



24th June, 2016

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited

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

Scrip Code : 523445

Trading Symbol : RIIL

Dear Sirs,

**Sub: Proceedings of the 28th Annual General Meeting of the Company
held on 23rd June, 2016**

We enclose the gist of the proceedings of the 28th Annual General Meeting of the Company held on 23rd June, 2016.

Thanking you,

Yours faithfully,
For **Reliance Industrial Infrastructure Limited**

A handwritten signature in black ink, appearing to be 'K. Sridhar', written over a horizontal line.

K. Sridhar
Company Secretary and Compliance Officer

Encl: As above

Gist of the proceedings of the 28th Annual General Meeting of Reliance Industrial Infrastructure Limited held on 23rd June, 2016

The 28th Annual General Meeting of the Members of the Company was held on 23rd June, 2016 at 11.00 a.m., at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400 020.

Total 105 Members (including one authorised representative) attended the Meeting as per the records of attendance.

Shri Mahesh K. Kamdar, Chairman, chaired the proceedings of the Meeting.

The Chairman informed the Members that the requisite quorum was present and called the Meeting to order.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2016 and its future outlook.

The Chairman informed the Members that pursuant to the provisions of the Companies Act, 2013, Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company had extended remote e-voting facility to the members of the Company in respect of resolutions to be passed at the Meeting. The remote e-voting commenced at 09.00 a.m. on 19th June, 2016 and ended at 05.00 p.m. on 22nd June, 2016.



The Chairman informed the members that the facility for voting through electronic voting system (i.e. Insta Poll) is made available at the meeting for Members who have not cast their vote through remote e-voting.

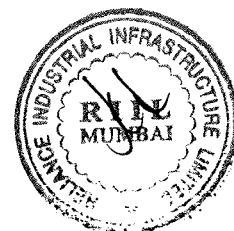
He further informed that the Board of Directors have engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility and have appointed Shri Anil Lohia, Practicing Chartered Accountant, Partner, Messrs Dayal & Lohia, Mumbai as the Scrutinizer for the purpose of scrutinizing the Insta Poll and remote e-voting process.

Thereafter, all the 4 resolutions required to be passed were proposed and seconded. On the invitation of the Chairman, some of the Members addressed the Meeting and gave their suggestions on the Company's accounts and business. Clarifications were also provided to the queries raised by the members.

Thereafter, the Chairman ordered a poll to be taken at the meeting electronically (i.e. Insta Poll) and requested Shri Anil Lohia, Scrutinizer for an orderly conduct of the voting.

The Chairman announced that the voting results shall be displayed on the Notice Board of the Company at its registered office and the voting results along with the consolidated scrutinizer's report shall be placed on the website of the Company and the website of Karvy.

Thereafter, the electronic voting through Insta Poll was conducted smoothly.



The resolutions passed by the Members with requisite majority related to the following:

ORDINARY BUSINESS:

1. Adoption of the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2016 and the report of the Auditors thereon.
(Ordinary Resolution)
2. Declaration of dividend of Rs. 3.50 per share on equity shares of the Company
(Ordinary Resolution)
3. Re-appointment of Shri Dilip V. Dherai (DIN: 00011789), Director retiring by rotation **(Ordinary Resolution)**
4. Appointment of Messrs Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W) as Auditors of the Company and fixing their remuneration
(Ordinary Resolution)

For **Reliance Industrial Infrastructure Limited**



K. Sridhar
Company Secretary and Compliance Officer