

NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the members of Reliance Industrial Infrastructure Limited will be held on Wednesday, 28th August, 2019 at 11.00 a.m. at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, 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, 2019 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, 2019 and the report of the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:

(a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 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 of the Company for the financial year ended 31st March, 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 3.00 (Three Rupees) per equity share of ₹ 10/- (Ten Rupees) each fully paid-up of the Company, as recommended by the Board of Directors of the Company be and is hereby declared for the financial year ended 31st March, 2019 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2019.”

- To appoint Shri Dilip V. Dherai, who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Dilip V. Dherai (DIN: 00011789), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business

- To appoint Shri A. Siddharth as a Director, liable to retire by rotation and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri A. Siddharth (DIN : 00016278), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member of the Company proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Shailesh Dholakia

Company Secretary and Compliance Officer
Mumbai, 29th July, 2019

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 Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.

2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of 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 proxyholder shall prove his identity at the time of attending the Meeting.

3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue of the Meeting is Churchgate Railway Station.

4. 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.

5. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting 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 sent herewith in the e-voting communication. 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. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

6. In terms of the provisions of Section 152 of the Act, Shri Dilip V. Dherai, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Shri Dilip V. Dherai is interested in the Ordinary Business set out at Item No. 3 of the Notice with regard to his re-appointment. The relatives of Dilip V. Dherai, 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 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 3 of the Notice.

7. Details of Directors retiring by rotation / seeking appointment/ re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice.

8. 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.

9. 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.

10. 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 (i.e., 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.

11. The dividend on equity shares, if declared at the Meeting, will be credited/warrants thereof will be despatched within a week from the conclusion of the Meeting to those members whose names appear on the Company's Register of Members on the Record Date fixed for the purpose; 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.

12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 11th July, 2018 (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/unclaimed_transfersiepf.html

The said details have also been uploaded on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

13. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. 5th September, 2018. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://www.riil.in/transfer_suspense_accountiepf.html The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

Members may note that, shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned members/investors are advised to read Company's Shareholders' Referencer at http://www.riil.in/investor_services.html or visit the weblink of the IEPF Authority <http://iepf.gov.in/IEPF/refund.html> or contact Company's Share Transfer Agent, i.e., Karvy Fintech Private Limited ("Karvy"), for detailed procedure to lodge the claim with the IEPF Authority.

14. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company/Karvy has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.

15. Due dates for transfer to IEPF, of the unclaimed/unpaid dividends for the financial year 2011-12 and thereafter, are as under:

Financial year ended	Declaration Date	Due Date
March 31, 2012	July 5, 2012	August 11, 2019
March 31, 2013	June 28, 2013	August 4, 2020
March 31, 2014	July 02, 2014	August 08, 2021
March 31, 2015	September 09, 2015	October 16, 2022
March 31, 2016	June 23, 2016	July 30, 2023
March 31, 2017	July 28, 2017	September 3, 2024
March 31, 2018	July 11, 2018	August 17, 2025

16. Members holding shares in physical mode are:

- (a) required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy, if not registered with the Company, as mandated by the SEBI.
- (b) advised to register nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at the link: http://www.riil.in/investor_services_change_nomination.html
- (c) **requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.**

17. Members holding shares in electronic mode are:

- (a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- (b) advised to contact their respective DPs for registering nomination.
- (c) **requested to register/update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**

18. 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.

19. 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.

20. Shareholders' Referencer giving guidance on shares related matters is uploaded on the Company's website and can be accessed at the link: http://www.riil.in/investor_services.html

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. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("the Board") of the Company, appointed pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Shri A. Siddharth (DIN: 00016278) as an Additional Director (Non-executive) of the Company with effect from 1st April, 2019.

As per the provisions of Section 161(1) of the Act, Shri A. Siddharth shall hold office of Director up to the date of ensuing Annual General Meeting of the Company.

Shri A. Siddharth is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and has given his consent to act as a Director, if appointed.

Details of Shri A. Siddharth is provided in the "Annexure" to the Notice pursuant to the provisions of (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Shri A. Siddharth is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Shri A. Siddharth may be deemed to be interested in the 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 resolution.

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

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

By Order of the Board of Directors

Shailesh Dholakia

Company Secretary and Compliance Officer
Mumbai, 29th July, 2019

Registered Office:

NKM International House, 5th Floor,
178 Backbay Reclamation,
Behind LIC Yogakshema Building,
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ANNEXURE TO THE NOTICE DATED 29TH JULY, 2019

