

May 30, 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
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: Postal Ballot Notice

Pursuant to Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Postal Ballot Notice and the Postal Ballot Form are being sent to the Members of the Company whose names appear in the Register of Members or the Register of Beneficial Owners maintained by the depositories as of Friday, May 23, 2025 (Cut-off date) and whose e-mail address is registered with the Company/Registrar and Transfer Agent/ Depository Participants ("DPs")/Depositories seeking their approval through Postal Ballot as per the requirements of Section 110 of the Companies Act, 2013 read with the Rules made thereunder.

The Company has engaged the services of KFin Technologies Limited, Hyderabad, Registrar and Transfer Agent of the Company, for providing e-voting facility. E-voting period commences on Saturday, May 31, 2025 at 10.00 A.M. (IST) and ends on Sunday, June 29, 2025 at 5.00 P.M. (IST). The result of Postal Ballot will be announced on or before Tuesday, July 01, 2025.

A Copy of Notice of Postal Ballot and Postal Ballot Form are enclosed. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company at www.rinfra.com.

Kindly take the same on record.

Thanking you
Yours faithfully,

For Reliance Infrastructure Limited

Paresh Rathod
Company Secretary

Encl.: As above

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Members of Reliance Infrastructure Limited (the "Company"), for seeking consent of Members of the Company for transacting the Special Businesses by passing the following resolutions through Postal Ballot including Electronic Voting ("e-Voting") pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with other relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

1. Appointment of Shri Rajesh Kumar Dhingra (DIN: 03612092) as Non-Executive Non-Independent Director

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules"), the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Shri Rajesh Kumar Dhingra (DIN: 03612092), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from April 3, 2025 and in respect of whom the Company has received notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board 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 this resolution."

2. Appointment of Shri Vijesh Babu Thota (DIN: 09128139) as an Executive Director

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (the Rules), the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Shri Vijesh Babu Thota (DIN: 09128139), who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 23, 2025 and in respect of whom the Company has received notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendation of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of the Articles of Association of the Company and subject to such sanctions / consents / approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Shri Vijesh Babu Thota as a Whole-time Director designated as an Executive Director of the Company for a period of three years commencing from May 23, 2025 at nil remuneration and on such other terms and conditions as set out in the statement annexed to the Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors, the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board 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 this resolution."

By Order of the Board of Directors
For **Reliance Infrastructure Limited**

Paresh Rathod
Company Secretary and Compliance Officer

Registered Office:

Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN : L75100MH1929PLC001530
Website: www.rinfra.com

Date: May 29, 2025

Place: Mumbai

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act 2013 (the "Act"), in respect of the Special Businesses to be transacted is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars'), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.
3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and in terms of SEBI Master circular dated November 11, 2024 ("SEBI Circular"), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN Technologies Limited ("KFintech"), the e-Voting Service Provider ("ESP"), on all the resolutions set forth in this Notice.
4. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of Members / Register of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, May 23, 2025 ("Cut-Off Date") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants ("DPs") / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date will be considered for the purpose of voting and any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
6. Members may note that the Postal Ballot Notice and form will be available on the Company's website www.rinfra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFintech at www.kfintech.com.
7. The Board of Directors have appointed Shri Anil Lohia, or in his absence Shri Khushit Jain, Partners, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
8. Members may vote on the postal ballot during the following period:

Commencement of voting:	10:00 A.M. (IST) on Saturday, May 31, 2025
End of voting:	05:00 P.M. (IST) on Sunday, June 29, 2025

After the voting period, the e-Voting portal shall be disabled by KFintech.

9. Kindly note that the Members holding shares in Demat form can vote only through e-Voting.
10. Members holding shares in physical form can opt for any

one mode of voting, i.e. by physical postal ballot or by e-Voting. In case such Members cast their vote by both physical postal ballot and e-Voting, vote cast by e-Voting shall prevail and votes cast through physical postal ballot will be treated as invalid.

