed the Company that:

- (a) RRL had implemented two schemes namely Reliance Retail Employees’ Restricted Stock Unit Plan 2006 and 2007 under which Restricted Stock Units (“**RSUs**”) have been allotted to eligible employees. On exercise of the RSUs by some of the employees, equity shares of RRL have been allotted to them. Some RSUs are outstanding against which equity shares of RRL will be allotted on exercise before effectiveness of the proposed scheme of arrangement.
- (b) RRL has been receiving requests from the employees holding equity shares for providing them options for exit and liquidity, including by way of listing of the equity shares.
- (c) RRL does not have any plan for listing of its equity shares on the stock exchanges.
- (d) In view of the above, RRL is proposing a scheme in terms of which, equity shareholders of RRL as on the Record Date, other than its holding company viz., Reliance Retail Ventures Limited, (the “**Specified Shareholders**”) are being given listed equity shares of RIL (the ultimate holding company of RRL) – 1 (one) equity share of RIL for every 4 (four) equity shares of RRL and the corresponding equity share capital held by them in RRL is being reduced and cancelled, without payment of any consideration. This scheme enables such shareholders of RRL to continue to participate in the growth of retail business (the business of RRL) as hitherto since RRL is an indirect subsidiary of RIL.

1.3. The scheme is proposed to be implemented as under:

- (a) The Company will acquire the required shares of RIL for the purpose of exchange with the equity shares of RRL held by the Specified Shareholders.
- (b) The equity shares of RRL so acquired by the Company will be cancelled and reduced without payment of any consideration.

1.4. This report of the Board is made pursuant to the requirements of Section 232(2)(c) of the Companies Act, 2013.

2. EFFECT OF THE SCHEME ON THE EQUITY SHAREHOLDERS (PROMOTER AND NON-PROMOTER) OF THE COMPANY

The Company is not entering into a scheme of arrangement with its equity shareholders. Accordingly, there is no impact of the scheme on the equity shareholders of the Company.

3. EFFECT OF THE SCHEME ON THE PREFERENCE SHAREHOLDERS (PROMOTER AND NON-PROMOTER) OF THE COMPANY

The Company does not have any preference shareholder.

4. EFFECT OF THE SCHEME ON THE KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Company does not have any key managerial personnel.

For and on behalf of the Board

Sd/-
Laxmidas Vallabhdas Merchant
Director
DIN – 00007722

Place: Mumbai
Date: 11th December, 2019

ANNEXURE C-I

**Supplementary Accounting Statement of Reliance Retail Limited
Unaudited Standalone Balance Sheet as at 30th September, 2019**

	As at 30th September, 2019	As at 31st March, 2019	₹ crore
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	8,077.49	6,067.50	
Capital Work-in-Progress including Intangible Assets under Development	4,823.70	4,322.08	
Intangible Assets	1,011.70	1,091.03	
	<u>13,912.89</u>	<u>11,480.61</u>	
Financial Assets	2,726.18	1,695.38	
Other Non-Current Assets	467.02	145.29	
Total Non-Current Assets	17,106.09	13,321.28	
Current Assets			
Inventories	14,750.25	11,291.83	
Financial Assets including Trade Receivable & Investments	4,613.73	8,044.05	
Other Current Assets	3,529.32	1,720.39	
Total Current Assets	22,893.30	21,056.27	
Total Assets	39,999.39	34,377.55	
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	4,989.54	4,989.54	
Other Equity	9,782.56	7,597.87	
Total Equity	14,772.10	12,587.41	
Liabilities			
Non-Current Liabilities			
Provisions	55.05	26.68	
Deferred tax liability (net)	600.36	22.85	
Total Non-Current Liabilities	655.41	49.53	
Current Liabilities			
Financial Liabilities			
Borrowings	15,861.72	12,800.56	
Other Financial Liabilities including Trade Payables	7,997.48	8,264.22	
Provisions including Other Current Liabilities	712.68	675.83	
Total Current Liabilities	24,571.88	21,740.61	
Total Liabilities	25,227.29	21,790.14	
Total Equity and Liabilities	39,999.39	34,377.55	

Unaudited Standalone Statement of Profit and Loss for the period ended 30th September, 2019

	For the period 01-04-2019 to 30-09-2019	2018-19
		₹ crore
INCOME		
Value of Sales & Services (Revenue)	71,558.24	115,801.13
Less: GST Recovered	8,036.76	13,854.61
Revenue from Operations	63,521.48	101,946.52
Other Income	117.14	112.03
Total Income	63,638.62	102,058.55
EXPENSES		
Cost of Materials Consumed	1.52	3.20
Purchases of Stock-in-Trade	57,397.98	87,260.47
Changes in Inventories of Finished Goods and Stock-in-Trade	(3,434.73)	(820.13)
Employee Benefits Expense	512.04	896.99
Finance Costs	526.55	611.70
Depreciation and Amortisation Expense	524.36	601.69
Other Expenses	4,797.45	8,685.85
Total Expenses	60,325.17	97,239.77
Profit before Tax	3,313.45	4,818.78
Tax expenses		
Current Tax		
For Current year	5 45.85	1,037.29
For Earlier years	(2.94)	-
Deferred Tax	5 77.51	643.23
	1,120.42	1,680.52
Profit for the year	2,193.03	3,138.26
Other Comprehensive Income		
Items that will not be reclassified to Statement of profit and loss	(11.14)	1.90
Income tax relating to items that will not be reclassified to Statement of profit and loss	(2.80)	0.41
Total Other Comprehensive Income for the year (Net of tax)	(8.34)	1.49
Total Comprehensive Income for the year	2,184.69	3,139.75
Earnings per equity share of face value of ₹ 10 each		
Basic (in ₹)	4.12	5.90
Diluted (in ₹)	3.47	5.77

