

NOTICE

Notice is hereby given that the Sixth Annual General Meeting of the Members of Reliance BP Mobility Limited will be held at shorter notice on Friday, August 27, 2021 at 4.00 p.m., through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

Ordinary Business

1. **To consider and adopt the audited financial statement of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon 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** the audited financial statement of the Company for the Financial Year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. **To confirm the payment of the Interim Dividend on equity shares made during the Financial Year 2020- 2021 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** the Interim Dividend of Rs. 25,720 (Rupees Twenty Five Thousand Seven Hundred Twenty Only) per equity share of Rs. 10/- (Rupees Ten) each, fully paid up, approved by the Board of Directors and already paid during the Financial Year 2020-21, be and is hereby confirmed.”

3. **To declare Final dividend on equity shares for the Financial Year ended March 31, 2021 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** the Final Dividend at the rate of Rs. 20,573 (Rupees Twenty Thousand Five Hundred Seventy Three Only) per equity share of Rs. 10/- (Rupees Ten) each fully paid up, as recommended by the Board of Directors for the Financial Year ended March 31, 2021, be and is hereby declared and approved.”

4. **To appoint a Director in place of Shri P. M. S. Prasad (DIN: 00012144), who retires by rotation and being eligible, offers himself 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:**

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CIN: U50100MH2015PLC327401

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“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri P. M. S. Prasad (DIN: 00012144), who retires by rotation, at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

5. **To appoint Ms. Emma Louise Delaney Mcknight (DIN: 08751475), who retires by rotation as a Director and being eligible, offers 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 the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Emma Louise Delaney Mcknight (DIN: 08751475), 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.”

Special Business

6. **To ratify the remuneration of Cost Auditor for the Financial Year ending March 31, 2022 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 in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.1,20,000/- (Rupees One Lakh and Twenty Thousand Only) per annum plus taxes, out-of-pocket expenses and travelling expenses, incurred if any, in connection with the audit, as approved by the Board of Directors, to be paid to the Cost Auditor appointed by the Board of Directors, to conduct the audit of cost records of the Company for the Financial Year ending March 31, 2022, be and is hereby ratified.”

By Order of the Board of Directors

July 22, 2021
Gurgaon

Sarthak Behuria
Chairman
DIN: 03290288

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Notes:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars read with ‘Clarification/Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2)’ issued by the Institute of Company Secretaries of India, the AGM of the Company is being held through VC and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC is attached as **Annexure 1 and 2**.
2. Since this meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the 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 is not annexed hereto.
3. Corporate Members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at Ritu.Bhojak@jiobp.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.
4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.
5. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not required to be annexed hereto.
6. Members seeking any information with regard to the documents referred to in the Notice or any matter to be presented at the Meeting, are requested to write to the Company on or before the commencement of the Meeting, through email at Ritu.Bhojak@jiobp.com. The same will be replied by the Company suitably.
7. Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice, if any, will be available for inspection through e-mode at

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the commencement of the Meeting of the Company and shall remain open and accessible during the continuance of the Meeting to any person having the right to attend the Meeting. Members seeking to inspect through e-mode are required to notify the Company on or before the commencement of the meeting through email at Ritu.Bhojak@jiobp.com.

8. 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.
9. In terms of Section 152 of the Companies Act, 2013, Shri P.M.S. Prasad (DIN: 00012144) and Ms. Emma Louise Delaney Mcknight (DIN: 08751475), Directors of the Company, retire by rotation at the Meeting and being eligible have offered themselves for re-appointment. The Board of Directors of the Company recommend their re-appointment.

Details of directors retiring by rotation / seeking re-appointment at the ensuing 6th (Sixth) Annual General Meeting, as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, are provided herein below:

Particulars	Shri P.M.S. Prasad	Ms. Emma Louise Delaney Mcknight
Age	69 years	47 years
Qualification	Bachelor degree in science from Osmania University and in engineering from Anna University.	BA in Economics and Business from Trinity University, Dublin, Ireland. Masters in Management at ESCP Europe, graduating in 1995.
Experience and achievements	Shri. P.M.S. Prasad (DIN 00012144) has been a Whole-Time Director, designated as Executive Director, of Reliance Industries Limited (RIL) since August 21, 2009. He has been with RIL for about 40 (Forty) years, holding various senior positions in fibres, petrochemicals, refining & marketing and exploration & production businesses of RIL.	Ms. Emma Louise Delaney Mcknight (DIN: 08751475) was appointed as EVP, customer and products in bp from July 1, 2020. She also served as an Interim CEO Downstream from April 1, 2020. Emma has spent 25 (Twenty five) years working in bp, both in the Upstream and the Downstream segments.