11. The Postal Ballot Form for voting by physical postal ballot may be downloaded from the link provided in the e-mail or from the link https://www.rinfra.com/documents/1142822/14914034/Postal_Ballot_Form_30052025.pdf. Please read the instruction carefully, and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (AGAINST) to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Infrastructure Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Serilingampally, Rangareddi, Telangana - 500032, so as to reach on or before 05:00 P.M. (IST) on Sunday, June 29, 2025, to be eligible for being considered, failing which it will be considered that no reply has been received from such Member.
12. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DP's in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the ESP thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
13. Members are advised to update their mobile number and e-mail ID with their DP's to access e-Voting facility.
14. The Scrutiniser will submit his report to the Chairperson of the Board Meeting or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny after 05:00 P.M. (IST) on Sunday, June 29, 2025 and the results of the voting by postal ballot will be declared on or before on Tuesday, July 1, 2025 and displayed at the Registered Office of the Company at Reliance Centre, Ground Floor, 19 Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001, Maharashtra, by placing it along with the Scrutiniser's report on its notice board, Company's website, www.rinfra.com and on the website of the agency KFintech at www.kfintech.com and shall also be communicated to the Stock Exchanges where Company's shares are listed.
15. The resolutions shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-Voting i.e. Sunday, June 29, 2025.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
17. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution / power of attorney / authority letter, etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.
18. The relevant documents referred to in the Notice will be available electronically, for inspection by the Members without any fees from the date of circulation of this Postal Ballot Notice until the last date of e-Voting. Members seeking to inspect such documents can send an e-mail to rinfra.investor@reliancegroupindia.com
19. Voting rights of a Member / Beneficial Owner shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

20. Members whose email address is not registered can register the same in the following manner:

- a. Members holding share(s) in physical mode can register their e-mail ID with the Company or K Fintech by providing the requisite details of their holdings and documents for registering their e-mail address in the prescribed form to be downloaded from the Company's website at www.rinfra.com,
- b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DP for receiving all communications from the Company electronically.

21. Voting through electronic mode:

The details of the process and manner for E-Voting are explained herein below :

I. Access to Depositories e-Voting system in case of individual Members holding shares in demat mode.

Type of Members	Login Method
Securities held in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsd.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or e-Voting Service Provider (ESP) i.e. KFintech and you will be re-directed to the ESP's website for casting the vote during the remote e-Voting period.
	<p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsd.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1
	<p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsd.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member's section. iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the Company and the ESP.
Securities held in demat mode with CDSL	<p>1. Existing user who has opted for Easi / Easiest:</p> <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: https://www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered User ID and Password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.

Type of Members	Login Method						
	<p>v. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/ Easiest:</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of CDSL:</p> <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress. 						
Login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication. <p>Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot user ID" and/or "Forgot Password" option available at respective websites.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:</p>						
	<table border="1"> <thead> <tr> <th>Login type</th> <th>Helpdesk details</th> </tr> </thead> <tbody> <tr> <td>Securities held with NSDL</td> <td>Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</td> </tr> <tr> <td>Securities held with CDSL</td> <td>Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</td> </tr> </tbody> </table>	Login type	Helpdesk details	Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43
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Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43						
II. Access to KFintech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode:	<p>(a) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> i. Launch internet browser by typing the URL: https://evoting.kfintech.com. ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, 						

- if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The 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 a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
 - xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xiii. Corporate Members / Institutional (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: scrutinizeragl@gmail.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting portal in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name_EVEN No."
- (b) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-Voting instructions cannot be serviced, will have to follow the following process:**
- i. Temporarily get their email address and mobile number provided with KFintech, by sending an e-mail to evoting@kfintech.com. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com.
 - ii. Alternatively, Member may send an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Item No. 1: Appointment of Shri Rajesh Kumar Dhingra (DIN: 03612092) as Non-Executive Non-Independent Director

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri Rajesh Kumar Dhingra (DIN: 03612092) as Additional Director in the category of Non-Executive Non-Independent Director of the Company with effective from April 3, 2025.