Unaudited Standalone Cash Flow Statement for the period ended 30th September, 2019

₹ crore

	For the period 01-04-2019 to 30-09-2019	2018-19
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax as per Statement of Profit and Loss	3,313.45	4,818.78
Adjusted for:		
(Profit)/ Loss on Sale/ Discarding of Property, Plant and Equipment (Net)	27.79	28.97
Depreciation and Amortisation Expense	524.36	601.69
Effect of Exchange Rate Change	2.40	34.75
Net Gain on Financial Assets	(43.77)	(23.26)
Dividend income	-	(4.79)
Interest Income	(73.37)	(82.54)
Finance Costs	526.55	611.70
	<u>963.96</u>	<u>1,166.52</u>
Operating Profit before Working Capital Changes	4,277.41	5,985.30
Adjusted for:		
Working Capital movement	2,429.24	(3,320.48)
Cash Generated from Operations	6,706.65	2,664.82
Taxes Paid (Net)	(868.78)	(950.31)
Net Cash Flow From / (Used in) Operating Activities	5,837.87	1,714.51
B: CASH FLOW FROM INVESTING ACTIVITIES		
Property, Plant and Equipment and Intangible Assets (Net)	(2,889.18)	(4,734.50)
Investments (Net)	1,246.21	(3,020.96)
Net Cash Flow From Other Financial Assets	(1,028.30)	(659.67)
Interest Income	59.74	37.30
Dividend income	-	4.79
Net Cash Flow (Used in) Investing Activities	(2,611.53)	(8,373.04)
C: CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Preference Share	-	381.20
Borrowings (Net)	3,061.16	9,352.54
Deposits (Net)	(5,788.96)	(2,292.44)
Interest Paid	(518.73)	(609.20)
Net Cash Flow from / (Used in) Financing Activities	(3,246.53)	6,832.10
Net Increase/(Decrease) in Cash and Cash Equivalents	(20.19)	173.57
Opening Balance of Cash and Cash Equivalents	329.69	156.12
Closing balance of Cash and Cash Equivalents	309.50	329.69

**Supplementary Accounting Statement of Pranatharathi Commercials Private Limited
Unaudited Balance Sheet as at 10th December, 2019**

₹
As at
10th December, 2019

ASSETS**Current assets**

Financial Assets

Cash and Cash Equivalents

1,00,000

Total Current Assets

1,00,000

Total Assets

1,00,000

EQUITY AND LIABILITIES**Equity**

Equity Share Capital

1,00,000

Total Equity

1,00,000

Total Equity and Liabilities

1,00,000

Unaudited Statement of Profit and Loss for the period ended 10th December, 2019

₹

INCOME

Revenue from Operations

-

Other Income

-

Total Income

-

EXPENDITURE

Purchases of Stock-in-Trade

-

Changes in Inventories of Stock-in-Trade

-

Employee Benefits Expense

-

Depreciation and Amortisation Expense

-

Other Expenses

-

Total Expenses

-

Profit for the year

-

Tax expenses:

-

Profit for the year

-

Other Comprehensive Income

-

Total Comprehensive Income

-

Earnings per equity share of face value of ₹ 10 each

Basic and Diluted

-

Unaudited Cash Flow Statement For the period ending 10th December, 2019

A: CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from share application money/ issue of share capital

1,00,000

Net cash flow from financing activities

1,00,000

Net increase in cash and cash equivalents

1,00,000

Opening balance of cash and cash equivalents

-

Closing balance of cash and cash equivalents

1,00,000

ANNEXURE D

Share exchange ratio report dated 10th December, 2019 issued by M/s BDO Valuation Advisory LLP, independent registered valuer





Tel: +91 22 33321600
Fax: +91 22 2439 3700
www.bdo.in

BDO Valuation Advisory LLP
The Ruby, Level 9, North East Wing
Senapati Bapat Marg, Dadar (W),
Mumbai 400028, India

Ref. No.: LM/Dec101/2019

December 10, 2019

To,

The Board of Directors
Reliance Retail Limited
3rd Floor, Court House,
Lokmanya Tilak Marg,
Dhobi Talao,
Mumbai 400 002.

Dear Sir(s)/ Madam(s),

Sub: Recommendation of share swap ratio for the proposed scheme of arrangement amongst Pranatharthi Commercials Private Limited and Reliance Retail Limited and its equity shareholders

We, BDO Valuation Advisory LLP ("BDO India" or "We" or "Us"), have been appointed vide letter dated November 15, 2019 to recommend the share swap ratio for the proposed scheme of arrangement amongst Pranatharthi Commercials Private Limited and Reliance Retail Limited ("RRL" or "the Company") and its equity shareholders. We are pleased to present herewith our report on the same.

The cut-off date for the present valuation exercise has been considered as December 10, 2019 ("Valuation Date"). A summary of the analysis is presented in the accompanying report, as well as description of the methodology and procedure we used, and the factors we considered in formulating our opinion.

We believe that our analysis must be considered as a whole. Selecting portions of our analysis or the factors we considered, without considering all factors and analysis together could create a misleading view of the process underlying the valuation conclusions. The preparation of a valuation is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis. This letter should be read in conjunction with the attached report.

