



NOTICE

Notice is hereby given that the Twenty-ninth Annual General Meeting of the members of **Reliance Industrial Infrastructure Limited** will be held on Friday, 28th July, 2017 at 11:00 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following business:

Ordinary Business

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2017 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 31st March, 2017 and the report of the Auditors thereon and in this regard, to pass the following resolutions as **Ordinary Resolutions**:
 - "RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
 - "RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To declare a dividend on equity shares for the financial year ended 31st March, 2017 and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT a dividend at the rate of ₹ 3.50 per equity share of ₹ 10/- each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2017 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2017."
- To appoint Shri S. C. Malhotra (DIN 00013967), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri S. C. Malhotra (DIN 00013967), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
- To appoint Auditors and fix their remuneration and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Messrs D T S & Associates, Chartered Accountants (Firm Registration No. 142412W), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business

- To re-appoint Smt. Bhama Krishnamurthy (DIN 02196839) as an Independent Director and in this regard, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Smt. Bhama Krishnamurthy (DIN 02196839), who was appointed as an Independent Director and who holds office of Independent Director in the current term up to 25th March, 2018 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective 26th March, 2018."

By Order of the Board of Directors

Shailesh Dholakia

Company Secretary and Compliance Officer

26th June, 2017

Mumbai

Registered Office:

NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai - 400 020, India

CIN : L60300MH1988PLC049019

Website : www.riil.in E-mail: investor_relations@riil.in

Tel.: +91 22 4477 9053 Fax: +91 22 4477 9052

NOTICE

Notes:

- 1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. This Notice is also being sent with Annual Report alongwith attendance slip, proxy form and route map of the venue of the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 24.
6. In terms of Section 152 of the Act, Shri S. C. Malhotra (DIN 00013967), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors of the Company recommend his re-appointment.

Shri S. C. Malhotra is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. The relatives of Shri S. C. Malhotra may be deemed to be interested in the said Resolution 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 the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.
7. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Meeting are provided in the "Annexure" to the Statement pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

8. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of Messrs D T S & Associates, Chartered Accountants (Firm Registration No. 142412W), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending 31st March, 2018.

Messrs D T S & Associates, Chartered Accountants, have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.
9. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
12. (a) The Company has fixed Friday, 21st July, 2017 as the Record Date for determining the names of members eligible for dividend on equity shares.
(b) The dividend on equity shares, if declared at the Meeting, will be credited / warrants thereof despatched between 28th July, 2017 and 31st July, 2017 to those members whose names shall appear on the Company's Register of Members on the Record Date; in respect of the shares held in dematerialized mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
13. The Company's Share Transfer Agent for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Unit: Reliance Industrial Infrastructure Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
14. Members holding shares in electronic mode may note that bank particulars registered against their respective

depository accounts will be used by the Company for payment of dividend. The Company or Karvy cannot act on any request received directly from the members holding shares in electronic mode for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.

15. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company / Karvy.
16. The Company has transferred the unpaid or unclaimed dividends declared, from time to time, up to financial years 2008-09 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 23rd June, 2016 (date of previous annual general meeting) on the website of the Company and the same can be accessed through the link: http://www.riil.in/html/unclaimed_transfersiepf.html. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which requires a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2008-09 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: http://www.riil.in/html/transfer_suspense_accountiepf.html to ascertain details of shares liable for transfer in the name of IEPF Authority.

17. **Members holding shares in physical mode:**
 - a. **are required to submit their Permanent Account Number (PAN) to the Company / Karvy, as mandated by the Securities and Exchange Board of India (SEBI) for every participant in securities market.**
 - b. **are advised to make nomination in respect of their shareholding in the Company. Nomination form (SH-13) is made available in 'Downloads' section under Investor Relations dropdown on the Company's website: www.riil.in.**
18. **Members holding shares in electronic mode:**
 - a. **are requested to submit their PAN to their respective DPs with whom they are maintaining their demat accounts, as mandated by SEBI for every participant in securities market.**
 - b. **are advised to contact their respective DPs for availing the nomination facility.**

