



Gist of the proceedings of the Annual General Meeting of Reliance Industries Limited held on June 18, 2014

The 40th Annual General Meeting of the Members of the Company was held on June 18, 2014 at 11.00 a.m., at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Shri Mukesh D. Ambani chaired the proceedings of the Meeting. Shri Mansingh L. Bhakta, Lead Independent Director, chaired the proceedings in respect of the items of business where Shri Mukesh D. Ambani was deemed to be interested.

Total 1809 Members (including proxies) attended the Meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2014 and its future outlook. The printed copy of Chairman's Statement was also distributed to the Members attending the Meeting.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 10.00 a.m. on June 12, 2014 and ended at 10.00 a.m. on June 15, 2014. Shri Ketan Vora, Practicing Chartered Accountant, Partner, Deloitte Haskins & Sells LLP was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 15 resolutions to be passed at the Meeting. Thereafter, all the 15 resolutions were



proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman.

Thereafter, the Chairman ordered for a poll to be taken at the meeting electronically and appointed Shri Ketan Vora, Practicing Chartered Accountant as the Scrutinizer for the poll process and requested him for an orderly conduct of the voting. The Chairman announced that the combined result of e-voting and the electronic poll will be put on the Company's website.

The resolutions passed by the Members, briefly, related to:

ORDINARY BUSINESSES:

1. Adoption of (a) Audited Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2014 (Ordinary Resolution)
2. Declaration of Dividend on Equity Shares (Ordinary Resolution)
3. Appointment of Shri Nikhil R. Meswani, Director retiring by rotation (Ordinary Resolution)
4. Appointment of Auditors and fixing their Remuneration (Ordinary Resolution)

SPECIAL BUSINESSES:

5. Appointment of Smt. Nita M. Ambani as a Director to fill up the vacancy of the retiring director Shri Ramniklal H. Ambani (Ordinary Resolution)
6. Appointment of Shri Adil Zainulbhai as an Independent Director to hold office up to March 31, 2019 (Ordinary Resolution)



7. Appointment of Shri Yogendra P. Trivedi as an Independent Director to hold office up to conclusion of 43rd Annual General Meeting of the Company in the Calendar Year 2017 (Ordinary Resolution)
8. Appointment of Prof. Ashok Misra as an Independent Director to hold office up to conclusion of 43rd Annual General Meeting of the Company in the Calendar Year 2017 (Ordinary Resolution)
9. Re-appointment of Shri Mukesh D. Ambani as Managing Director for a period of five years with effect from April 19, 2014 (Ordinary Resolution)
10. Re-appointment of Shri P.M.S. Prasad as a Whole-time Director for a period of five years with effect from August 21, 2014 (Ordinary Resolution)
11. Payment of Remuneration to Non-Executive Directors (Special Resolution)
12. Payment of Remuneration to Executive Directors (Ordinary Resolution)
13. Approval of the Remuneration of the Cost Auditors for the Financial Year ending March 31, 2015 (Ordinary Resolution)
14. Approval of offer or invitation to subscribe to Non-Convertible Debentures on Private Placement up to Rs. 10,000 crore (Special Resolution)
15. Adoption of new Articles of Association of the Company (Special Resolution)

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For **Reliance Industries Limited**

K. Sethuraman
Group Company Secretary and
Chief Compliance Officer