In line with the provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Rajesh Kumar Dhingra as Non-Executive Non-Independent Director is subject to approval of the members of the Company.

As required under Section 160 of the Act, the Company has received notice in writing from a Member proposing the candidature of Shri Rajesh Kumar Dhingra for the office of Director of the Company. Shri Rajesh Kumar Dhingra has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Details of Shri Rajesh Kumar Dhingra as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Consent of the Members for appointment of Shri Rajesh Kumar Dhingra as Non-Executive Non-Independent Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution in Item No. 1 of the accompanying Notice.

Shri Rajesh Kumar Dhingra is interested in the resolution set out in Item No. 1 of the notice with regard to his appointment. The relatives of Shri Rajesh Kumar Dhingra may be deemed to be interested in the resolution set out in Item No. 1 of the notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board, accordingly recommends the Ordinary Resolution set out in Item No. 1 of the accompanying Notice for the approval of the members.

Item No.2 Appointment of Shri Vijesh Babu Thota (DIN: 09128139) as an Executive Director of the Company

Shri Vijesh Babu Thota was appointed as Chief Financial Officer of the Company with effect from April 12, 2022 and termed as a Key Managerial Personnel in accordance with the provisions of Section 203 of the Companies Act, 2013 ("the Act"). Pursuant to the provisions of Section 152, 161, 196, and 197 of the Act and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Shri Vijesh Babu Thota (DIN: 09128139) as an Additional Director designated as Executive Director of the Company with effective from May 23, 2025 for a period of 3 years. Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Vijesh Babu Thota as Director is subject to approval of the members of the Company.

Upon his appointment as Executive Director, Shri Vijesh Babu Thota would continue to function as Chief Financial Officer and Key Managerial Personnel of the Company and his appointment as Chief Financial Officer of the Company is independent of his appointment as Executive Director.

As an Executive Director of the Company Shri Vijesh Babu Thota will be drawing NIL Remuneration. Hence, the details pertaining to Shri Vijesh Babu Thota pursuant to requirements of Part II of Schedule V of the Act, are not applicable. He fulfils the conditions for eligibility of the appointment as contained in Part I of Schedule V of the Act. The other terms and conditions set out for appointment, may be altered and varied from time to time by the Board on the recommendation of Nomination and Remuneration Committee as it may, at its discretion deems appropriate.

Shri Vijesh Babu Thota is functioning in a professional capacity and he does not have any interest in the capital of the Company or in any of its subsidiary companies either directly or indirectly or through any other statutory structures. He is not related to the Directors, Promoters or Key Managerial Personnel of the Company or any of its subsidiaries at any time during last two years before his appointment.

As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Shri Vijesh Babu Thota for the office of Director of the Company. Shri Vijesh Babu Thota has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Details of Shri Vijesh Babu Thota as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Keeping in view the above, consent of the Members for appointment of Shri Vijesh Babu Thota as an Executive Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution in Item No. 2 of the accompanying Notice.

Shri Vijesh Babu Thota is interested in the resolution set out in Item No.2 of the notice with regard to his appointment. The relatives of Shri Vijesh Babu Thota may be deemed to be interested in the resolution set out in Item No. 2 of the notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board, accordingly recommends the Ordinary Resolution set out in Item No. 2 of the accompanying Notice for the approval of the members.