Regards,

For BDO Valuation Advisory LLP

IBBI No.: IBBI/RV-E/02/2019/103



Lata R Gujar More

IBBI No. IBBI/RV/06/2018/10488

Partner



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1. Brief Background of the companies

- 1.1. Reliance Retail Limited (“RRL”), incorporated in the year 1999 under the provisions of the Companies Act, 1956 and is based in Mumbai, India.
- 1.2. RRL is engaged in the business of retailing products and services across five consumption baskets; a) Fashion and Lifestyle, b) Consumer Electronics, c) Grocery, d) Petro Retail and e) Connectivity.
- 1.3. The diluted equity shareholding pattern of RRL as on September 30, 2019 is as under:

Particulars	No. of shares	% of Shareholding
Reliance Retail Ventures Limited	4,98,70,26,060	93.73%
Equivalent shares to be issued on conversion of Compulsorily convertible debentures held by Reliance Retail Ventures Limited	33,00,00,000	6.20%
Other shareholders*	35,77,527	0.07%
Total number of shares	5,32,06,03,587	100.0%

* Includes 10,61,937 equity shares which will be issued against 17,69,894 Restricted Stock Units (“RSUs”) outstanding, before the effectiveness of the scheme.

Source: Management

- 1.4. Reliance Industries Limited (“RIL”) is a listed entity incorporated in India. The registered office RIL is located at 3rd Floor, Maker Chamber IV, 222, Nariman Point, Mumbai 40021. RIL is engaged in activities spanning across hydrocarbon exploration and production, petroleum refining and marketing, petrochemicals, retail and digital services. RIL is listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”).
- 1.5. The summarized equity shareholding pattern of RIL as on September 30, 2019 is as follows:

Particulars	Number of Equity Shares	% Stake
Promoters	3,09,80,84,968	48.87%
Public	3,092,032,319	48.78%
Non Promoter- Non Public	149,005,942	2.35%
Total	6,33,91,23,229	100.0%

- 1.6. Herein after, RRL and RIL are collectively referred to as “the Companies”.

2. Purpose of Valuation

- 2.1. We understand from the management of RRL that it has implemented two schemes namely Reliance Retail Employees’ Restricted Stock Unit Plan 2006 and 2007 under which RSUs have been allotted to eligible employees. On exercise of RSUs by some of the employees, equity shares have been allotted to them.





- 2.2. The Equity Shares of RRL are not listed on any of the Stock Exchanges.
- 2.3. RRL has been receiving requests from the employees holding equity shares for providing them options for exit and liquidity, including by way of listing of the equity shares.
- 2.4. As per the information received from the management of RRL, it does not have any plan for listing of its equity shares on the stock exchanges.
- 2.5. In view of the above, RRL is proposing a scheme of arrangement in terms of which, shareholders of RRL other than Reliance Retail Ventures Limited, the holding company ("RRVL"), are being given listed equity shares of RIL in lieu of the equity shares of RRL under the scheme of arrangement with its respective shareholders under the provisions of sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Proposed Transaction" or "Proposed Scheme").
- 2.6. In this regard, we have been appointed to determine the share swap ratio for the Proposed Transaction.

3. Exclusions and Limitations

- 3.1. This Report and the information contained herein are absolutely confidential and are intended for the use of management of the Companies for providing select information and only in connection with the purpose mentioned above or for sharing with statutory or regulatory authorities. It should not be copied, disclosed, circulated, quoted or referred to, either in whole or in part, in correspondence or in discussion with any other person except to whom it is issued without our written consent. In the event, the Companies or their management or their representatives intend to extend the use of this Report beyond the purpose mentioned earlier in the Report, with or without our consent, we will not accept any responsibility to any other party to whom this Report may be shown or who may acquire a copy of the Report.
- 3.2. The recommendation contained herein is not intended to represent value at any time other than the Valuation Date.
- 3.3. This Report is subject to the laws of India.
- 3.4. The fee for this engagement is not contingent upon the outcome of the Report.
- 3.5. The scope of our assignment did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information that was provided and used by us during the course of our work. The assignment did not involve us to conduct the financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies or any of its subsidiaries or associated companies and have considered them at the value as disclosed by the Companies in their regulatory filings or in submissions, oral or written, made to us.
- 3.6. In rendering this Report, we have not provided legal, regulatory, tax, accounting or actuarial advice and accordingly we do not assume any responsibility or liability in respect thereof.





- 3.7. This Report is based on the information received from the sources mentioned herein and discussions with the representatives of the Companies. We have assumed that no information has been withheld that could have influenced the purpose of our Report.
- 3.8. We have assumed and relied upon the truth, accuracy and completeness of the information, data and financial terms provided to us or used by us, we have assumed that the same are not misleading and do not assume or accept any liability or responsibility for any independent verification of such information or any independent technical valuation or appraisal of any of the assets, operations or liabilities of the Companies. Nothing has come to our knowledge to indicate that the material provided to us was mis-stated or incorrect or would not afford reasonable grounds upon which to base our Report.
- 3.9. For the present share swap ratio determination, we have also relied upon information available in the public domain; however, the accuracy and timeliness of the same has not been independently verified by us.
- 3.10. In addition, we do not take any responsibility for any changes in the information used by us to arrive at our conclusion as set out here in which may occur subsequent to the date of our Report or by virtue of fact that the details provided to us are incorrect or inaccurate.
- 3.11. Further, this Report is necessarily based on financial, economic, monetary, market and other conditions as in effect on, and the information made available to us or used by us up to, the date of this Report. Subsequent developments in the aforementioned conditions may affect this Report and the assumptions made in preparing this Report and we shall not be obliged to update, revise or reaffirm this Report if the information provided to us changes.
- 3.12. We have arrived at a relative value based on our analysis. Any transaction price may however be significantly different and would depend on the negotiating ability and motivations of the respective buyers and sellers in the transaction.
- 3.13. Our scope is limited to recommendation of share swap ratio. The Report should not be construed as, our opinion or certifying the compliance of the Proposed Transaction with the provisions of any law including the Companies Act 2013, Foreign Exchange Management Act, 1999, taxation related laws, capital market related laws, any accounting, taxation or legal implications or issues arising from the Proposed Transaction.
- 3.14. The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all their areas of operation unless otherwise stated and that the Companies will be managed in competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of legal nature, including issues of legal title and compliance with local laws, litigation and other contingent liabilities that are not recorded in the financial statements of the Companies.
- 3.15. This Report does not look into the business/commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of