19. **Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.**
20. **Members who have not registered / updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.**
21. Members may please note that the Company has **not issued any new share certificate** consequent to change in name of the Company from **Chembur Patalganga Pipelines Limited to CPPL Limited** (with effect from 11th September, 1992) and thereafter to **Reliance Industrial Infrastructure Limited** (with effect from 16th March, 1994) but has sent change of name stickers to be affixed on the share certificates. Members holding shares in physical mode who have not received these stickers may please write to Karvy, for receiving the stickers from them.
22. Non-Resident Indian members are requested to inform Karvy / respective DPs, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
23. **Members are advised to refer to the Shareholders' Referencer provided in the Annual Report as a guide to securities related matters. The same can also be viewed through the link http://www.riil.in/html/investor_services.html.**
24. **Information and instructions relating to e-voting are as under:**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members a facility to exercise their right to vote on resolutions proposed to be passed at the Meeting by electronic means ('e-voting'). The members may cast their vote(s) using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The facility for voting through electronic voting system ('Insta Poll') will be made available at the Meeting and members attending the Meeting **who have not** cast their vote(s) by remote e-voting will be able to vote at the Meeting through 'Insta Poll'.
 - (iii) **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again through 'Insta Poll' or otherwise.**

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- (iv) A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID"
- (v) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- (vi) The Board of Directors of the Company has appointed Shri Anil Lohia, a Practicing Chartered Accountant, Partner, Messrs Dayal & Lohia, Mumbai or failing him, Mr. Rinkit Uchat, Practicing Chartered Accountant, Partner, Messrs Dayal and Lohia, Mumbai, as Scrutinizer to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- (vii) **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, that is, Friday, 21st July, 2017.**
- (viii) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting / Insta Poll. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.**
- (ix) Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password from Karvy in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
 - If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate the password.
 - Member may call on Karvy's toll-free number 1800-3454-001 (from 9.00 a.m. to 6.00 p.m).
 - Member may send an e-mail request to evoting.riil@karvy.com.
 If the member is already registered with Karvy e-voting platform, then he can use his existing

User ID and password for casting the vote(s) through remote e-voting.

- (x) The remote e-voting facility will be available during the following period:
- **Commencement of remote e-voting: From 9:00 a.m. (IST) on Monday, 24th July, 2017**
 - **End of remote e-voting: Upto 5:00 p.m. (IST) on Thursday, 27th July, 2017**

The remote e-voting will **not** be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

- (xi) The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or in his absence the Executive Director of the Company. The result of e-voting will be displayed on the Notice Board of the Company at its Registered Office. The result declared along with the consolidated Scrutinizer's Report will be placed on the website of the Company: www.riil.in and on the website of Karvy at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the Stock Exchanges.
- (xii) **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, that is, Friday, 28th July, 2017.**
- (xiii) **Information and instructions relating to remote e-voting:**

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)]:

- Launch internet browser by typing the URL: <https://evoting.karvy.com>
- Enter the login credentials (that is, **User ID and password**) which are printed and available in the communication with respect to voting by electronic means enclosed with the Notice and forms integral part of it.

The E-Voting Event Number+Folio No. or 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.riil.com>.

karvy.com or contact toll free number 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.) for your existing password.

- (c) After entering these details appropriately, click on "LOGIN".
- (d) 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, e-mail address, 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.**
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Reliance Industrial Infrastructure Limited.
- (g) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) 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.
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.

(m) Corporate / Institutional Members (that is, 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 with a copy marked to evoting@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 Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- (i) User ID and initial password – Initial password is provided in the below given format in the communication with respect to voting by electronic means enclosed with the Notice and forms integral part of it:

EVEN (E-voting Event Number)	User ID	Password

- (ii) Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.