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	<p>He was awarded an Honorary Doctorate Degree by the University of Petroleum and Engineering Studies, Dehradun, in recognition of his outstanding contribution to the Indian Petroleum Sector. He has also been conferred the Energy Executive of the Year 2008 Award by Petroleum Economist in recognition of his leadership.</p>	<p>She has held a variety of senior roles including that of Regional President for Western Africa, Chief Financial Officer (CFO) for Asia Pacific and Head of Business Development for global Upstream gas. In Downstream, she held roles in retail, commercial fuels and planning in Europe.</p> <p>She has also served as a Member of the Board of Directors for BP Pension Trustees Limited for 4 (four) years.</p>
Terms and Conditions of Re-appointment	Nominee Director on behalf of Reliance Industries Limited liable to retire by rotation.	Nominee Director on behalf of BP Global Investments Limited liable to retire by rotation.
Date of first appointment on the Board	July 09, 2020	July 09, 2020
Shareholding in the Company	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Nil	Nil
Number of meetings of the Board attended during the financial year	5(five)	4(four)

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<p>Directorships of other Boards</p>	<ul style="list-style-type: none"> • Reliance Industries Limited • Reliance Commercial Dealers Limited • Viacom 18 Media Private Limited • Network18 Media & Investments Limited • TV 18 Broadcast Limited • Reliance O2C Limited 	<p>Nil</p>
<p>Membership/ Chairmanship of Committees of other Board</p>	<ul style="list-style-type: none"> ○ Reliance Commercial Dealers Limited <ul style="list-style-type: none"> ▪ Nomination and Remuneration Committee - Chairman ▪ Corporate Social Responsibility Committee - Member ○ Reliance Industries Limited <ul style="list-style-type: none"> ▪ Health, Safety & Environment Committee - Member ▪ Risk Management Committee - Member ▪ Rights Issue Committee - Member ○ Network18 Media & Investments Limited <ul style="list-style-type: none"> ▪ Stakeholders' Relationship Committee - Member ▪ Corporate Social Responsibility Committee - Member ▪ Audit Committee - Member ▪ Nomination and Remuneration Committee - Member ▪ Risk Management Committee - Member 	<p>Nil</p>

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	<ul style="list-style-type: none"> ○ TV 18 Broadcast Limited <ul style="list-style-type: none"> ▪ Corporate Social Responsibility Committee - Member ▪ Stakeholders' Relationship Committee - Member ▪ Audit Committee - Member ▪ Nomination and Remuneration Committee - Member ▪ Risk Management Committee - Member ○ Viacom 18 Media Private Limited <ul style="list-style-type: none"> ▪ Corporate Social Responsibility Committee - Member 	
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10. Shri P.M.S. Prasad is interested in the Ordinary Resolution set out at Item No. 4 and and Ms. Emma Louise Delaney Mcknight is interested in the Ordinary Resolution set out at Item No. 5 of the Notice with regard to their respective re-appointments. Save and except the above, none of the Directors/ their relatives, of the Company are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item nos. 1 to 6 of the Notice.
11. Details of the number and dates of Board meetings and Committee meetings of the Company held during the Financial Year 2020-21 and the attendance of the Directors/Members at such meetings is enclosed as **Annexure 3**.
12. Explanatory Statement in respect of Ordinary Resolution set out under Item No. 6 of the Notice is enclosed herewith.
13. Subject to approval of the Members at the AGM, the dividend will be paid within 30 (Thirty) days from the conclusion of the AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e. April 23, 2021.

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14. Members can cast their vote by a show of hands during the AGM or by sending an e-mail on Ritu.Bhojak@jiobp.com in case of a poll.