By Order of the Board of Directors
For **Reliance Infrastructure Limited**

Paresh Rathod
Company Secretary and Compliance Officer

Registered Office:

Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN : L75100MH1929PLC001530
Website: www.rinfra.com
Date: May 29, 2025
Place: Mumbai

Annexure to Item Nos. 1 and 2 of the Notice

Details of Directors whose appointment are proposed pursuant to Regulation 36(3) of the Listing Regulations and SS-2 are as follows:

Name of the Director	Shri Rajesh Kumar Dhingra	Shri Vijesh Babu Thota
Director Identification No.	03612092	09128139
Age	60 years	44 years
Date of first appointment on Board	April 03, 2025	May 23, 2025
Brief resume including qualification, experience and Expertise in specific functional areas	<p>Shri Rajesh Kumar Dhingra, aged 60 years, holds a Master's degree in Electronics and a Post Graduate Degree in Public Affairs & Mass Communication.</p> <p>He is associated with Reliance Group since January 2015 as the President & CEO of Reliance Defence, shaping the long-term strategy of the Reliance Group in Defence and Aero-space sector. He is also on the Board of Reliance Defence Limited, Dassault Reliance Aerospace Limited (DRAL) and Thales Reliance Defence Systems Limited (TRDSL). He has played an important role in the success of DRAL & TRDSL – both 100% export oriented units.</p> <p>Prior to this appointment, Shri Dhingra was Managing Director, Lockheed Martin India, the largest Defence Company globally.</p> <p>He served in the Indian Air Force as a Commissioned Officer for 21 years, prior to his voluntary separation in 2007. During his distinguished service, he held staff appointments with three successive Air Chiefs and was a key interface between the office of Chief of the Air Staff and the Ministry of Defence (MoD) on Public Affairs.</p> <p>While on deputation to the MoD as Joint Director in the Department of Defence Production (DDP), he worked closely with the Public and Private Sector Industry on the Policy front, Exports and Transfer of Technology to support greater indigenisation.</p> <p>His military awards include the Vishist Seva Medal by the President of India for exceptional Services during his Military career and Commendations by the Air Chief and Vice Chief.</p>	<p>Shri Vijesh Babu Thota is an MBA (Finance and Marketing) from XLRI School of Management, Jamshedpur and a BSc (Economics, Hons) from St. Xavier's College, Kolkata. He is associated with the Company as Chief Financial Officer and Key Managerial Personnel of the Company since April, 2022 and he has over 18 years experience including the leadership positions in finance, investment banking, advisory and project finance. During his tenure he has lead several fund raising and debt advisory mandates successfully.</p> <p>Prior to Reliance Infrastructure Limited, he worked in various leadership capacities with Reliance Capital Limited, Reliance Home Finance Limited, Edelweiss Global Wealth, Kotak Mahindra Bank, SBI Capital Markets Limited and IBM India.</p>
Other Directorships	<ol style="list-style-type: none"> 1. Reliance Defence Systems Private Limited 2. Reliance Airport Developers Limited 3. Dassault Reliance Aerospace Limited 4. RKD Associates Private Limited 5. Reliance Helicopters Limited 6. Reliance Land Systems Limited 7. Reliance Defence Systems & Tech Limited 8. Thales Reliance Defence System Limited 9. Reliance Defence Limited 	<ol style="list-style-type: none"> 1. Reliance Defence Limited 2. Mumbai Metro One Private Limited 3. Square Yards Technology Private Limited 4. Mahindra First Choice Wheels Limited 5. Utility Powertech Limited
Membership / Chairmanship of Committees of other Boards	Nil	Chairman in Finance Committee, Member of Human Resource Committee and Corporate Social Responsibility Committee of Utility Powertech Limited
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Not related to any of the Directors or KMP of the Company	Not related to any of the Directors or KMP of the Company
Shareholding in the listed entity, including shareholding as a beneficial owner	Nil	Nil
No. of board meetings attended during the year financial 2025-26	Till the date of Postal Ballot Notice 1 out of 1 meeting	Till the date of Postal Ballot Notice 1 out of 1 meeting
Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
The remuneration last drawn by such person (if applicable)	Not Applicable	No remuneration is paid to Shri Vijesh Babu Thota in the capacity of Executive Director of the Company.
Details of Remuneration sought to be paid	He will be paid sitting fees of Rs. 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses, if any.	Nil

