



Reliance Infrastructure Limited
Reliance Centre
Santacruz (E)
Mumbai 400 055
CIN: L75100MH1929PLC001530

Tel: +91 22 3303 1000
Fax: +91 22 3303 1664
www.rinfra.com

August 25, 2018

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

BSE Scrip Code: 500390

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

NSE Scrip Symbol: RELINFRA

Dear Sir(s),

Sub: Notice of Annual General Meeting.

Further to our letter dated August 24, 2018, we submit a copy of the notice of the 89th Annual General Meeting scheduled to be held on September 18, 2018.

Yours faithfully,
For Reliance Infrastructure Limited

Aashay Khandwala
Company Secretary

Encl.: As above.

- c.c: a. National Securities Depository Limited, Mumbai;
b. Central Depository Services (India) Limited, Mumbai; and
c. Karvy Computershare Private Limited, Hyderabad.

Reliance Infrastructure Limited

Notice

Notice is hereby given that the 89th Annual General Meeting of the Members of **Reliance Infrastructure Limited** will be held on Tuesday, September 18, 2018 at 10.45 a.m. or soon after the conclusion of the Annual General Meeting of Reliance Communications Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020, 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, 2018 and 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, 2018 and the report of the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Shri Shiv Prabhat (DIN: 07319520), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. To confirm holding of office by the Auditor for the remaining term and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the relevant Rules there under as amended from time to time, the appointment of M/s Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) as the Statutory Auditors of the Company which was approved by the Members at the 87th Annual General Meeting (AGM), to hold office from the conclusion of the 87th AGM for a term of 4 (four) consecutive years till the conclusion of the 91st AGM, be and is hereby confirmed to hold office for the said period."

5. To confirm holding of office by the Auditor for the remaining term and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the relevant Rules there under as amended from time to time, the appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company which was approved by the Members at the 88th Annual General Meeting (AGM), to hold office from the conclusion of the 88th AGM for a term of 5 (five) consecutive years till the conclusion of the 93rd AGM, be and is hereby confirmed to hold office for the said period."

Special Business:

6. **Private placement of Non Convertible Debentures (NCD) and/or other Debt Securities**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("hereinafter referred to as 'the Act'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the relevant Rules made there under, as amended from time to time, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, to the extent they are applicable, and/or any other Rules/Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/ or any other statutory/ regulatory authority/ body and subject to the provisions of the Memorandum and Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers including the powers conferred by this Resolution), be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and/or in one or more series, Secured/ Unsecured/ Redeemable/ Non- Redeemable/ Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bonds, and/or other debt securities, etc., on private placement basis, in one or more series / tranches, within the overall borrowing limits of the Company, as approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Committee be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilisation of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard."

7. **Remuneration to Cost Auditors**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules there under, as amended from time to time, M/s V J Talati & Company, Cost Accountants (Firm Registration Number R/000213), appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending March 31, 2019, be paid remuneration of ₹ 3.50 lakh (Rupees three lakh fifty thousand only) plus applicable taxes and out of pocket expenses, if any.

Notice

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, to give effect to this resolution."

By Order of the Board of Directors

Aashay Khandwala
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN : L75100MH1929PLC001530
Website: www.rinfra.com
August 1, 2018

Notes :