By Order of the Board of Directors

July 22, 2021
Gurgaon

Sarthak Behuria
Chairman
DIN: 03290288

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

ITEM NO.: 6

The Board of Directors (Board), based on the recommendation of the Audit Committee, appointed Mr. Suresh Damodar Shenoy having Membership no. 8318 and Firm registration No. 102173 as the Cost Auditor of the Company at a remuneration of Rs.1,20,000/- (Rupees One Lakh and Twenty Thousand Only) per annum plus taxes, out-of-pocket expenses and travelling expenses, incurred if any, in connection with the Cost Audit, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

By Order of the Board of Directors

July 22, 2021
Gurgaon

Sarthak Behuria
Chairman
DIN: 03290288

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Annexure 1

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

1. The meeting through Video-Conference would be conducted through “MS Teams Platform” 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 2**.

2. The link to join the meeting shall be active from 3:45 p.m. onwards on the day of the meeting.
3. E-mail address of Ms. Ritu Bhojak i.e. Ritu.Bhojak@jiobp.com is designated for correspondences/voting and all other purposes related to the meeting.
4. In the event of demand for poll at the meeting, members shall send their votes by email from their email address which is registered with the Company and shall only be sent to the designated email address as provided by the Company in Point no. 3 above.
5. For any assistance before or during the meeting, Members may contact Ms. Ritu Bhojak on +91- 9903993747.

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Annexure 2

1. Members would have received an email from Ms. Ritu Bhojak to participate in the Annual General Meeting through video-conference on your email address registered with the Company.
2. 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.
3. 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.

Option 2

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

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



System will prompt you to download Microsoft Teams



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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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I. Meetings of the Board of Directors of the Company

Nine meetings of the Board of Directors of the Company were held during the Financial Year 2020-21.

Dates of the meetings of the Board of Directors held during the Financial Year 2020-21 are as follows:

Sr. No.	Date of Meetings of the Board of Directors
1.	24.04.2020
2.	29.05.2020
3.	07.07.2020
4.	08.07.2020
5.	09.07.2020
6.	04.09.2020
7.	22.10.2020
8.	20.01.2021
9.	30.03.2021

Attendance of Directors at the meetings of the Board of Directors during the Financial Year 2020-21 is as follows:

Name of the Director	Number of Meetings of the Board of Directors attended
Shri Soumyo Dutta*	4
Shri Navin Wadhvani*	5
Shri Jagdish Narayanan*	5
Shri Sarthak Behuria	9
Shri P.M.S. Prasad [#]	5

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Shri Hital Meswani [#]	5
Ms. Emma Louise Delaney McKnight [#]	4
Shri Sashi Mukundan [#]	5
Ms. Chitra Ramkrishna &	4
Shri Rohan Shah ^{&}	4

* Resigned w.e.f. July 10, 2020
Appointed w.e.f. July 09, 2020
& Appointed w.e.f. September 04, 2020

II. Meetings of the Audit Committee of the Company

Four meetings of the Audit Committee of the Company were held during the Financial Year 2020-21.

Dates of Meetings of the Audit Committee held during the Financial Year 2020-21 are as follows:

Sr. No.	Date of Meetings of the Audit Committee
1.	21.10.2020
2.	11.12.2020
3.	20.01.2021
4.	09.03.2021

Attendance of Members at the meetings of the Audit Committee during the Financial Year 2020-21 is as follows:

Name of the Member	Meetings of the Audit Committee attended by the Member
Ms. Chitra Ramkrishna	4
Shri Rohan Shah	4
Shri. Sarthak Behuria	4

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III. Meetings of the Human Resources, Nomination and Remuneration Committee of the Company

Two meetings of the Human Resources, Nomination and Remuneration Committee of the Company were held during the Financial Year 2020-21.

Dates of meetings of the Human Resources, Nomination and Remuneration Committee held during the Financial Year 2020-21 are as follows:

Sr. No.	Date of Meetings of the Human Resources, Nomination and Remuneration Committee
1.	02.12.2020
2.	24.03.2021

Attendance of Members at the meetings of the Human Resources, Nomination and Remuneration Committee during the Financial Year 2020-21 is as follows:

Name of the Member	Meetings of the Human Resources, Nomination and Remuneration Committee attended by the Member
Shri. Rohan Shah	2
Ms. Chitra Ramkrishna	2
Shri. Hital Meswani	2
Shri. Sashi Mukundan	2