2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
3. During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the Resolutions. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. This will apply even for 'Insta Poll'.
4. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections/E-voting user manual available at the "Downloads" section of Karvy's website for e-voting: <https://evoting.karvy.com> or contact Karvy as per the details given under point no. 5.
5. The members are requested to note the following contact details for addressing e-voting grievances:

Shri S. P. Venugopal, Deputy General Manager
 Karvy Computershare Private Limited
 Karvy Selenium Tower B, Plot 31-32, Gachibowli,
 Financial District, Nanakramguda,
 Hyderabad – 500 032
 Toll-free No.: 1800-3454-001
 E-mail: evoting.riil@karvy.com

NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 5

The members of the Company at the Twenty-seventh Annual General Meeting held on 9th September, 2015 had approved the appointment of Smt. Bhama Krishnamurthy (DIN 02196839) as an Independent Director on the Board of the Company to hold office for a term of 3 (three) consecutive years from 26th March, 2015 to 25th March, 2018 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Smt. Bhama Krishnamurthy as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her experience and background and the contribution made by her as an Independent Director during her current term, the continued association of Smt. Bhama Krishnamurthy would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Smt. Bhama Krishnamurthy as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective 26th March, 2018.

Smt. Krishnamurthy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

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 Smt. Krishnamurthy for the office of Independent Director of the Company.

The Company has received a declaration from Smt. Krishnamurthy that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Smt. Krishnamurthy fulfils the conditions for her appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Regulations. Smt. Krishnamurthy is independent of the management.

Brief resume of Smt. Krishnamurthy, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors

inter-se as stipulated under the Listing Regulations, is provided in the Annexure to this Statement.

Copy of the letter of appointment issued by the Company to Smt. Krishnamurthy as an Independent Director for her current term setting out the terms and conditions is available for inspection by members at the registered office of the Company on all working days during business hours up to the date of the meeting. The said terms and conditions of appointment are also available on the website of the Company at www.riil.in.

This Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Save and except Smt. Krishnamurthy and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of an Independent Director requires approval of members by way of a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors

Shailesh Dholakia
Company Secretary and Compliance Officer

26th June, 2017
Mumbai

Registered Office:
NKM International House, 5th Floor,
178 Backbay Reclamation,
Behind LIC Yogakshema Building,
Babubhai Chinai Road,
Mumbai - 400 020, India
CIN : L60300MH1988PLC049019
Website : www.riil.in
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ANNEXURE

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING RE-APPOINTMENT AT THE ENSUING 29TH ANNUAL GENERAL MEETING

Particulars	Shri S. C. Malhotra	Smt. Bhama Krishnamurthy
Age	76 years	62 years
Qualification	Mechanical Engineer from Banaras Hindu University	Master of Science (M.Sc.) from Mumbai University
Experience (including expertise in specific functional area) / Brief Resume	Shri S. C. Malhotra has vast experience in execution of projects related to chemical/petrochemical and petroleum industries. Please refer Company's website: www.riil.in for detailed profile.	Smt. Bhama Krishnamurthy was Country Head and Chief General Manager, SIDBI. She had a career spanning over 35 years in IDBI (now IDBI Bank) and SIDBI, an Apex Development Bank for micro, small and medium enterprises in India covering all areas of development in banking operations both from policy perspectives and relating to implementation aspects. Her key accomplishments over the years have been her association with framing various policy documents for SIDBI and piloting such policy papers in the Board for adoption. She has closely dealt with Multilateral and Bilateral Agencies in close co-ordination with the Government of India. Her areas of specialisation include, inter-alia, handling of Human Resource Development Division covering recruitment, training and promotion aspects; association with drafting of CSR Policy guidelines for the Bank; resource raising and management, integrated treasury operations, credit dispensation and management and risk management. Please refer Company's website: www.riil.in for detailed profile.
Terms and Conditions of re-appointment	As per the resolution passed by the members at the Twenty-sixth Annual General Meeting held on 2nd July, 2014, Shri S. C. Malhotra was appointed as a Non-executive Director, liable to retire by rotation	As per the resolution at Item No. 5 of the Notice convening the Twenty-ninth Annual General Meeting on 28th July, 2017 read with explanatory statement thereto
Remuneration last drawn	Sitting Fees of ₹ 7.50 lakh paid for attending Board and Committee meetings for the financial year 2016-17	Sitting Fees of ₹ 8.25 lakh paid for attending Board, Committee and Independent Directors meetings for the financial year 2016-17
Remuneration proposed to be paid	Sitting Fees to be paid for attending Board and Committee meetings for the financial year 2017-18	Sitting Fees to be paid for attending Board, Committee and Independent Directors meetings for the financial year 2017-18
Date of first appointment on the Board	16th December, 1989	26th March, 2015
Shareholding in the Company as on 31st March, 2017	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year	3	4
Directorships of other Boards as on 31st March, 2017	None	<ul style="list-style-type: none"> • SIDBI Venture Capital Limited • IDBI Capital Markets & Securities Limited • Kolte-Patil I-Ven Townships (Pune) Limited • Jain Sons Finlease Limited • India SME Asset Reconstruction Company Limited • Reliance Payment Solutions Limited • Five-Star Business Finance Limited
Membership/Chairmanship of Committees of other Boards as on 31st March, 2017	None	Audit Committee - Member <ul style="list-style-type: none"> • Kolte-Patil I-Ven Townships (Pune) Limited • Jain Sons Finlease Limited • IDBI Capital Markets & Securities Limited • India SME Asset Reconstruction Company Limited • Five-Star Business Finance Limited

