

July 31, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai 400 051

Scrip Code: 500325

Trading Symbol: "RELIANCE EQ"

Dear Sirs,

Sub: Postal Ballot

We attach Notice of Postal Ballot together with Postal Ballot Form being sent to the members of the Company, for your perusal and records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **Reliance Industries Limited**



K. Sethuraman
Group Company Secretary and
Chief Compliance Officer

Encl.: As above

Copy to:

The Luxembourg Stock Exchange
Societe de la Bourse de Luxembourg
35A boulevard Joseph II
B P 165, L-2011 Luxembourg

Singapore Stock Exchange
2 Shenton Way, #19- 00
SGX Centre 1,
Singapore 068804

Taipei Stock Exchange
15F, No.100, Sec. 2,
Roosevolt Road,
Taipei, Taiwan, 10084

National Securities Depository Ltd.
Trade World, A Wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai 400 013

Central Depository Services
(India) Limited
Phiroze Jeejeebhoy Towers
16th Floor, Dalal Street
Mumbai 400 023

The Bank of New York
Mellon
101 Barclay Street
New York, NY 10286
New York

Karvy Computershare Private Ltd.
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad – 500032



Registered Office: 3rd Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, India; **CIN:** L17110MH1973PLC019786
Website: www.ril.com; **E-mail:** investor_relations@ril.com; **Tel.:** +91 22 2278 5000; **Fax:** +91 22 2278 5111

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Reliance Industries Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

The Company has appointed Shri Mehul Modi, a Practising Chartered Accountant, Partner, Deloitte Haskins & Sells LLP, Chartered Accountants or failing him Shri Hemal Mehta, a Practising Chartered Accountant, Partner, Deloitte Haskins & Sells LLP, Chartered Accountants as Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours, that is, 5:00 p.m. on Friday, September 1, 2017. Postal Ballot Forms received after 5:00 p.m. on Friday, September 1, 2017 will be treated as 'invalid'. Pursuant to Section 108 of the Act read with Rule 20 of the Rules, the Company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Company after the completion of scrutiny, and the results of voting by means of Postal Ballot (including voting through electronic means) will be announced on Saturday, September 2, 2017, at the Registered Office of the Company and also by placing the same on the Company's website: www.ril.com and on the website of Karvy: <https://evoting.karvy.com>. The results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

To consider and pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 6000,00,00,000/- (Rupees Six Thousand Crore only) divided into 500,00,00,000 (Five Hundred Crore) equity shares of ₹ 10/- (Rupees Ten only) each and 100,00,00,000 (One Hundred Crore) preference shares of ₹ 10/- (Rupees Ten only) each to ₹ 15000,00,00,000/- (Rupees Fifteen Thousand Crore only) by creation of additional 900,00,00,000 (Nine Hundred Crore) equity shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"V. The Authorised Share Capital of the Company is ₹ 15000,00,00,000/- (Rupees Fifteen Thousand Crore only) consisting of 1400,00,00,000 (Fourteen Hundred Crore) equity shares of ₹ 10/- (Rupees Ten only) each and 100,00,00,000 (One Hundred Crore) preference shares of ₹ 10/- (Rupees Ten only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

POSTAL BALLOT NOTICE

2. Issue of Bonus Shares

To consider and pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 3,100 Crore (Rupees Three Thousand One Hundred Crore only) from and out of the capital redemption reserve, the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT consequent to the issue of bonus equity shares, the Board or the Human Resources, Nomination and Remuneration Committee of the Board be and is hereby authorised to make appropriate adjustment with respect to exercise price and number of shares to be issued against stock options and number of stock options vested / to be vested on the employees of the Company / its subsidiary companies under the existing Employees' Stock Option Scheme of the Company;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the

bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be despatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

3. 'Reliance Industries Limited Employees' Stock Option Scheme 2017' ("ESOS 2017") for employees of the Company