- the Proposed Transaction as compared with any other alternative business transaction or any other alternatives, whether or not such alternatives could be achieved or are available.
- 3.16. Further this Report does not in any manner addresses the prices at which the equity shares of RIL will trade following the announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of the Company should vote at any shareholders' meeting to be held in connection with the Proposed Transaction.
 - 3.17. No investigation/inspection of the Companies' claim to the title of assets has been made for the purpose of this Report and the same has assumed to be valid. No consideration has been given to liens or encumbrances against such assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of legal nature.
 - 3.18. The valuation annexures for arriving at share swap ratio has been shared separately with RRL.
 - 3.19. Recommendation of the share swap ratio is specific to the purpose as mentioned above. It may not be valid for any other purpose. Also, it may not be valid if done on behalf of any other entity.
 - 3.20. The determination of a share swap ratio is not a precise science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. There is therefore no indisputable single value. While we have provided an assessment of the value based on an analysis of information available to us and within the scope of our engagement, others may place a different opinion.
 - 3.21. Whilst all reasonable care has been taken to ensure that the factual statements in the Report are accurate, neither us, nor any of our partners, officers or employees shall in any way be liable or responsible either directly or indirectly for the contents stated herein. Accordingly, we make no representation or warranty, express or implied, in respect of the completeness, authenticity or accuracy of such factual statements. We expressly disclaim any and all liabilities, which may arise based upon the information used in this Report.
 - 3.22. Valuation is based on estimates of future financial performance or opinions, which represent reasonable expectations taking into consideration the economic, social and market patterns existing at that point in time but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, a particular event will occur or that a particular price will be offered or accepted. Actual results achieved during the period covered by the prospective financial analysis will vary from these estimates and the variations may be material.
 - 3.23. In the particular circumstances of this case, our liability, if any (in contract or under statute or otherwise) for any economic loss or damage arising out of or in connection with this engagement, howsoever the loss or damage caused, shall be limited to the amount of fees actually received by us from the Company, as laid out in the engagement letter, for such valuation work.
 - 3.24. We owe responsibility to only the Boards of Directors of the Company and nobody else. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of





or advice given by any other to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the Company, its directors or employees.

- 3.25. We do not accept any liability to any third party in relation to the issue of this Report. It is understood that this analysis does not represent a fairness opinion. This Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.

4. Sources of Information

- 4.1. For the purpose of undertaking this valuation exercise, we have relied on the following sources of information provided by the management/ representatives of the Company:
- Unaudited consolidated financial statements of RRL as on September 30, 2019;
 - Future financial projections of RRL for the period starting December 11, 2019 to March 31, 2025;
 - Draft scheme of arrangement for the Proposed Transaction
 - Other relevant data and information provided to us by the representatives of the Company either in written or oral form or in form of soft copy; and
 - Information provided by leading database sources (proprietary databases subscribed by us or our network firm), market research reports and other published data (including on NSE and BSE).

5. Procedures Adopted

- 5.1. In connection with this exercise, we have adopted the following procedures:
- Requested and received financial and qualitative information;
 - Obtained data available in public domain;
 - Undertook industry analysis such as researching publicly available market data including economic factors and industry trends that may impact the valuation. Further, analysis of key trends and comparable companies was undertaken.
 - Discussion (physical/over call) with the management of the Company to understand the business and fundamental factors that could affect its earning-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance.
 - Selection of internationally accepted valuation methodology/(ies) as considered appropriate by us. Our determination of share swap ratio, and this report, is based on the premise of going concern value. Any change in the valuation base, or the premise could have significant impact on our valuation exercise, and therefore, this Report.
 - Determination of share swap ratio.





6. Valuation Approaches for determination of share swap ratio

- 6.1. The Proposed Scheme of arrangement contemplates the share swap pursuant to the scheme of arrangement with shareholders under section 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013. Arriving at the share swap ratio for the Proposed Scheme would require determining the relative values of each company. These values are to be determined independently but on a relative basis, and without considering the effect of the Proposed Scheme.
- 6.2. It is pertinent to note that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made certain assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Company. In addition, this valuation will fluctuate with changes in prevailing market conditions, and prospects, financial and otherwise, of the Company, and other factors which generally influence the valuation of companies and their assets.
- 6.3. The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.
- 6.4. It may be noted that BDO Valuation Advisory LLP is enrolled with IOV Registered Valuers Foundation, which has recommended to follow IVS for undertaking valuation. We have given due cognizance to the same in carrying out the valuation exercise.
- 6.5. The cut-off date for the current valuation exercise has been considered as December 10, 2019.
- 6.6. We have considered the International Valuation Standards issued by International Valuation Standards Council ("IVS").
- 6.7. There are three generally accepted approaches to valuation:
 - (a) "Cost" Approach
 - (b) "Income" Approach
 - (c) "Market" Approach





- 6.8. Within these three basic approaches, several methods may be used to estimate the value. An overview of these approaches is as follows:

Cost Approach

i. Summation Method

The summation method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings.

This Valuation approach is mostly used in case of companies where there are huge operating investments or surplus marketable investments.