By Order of the Board of Directors

Shailesh Dholakia

Company Secretary and Compliance Officer

Mumbai, 26th June, 2017

Registered Office:

NKM International House, 5th Floor, 178 Backbay Reclamation,
Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai - 400 020, India

CIN: L60300MH1988PLC049019

Website: www.riil.in E-mail: investor_relations@riil.in

Tel.: +91 22 4477 9053 Fax: +91 22 4477 9052



ATTENDANCE SLIP

CIN: L60300MH1988PLC049019

Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation,
Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020

Website: www.riil.in • E-mail: investor_relations@riil.in • Tel.: +91 22 4477 9053 • Fax + 91 22 4477 9052

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint members may obtain additional Slip at the venue of the meeting.

DP ID*
Client ID*

Folio No.
No. of Shares

NAME AND ADDRESS OF THE MEMBER:

I hereby record my presence at the **29th Annual General Meeting** of the Members of the Company held on **Friday, 28th July, 2017 at 11:00 a.m.** at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020.

* Applicable for investors holding shares in electronic form

Signature of Member / Proxy

PLEASE SEE OVERLEAF FOR AVAILING FACILITY OF ONLINE PRE-REGISTRATION FOR ATTENDING THE ANNUAL GENERAL MEETING



PROXY FORM

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

CIN: L60300MH1988PLC049019

Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation,
Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020

Website: www.riil.in • E-mail: investor_relations@riil.in • Tel.: +91 22 4477 9053 • Fax + 91 22 4477 9052

Name of the member(s):	E-mail ID:
Registered address:	Folio No./*Client ID:
	*DP ID:

I/We, being the member(s) of _____ shares of Reliance Industrial Infrastructure Limited, hereby appoint:

- 1) _____ of _____ having E-mail ID _____ or failing him
- 2) _____ of _____ having E-mail ID _____ or failing him
- 3) _____ of _____ having E-mail ID _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th Annual General Meeting** of the Members of the Company, to be held on **Friday, 28th July, 2017 at 11:00 a.m.** at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below :

Resolutions	For	Against
1. Consider and adopt: (a) Audited Financial Statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon. (b) Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon.		
2. Declaration of Dividend on Equity Shares.		
3. Re-appointment of Shri S. C. Malhotra, a Director retiring by rotation.		
4. Appointment of Auditors and fixing their remuneration.		
5. Re-appointment of Smt. Bhama Krishnamurthy as an Independent Director.		

* Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2017

Signature of member

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Please see Notes overleaf.

Facility of online pre-registration for attending the Annual General Meeting:

The Company is pleased to provide Web Check-in facility to its members to enable speedy and hassle free entry to the venue of the Annual General Meeting (the "Meeting"). This offers online pre-registration of members for attending the Meeting and generates pre-printed Attendance Slips for presentation at the venue of the Meeting.

Members may avail the said Web Check-in facility from 9:00 a.m. (IST) on July 24, 2017 to 5:00 p.m. (IST) on July 27, 2017.