**Reliance Infrastructure Limited**

CIN: L75100MH1929PLC001530

Registered Office : Reliance Centre

Ground Floor, 19, Walchand Hirachand Marg

Ballard Estate, Mumbai 400 001

Tel.: +91 22 4303 1000

Email: rinfra.investor@reliancegroupindia.com

Website: www.rinfra.com

POSTAL BALLOT FORM

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 :

4 Number of Share(s) held :

I/We, hereby exercise my / our vote in respect of the following Resolutions to be passed through Postal Ballot for the Special Business stated in the Notice dated May 29, 2025 of Reliance Infrastructure Limited (the "Company") by sending my / our Assent (FOR) or Dissent (AGAINST) to the said Resolutions by placing the tick mark (✓) at the appropriate column below

Item No.	Description of Business Item	No. of Equity Share(s) Held	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
Ordinary Resolutions				
1	Appointment of Shri Rajesh Kumar Dhingra (DIN: 03612092) as Non-Executive Non-Independent Director			
2	Appointment of Shri Vijesh Babu Thota (DIN: 09128139) as an Executive Director			

Signature of Member

E-mail: _____ Tel. No. / Mobile No: _____

Place: _____

Date: _____

NOTE: Please read the printed instructions overleaf carefully before exercising your vote

1. A Member holding shares in physical form and desirous of exercising their vote by Postal Ballot may complete this Postal Ballot Form and send the Form duly completed and signed, to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Infrastructure Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Serilingampally, Rangareddy, Telangana - 500 032.
2. Please convey your Assent / Dissent in this Postal Ballot Form. The Assent or Dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in her/his absence, by the next named Member.
4. Postal Ballot Form with following deficiencies will be rejected:
 - a. A form other than this form issued by the Company has been used;
 - b. It has not been signed by or on behalf of the Member;
 - c. Signature on the Postal Ballot Form does not match the specimen signatures with the Company;
 - d. It is not possible to determine without any doubt the Assent or Dissent of the Member;
 - e. Neither Assent nor Dissent is mentioned;
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - g. The envelope containing the Postal Ballot Form is received after the last date and time prescribed;
 - h. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising her/his vote.
5. The Scrutinizer's decision on the validity of the postal ballot/ e-voting will be final.
6. The Postal Ballot Form shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Sunday, June 29, 2025. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairperson of the Board Meeting approving the Postal Ballot or any person authorised by the Chairperson of the Board Meeting after completion of the scrutiny and the results of voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, July 01, 2025 at the Registered Office of the Company by placing it along with the Scrutinizer's report on its notice board, Company's website www.rinfra.com and on the website of KFIN Technologies Limited (KFIN), the agency, at www.kfintech.com and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.
8. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution / power of attorney / authority letter, etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.
9. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 23, 2025, ("Cut-off date") will be considered for the purpose of voting. A person who is not a Member as on the Cut-off date for reckoning voting rights should treat this Notice for information purpose only.
10. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
12. The Members holding shares in physical form can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by physical form shall be treated as invalid
13. Members can cast their vote electronically from 10:00 A.M. (IST) on Saturday, May 31, 2025 to 05:00 P.M. (IST) on Sunday, June 29, 2025. The e-voting portal shall be disabled by 'KFIN' for voting thereafter.
14. The detailed instructions for e-voting are included in the Postal Ballot notice. Any queries pertaining to voting by Postal Ballot including the remote e-voting process can be addressed to Shri Praveen Chaturvedi, Senior Vice President, KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Serilingampally, Rangareddy, Telangana - 500032 or on Tel.: +91 40 6716 1500, Toll Free No.: 1800 309 4001, E-mail: rinfra@kfintech.com / evoting@kfintech.com. Members may also write to rinfra.investor@reliancegroupindia.com.