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act") relating to the special business to be transacted at the Annual General Meeting (the "AGM") is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of self and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.**
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten per cent 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 proxy for any other shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of their Board Resolution authorising their representative(s) together with their specimen signature(s) to attend and vote on their behalf at the Meeting.
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
6. Members/Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting. The holder of proxy shall prove his identity at the time of attending the Meeting.
7. 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 at the Meeting.
8. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their folio numbers in the attendance slips for attending the Meeting to facilitate identification of membership at the Meeting.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office and Corporate Office of the Company on all working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
10. (a) The Company's Register of Members and Transfer Books will remain closed from Saturday, September 15, 2018 to Tuesday, September 18, 2018 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of members eligible for dividend, if declared, on equity shares for the financial year ended March 31, 2018.
- (b) The dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, will be paid after the meeting to:
 - i. all those equity shareholders, whose names appear in the Register of Members as on September 14, 2018; and
 - ii. those whose names appear as beneficial owners as on September 14, 2018 as furnished by the National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.
- (c) Members may please note that the dividend warrants shall be payable at par at the designated branches of the Bank for an initial period of three months only. Thereafter, the dividend warrants on revalidation shall be payable only at limited centres/branches of the said Bank. Members are, therefore, requested to encash dividend warrants within the initial validity period.
11. Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
12. Re-appointment of Director
At the ensuing Annual General Meeting, Shri Shiv Prabhat, Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.
The details pertaining to Shri Shiv Prabhat pursuant to the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the Listing Regulations) are furnished below and in the Corporate Governance Report forming part of this Annual Report.

Shri Shiv Prabhat, 60 years, B.A. (Hons.), Masters in English Literature, joined the Life Insurance Corporation of India (LIC) in 1985 as Assistant Administrative Officer and rose to the position of Executive Director (Micro Business), from which he superannuated in March 2018. During his tenure spanning over 30 years, Shri Shiv Prabhat has taken up important assignments such as Marketing Manager and then as Divisional Manager at Divisional Office and as Senior Divisional Manager, Secretary (Marketing) at Central Mumbai Office, wherein he was involved in various strategy formulation of the Corporation for business growth and new initiatives. On elevation to the cadre of Zonal Manager, he was posted as Regional Manager (Marketing.), North Zone, Delhi where he was heading the Marketing Departments of North zone consisting of State of Haryana, Punjab, Rajasthan, Himachal Pradesh, Jammu and Kashmir. He was also Chief (SBU-Estates), Central office and Chief (Office Services) at Central Office, Mumbai during the years 2013-15 and thereafter he was elevated to the position of Executive Director (Micro Insurance). Micro Insurance is a separate business vertical and one of the alternative channels of business of LIC.

He was appointed by the Board as a Director of the Company with effect from November 4, 2015.

In terms of Section 152(6) of the Act, he was appointed as a Non Executive Director at the Annual General Meeting held on September 27, 2016 liable to retire by rotation.

He is the member of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Environment, Health and Safety Committee of the Company.

As on March 31, 2018, Shri Shiv Prabhat does not hold any shares of the Company and does not hold any relationship with other Directors and Key Managerial Personnel of the Company.

13. In terms of Notification No. S.O. 1883 (E) dated May 7, 2018, issued by the Ministry of Corporate Affairs, Government of India, the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting (AGM) has since been done away. Members at the AGM held on September 27, 2016 and September 26, 2017 had approved the appointment of M/s Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) and M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company for a term of four and five consecutive years, respectively. Keeping in view that appointment of above Statutory Auditors was subject to ratification at every AGM, resolutions set out at item No. 4 and 5 are proposed as an abundant caution, seeking confirmation of the Members for the above Statutory Auditors to continue to hold office for their remaining terms. The above Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.
14. Members holding shares in physical form are requested to advise any change of their address or bank mandates immediately to the Company/Registrar and Transfer Agent.
15. Non-Resident Indian members are requested to inform Karvy Computershare Private Limited immediately on:
 - (a) the change in the residential status on return to India for permanent settlement; and

- (b) the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
17. **Securities and Exchange Board of India (SEBI) has decided that securities of listed companies can be transferred only in dematerialised form with effect from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form.**
18. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Relations' section on the Company's website www.rinfra.com to aid the Company in its constant endeavour to enhance the standards of service to the investors.
19. The Statement containing the salient features of the Balance Sheet, the Statement of Profit and Loss and Auditors' Report on the abridged financial statement, is sent to the members, along with the Abridged Consolidated Financial Statements. Any member interested in obtaining a copy of the full Annual Report, may write to the Company or Karvy.
20. Members holding shares in physical mode:
 - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy, if not registered with the Company as mandated by SEBI.
 - b. are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <https://www.rinfra.com/web/rinfra/nomination-facility>
 - c. are requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.
21. Members holding shares in electronic mode:
 - a. are requested to submit their PAN and bank account details to their respective Depository Participants with whom they are maintaining their demat accounts.
 - b. are advised to contact their respective DPs for registering the nomination.
 - c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
22. SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who hold securities of the company in physical form, to furnish to the company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Karvy. **Form for updating PAN / Bank details is provided as a part of this Annual Report. Members are requested to send duly filled form along with (a) self-attested**

copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of Members, duly attested by an authorised bank official.

23. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
24. In compliance with the provisions of Section 108 of the Act read with rules made thereunder and Regulation 44 of the Listing Regulation, the Company is offering e-voting facility to all Members of the Company through Notice dated August 1, 2018 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e. Tuesday, September 11, 2018 only shall be entitled to avail the facility of remote e-voting/voting. Karvy will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from Friday, September 14, 2018 10.00 A.M. to 5.00 P.M on Monday, September 17, 2018. At the end of Remote e-voting period, the facility shall forthwith be blocked. Members may refer to the detailed procedure on remote e-voting given in the e-voting instruction slip.

The facility for voting shall also be available at the Meeting. The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to cast their votes again at the Meeting.

The Board of Directors have appointed Shri Anil Lohia or in his absence Shri Rinkit Kiran Uchat, Partners, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizers to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.rinfra.com and also posted on the website of Karvy Computershare Private Limited.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 1, 2018

Item No. 6: Private placement of Non Convertible Debentures (NCDs) and/or other Debt Securities.

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") read with the Rules made there under, a Company offering or making an invitation to subscribe to Non Convertible Debentures (NCDs) on a private placement basis is required to obtain the approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for NCDs to be issued during the year.

NCDs including subordinated debentures, bonds, and/or other debt securities etc., issued on a private placement basis constitute a significant source of borrowings for the Company and meet the ongoing funding requirements for the Company's business activities, for general corporate purposes and refinancing of the existing debt obligations of the Company.

The Board of Directors at its meeting held on April 23, 2018 considered the proposal to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing AGM for all the offers or invitations for NCDs to be made during the year.

It is proposed to obtain an enabling approval of shareholders to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, at appropriate time in one or more tranches, within the overall borrowing limits of the Company, as may be approved by the members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and its Rules thereunder as set out in Item No. 6 appended to this notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution, except of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Item No. 7: Remuneration to the Cost Auditors for the financial year ending March 31, 2019

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. V.J.Talati & Co., Cost Accountants (Firm Registration No. R/000213), as the Cost Auditors for audit of the cost accounting records of the Company for the financial year ending March 31, 2019, at a remuneration of ₹ 3.50. lakh (Rupees three lakh fifty thousand only) plus applicable taxes and out-of-pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in this resolution set out at Item no. 7 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No.7 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors

Aashay Khandwala
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710
CIN : L75100MH1929PLC001530
Website : www.rinfra.com

August 1, 2018

RELIANCE**Infrastructure****Reliance Infrastructure Limited**

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
 Tel: +91 22 3303 1000 Fax: +91 22 3303 3664
 Website: www.rinfra.com E-mail: rinfra@karvy.com
 CIN:L75100MH1929PLC001530

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

ATTENDANCE SLIP

*DP Id.		Name & Address of the registered shareholder
Regd. Folio No./*Client Id.		
No. of Share(s) held		

(*Applicable for Members holding Shares in electronic form)

I hereby record my presence at the **89th ANNUAL GENERAL MEETING** of the Members of Reliance Infrastructure Limited held on Tuesday, September 18, 2018 at 10.45 a.m. or soon after the conclusion of the Annual General Meeting of Reliance Communications Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020,

Member's/Proxy's Signature

TEAR HERE

PROXY FORM**RELIANCE****Infrastructure****Reliance Infrastructure Limited**

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
 Tel: +91 22 3303 1000 Fax: +91 22 3303 3664
 Website: www.rinfra.com E-mail: rinfra@karvy.com
 CIN:L75100MH1929PLC001530

FORM NO. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-mail Id:	
*DP Id.	
Regd. Folio No./*Client Id.	