The procedure to be followed for Web Check-in is as follows:

- a. Log on to <http://agm.karvy.com> and click on "Web Check-in for General Meetings (AGM/EGM/CCM)".
- b. Select event / name of the company: Reliance Industrial Infrastructure Limited.
- c. Pass through the security credentials, viz., DP ID / Client ID / Folio No. entry and PAN and "CAPTCHA" as directed by the system and click on "Submit" button.
- d. The system will validate the credentials. Then click on "Generate my Attendance Slip" button.
- e. The Attendance Slip in PDF format will be generated.
- f. Select the "PRINT" option for direct printing or download and save for printing the Attendance Slip.

Members completing Web Check-in successfully need not queue up at the registration counter(s) and are advised to use the dedicated counter(s) being made available at the venue for attending the Meeting.

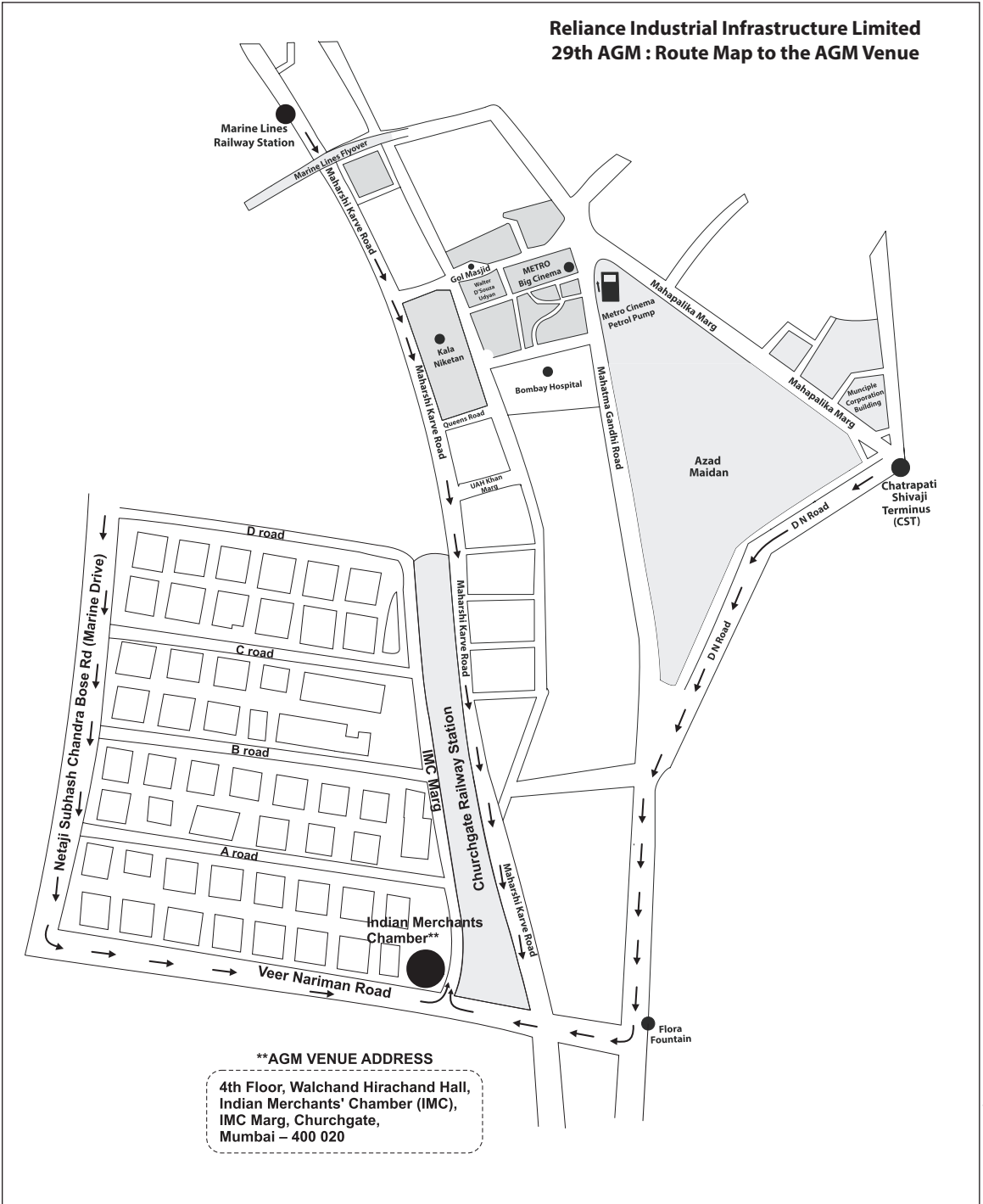
Members using Web Check-in facility are requested to carry their valid photo identity proofs along with the above referred Attendance Slip for verification purpose.



Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company either in person or through post not later than 48 hours before the commencement of the Meeting.**
- (2) **A Proxy need not be a member of the Company and shall prove his/her identity at the time of attending the Meeting.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 a proxy for any other person or member.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- (7) This form of Proxy shall be signed by the appointer or his/her attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- (8) This form of Proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- (9) A Proxy form which does not state the name of the Proxy will not be considered valid.
- (10) Undated Proxy Form will not be considered valid.
- (11) If Company receives multiple proxies for the same holdings of a member, the Proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

Reliance Industrial Infrastructure Limited 29th AGM : Route Map to the AGM Venue





Folio No./ DP ID / Client ID:

Name:

Address:

Joint-holder(s):

Number of equity share(s) held:

Dear Member,

Sub: Voting through electronic means on resolutions proposed to be passed at the Twenty-ninth Annual General Meeting of the members of Reliance Industrial Infrastructure Limited

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reliance Industrial Infrastructure Limited (“the Company”) is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed at the Twenty-ninth Annual General Meeting of the members of the Company, scheduled to be held on Friday, 28th July, 2017 at 11:00 a.m. (“Meeting”), by electronic means (“e-voting”). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”).

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

EVEN (E-Voting Event Number)	User ID	Password

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

Commencement of remote e-voting : **From 9:00 a.m. (IST) on Monday, 24th July, 2017**

End of remote e-voting : **Upto 5:00 p.m. (IST) on Thursday, 27th July, 2017**

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Meeting is Friday, 21st July, 2017.

This Communication forms an integral part of the Notice dated 26th June, 2017 convening the Meeting which is attached herewith. The said Notice and this communication are available on the website of the Company at www.riil.in.

Please read the instructions printed overleaf carefully before exercising the vote.

Yours faithfully,
For Reliance Industrial Infrastructure Limited

Date : 26th June, 2017

Place : Mumbai

Shailesh Dholakia
Company Secretary and Compliance Officer

Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020. **Phone:** +91 22 4477 9053 **Website:** www.riil.in **e-mail id:** investor_relations@riil.in

CIN : L60300MH1988PLC049019

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

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)]:
 - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (b) Enter the login credentials (that is, User ID and password given in the Communication). The E-Voting Event Number+Folio No. or 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 (from 9.00 a.m. to 6.00 p.m.) for your existing password.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) 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, e-mail address, 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.**
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Reliance Industrial Infrastructure Limited.
 - (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (i) 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.
 - (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - (k) 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.**
 - (l) Corporate / Institutional Members (that is, 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 with a copy marked to evoting@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 Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
 - (a) User ID and initial password is given in this Communication.
 - (b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on all the Resolutions.
3. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. This will apply even for 'Insta Poll'
4. The facility for voting through electronic voting system will be made available at the Annual General Meeting (the "Meeting") ("**Insta Poll**") and members attending the Meeting **who have not** cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
5. **The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again through Insta Poll or otherwise.**
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 the **cut-off date that is, Friday, 21st July, 2017.**
7. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of remote e-voting / Insta Poll. A person who is not a member as on cut-off date should treat this intimation for information purpose only.**
8. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date, may obtain the User ID and password from Karvy in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**
Example for NSDL : MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1800-3454-001 (from 9.00 a.m. to 6.00 p.m.)
 - d) Member may send an e-mail request to evoting.riil@karvy.com.
9. **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting that is, Friday 28th July, 2017.**
10. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections/E-voting user manual available at the "Downloads" section of Karvy's website for e-voting : <https://evoting.karvy.com> or contact Karvy as per the details given under point no. 11.
11. **The members are requested to note the following contact details for addressing e-voting grievances:** Shri S.P. Venugopal, Deputy General Manager Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Toll Free No. : 1800-3454-001, E-mail : evoting.riil@karvy.com