

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the members of IMG Reliance Limited will be held on Wednesday, August 14, 2019, at 11:00 a.m at the Board room, 6th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

Ordinary Business

1. To consider and adopt: (a) the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

“RESOLVED THAT the standalone audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

“RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Ms Geeta Fulwadaya (DIN: 03341926), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, Ms Geeta Fulwadaya (DIN: 03341926) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of M/s. Delloitte Haskins & Sells LLP, (Registration No. 117366W /W-100018) as Statutory Auditors of the Company and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. Delloitte Haskins & Sells LLP, (Registration No. 117366W /W-100018) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company till the conclusion of the next Annual General Meeting of the Company be and is hereby ratified, on such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

4. To appoint Shri Jalaj Dani (DIN: 00019080) as a Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149 read with Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Jalaj Dani (DIN: 00019080) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. To appoint Shri Devang Bhimjyani (DIN: 01183935) as a Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149 read with Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Devang Bhimjyani (DIN: 01183935) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. To appoint Mr Jonathan Kritzingner (DIN: 08263525) as a Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149 read with Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr Jonathan Kritzingner (DIN: 08263525) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of

the Company liable to retire by rotation.”

7. To appoint Mr Robert Morley (DIN: 08270004) as a Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149 read with Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr Robert Morley (DIN: 08270004) who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

By Order of the Board of Directors

Sd/-

Mariyappan M B
Secretarial Officer
Membership No: A23991

Place: Mumbai
Date: July 01, 2019

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

Notes:

1. A member entitled to attend and vote at the 12th Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Members/ Proxies / Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of their Annual Report.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is enclosed herewith.
6. In terms of Section 152 of the Companies Act, 2013, Ms Geeta Fulwadaya (DIN: 03341926), Director, retires by rotation at the Meeting and being eligible offers herself for re-appointment. The Board of Directors of the Company commends her re-appointment.

Details of Ms Geeta Fulwadaya as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Ms. Geeta Fulwadaya
Age	39
Qualification	ACS, B.Com, LLB

Experience	Ms. Geeta has been associated with Reliance Group for over a decade. Ms. Geeta has extensive experience in the field of corporate laws and allied matters.
Terms and Conditions of Appointment/ Re-appointment	Liable to retire by rotation
Remuneration last drawn	Nil
Remuneration Proposed to be paid	Nil
Date of first appointment on the Board	11/04/2017
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year	3
Directorships of other Boards as on March 31, 2019	1. Prakhar Commercials Private Limited
	2. Reliance Retail Limited
	3. Sikka Ports & Terminals Limited (Name changed w.e.f 14.03.2018)
	4. Jamnagar Utilities and Power Private Limited
	5. Reliance Petro Marketing Limited
	6. Reliance Gas Pipelines Limited
	7. Reliance Commercial Dealers Limited
	8. Indiawin Sports Private Limited
	9. Reliance SMSL Limited
	10. Jio Content Distribution Holdings Private Limited
	11. Jio Television Distribution Holdings Private Limited
	12. Jio Digital Distribution Holdings Private Limited
	13. Jio Digital cableco Private Limited
	14. Den Networks Limited
	15. Hathway Cable and Datacom Limited

Membership/Chairmanship of Committees of other Boards as on March 31, 2019	Member of Finance Committee of Sikka Ports & Terminals Limited (formerly known as Reliance Ports And Terminals Limited)
	Member of Compliance Committee of Reliance Retail Limited
	Member of Nomination and Remuneration Committee of Jamnagar Utilities & Power Private Limited (formerly known as Reliance Utilities And Power Private Limited)
	Member of Corporate Social Responsibility of Jamnagar Utilities & Power Private Limited (formerly known as Reliance Utilities And Power Private Limited)
	Member of Nomination and Remuneration Committee of Reliance Gas & Pipelines Limited

7. Ms Geeta Fulwadaya is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. Save and except the above, none of the Directors of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1 to 7 of the Notice.
8. The route map of the Annual General Meeting Venue is enclosed as **Annexure 1**. The prominent landmark for the venue is Maker Chambers IV.

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

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

Item No. 4:

Based on the recommendation of NRC and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Jalaj Dani (DIN: 00019080) as an Additional Director of the Company with effect from December 5, 2018.