(*Applicable for Members holding Shares in electronic form)

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- (1) Name: _____ Address: _____
 E-mail id: _____ Signature _____ or failing him;
- (2) Name: _____ Address: _____
 E-mail id: _____ Signature _____ or failing him;
- (3) Name: _____ Address: _____
 E-mail id: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 89th Annual General Meeting of the members of the Company, to be held on Tuesday, September 18, 2018 at 10.45 a.m. or soon after the conclusion of the Annual General Meeting of Reliance Communications Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	To consider and adopt, a) the audited standalone financial statement of the Company for the financial year ended March 31, 2018 and 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, 2018 and the report of the Auditors thereon.		
2.	To declare dividend on equity shares.		
3.	To appoint a Director in place of Shri Shiv Prabhat (DIN 07319520), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
4.	To confirm holding of office by M/s Pathak H.D. & Associates, Chartered Accountants, as Auditor for remaining term.		
5.	To confirm holding of office by M/s B S R & Co. LLP, Chartered Accountants, as Auditor for remaining term.		
6.	To approve Private Placement of Non Convertible Debentures and / or other Debt Securities		
7.	To consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2019.		

Signed this day of 2018.

Signature of Shareholder(s) : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



Reliance Infrastructure Limited
CIN:L75100MH1929PLC001530
Registered Office: H Block, 1st Floor
Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
Tel.: +91 22 3303 1000, Fax: +91 22 3303 3664
E-mail: rinfra.investor@relianceada.com
Website: www.rinfra.com

Despatch Ref. No.:

Reference No.

1 Name and registered address :
of the sole / first named
Member (IN BLOCK LETTERS)

2 Name(s) of the joint :
Member(s), if any,
(IN BLOCK LETTERS)

3 Registered Folio Number / :
DP ID No. / Client ID No. *

4 Number of Share(s) held :

(*Applicable to investors holding share(s) in dematerialized form)

Dear Member,

Sub.: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reliance Infrastructure Limited ("RInfra" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the items of business to be transacted at the 89th Annual General Meeting scheduled to be held on Tuesday, September 18, 2018 at 10.45 a.m. or soon after conclusion of the Annual General Meeting of Reliance Communications Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10:00 A.M. IST on Friday, September 14, 2018.

End of remote e-voting : Up to 5:00 P.M. IST on Monday, September 17, 2018.

The facility of remote e-voting will not be available beyond the aforesaid dates and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for 89th Annual General Meeting is Tuesday, September 11, 2018.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated August 1, 2018 for the 89th Annual General Meeting scheduled to be held on Tuesday, September 18, 2018 which is being mailed to you with this communication.

The notice for the 89th Annual General Meeting and this communication are also available on the website of the Company at www.rinfra.com

Yours faithfully,
For Reliance Infrastructure Limited

Aashay Khandwala
Company Secretary

Mumbai
August 1, 2018

Instructions and other information relating to remote e-voting are as under:

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "<https://evoting.karvy.com>".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No./DP ID - Client ID will be your User- ID.

User – ID	For Members holding shares in Demat Form:-
	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	For CDSL :- 16 digits beneficiary ID
	For Members holding shares in Physical Form:- Event Number followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via email forwarded through the electronic notice
Captcha	Please enter the Verification code i.e., the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote on-line from Friday, September 14, 2018 at 10.00 A.M. to Monday, September 17, 2018 till 5.00 P.M.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Karvy e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt you to select the 'Event' i.e., '**Company Name**'.
 - viii) If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and have cast your vote earlier for any company, then your existing login id and password are to be used.
 - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you 'CONFIRM' your vote on the resolution whether partially or otherwise, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
3. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date, being Tuesday, September 11, 2018.
4. **The facility for voting shall also be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.**
5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website <https://evoting.karvy.com> or contact our toll free No. **1800 4250 999**.