



## NOTICE

**NOTICE** is hereby given that an Extraordinary General Meeting of the members of Reliance Retail Ventures Limited will be held on Thursday, March 3, 2022 at 3:30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following special business:

1. To approve increase in the limit under Section 186 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the resolution passed by the members at the extraordinary general meeting held on August 25, 2020 and pursuant to the provisions of Section 186 and all other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to make loan(s) to any body(ies) corporate/ person(s) and/or to give guarantee(s) and/or to provide security(ies) in connection with the loan(s) to any body(ies) corporate/person(s) and/or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, upto the limit of Rs. 1 lakh crore (Rupees One Lakh crore) outstanding at any point of time, in one or more tranches, on such terms and conditions as the Board may deem fit, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees / securities so far given or to be given by the Company exceeds / will exceed the limits laid down by the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary or expedient to give effect to this resolution."

**By Order of the Board of Directors**

A handwritten signature in blue ink, appearing to be 'K. Sridhar', is written over a light blue circular stamp.

**K. Sridhar**  
**Company Secretary**

Date : February 9, 2022  
Place: Mumbai

## Reliance Retail Ventures Limited

CIN: U51909MH2006PLC166166 Phone: +91 22 35553800 [www.relianceretail.com](http://www.relianceretail.com)  
Registered Office: 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400 002, India



**Notes:**

1. Considering the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 (collectively referred to as "MCA Circulars") permitted convening the Extraordinary General Meeting ("EGM"/ "Meeting") through Video conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 ("the Act"), the EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. In Compliance with the MCA Circulars, Notice of the meeting is being sent only through electronic mode to those members whose email address are registered with the Company / Depositories.
3. A Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this meeting is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the meeting will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide email at [sridhar.kothandaraman@ril.com](mailto:sridhar.kothandaraman@ril.com), a certified true copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting, before the commencement of the Meeting.
7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the meeting, are requested to write to the Company before the commencement of the meeting through email at [sridhar.kothandaraman@ril.com](mailto:sridhar.kothandaraman@ril.com). The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection at the meeting.
8. Members attending the meeting through VC/ OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

**Reliance Retail Ventures Limited**



9. Detailed instructions to attend, participate and vote at the meeting through VC / OAVM are provided in “**Annexure I**”.
10. As per Article 73 of the Articles of Association of the Company “*All business to be transacted at a general meeting or at meetings of any class of shareholders of the Company shall be decided on a poll.*” Accordingly, voting by show of hands would not be available at the Meeting.
11. The Board of Directors of the Company has appointed Mr. Anil Lohia, a Practising Chartered Accountant, Partner, Dayal and Lohia, Chartered Accountants or failing him Mr. Chandradas Dayal, a Practising Chartered Accountant, Partner of Dayal and Lohia, Chartered Accountants as a scrutinizer to scrutinize the polling process and submit the results of poll.
12. The E-Poll paper will be circulated to the members at their registered email id on or before the commencement of the meeting.
13. Members shall cast their vote only by sending their votes by email from their email address which is registered with the Company to the designated email address of the Scrutinizer i.e. [anilglohia@gmail.com](mailto:anilglohia@gmail.com).
14. In the event a member has not yet registered his/her email address, the same may be done by sending an email to the Company at the designated email address of the Company i.e. [sridhar.kothandaraman@ril.com](mailto:sridhar.kothandaraman@ril.com).

## **Reliance Retail Ventures Limited**



## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

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

### **Item No. 1:**

Section 186 of the Companies Act, 2013 read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014, provides that where the aggregate of the loans and investments so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed 60% of the company's paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, prior approval of members by means of a special resolution passed at a general meeting is required.

The members at their extra-ordinary general meeting held on August 25, 2020, had approved making loan(s) to and/or giving guarantee(s) and/or to providing security(ies) in connection with the loan(s) to and/or acquire by way of subscription, purchase or otherwise the securities of, any other body corporate, upto the limit of Rs. 60,000 crore (Rupees Sixty Thousand crore) outstanding at any point of time.

There are many acquisition opportunities available to grow the Company's business inorganically and organically. The Company may be required, from time to time to make investments / give loans / provide guarantees / security in respect of loans to body(ies) corporate. The Board of Directors of the Company at its meeting held on January 21, 2022 had proposed to seek the approval of the members, in terms of Section 186 of the Companies Act, 2013 for the enhanced limit of Rs. 1 lakh crore outstanding at any point of time.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed special resolution, set out at Item No. 1 of the Notice.

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

### **By Order of the Board of Directors**

A handwritten signature in blue ink, appearing to be 'K. Sridhar', is written over a light blue circular stamp.

**K. Sridhar**  
**Company Secretary**

Date : February 9, 2022  
Place: Mumbai

## **Reliance Retail Ventures Limited**



## Annexure I

Members are requested to note the following in accordance with the MCA circulars:

1. Members would have received an email from the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. The Meeting through video-conference would be conducted through “Microsoft Teams” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as Annexure II.

3. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
4. E-mail address of the Company Secretary of the Company, Mr. Sridhar Kothandaraman i.e. [sridhar.kothandaraman@ril.com](mailto:sridhar.kothandaraman@ril.com) is designated for correspondences and all other purposes related to the Meeting.
5. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary, Mr. Sridhar Kothandaraman on +91-9967054023.

## Reliance Retail Ventures Limited



## Annexure II

1. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
2. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

### Option 1

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “Enter Name” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

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## Option 2

For installing Microsoft Teams on your **iPad / apple devices / Android devices**:

Click on "**Join Microsoft Teams Meeting**" from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft Teams. Please do not try to login.



Once installed, click on invitation once again on "**Join Microsoft Teams Meeting**" from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on "**Join as a Guest**" option



**Type your Name** and once again click on "**Join as a Guest**"



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on "Mute" when not speaking.

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