



**Registered Office:** NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai - 400 020, India. **Phone:** +91-22-4477 9053. **Website:** www.riil.in **E-mail:** investor\_relations@riil.in  
**CIN:** L60300MH1988PLC049019

## Postal Ballot Notice

[Notice pursuant to Section 110 of the Companies Act, 2013]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for transacting the following special business by the members of Reliance Industrial Infrastructure Limited ("the Company") by passing resolutions through Postal Ballot:

1. To appoint Shri Chandra Raj Mehta (DIN: 00002011) as an Independent Director 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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Chandra Raj Mehta (DIN: 00002011), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto 31st March, 2019."

2. To appoint Shri Sandeep H. Junnarkar (DIN: 00003534) as an Independent Director 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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Sandeep H. Junnarkar (DIN: 00003534), who was appointed as a Director liable to retire by rotation under the provisions of the Companies Act, 1956 and who qualifies for being appointed as an independent director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto 31st March, 2019."

By Order of the Board of Directors

Sridhar Kothandaraman  
Company Secretary and Compliance Officer

20th February, 2015

**Registered Office:**

NKM International House, 5th Floor,  
178 Backbay Reclamation,  
Behind LIC Yogakshema Building,  
Babubhai Chinai Road,  
Mumbai – 400 020, India.  
CIN:L60300MH1988PLC049019  
e-mail: investor\_relations@riil.in

**Notes:**

1. The Statement pursuant to Section 102(1) of the Act stating material facts concerning the business to be transacted is annexed herewith.
2. The Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20th February, 2015.
3. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository

Participants (in case of electronic shareholding) / the Company's Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice along with Postal Ballot Form are being sent by permitted mode along with a self-addressed postage pre-paid business reply envelope.

4. Members who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the web link: [www.evoting.karvy.com](http://www.evoting.karvy.com) or from the "Investor Relations" section on the Company's website: [www.riril.in](http://www.riril.in) where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on 30th March, 2015.
5. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
6. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Company has provided facility to members to exercise their votes through electronic means arranged with Karvy Computershare Private Limited ("Karvy") who have been engaged by the Company as the Authorised Agency to provide facility for voting through electronic means. Instructions to be followed by members for voting through electronic means are annexed to this Notice.
7. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 20th February, 2015.**
9. A member cannot exercise his vote by proxy on postal ballot.
10. The Board of Directors has appointed Shri Anil Lohia, a Practicing Chartered Accountant, Partner, Messrs Dayal and Lohia, Mumbai as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the

Company's website: [www.riril.in](http://www.riril.in) and communicated to the Stock Exchanges.

12. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. 30th March, 2015.
13. Relevant documents referred to in the Notice and the Statement are available for inspection by the members at the registered office of the Company during business hours on all working days from the date of dispatch of the Notice till 30th March, 2015.
14. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please visit Help & FAQ's section available at Karvy's website: <https://evoting.karvy.com> or send e-mail to: [riilnkm@karvy.com](mailto:riilnkm@karvy.com) or call Karvy on toll free number 1800 3454 001 for any further clarifications.
15. Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

#### **Instructions to be followed by members opting to vote through electronic means**

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

1. A. **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
  - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - (ii) Enter the login credentials (i.e. **User ID and password**). Your Folio No./DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit: <https://evoting.karvy.com> or contact toll free number 1800 3454 001 for your existing password.
  - (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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 E-Voting Event Number for Reliance Industrial Infrastructure Limited.
- (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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned in the Postal Ballot Form. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (viii) Members holding shares in multiple folios / demat accounts shall choose the voting process separately for each of the folios / 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 confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
- (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (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 Scrutinizer at e-mail ID: riil.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."

B. **In case a member receives physical copy of the Postal Ballot Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- (i) **User ID and initial password** are provided at the bottom of the Postal Ballot Form.
  - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

#### **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

##### **Item Nos. 1 and 2**

Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar are Independent Directors of the Company appointed pursuant to the requirements of estwhile Clause 49 of the Listing Agreement. Their period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Section 149(10) of the Act, which is effective from 1st April, 2014, provides that an independent director shall hold office for a term up to five consecutive years on the Board. Section 149(13) of the Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of independent directors. The Ministry of Corporate Affairs (MCA), Government of India, by a Circular, has clarified that if a company intends to appoint existing independent directors as independent directors under the Act, such appointment must be made expressly within one year from 1st April, 2014. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, *inter alia*, stipulating the conditions for the appointment of independent directors by a listed company. The amended Clause 49 of the Listing Agreement which has come into effect from 1st October, 2014 also mandates that the tenure of independent directors shall be in accordance with the provisions of the Act, and clarifications/circulars issued by MCA from time to time.

The MCA Circular was issued and amended Clause 49 of the Listing Agreement came into force, after the issue of the Notice calling the 26th Annual General Meeting of the Company last year. Therefore, it is proposed to appoint Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar as Independent Directors to hold office up to 31st March, 2019.

Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members along with the deposit of requisite amount

under Section 160 of the Act proposing the candidature of Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar for the office of Independent Directors of the Company.

The Company has also received declarations from Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under amended Clause 49 of the Listing Agreement.

The Nomination and Remuneration Committee of the Board of Directors has earlier recommended the appointment of Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar. Further, in the opinion of the Board, Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar fulfill the conditions for appointment as Independent Directors as specified in the Act read with the rules made thereunder and the Listing Agreement. Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar are independent of the management.

Brief resume of Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under the amended Clause 49 of the Listing Agreement is given below:

Shri Chandra Raj Mehta (DIN: 00002011) is a Chartered Accountant and Company Secretary. He has had a distinguished career with the Government holding senior level positions in different capacities. He was Member of the Company Law Board and was also Regional Director, Ministry of Corporate Affairs. He has rich experience in Corporate Laws, Finance and Administration. Shri Mehta is a Director of the Company since 29th August, 2006 and is liable to retire by rotation. He is the Chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company. He is also a Member of the Corporate Social Responsibility Committee of the Company. Shri Mehta does not hold any share of the Company.

Shri Sandeep H. Junnarkar (DIN: 00003534) is a science graduate with a postgraduate degree in Law. He qualified as a Solicitor in the year 1977. He has had a brilliant academic career and is a Partner in the law firm, Messrs Junnarkar & Associates. His areas of specialization include banking laws, corporate laws including exchange management laws and securities regulations. Shri Junnarkar is a Director of the Company since 27th April, 1991 and is liable to retire by rotation. He is a Member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. Shri Junnarkar is also on the Board of Excel Crop Care Limited, IIDC Limited (formerly

IL&FS Infrastructure Development Corporation Limited), IL&FS Tamil Nadu Power Company Limited, Jai Corp Limited, Jai Realty Ventures Limited, Reliance Industrial Investments and Holdings Limited and Reliance Ports And Terminals Limited. He is also a Committee Member of the Bombay Incorporated Law Society (a company incorporated under Section 25 of the Companies Act, 1956). He is a member of the Audit Committee of IL&FS Tamil Nadu Power Company Limited. He is also a member of the Remuneration Committee of Excel Crop Care Limited and IIDC Limited. Shri Junnarkar does not hold any share of the Company.

Copy of draft letters of appointment of Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar setting out the terms and conditions are available for inspection by members at the registered office of the Company.

The Board considers that continued association of Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

This Statement may also be regarded as a disclosure under amended Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar are interested in the resolutions set out respectively at Item Nos. 1 and 2 of the Notice with regard to their respective appointments.

The relatives of Shri Chandra Raj Mehta and Shri Sandeep H. Junnarkar may be deemed to be interested in the resolutions, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos.1 and 2 of the Notice for approval by the members.

By Order of the Board of Directors

Sridhar Kothandaraman  
Company Secretary and Compliance Officer

20th February, 2015

**Registered Office:**

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**CIN :** L60300MH1988PLC049019

## POSTAL BALLOT FORM

- Name and Registered Address of the :  
sole/first named member
- Name(s) of the joint-holder(s), if any :
- Folio No. / DP ID\* / Client ID\* :  
(\*applicable only to members holding equity shares in dematerialized form)
- Number of equity share(s) held :
- I / We hereby exercise my / our vote(s) in respect of the following resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Description of Resolution	Number of Equity Shares	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1.	Appointment of Shri Chandra Raj Mehta as an Independent Director			
2.	Appointment of Shri Sandeep H. Junnarkar as an Independent Director			

Place:

Date:

\_\_\_\_\_  
Signature of the member

### Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: <https://evoting.karvy.com>. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 10.00 a.m. (IST) on 1st March, 2015  
End of voting : Upto 5.00 p.m. (IST) on 30th March, 2015

The facility to vote through electronic means will be disabled for voting upon expiry of the aforesaid voting period.

P.T.O.

## INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered post / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as provided under "**Instructions to be followed by members opting to vote through electronic means**" in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed by the first-named member and in his / her absence, by the next-named member. The signature should be as per the specimen signature registered with the Company.
4. The votes of a member will be considered invalid on any of the following grounds:
  - a. if the member's signature does not tally;
  - b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;
  - c. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on 30th March, 2015. If any Postal Ballot Form is received after this time and date, it will be strictly treated as if reply from such member has not been received.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on 20th February, 2015 (cut-off date).
7. A member may request for a duplicate Postal Ballot Form, if so required from the Company's Share Transfer Agent: Karvy Computershare Private Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081 or write to e-mail ID: riilnkm@karvy.com. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the time and date specified in Item (5) above.
8. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (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 Scrutinizer at e-mail ID: riil.scrutinizer@karvy.com. In case of voting through electronic means, they may upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way.
11. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.