Income Approach

The income approach is widely used for valuation under "Going Concern" basis. It focuses on the income generated by the company in the past as well as its future earning capability. The Discounted Cash Flow Method under the income approach seeks to arrive at a valuation based on the strength of future cash flows.

Discounted Cash Flow Method

Under the Discounted Cash Flow ("DCF") method, the value of the undertaking is based on expected cash flows for future, discounted at a rate, which reflects the expected returns and the risks associated with the cash flows as against its accounting profits. The value of the undertaking is determined as the present value of its future free cash flows.

Free cash flows are discounted for the explicit forecast period and the perpetuity value thereafter. Free cash flows represent the cash available for distribution to both, the owners and creditors of the business.

Discount rate is the Weighted Average Cost of Capital ("WACC"), based on an optimal vis-à-vis actual capital structure. It is appropriate rate of discount to calculate the present value of future cash flows as it considers equity-debt risk and also debt-equity ratio of the firm.

The perpetuity (terminal) value is calculated based on the business's potential for further growth beyond the explicit forecast period. The "constant growth model" is applied, which implies an expected constant level of growth (for perpetuity) in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business's future operations.

The Business/Enterprise Value so derived, is further reduced by value of debt, if any, (net of cash and cash equivalents) to arrive at value to the owners of business. The surplus assets / non-operating assets are also adjusted.

In case of free cash flows to equity, the cash available for distribution to owners of the business is discounted at the Cost of Equity and the value so arrived is the Equity Value before surplus/ non-





operating assets. The surplus assets / non-operating assets are further added to arrive at the Equity Value.

Market Approach

Under the Market approach, the valuation is based on the market value of the company in case of listed companies and comparable companies trading or transaction multiples for unlisted companies. The Market approach generally reflects the investors' perception about the true worth of the company.

i. Market Price Method

Under this approach, the market price of an equity share as quoted on a recognized stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded. The market value generally reflects the investors' perception about the true worth of the company.

ii. Comparable Companies Multiple Method

Under the Comparable Companies Multiple ("CCM") method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

To the value of the business so arrived, adjustments need to be made for the value of contingent assets/liabilities, surplus Asset and dues payable to preference shareholders, if any, in order to arrive at the value for equity shareholders.

iii. Comparable Transactions Multiple Method

Under the Comparable Transactions Multiple ("CTM") method, the value of a company can be estimated by analyzing the prices paid by purchasers of similar companies under similar circumstances. This is a valuation method where one will be comparing recent market transactions in order to gauge current valuation of target company. Relevant multiples have to be chosen carefully and adjusted for differences between the circumstances.

This valuation approach is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

7. Conclusion on Valuation Approach

RRL: DCF Method under the Income Approach has been considered since its value also lies in the future earning potential. The shares of RRL are not listed on any of the stock exchanges, hence we have not considered market price method for valuation. We have considered CCM Method for valuation of RRL under Market Approach. We have not considered valuation as per Cost Approach





for arriving at the equity value of RRL, since its value lies in its overall earning potential of business rather than its asset base. In light of the above, we have considered the DCF Method and CCM Method for the valuation of RRL.

RIL: Since RIL is listed entity we were not provided information related to future projections as the same is price sensitive, we have not considered DCF Method under the Income Approach. RIL is listed on NSE and BSE and is frequently traded as per SEBI ICDR Regulations, hence we have considered market price method for arriving at valuation of RIL. We have not considered valuation as per Cost Approach for arriving at the equity value of RIL, since its value lies in its overall business potential which market price factor the same rather than its asset base. In light of the above, we have used the Market Price Method for the valuation of RIL.

Basis of Share Swap Ratio

- 7.1. The basis of the share swap ratio for the Proposed Scheme would have to be determined after taking into consideration all the factors and methods mentioned hereinabove. Though different values have been arrived at under each of the above methods, for the purposes of recommending the share swap ratio, it is necessary to arrive at a final value for the shares of each company. It is, however, important to note that in doing so, we are not attempting to arrive at the absolute values of the Companies, but at their relative values to facilitate the determination of the share swap ratio.
- 7.2. The share swap ratio has been arrived at on the basis of a relative equity valuation of the Companies based on the various approaches/methods explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potentials of the businesses of the Companies, having regard to information base, key underlying assumptions and limitations.
- 7.3. We have independently applied methods discussed above, as considered appropriate, and arrived at their assessment of value per share of the Companies. To arrive at the consensus on the fair equity share swap ratio for the Proposed Scheme.

8. Major factors that were considered during the valuation

- 8.1. The equity shares of RIL are listed and frequently traded;
- 8.2. Share price of RIL; and
- 8.3. Key operating/ financial parameters of RRL viz. future cashflows, revenue, EBITDA, etc.





9. Conclusion

- 9.1. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd, vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Hon'ble Supreme Court of India in the case reported in 176 ITR 417 as under;

"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible."

- 9.2. In the light of the above, and on consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion the share swap ratio in the event of the Proposed Scheme would be as follows (recommendation):

Recommendation:

1 (One) equity share of INR 10/- each fully paid up of Reliance Industries Limited to be exchanged for every 4 (Four) equity shares of INR 10/- each fully paid up of Reliance Retail Limited.