To consider and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Act") read with rules framed thereunder and the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Human Resources, Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to grant, vest and allot, from time to time and in one or more tranches, Options under the 'Reliance Industries Limited Employees' Stock Option Scheme 2017' ("ESOS 2017"), the salient features of which are set out in the Statement annexed to this Postal Ballot Notice, or to the benefit of such person(s) who are permanent employees

of the Company, whether working in India or outside India, and / or to the directors of the Company, whether whole-time or not but excluding independent director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as "Eligible Employees") but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to subscribe to such number of equity shares and / or equity linked instruments which would give rise to issue of equity shares (hereinafter collectively referred to as "Securities") of the Company but not exceeding 6,33,19,568 equity shares of the face value of ₹ 10/- (Rupees Ten only) each at such price or prices, and on such terms and conditions, as may be determined by the Board in accordance with the provisions of ESOS 2017 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT outstanding Options granted under ESOS 2017 before any issue of bonus shares or stock splits or consolidation of shares shall be suitably adjusted for the number as well as the exercise price as applicable and such outstanding Options may be further adjusted at the discretion of the Board for any corporate action(s);

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect ESOS 2017 as per the terms approved in this resolution read with the Statement annexed to this Postal Ballot Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate ESOS 2017, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the Securities may be allotted in accordance with ESOS 2017 either directly to the employees or through a trust, to be set up in a manner permissible under the SBEB Regulations;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOS 2017 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under ESOS 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2017;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution,

and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2017 and to take all such steps and do all acts as may be incidental or ancillary thereto."

4. 'Reliance Industries Limited Employees' Stock Option Scheme 2017' ("ESOS 2017") for employees of the subsidiary companies of the Company

To consider and pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Act") read with rules framed thereunder and the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Human Resources, Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the "Compensation Committee" under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to extend the benefits of the '**Reliance Industries Limited Employees' Stock Option Scheme 2017' ("ESOS 2017")**, referred to in the Special Resolution under Item No. 3 of this Postal Ballot Notice, also to or to the benefit of such person(s) who are permanent employees of subsidiary companies of the Company, whether working in India or outside India, and / or to the directors of the subsidiary companies of the Company, whether whole-time or not but excluding independent director(s) of the subsidiary companies and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as "Eligible Employees") but excluding employees who are promoters or persons belonging to the promoter group and director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to the intent that the number of Securities offered under ESOS 2017 to the Eligible Employees of the subsidiary companies shall be subsumed in the aggregate limit of 6,33,19,568 equity shares of the face value of ₹ 10/- (Rupees Ten only) each set out in the Special Resolution under Item No. 3 of this Postal Ballot Notice;

RESOLVED FURTHER THAT the Board be and is hereby authorised to devise, formulate, evolve, decide upon and bring into effect

POSTAL BALLOT NOTICE

ESOS 2017 as per the terms approved in this resolution read with the Statement annexed to this Postal Ballot Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate ESOS 2017, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time;

RESOLVED FURTHER THAT the Securities may be allotted in accordance with ESOS 2017 either directly to the employees or through a trust, to be set up in a manner permissible under the SBEB Regulations;

RESOLVED FURTHER THAT the equity shares so issued and allotted under ESOS 2017 shall rank *pari passu* with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under ESOS 2017 on the Stock Exchanges, where the equity shares of the Company are listed as per the provisions of the Listing Regulations and other applicable laws, rules and regulations;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2017;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of ESOS 2017 and to take all such steps and do all acts as may be incidental or ancillary thereto."

By Order of the Board of Directors

K. Sethuraman

Group Company Secretary and Chief Compliance Officer

Mumbai, July 28, 2017

Registered Office:

3rd Floor, Maker Chambers IV,

222, Nariman Point, Mumbai - 400 021

CIN: L17110MH1973PLC019786

Website: www.ril.com E-mail: investor_relations@ril.com

Tel.: +91 22 2278 5000 Fax: +91 22 2278 5111

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company / Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Thursday, July 27, 2017.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link: www.evoting.karvy.com or from the "Investor Relations" section on the Company's website: www.ril.com where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Friday, September 1, 2017.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. **During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
7. **Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".**
8. **The e-voting period commences on Thursday, August 3, 2017 at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Friday, September 1, 2017. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Thursday, July 27, 2017, may cast their vote electronically. The e-voting module shall be disabled by Karvy thereafter.**
9. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, that is, Friday, September 1, 2017.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement are available for inspection by the members at the Company's registered office during

business hours on all working days except Saturday from the date of despatch of this Postal Ballot Notice till Friday, September 1, 2017.

11. In case of any query/grievance with respect to voting by means of Postal Ballot including e-voting, please visit the "Help and FAQ's" section available on Karvy's website: <https://evoting.karvy.com> or send e-mail to rilinvestor@karvy.com or call Karvy on toll free number 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.) for further clarifications.
12. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**
13. **A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.**
14. **The Scrutinizer's decision on the validity of the Postal Ballot shall be final.**

INSTRUCTIONS FOR VOTING

1. Information and instructions relating to e-voting:

(i) **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
- (b) Enter the login credentials (that is, **User ID** and **password**) which are mentioned in the email in the following format:

EVEN (E-voting Event Number)	User ID	Password

The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll-free number 1800-3454-001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.

- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share**

your password with any other person and that you take utmost care to keep your password confidential.

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number for Reliance Industries Limited.
- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts are requested to vote separately for each of their folios / demat accounts.
- (i) Voting has to be done for each item of this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: ril.scrutinizer@karvy.com with a copy marked to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

(ii) **In case a member receives physical copy of the Postal Ballot Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- (a) User ID and initial password - Initial password is provided in Postal Ballot Form in the following format:

EVEN (E-voting Event Number)	User ID	Password

POSTAL BALLOT NOTICE

- (b) Please follow all steps from Sr. No. (a) to (m) as mentioned in (i) above, to cast your vote.

2. Information and instructions relating to voting through physical Postal Ballot Form

- (i) Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent (**FOR**) or Dissent (**AGAINST**), in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer, not later than close of working hours that is, 5:00 p.m. (IST) on Friday, September 1, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.
- (ii) Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- (iii) Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.

3. The members are requested to note the following contact details for addressing e-voting grievances:

Shri S. P. Venugopal
Deputy General Manager
Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad 500 032
Toll-free No.: 1800-3454-001
E-mail: evoting@karvy.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

Item Nos. 1 and 2

The Board of Directors at its meeting held on July 21, 2017, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (one) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each by capitalising a sum not exceeding ₹ 3,100 Crore (Rupees Three Thousand One Hundred Crore only) out of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate.

Article 59 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards

payment of unissued shares to be issued to the members as fully paid bonus shares.

The Company has granted Stock Option to the employees under an Employees Stock Option Scheme. Consequent to the issue of bonus equity shares, appropriate adjustments with respect to exercise price and number of shares to be issued against stock options and number of stock options vested / to be vested on the employees of the Company / its subsidiaries under the existing Employees' Stock Option Scheme of the Company would be made so that the total value of stock options remains the same after the issue of bonus equity shares.

Presently, the Authorised Share Capital of the Company is ₹ 6000,00,00,000/- (Rupees Six Thousand Crore only) consisting of 500,00,00,000 (Five Hundred Crore) equity shares of ₹ 10/- (Rupees Ten only) each and 100,00,00,000 (One Hundred Crore) preference shares of ₹ 10/- (Rupees Ten only) each.

In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to ₹ 15000,00,00,000/- (Rupees Fifteen Thousand Crore) by creation of additional 900,00,00,000 (Nine Hundred Crore) equity shares of ₹ 10/- (Rupees Ten only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 and 2 of this Postal Ballot Notice except to the extent of their shareholding in the Company and outstanding stock options vested, if any, under the Employees Stock Option Scheme of the Company.

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

Item Nos. 3 and 4

The members of the Company vide Special Resolution passed at the Annual General Meeting held on June 27, 2006 had authorised the Board to issue up to 6,96,75,402 equity shares representing 5% of the issued, subscribed and paid up equity shares of the Company as on March 31, 2006 in terms of employees stock option scheme to be formulated and approved by the Board.

The Board accordingly formulated and approved the "Employees Stock Option Scheme - 2006" ("the existing Scheme") and had from time to time granted options to the employees of the Company and its subsidiary companies and had issued and allotted equity shares of ₹ 10/- each against exercise of the options granted.

In terms of the existing Scheme:-

- (a) The Company has allotted 2,82,89,278 equity shares of ₹10/- each till July 15, 2017;
- (b) 46,05,162 options are outstanding to be exercised by the employees and equal number of shares of ₹ 10/- each will be allotted if all the outstanding options vest and are exercised. The number of equity shares mentioned above will vary on account of the bonus adjustment referred under Item No. 2 of this Postal Ballot Notice.

The Board has decided to withdraw the existing Scheme and cancel 7,94,13,881 options which are yet to be granted (and which may otherwise get further adjusted to 15,88,27,762 options consequent to the bonus issue referred under Item No. 2 of this Postal Ballot Notice) and accordingly, the existing Scheme stands cancelled. However, options granted and which are in force under (b) above will continue to be governed by the existing Scheme.