In terms of the provisions of Section 161(1) of the Act, Shri Jalaj Dani (DIN: 00019080) would hold office up to the date of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company has recommended the appointment of Shri Jalaj Dani (DIN: 00019080) as a Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Jalaj Dani (DIN: 00019080) for the office of Director of the Company.

Shri Jalaj Dani (DIN: 00019080) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Shri Jalaj Dani (DIN:00019080) as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Jalaj Dani
Age	49
Qualification	Chemical Engineering at the University of Wisconsin-Madison USA
Experience	Shri. Jalaj Dani is a seasoned professional serving as the Director of Reliance Foundation (RF). He serves as the Chairperson of IIM Trichy for strategic guidance. He also serves as an Independent Director on the Boards of HDFC and Havells. He brings with himself over 2 decades of rich experience at Asian Paints in various capacities. His last role was President, Supply Chain, HR, Quality, Safety and Chemicals at Asian paints.
Terms and Conditions of Appointment/ Re-appointment	Shri Jalaj Dani is appointed as an Additional Director by the Board of Directors on December 5, 2018
Remuneration last drawn	Nil
Remuneration Proposed to be paid	Nil
Date of first appointment on the Board	05/12/2018
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	Nil

Number of meetings of the Board attended during the financial year	2
Directorships of other Boards as on March 31, 2019	Hitech Corporation Limited
	Havells India Limited
	Housing Development Finance Corporation Limited
	Gujarat Organics Limited
	Pragati Chemicals Limited
	Hitech Specialities Solutions Limited
	Haish Holding And Trading Company Private Limited
	Addverb Technologies Private Limited
	S C Dani Research Foundation Private Limited
	Paints And Coatings Skill Council
	Pratham Education Foundation
	Piramal Foundation For Education Leadership
	Piramal Foundation
	Reliance Foundation
Sportscom Industry Confederation	
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	Member of Audit Committee of Housing Development Finance Corporation Limited
	Member of Stakeholders Relationship Committee of Housing Development Finance Corporation Limited
	Member of Review Committee-Willful Defaulters of Housing Development Finance Corporation Limited
	Member of IT Sterring Committee of Housing Development Finance Corporation Limited

	Chairman – Nomination Committee of Indian Institute of Management Tiruchirapalli
	Member of Directors Committee of Housing Development Finance Corporation Limited
	Member of Audit Committee of Pratham Foundation

Shri Jalaj Dani does not hold any share of the Company in his names.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Jalaj Dani is appointed as a Director of the Company.

Shri Jalaj Dani is interested in the resolution set out at item No. 4 of the Notice with regard to his appointment.

Shri Jalaj Dani is interested in the resolution set out at item no. 4 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5:

Based on the recommendation of NRC and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri Devang Bhimjyani (DIN: 01183935) as an Additional Director of the Company with effect from December 5, 2018.

In terms of the provisions of Section 161(1) of the Act, Shri Devang Bhimjyani (DIN: 01183935) would hold office up to the date of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company has recommended the appointment of Shri Devang Bhimjyani (DIN: 01183935) as a Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Devang Bhimjyani (DIN: 01183935) for the office of Director of the Company.

Shri Devang Bhimjyani (DIN: 01183935) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Shri Devang Bhimjyani (DIN: 01183935) as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Devang Bhimjyani
Age	32
Qualification	Bachelor of Science in Business Administration with Dual concentration in Finance & Operations Management.
Experience	Shri Devang Bhimjyani serves as the interim Chief Executive Officer of Indian Super League, Football Sports Development Limited (FSDL). Along with his role with FSDL, he heads business development, sponsorship and marketing for Mumbai Indians, the IPL team owned by RIL since 2008.
Terms and Conditions of Appointment/ Re-appointment	Shri Devang Bhimjyani is appointed as an Additional Director by the Board of Directors on December 5, 2018
Remuneration last drawn	Nil
Remuneration Proposed to be paid	Nil
Date of first appointment on the Board	05/12/2018
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year	2
Directorships of other Boards as on March 31, 2019	Tiger Warehousing Private Limited
	Pegasus Resolution Services Private Limited
	Tiger Warehousing Cold Private Limited
	T Bhimjyani Warehousing Cold Chain Private Limited
	Bharat Foamcast Private Limited
	T Bhimjyani Estate Private Limited

	Royal Palm Estates Private Limited
	SV Enviro Farms Private Limited
	Dominion Infrastructure and Development Company Private Limited
	Orange Land Private Limited
	Paramount Township Private Limited
	T Bhimjyani Infrastructure Private Limited
	Atlanta Land Private Limited
	Neelkanth Residential Development Private Limited
	Central Cold Chain Private Limited
	Tazaa Retail Chain Private Limited
	Pegasus Advisory Services Private Limited
	T Bhimjyani Realty Private Limited
	Frontier Realty Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	Nil

Shri Devang Bhimjyani does not hold any share of the Company in his names.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Devang Bhimjyani is appointed as a Director of the Company.