For BDO Valuation Advisory LLP
IBBI No.: IBBI/RV-E/02/2019/103

Lata R Gujar More
IBBI No. IBBI/RV/06/2018/10488
Partner

Fairness opinion dated 11th December, 2019 issued by M/s Ernst & Young Merchant Banking Services LLP, independent merchant banker



Ernst & Young Merchant Banking Services LLP
5th Floor, Block B - 2
Nirlon Knowledge Park
Off. Western Express Highway
Goregaon (E), Mumbai - 400063, India
Tel: +91 22 6192 0000
Fax: +91 22 6192 3000
ey.com

11 December 2019

The Board of Directors
Reliance Retail Limited
3rd Floor, Court House
Lokmanya Tilak Marg, Dhobi Talao
Mumbai - 400 002
Maharashtra, India

Sub: Fairness opinion on the share exchange ratio recommended by an Independent Registered Valuer for proposed exchange of equity shares of Reliance Retail Limited held by shareholders other than Reliance Retail Ventures Limited with the equity shares of Reliance Industries Limited

Dear Sir/Madam,

We refer to the engagement letter dated 09 December 2019 with Ernst & Young Merchant Banking Services LLP (hereinafter referred to as "we" or "EY" or "us"), wherein Reliance Retail Limited (hereinafter referred to as "you" or "Client" or "RRL" or the "Company") has requested us to provide a fairness opinion on the share exchange ratio recommended by BDO Valuation Advisory LLP ("Independent Registered Valuer") as at 10 December 2019 ("Valuation Date") for equity shares of Reliance Industries Limited ("RIL") in lieu of equity shares of RRL held by shareholders other than Reliance Retail Ventures Limited ("RRVL").

SCOPE AND PURPOSE OF THIS REPORT

We understand that the Board of Directors of the Company are contemplating a scheme of arrangement under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 wherein the equity shareholders of RRL other than RRVL ("Specified Shareholders") would be given equity shares of RIL in lieu of equity shares held by them in RRL ("Proposed Transaction") ("Purpose").

In this regard, Client has requested EY to provide fairness opinion on the share exchange ratio recommended by the Independent Registered Valuer as at Valuation Date for the Proposed Transaction.

The scope of our Services is to issue a fairness opinion on the share exchange ratio (as recommended by the Independent Registered Valuer) for the Proposed Transaction as at Valuation Date.

This report is our deliverable in respect of the above engagement.



Page 1 of 6



This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

This report has been issued only for the purpose of facilitating the Proposed Transaction and should not be used for any other purpose.

SOURCES OF INFORMATION

In connection with this exercise, we have received the following information from the management of RRL ("Management"):

- Draft and Final report from the Independent Registered Valuer titled "Share Swap Ratio Report" dated 10 December 2019
- Draft scheme of arrangement for the Proposed Transaction
- Annual report for years ended 31 March 2018 and 31 March 2019
- Unaudited consolidated financial statements of the Company for 6 months ended 30 September 2018 and 30 September 2019.
- Financial projections of RRL from 1 October 2019 to 31 March 2025. These include forecasts extracts of income statement, details of working capital and capital expenditure along with the underlying assumptions.
- Background information provided through emails or during discussions.

We have also obtained further explanations and information considered reasonably necessary for our exercise, from the Management.

PROCEDURES ADOPTED

In connection with this exercise, we have adopted the following procedures to carry out the valuation:

- Requested and received financial and qualitative information
- Obtained data available in public domain
- Discussions (in-person/over call) with the Management to:
- Understand the business and fundamental factors that affect its earnings-generating capability including strengths, weaknesses, opportunity and threats analysis and historical financial performance of the Company
- Undertook Industry Analysis:
- Research publicly available market data including economic factors and industry trends that may impact the valuation
- Analysis of key trends and valuation multiples of comparable companies/comparable transactions using:





- Proprietary databases subscribed by us
- Selection of internationally accepted valuation methodology/(ies) as considered appropriate by us

STATEMENT OF LIMITING CONDITIONS

Provision of fairness opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting / tax due diligence, consulting or tax-related services that may otherwise be provided by us or our affiliates.

The fairness opinion contained herein is not intended to represent fairness opinion at any time other than report date.

This Report, its contents and the results herein are specific to (i) the purpose of fairness opinion agreed as per the terms of our engagement; (ii) the Report Date and (iii) are based on the unaudited financial statements of the Company as at 30 September 2019. We have been informed that the business activities of the Companies have been carried out in the normal and ordinary course between 30 September 2019 and the Report date and that no material changes have occurred in their respective operations and financial position between 30 September 2019 and the Report date.

A fairness opinion of this nature is necessarily based on the prevailing stock market, financial, economic and other conditions in general and industry trends in particular as in effect on and the information made available to us as of, the date hereof. Events occurring after the date hereof may affect this report and the assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this report.

The fairness opinion rendered in this Report only represent our opinion based upon information furnished by the Company and gathered from public domain (and analysis thereon) and the said opinion shall be considered to be in the nature of non-binding advice. Our fairness opinion should not be used for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.

Providing fairness opinion is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. In the ultimate analysis, our opinion will have to be tempered by the exercise of judicious discretion and judgment taking into account all the relevant factors. There is, therefore, no indisputable single fair share exchange ratio. While we have provided our fairness opinion on the share exchange ratio recommended by the Independent Registered Valuer based on the information available with us and within the scope and constraints of our engagement, others may have a different opinion as to the fair share exchange ratio of the equity shares of RRL and RIL. The final responsibility for the determination of the fair share exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of the Company who should take into account other factors such as their own assessment of the Proposed Transaction and input of other advisors.





In the course of the engagement, we were provided with both written and verbal information, including market, financial and operating data as detailed in the section - Sources of Information.

We have not independently audited or otherwise verified the financial information provided to us. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the financial statements. Also, with respect to explanations and information sought from the Client, we have been given to understand by the Management that they have not omitted any relevant and material factors about the Company and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusion is based on the information given by/on behalf of the Company. The Management has indicated to us that they have understood that any omissions, inaccuracies or misstatements may materially affect our fairness opinion.

