Reliance Infrastructure Limited
Reliance Centre
Santacruz (E)
Mumbai 400 055
CIN: L99999MH1929PLC001530

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

August 29, 2016

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street, Fort
Mumbai 400 001
BSE Scrip Code: 500390

The Manger
National Stock Exchange of India limited
Plaza, 5th Floor, Plot no.C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
NSE Scrip Symbol: RELINFRA

Dear Sirs,

Sub: Notice of the Annual General Meeting and Book Closure

Pursuant to Regulation 42 and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we wish to inform that:

1. The 87th Annual General Meeting (AGM) of the members of the Company will be held on Tuesday, September 27, 2016. A copy of the notice of the 87th AGM is enclosed herewith.

2. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 17, 2016 to Tuesday, September 27, 2016** (both the days inclusive) for the purpose of AGM and determining the entitlement of the shareholders to the Dividend for financial year ended March 31, 2016. A duly completed Form being intimation of the Book Closure is enclosed herewith for your information and record.

Further, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing facility to the members to cast their votes by electronic means on all the resolutions set forth in the Notice of 87th AGM. A copy of the e-voting instructions slip is also enclosed.

You are requested kindly to take the same on record and inform your members accordingly.

Thanking you.

Yours faithfully,
For Reliance Infrastructure Limited

Ramesh Shenoy
Company Secretary

Encl. :- As above.

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

RELIANCE

Name of the Company: **Reliance Infrastructure Limited**

Security Code	Type of Security & paid up value	Book Closure From To	Record Date	Purpose
RELINFRA * 500390**	Equity Shares Rs. 10 paid-up	**From** Saturday September 17, 2016 **To** Tuesday, September 27, 2016 **(both the days inclusive)**	N. A.	For the purpose of Annual General Meeting and determining the entitlement of the shareholders to the Dividend for financial year ended March 31, 2016

* As per National Stock Exchange of India Limited
** As per BSE Limited

For Reliance Infrastructure Limited

Ramesh Shenoy
Company Secretary

Date :- 29.08.2016

Notice

Notice is hereby given that the 87th Annual General Meeting of the members of **Reliance Infrastructure Limited** will be held on Tuesday, September 27, 2016 at 2.00 P.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, 2016 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, 2016 and the reports of the Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Dr. V K Chaturvedi (DIN: 01802454), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**
   "a) RESOLVED THAT M/s. Haribhakti & Co. LLP, Chartered Accountants (Firm Registration No. 103523W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."
   "b) RESOLVED THAT M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 91st Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

Special Business:

5. **Appointment of Shri Shiv Prabhat as Non-Executive Director**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules and Regulations made thereunder and any amendments thereto ("the Act") and other applicable provisions of law, Shri Shiv Prabhat (DIN: 07319520) who was appointed by the Board of Directors as an additional director of the Company pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and things and deal with all such matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Private Placement of Non Convertible Debentures 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 ("the Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable SEBI regulations and guidelines, and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to 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 constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bonds, and/or other debt securities, etc., on a private placement basis, in one or more tranches, within the overall borrowing limits of the Company, as may be 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 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 Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), M/s. V. J. Talati & Co., Cost Accountants (Firm Registration Number 00213) be

Notice

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, 2017, be paid remuneration of 3.00 lakh (Rupees three lakh only) excluding service tax and out of pocket expenses, if any.

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, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Ramesh Shenoy
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN : L99999MH1929PLC001530
Website: www.rinfra.com
May 28, 2016

Notes :

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting (the "Meeting") 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 person or shareholder.
4. Corporate members intending to send their authorized representative to attend the Meeting are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the Meeting.
5. Members/Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
6. 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.
7. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Clause 49 of the Listing Agreement with the Stock Exchanges for the period April 1, 2015 to November 30, 2015 and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period December 1, 2015 to March 31, 2016 are referred to as Listing Regulations in this Annual Report.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered 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.
10. a. The Company's Register of Members and Transfer Books will remain closed from Saturday, September 17, 2016 to Tuesday, September 27, 2016 (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 year ended March 31, 2016.

    b. The dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, will be paid after the Meeting.

    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. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/Registrar and Transfer Agent, Karvy Computershare Private Limited.
13. The corresponding provisions of the Companies Act, 2013 with reference to Section 205A(5) and Section 205C of the Companies Act, 1956 is not yet notified. The Company has transferred, the unpaid or unclaimed dividend for the financial year 2007-08, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts of dividend lying

with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2015 (date of last Annual General Meeting) on the website of the Company (www.rinfra.com), as also on the Ministry of Corporate Affairs' website.

14. 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, if not furnished earlier.