With a view to encourage value creation and value sharing with the employees, the Board of Directors of the Company (hereinafter referred to as the "Board"; which term shall include the Human Resources, Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as the Compensation Committee under the SBEB Regulations or their delegated authority) has proposed 'Reliance Industries Limited Employees' Stock Option Scheme 2017' ("ESOS 2017"). As members are aware, employee stock option schemes are considered as an effective tool to attract and retain the best talent and also serves to attract, incentivise and motivate professionals and reward exceptional performance.

The number of equity shares to be issued and allotted under ESOS 2017 will be limited to 6,33,19,568 equity shares of the Company representing 1% of the post-bonus (as proposed at Item No. 2 of this Postal Ballot Notice) paid-up equity shares of the Company. This ceiling will be adjusted for any future bonus issue of shares or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board for any corporate action(s). The number of equity shares to be issued under ESOS 2017, mentioned above, are substantially less than the options cancelled (which could have resulted in 15,88,27,762 options subsequent to the bonus issue referred under Item No. 2 of this Postal Ballot Notice) under the existing Scheme.

The salient features of ESOS 2017 are set out as per SEBI circular and are as under:

a. Brief description of the scheme - ESOS 2017

ESOS 2017 is intended to reward the Eligible Employees (as described under clause (c) herein below), for their performance and to motivate them to contribute to the growth and profitability of the Company. ESOS 2017 will help to retain talent in the organization as the Company views stock options as an instrument that would enable the Eligible Employees to share the value they create for the Company and align individual objectives with the objectives of the Company in the years to come.

b. Total number of Options to be granted

The Options to be granted to the Eligible Employees under ESOS 2017, in one or more tranches, shall not result in issue of equity shares in excess of the limit stated above. This ceiling will be adjusted for any future bonus issue of shares or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board for any corporate action(s).

The Options which do not vest, would be available for being re-granted at a future date. The Board is authorized to re-grant such Options as per the provisions of ESOS 2017, within the overall limit as stated above, subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations").

c. Identification of class of employees entitled to participate in ESOS 2017

Following classes of employees are entitled to participate in ESOS 2017:

- (i) Permanent employee of the Company who has been working in India or outside India; or
- (ii) Director of the Company, whether whole-time or not but excluding independent director; or
- (iii) Employee as defined in (i) or (ii) above of subsidiary companies, in India or outside India, or of a holding company of the Company.

Following persons are not entitled to participate in ESOS 2017:

- a) an employee who is a promoter or a person belonging to the promoter group; or
- b) a director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested

The Options granted can vest only to the Eligible Employees. The Board may, at its discretion, lay down certain performance matrix on the achievement of which such Options can vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted can vest, subject to the minimum vesting period of one year between grant of Options and vesting of Options. The maximum vesting period may extend up to five years from the date of grant of Options or such other period as may be decided by the Board.

e. Exercise price or pricing formula

The Board will determine the exercise price in case of each grant subject to the same not being less than the face value of the equity shares of the Company and not more than the 'market price' (that is, latest available closing price on a recognised stock exchange, having highest trading volume, on which the equity shares of the Company are listed) of the equity shares at the time of grant.

POSTAL BALLOT NOTICE

f. Exercise period and the process of Exercise

Exercise Period would commence from the vesting date and would expire not later than seven years from the date of grant of Options or such other period as may be decided by the Board.

The vested Options are exercisable by the Eligible Employees by a written application to the Company expressing his/her desire to exercise such Options in such manner and on execution of such documents, as may be prescribed by the Board from time to time. The Options shall lapse if not exercised within the Exercise Period.

g. Appraisal process for determining the eligibility under ESOS 2017

The Eligible Employees as per the criteria determined by the Board can be granted Options based on performance linked parameters such as work performance, company performance, business performance and such other parameters as may be decided from time to time.

h. Maximum number of Options to be issued per employee and in aggregate

The number of Options to be granted to an Eligible Employee under ESOS 2017 can be decided by the Board. However, the maximum number of Options that may be granted per Eligible Employee under ESOS 2017, in any financial year, shall not be more than 0.25% of the issued and paid-up equity share capital (excluding outstanding warrants and conversions) of the Company at the time of the grant.

i. Maximum quantum of benefits to be provided per employee under ESOS 2017

The maximum quantum of benefits underlying the Options granted to an Eligible Employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the equity shares on the exercise date.

j. Whether ESOS 2017 is to be implemented and administered directly by the Company or through a trust

ESOS 2017 may be implemented either by the Company directly or through a trust to be set up in a manner as permissible under the SBEB Regulations and subject to applicable compliances, as may be decided by the Board.

k. Whether ESOS 2017 involves new issue of shares by the Company or secondary acquisition by the trust or both

ESOS 2017 contemplates only new issue of Securities by the Company.

l. The amount of loan to be provided for implementation of ESOS 2017 by the Company to the trust, its tenure, utilisation, repayment terms, etc.