Shri Devang Bhimjyani is interested in the resolution set out at item No. 5 of the Notice with regard to his appointment.

Shri Devang Bhimjyani is interested in the resolution set out at item no. 5 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

Based on the recommendation of NRC and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr Jonathan Kritzingner (DIN: 08263525) as an Additional Director of the Company with effect from December 5, 2018.

In terms of the provisions of Section 161(1) of the Act, Mr Jonathan Kritzingner (DIN: 08263525) would hold office up to the date of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company has recommended the appointment of Mr Jonathan Kritzingner (DIN: 08263525) as a Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr Jonathan Kritzingner (DIN: 08263525) for the office of Director of the Company.

Mr Jonathan Kritzingner (DIN: 08263525) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Mr Jonathan Kritzingner (DIN: 08263525) as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Mr Jonathan Kritzingner
Age	51
Qualification	Graduation/Bachelor/Equivalent
Experience	Mr Jonathan Kritzingner has joined IMG Worldwide in the year 1994 in South Africa and has later on moved to their UK office in 1998. Presently, Mr Jonathan Kritzingner is a Senior Vice-President and Managing Director of League and Federations, IMG Events. Mr Jonathan Kritzingner is a specialist in revenue generation and best-in-class right delivery systems and structures for large rights holders
Terms and Conditions of Appointment/ Re-appointment	Mr Jonathan Kritzingner is appointed as an Additional Director by the Board of Directors on December 5, 2018
Remuneration last drawn	Nil
Remuneration Proposed to be paid	Nil
Date of first appointment on the Board	05/12/2018

Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year	2
Directorships of other Boards as on March 31, 2019	Nil
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	Nil

Mr Jonathan Kritzinger does not hold any share of the Company in his names.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr Jonathan Kritzinger is appointed as a Director of the Company.

Mr Jonathan Kritzinger is interested in the resolution set out at item No. 6 of the Notice with regard to his appointment.

Mr Jonathan Kritzinger is interested in the resolution set out at item no. 6 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of the notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7:

Based on the recommendation of NRC and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr Robert Morley (DIN: 08270004) as an Additional Director of the Company with effect from December 5, 2018.

In terms of the provisions of Section 161(1) of the Act, Mr Robert Morley (DIN: 08270004) would hold office up to the date of the ensuing Annual General Meeting.

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company has recommended the appointment of Mr Robert Morley (DIN: 08270004) as a Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr Robert Morley (DIN: 08270004) for the office of Director of the Company.

Mr Robert Morley (DIN: 08270004) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Mr Robert Morley (DIN: 08270004) as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Mr Robert Morley
Age	35
Qualification	Accountant/Post Graduate/Master/Equivalent
Experience	Mr Robert Morley, is Head of Finance, IMG Events Leagues and Federations. He is a Qualified Accountant with 9 years post qualified experience (PQE). Mr Robert Morley has over 7 years spent at IMG, working mainly within the Events Division and the majority of that time he has been working in the Golf Division, across their Golf Events and Golf Clients business.
Terms and Conditions of Appointment/ Re-appointment	Mr Robert Morley is appointed as an Additional Director by the Board of Directors on December 5, 2018
Remuneration last drawn	Nil
Remuneration Proposed to be paid	Nil
Date of first appointment on the Board	05/12/2018
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year	2
Directorships of other Boards as on March 31, 2019	Nil
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	Nil

Mr Robert Morley does not hold any share of the Company in his names.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr Robert Morley is appointed as a Director of the Company.

Mr Robert Morley is interested in the resolution set out at item No. 7 of the Notice with regard to his appointment.



Mr. Robert Morley is interested in the resolution set out at item no. 7 of the Notice with regard to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the notice.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

By Order of the Board of Directors

Sd/-

Mariyappan M B
Secretarial Officer
Membership No: A23991

Place: Mumbai
Date: July 01, 2019

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

Annexure 1