15. Re-appointment of Director:

    At the ensuing meeting, Dr. V K Chaturvedi, Director of the Company, retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment. The details pertaining to Dr. V K Chaturvedi pursuant to the requirements of Regulation 36(3) of the Listing Regulations are furnished in the Corporate Governance Report forming part of this Annual Report.

16. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.

17. 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 investors.

18. 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 Statement. Any member interested in obtaining a copy of the full Annual Report, may write to the Registrar and Transfer Agent of the Company.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agent.

20. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to Karvy Computershare Private Limited (Unit: Reliance Infrastructure Limited) Karvy Selenium, Tower-B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25 Financial District, Nanakramguda, Hyderabad 500 032 or call on Tel. : +91 40 6716 1500, Fax : +91 40 6716 1791, Toll Free no. (India) : 1800 4250 999, Email : rinfra@karvy.com. The prescribed form in this regard may also be obtained from Karvy Computershare Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

21. 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 the Registrar and Transfer Agent for consolidation into a single folio.

22. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses so that they can receive the Annual Report and other communication from the Company electronically.

23. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to all Members of the Company through Notice dated May 28, 2016 (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. September 20, 2016 only shall be entitled to avail the facility of remote e-voting/voting. Karvy Computershare Private Limited, our Registrar and Transfer Agent will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10.00 A.M. on September 24, 2016 to 5.00 P.M. on September 26, 2016. The Members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction form.

    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 has appointed Shri Anil Lohia, Partner or in his absence Shri Rinkit Kiran Uchat, Partners, M/s. Dayal and Lohia, Chartered Accountants as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman/Vice Chairman 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 posted on the website of Karvy Computershare Private Limited.

Reliance Infrastructure Ltd. Mumbai

Statement pursuant to Section 102 (1) of the Companies Act, 2013 to the accompanying notice dated May 28, 2016

Item No. 5: Appointment of Shri Shiv Prabhat as Non-Executive Director

Pursuant to recommendation by the Nomination and Remuneration Committee, provisions of Section 161 of the Companies Act, 2013 ("the Act") and applicable provisions of the Articles of Association of the Company, the Board at its meeting held on November 04, 2015, appointed Shri Shiv Prabhat, representative of LIC as an Additional Director of the Company.

Shri Shiv Prabhat, 57 years, B.A. (Hons), MA in English Literature, joined the Life Insurance Corporation of India in 1985 as Assistant Administrative Officer and rose to the current position of Executive Director (Micro Business). During his tenure spanning 30 years, Shri Shiv Prabhat has taken up important assignments and has held various positions with LIC like Marketing Manager and then Divisional Manager, Bhavnagar Divisional Office, Senior Divisional Manger in Surat and Mumbai Divisions, 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 (Mktg.), North Zone, Delhi where he was heading the Marketing Department of North Zone consisting of states of Haryana, Punjab, Rajasthan, Himachal Pradesh, Jammu & Kashmir. He was also Chief (SBU -Estates), Central Office and Chief (Office Services) at Central Office, Mumbai during the period 2013-15 and thereafter elevated to the position of Executive Director (Micro Insurance). Micro Insurance is a separate business vertical and one of the alternate Channels of LIC.

Shri Shiv Prabhat does not hold any directorship in any listed entity.

Shri Shiv Prabhat is member of Audit Committee, Nomination and Remuneration Committee, Environment Health and Safety Committee, Employees Stock Option Scheme Compensation Committee and Risk Management Committee of the Company.

In terms of provisions of Section 152 and other applicable provisions, if any, of the Act read with rules made there under, the appointment of director requires approval of members.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Shiv Prabhat for the office of Director of the Company.

Shri Shiv Prabhat is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board accordingly recommends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Save and except Shri Shiv Prabhat, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any. Shri Shiv Prabhat does not hold any share in the Company nor is he related to any other director of the Company.

The statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 6: Private placement of Non Convertible Debentures and/or other Debt securities

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") and its rules thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured non-convertible debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made 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.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc., on private placement basis, 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 and their relatives is concerned or interested, financially or otherwise, in this resolution.

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

Item No. 7: Payment of Remuneration to Cost Auditors for the financial year ending March 31, 2017

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. 00213), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2017, at a remuneration of ₹ 3.00 lakh (Rupees three lakh only) plus service tax 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 and Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the said resolution.

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

By Order of the Board of Directors,

Ramesh Shenoy
Company Secretary

Reliance Infrastructure Ltd. Mumbai

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN : L99999MH1929PLC001530
Website: www.rinfra.com
May 28, 2016

Reliance Infrastructure Ltd. Mumbai