Fairness opinion and result are specific to the purpose and are based on the latest available balance sheet as agreed per terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.

The Report assumes that the Company complies fully with relevant laws and regulations applicable in all its areas of operations, and that the Company will be managed in a competent and responsible manner. Further, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not disclosed in the audited/unaudited balance sheet of the Company. Our fairness opinion assumes that the assets and liabilities of the Company, reflected in their respective latest balance sheets remain intact as of the Report date.

The report does not address the relative merits of the Proposed Transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available.

The fee for the engagement is not contingent upon the results reported.

The financial forecasts used in the preparation of the Report reflects Management's judgment, based on circumstances prevailing around the Valuation Date, as to the most likely set of conditions and the course of action it is most likely to take. It is usually the case that some events and circumstances do not occur as expected or are not anticipated. Therefore, actual results during the forecast period may differ from the forecasts and as such differences may be material.

We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other to the Company. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Company, their directors or employees.

This report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for its purpose.





This Report is subject to the laws of India.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed scheme of arrangement, without our prior written consent. In addition, this report does not in any manner address the prices at which equity shares of the Company will trade following announcement of the Proposed Transaction and we express no opinion or recommendation as to how the shareholders of the Company should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transaction.

EY's appointment was formalized via engagement letter dated 09 December 2019.

BACKGROUND

Reliance Retail Limited

RRL is engaged in the business of retailing products and services across five consumption baskets; a) Fashion and Lifestyle, b) Consumer Electronics, c) Grocery, d) Petro Retail and e) Connectivity. RRL was incorporated in 1999 and is based in Mumbai, India. For the year ended 31 March 2019, the Company on a consolidated basis reported net operating sales of INR 1,151,889.8 mn and a profit after tax of INR 32,544.1 mn.

The diluted equity shareholding pattern of RRL as on 30 September 2019 is as follows:

Particulars	No of Shares	% Shareholding
Reliance Retail Ventures Limited	4,98,70,26,060	93.73
Equivalent shares to be issued on conversion of Compulsorily convertible debentures held by Reliance Retail Ventures Limited	33,00,00,000	6.20
Specified Shareholders *	35,77,527	0.07
Total number of shares	5,32,06,03,587	100.0

*Includes 10,61,937 equity shares which will be issued against the RSUs outstanding as on 10 December 2019 of 17,69,894 before the effectiveness of the scheme.

Source: Management

Reliance Industries Limited

Reliance Industries Limited ("RIL") is a listed entity incorporated in India. The registered office of RIL is located at 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, India. RIL is engaged in activities spanning across hydrocarbon exploration and production, petroleum refining and marketing, petrochemicals, retail and digital services.





The diluted equity shareholding pattern of RIL as on 30 September 2019 is as follows:

Particulars	No of Equity Shares	% Shareholding
Promoter & Group	3,098,084,968	48.87%
Public	3,092,032,319	48.78%
Non Promoter- Non Public	149,005,942	2.35%
Grand Total	6,339,123,229	100.0%

APPROACH - BASIS OF DETERMINATION OF THE SHARE EXCHANGE RATIO FOR THE PROPOSED TRANSACTION

The Independent Registered Valuer has recommended the following share exchange ratio for the Proposed Transaction:

1 equity share of INR 10/- each fully paid-up of RIL for every 4 equity shares of RRL of INR 10/- each fully paid-up held by the Specified Shareholders.

OUR COMMENT ON THE INDEPENDENT REGISTERED VALUER'S REPORT

Based on our independent calculation and on consideration of all the relevant factors and circumstances, we believe that the share exchange ratio as recommended by the Independent Registered Valuer above in our opinion is fair to the shareholders of RRL.

It should be noted that we have examined only the fairness of the share exchange ratio for the Proposed Transaction and have not examined any other matter including economic rationale of the transfer per se or accounting and tax matters involved in the Proposed Transaction.

Respectfully submitted,

Ernst & Young Merchant Banking Services LLP

Parag Mehta
Partner



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**IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY APPLICATION NO. 4037 OF 2019**

**IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND**

**IN THE MATTER OF THE SCHEME OF ARRANGEMENT AMONGST PRANATHARTHI COMMERCIALS PRIVATE
LIMITED AND RELIANCE RETAIL LIMITED AND ITS EQUITY SHAREHOLDERS**

Reliance Retail Limited,

(CIN: U01100MH1999PLC120563) a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002

COMPANY/ APPLICANT COMPANY

Form No. MGT-11

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 equity shareholder(s) :

Registered Address :

Email Id :

Folio No. / Client ID & DP ID* :

No. of equity shares held :

I / We being the equity shareholder(s) of the above named Applicant Company, hereby appoint:

1.	Name			
	Address			
	Email Id		Signature	

or failing him / her

2.	Name			
	Address			
	Email Id		Signature	

or failing him / her

3	Name			
	Address			
	Email Id		Signature	

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of the equity shareholders of the Applicant Company, to be held at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 on Thursday, 23rd January, 2020 at 10:30 a.m. and at any adjournment or adjournment(s) thereof for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement amongst Pranatharthi Commercials Private Limited and Reliance Retail Limited and its equity shareholders (the “**Scheme**”) and vote _____ [insert ‘FOR’ or ‘AGAINST’] the Scheme.