The Company will not provide any loan for implementation of ESOS 2017.

m. Maximum percentage of Secondary Acquisition that can be made by the trust for the purpose of the scheme

Not Applicable

n. Accounting and Disclosure Policies

The Company shall follow the relevant Indian Accounting Standards (Ind-AS), prescribed from time to time, including the disclosure requirements.

o. Method of valuation of Options

The Company shall use the Fair Value method for valuation of the Options granted to calculate the employee compensation cost.

Regulation 6(1) of SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the company by passing a special resolution in a general meeting. Further, as ESOS 2017 will entail further issue of shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 3 of this Notice is proposed for approval by members.

As per Regulation 6(3) of SBEB Regulations, a separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary company(ies). Accordingly, the Special Resolution set out at Item No. 4 of this Notice is proposed for approval by members.

The Options to be granted under ESOS 2017 shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The ESOS 2017 conforms to the SBEB Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under ESOS 2017 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 3 and 4 of this Postal Ballot Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board commends the Special Resolutions set out at Item Nos. 3 and 4 of this Postal Ballot Notice for approval by the members.

By Order of the Board of Directors

K. Sethuraman

Group Company Secretary and Chief Compliance Officer

Mumbai, July 28, 2017

Registered Office:

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222, Nariman Point, Mumbai - 400 021

CIN: L17110MH1973PLC019786

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CIN: L17110MH1973PLC019786

POSTAL BALLOT FORM

- Name and Registered Address of the sole/first named member :
- Name(s) of the joint-holder(s), if any :
- Folio No./DP ID*/Client ID* :
(*applicable only to members holding equity shares in dematerialised form)
- Number of equity share(s) held :
- I / we hereby exercise my / our vote(s) in respect of the following resolution(s) to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated July 28, 2017, issued by the Company, by conveying my / our assent or dissent to the said resolution(s) by placing a tick mark (✓) in the appropriate box below:

Sr. No.	Description of Resolution	Number of equity shares held by me / us	I / We assent to the resolution (FOR)	I / We dissent from the resolution (AGAINST)
1.	Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association			
2.	Issue of Bonus Shares			
3.	Reliance Industries Limited Employees' Stock Option Scheme 2017 ("ESOS 2017") for employees of the Company			
4.	Reliance Industries Limited Employees' Stock Option Scheme 2017 ("ESOS 2017") for employees of the subsidiary companies of the Company			

Place:

Date:

Signature of the member

Particulars for e-voting

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link: <https://evoting.karvy.com>. Particulars for e-voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period:

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Thursday, August 3, 2017	Up to 5:00 p.m. (IST) on Friday, September 1, 2017

The voting will not be allowed beyond 5:00 p.m. (IST) on Friday, September 1, 2017 and the e-voting shall be disabled by Karvy upon expiry of the aforesaid date and time.

INSTRUCTIONS

1. If a member exercises voting rights through voting by electronic means ("e-voting"), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per "Information and Instructions relating to e-voting" provided in the Postal Ballot Notice sent herewith.
4. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
5. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form.
6. The consent must be accorded by recording the assent in the column "**FOR**" and dissent in the column "**AGAINST**" by placing a tick mark (✓) in the appropriate box.
7. The vote(s) of a member will be considered invalid *inter alia* on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the member's signature does not tally;
 - c. if the member has put a tick mark (✓) in both the columns, that is, for '**Assent**' and also for '**Dissent**' to the resolution in such manner that the aggregate shares voted for '**Assent**' and '**Dissent**' exceed the total number of shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - f. if the Postal Ballot Form is received torn or defaced or mutilated;
 - g. any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Friday, September 1, 2017. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on Thursday, July 27, 2017.
10. A member may request for a duplicate Postal Ballot Form, if so required, from Karvy Computershare Private Limited having its address at: Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 (Tel: +91 40 6716 1700, E-mail: riliinvestor@karvy.com). However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Friday, September 1, 2017.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not act on the same.