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE MEETING

Particulars	Shri Dilip V. Dherai	Shri A. Siddharth
Age	63 years	66 years
Qualifications	Chemical Engineer from the Institute of Chemical Technology, Mumbai (formerly UDCT).	Commerce and Law graduate from the Mumbai University and a fellow member of the Institute of Chartered Accountant of India.
Experience (including expertise in specific functional area) / Brief Resume	Shri Dilip V. Dherai has vast experience / expertise in activities related to implementation and commissioning of large projects in the fields of Hydrocarbon, Telecom etc. Please refer Company's website: www.riil.in for detailed profile.	Shri A. Siddharth was associated with Deloitte, Haskins & Sells for over 4 decades and served as Partner for 33 years. He has vast and varied experience in the field of Audit of domestic as well as multinational companies in sectors such as Manufacturing, Hospitality, Technology and Non-Banking Financial Services. Please refer Company's website: www.riil.in for detailed profile.
Terms and Conditions of appointment/ re- appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting Shri Dilip V. Dherai is proposed to be re-appointed as Director of the Company liable to retire by rotation.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Shri A. Siddharth is proposed to be appointed as a Director of the Company liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 106.23 lakh (for remuneration details, please refer the Corporate Governance Report)	N.A.
Remuneration proposed to be paid	As per the resolution at Item No. 6 passed by the shareholders at the Annual General Meeting held on July 11, 2018 read with explanatory statement thereto.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto.
Date of first appointment on the Board	1st July, 1994	1st April, 2019
Shareholding in the Company as on 31st March, 2019	900 equity shares	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 (2018-19)	4	N.A.
Directorship(s) of other Boards as on 31st March, 2019	Nil	Nil
Membership(s) / Chairmanship(s) of Committees of other Boards as on 31st March, 2019	Nil	Nil

By Order of the Board of Directors

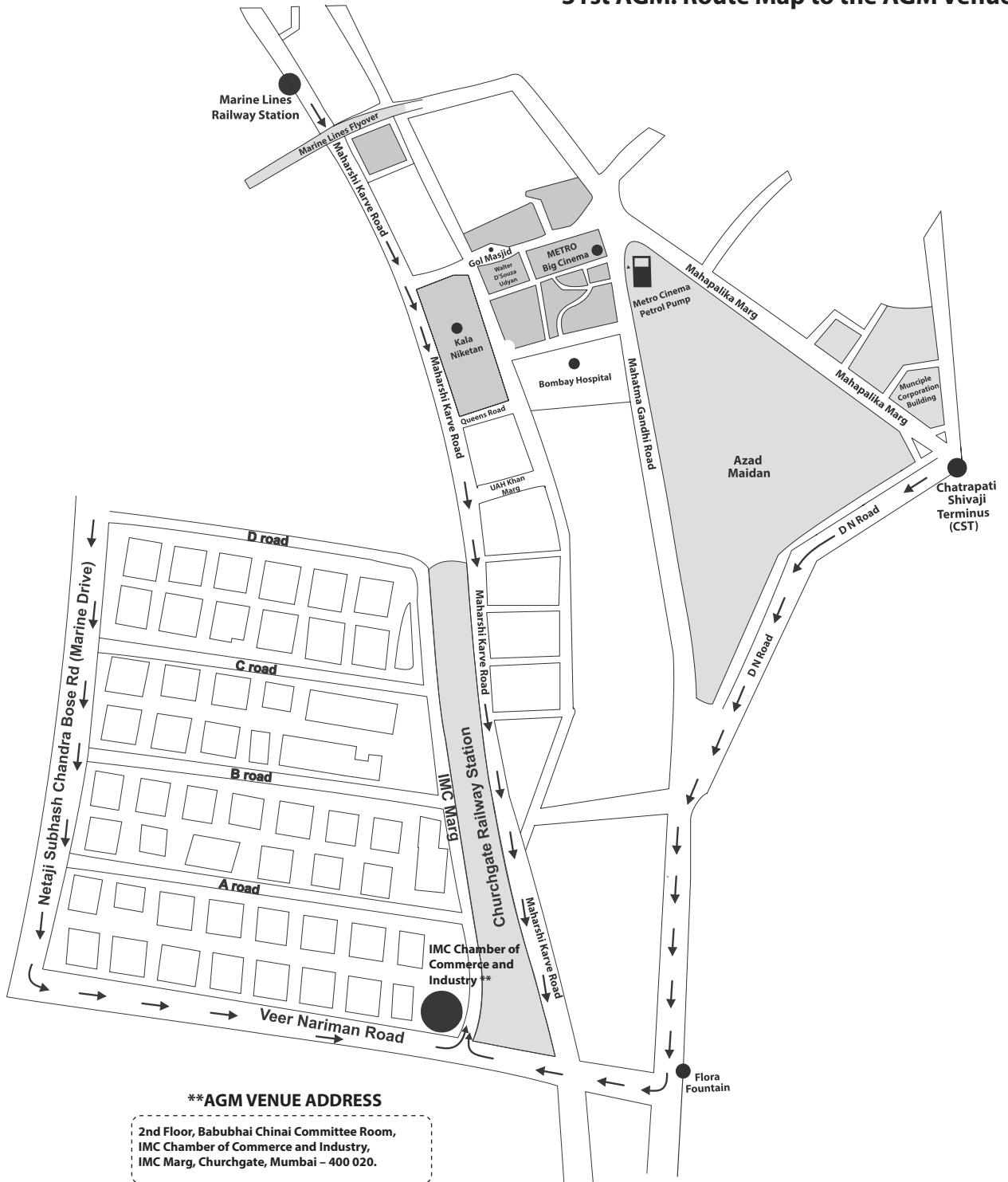
Shailesh Dholakia

Company Secretary and Compliance Officer
Mumbai, 29th July, 2019

Registered Office:

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31st AGM: Route Map to the AGM Venue





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 shareholders may obtain additional slip at the venue of the Meeting.