Signature of the equity shareholder(s):

Signed this _____ day of _____ 20

Affix a revenue stamp

Signature across the stamp

Signature of first proxy holder

Signature of second proxy holder

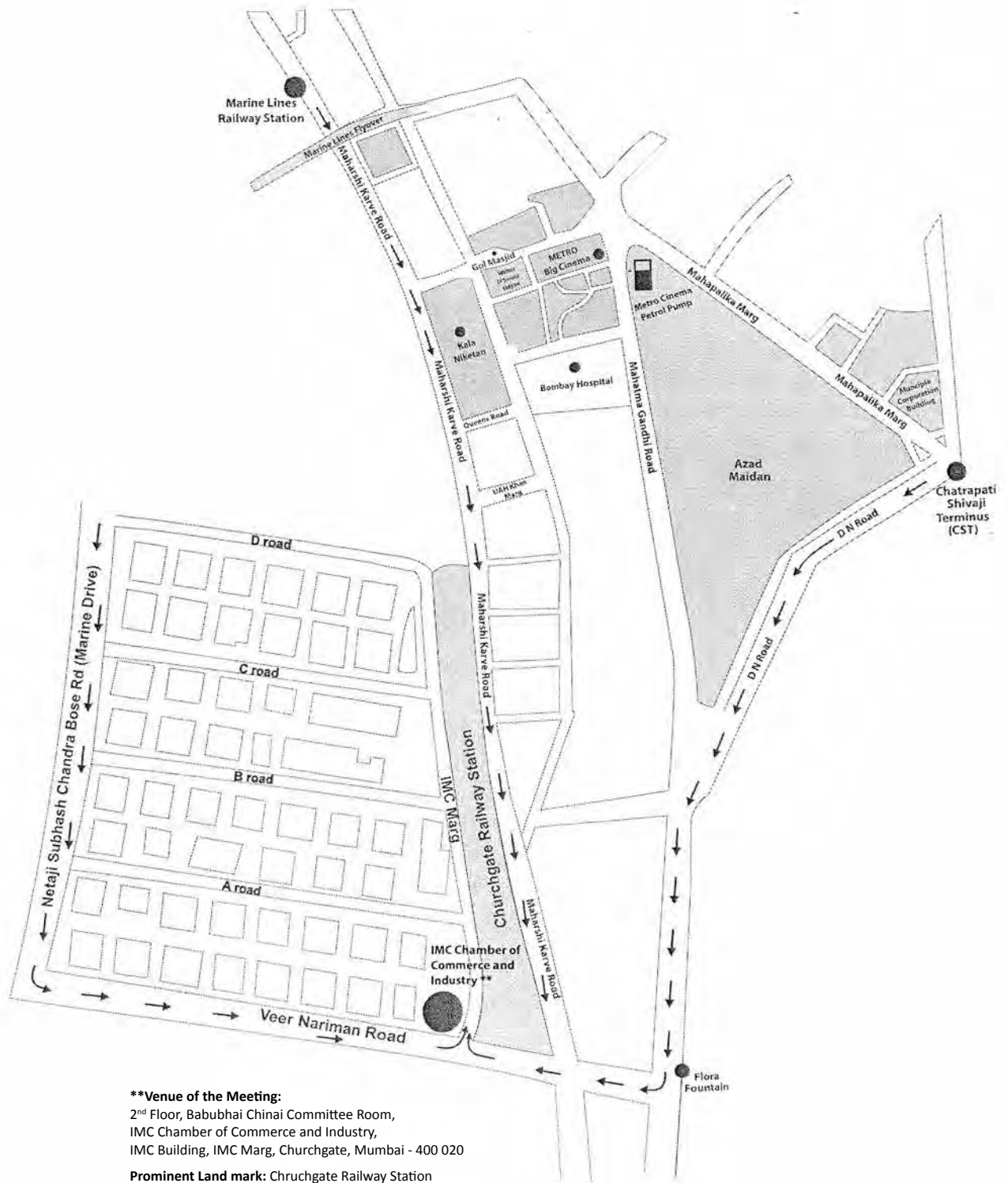
Signature of third proxy holder

* Applicable for equity shareholders holding shares in demat mode.

NOTES:

1. Please affix Revenue Stamp before signing.
2. All alterations made in the form of proxy should be initialled.
3. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.**
4. Proxy need not be an equity shareholder of the Applicant Company.
5. In case of multiple proxies, the proxy later in time shall be accepted.
6. Body corporate equity shareholder(s) would be required to deposit certified copies of board/ custodial resolutions/power of attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the registered office of Company at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002 not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting.
7. A person can act as a proxy on behalf of members not exceeding fifty (50) 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 equity shareholder.

Route map for the venue



****Venue of the Meeting:**
 2nd Floor, Babubhai Chinai Committee Room,
 IMC Chamber of Commerce and Industry,
 IMC Building, IMC Marg, Churchgate, Mumbai - 400 020

Prominent Land mark: Churchgate Railway Station

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IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

COMPANY APPLICATION NO. 4037 OF 2019

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF THE SCHEME OF ARRANGEMENT AMONGST PRANATHARTHI COMMERCIALS PRIVATE LIMITED AND RELIANCE RETAIL LIMITED AND ITS EQUITY SHAREHOLDERS

Reliance Retail Limited,

(CIN: U01100MH1999PLC120563) a company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 3rd Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai 400 002

COMPANY/ APPLICANT COMPANY

ATTENDANCE SLIP

I/We hereby record my/our presence at the meeting of the equity shareholders of Reliance Retail Limited (“Applicant Company”), convened pursuant to the Order dated 17th December, 2019 of the National Company Law Tribunal, Mumbai Bench, at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 on Thursday, 23rd January, 2020 at 10:30 a.m.

Name and address of the equity shareholder(s) :

Signature of the equity shareholder(s) :

Folio No. / Client ID & DP ID* :

No. of equity shares held :

Name of the Proxy holder(s) :

Signature of the proxy :

* Applicable for equity shareholders holding shares in demat mode.

Note:

Equity shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.