DP Id*	Folio No.
Client Id*	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **THIRTY-FIRST ANNUAL GENERAL MEETING** of the members of the Company held on **Wednesday, 28th August, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020.

* Applicable for investors holding shares in electronic form.

 Signature of Shareholder / 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 **THIRTY-FIRST ANNUAL GENERAL MEETING** of the members of the Company, to be held on **Wednesday, 28th August, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, 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 for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon		
(b) Audited Consolidated Financial Statement for the financial year ended 31st March, 2019 and the Report of Auditors thereon		
2. Declaration of dividend on equity shares		
3. Re-appointment of Shri Dilip V. Dherai, a Director retiring by rotation		
4. Appointment of Shri A. Siddharth, as a Director liable to retire by rotation		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2019

 Signature of shareholder

Affix a
 Revenue
 Stamp

 Signature of first proxy holder

 Signature of second proxy holder

 Signature of third proxy holder

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 facility offers online pre-registration of members for attending the Meeting and generates preprinted 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 24th August, 2019 to 5:00 p.m. (IST) on 27th August, 2019.

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

- a. Log on to <https://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 & "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, not less than forty-eight hours before the commencement of the Meeting.**
- 2) **A proxy need not be a member of the Company and shall prove his 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 shareholder.
- ** 4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave '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 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 attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized 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) Undated proxy form will not be considered valid.
- 10) 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.



Registered Office: : NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020 ● **CIN:** L60300MH1988PLC049019 ● **Website:** www.riil.in
● **e-mail:** investor_relations@riil.in ● **Phone:** +91 22 4477 9053 ● **Fax:** +91 22 4477 9052

29th July, 2019

Dear Member,

Sub: Voting through electronic means on resolutions proposed to be passed at the Thirty-first 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 ("Listing Regulations"), 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 Thirty-first Annual General Meeting of the members of the Company, scheduled to be held on **Wednesday, 28th August, 2019 at 11:00 a.m.** at 2nd Floor, Babubhai Chinai Committee Room, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020 ("**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**").

Further, the facility for voting through electronic voting system will also be made available at 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.

The Company has engaged the services of Karvy Fintech Private Limited ("**Karvy**") as the agency to provide e-voting facility.

Your 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. on Saturday, 24th August, 2019**
End of remote e-voting : **at 5:00 p.m. on Tuesday, 27th August, 2019**

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

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., Wednesday, 21st August, 2019.

The Board of Directors of the Company has appointed Shri Anil Lohia, a Practising Chartered Accountant, Partner, Dayal and Lohia, Chartered Accountants or failing him Shri Rinkit Uchat, a Practising Chartered Accountant, Partner, Dayal and Lohia, Chartered Accountants as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Please read the instructions and information relating to e-voting printed overleaf carefully before exercising the vote.

This communication forms an integral part of the Notice dated 29th July, 2019 convening the Meeting. The Annual Report 2018-19 of the Company *inter alia* comprising the said Notice and this communication are provided herewith and also made available on the website of the Company: www.riil.in.

Yours faithfully,
For Reliance Industrial Infrastructure Limited

Shailesh Dholakia
Company Secretary and Compliance Officer

Information and instructions relating to e-voting are as under:

1. **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 at the Meeting.**
2. A member can opt for only single mode of voting, i.e., through remote e-voting or voting at the Meeting (Insta Poll). 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".
3. **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, i.e., Wednesday, 21st August, 2019, 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 the Notice for information purpose only.**
4. 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 on 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.If the member is already registered with Karvy's e-voting platform, then he can use his existing User ID and password for casting the vote(s) through remote e-voting.
5. 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.
6. **Information and instructions for remote e-voting:**
 - I. **(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 (i.e., **User ID and password** as given in this 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 upon logging-in for the first time. 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 represent 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 to "ABSTAIN" and vote 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 (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: riil.scrutinizer@karvy.com with a copy marked to evoting@karvy.com. They are also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name_EVENT NO."
 - II. **(B) In case a member receives physical copy of the Notice by Post/Courier** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
 - (a) **User ID and password** as given in this communication.
 - (b) Please follow all steps from Sr. No. (a) to (m) as mentioned in (A) above, to cast your vote.
 - III. 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).
 - IV. 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.
 - V. 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.
 - VI. In case of any query pertaining to e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of Karvy's website for e-voting: <https://evoting.karvy.com> or contact Karvy as per the details given under sub-point no. VI below.
 - VII. Members are requested to note the following contact details for addressing e-voting grievances:
Shri S. P. Venugopal, General Manager
Karvy Fintech Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032
Phone No.: +91 40 6716 1700 Toll-free No.: 1800-3454-001 E-mail: evoting.riil@karvy.com
7. The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser'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.
8. **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, i.e., Wednesday, 28th August, 2019.**