

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of **RELIANCE INDUSTRIAL INFRASTRUCTURE LIMITED** will be held on Wednesday, 11th July, 2018 at 11.00 a.m. at 4th Floor, Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following businesses:

Ordinary Business

- To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2018 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, 2018 and the report of the Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:
 - “RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2018 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, 2018 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, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT a dividend at the rate of ₹ 3.50 (Three Rupees and Fifty paise) per equity share of ₹ 10/- (Ten Rupees) each fully paid-up of the Company, be and is hereby declared for the financial year ended 31st March, 2018 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, 2018.”
- To appoint Shri Mahesh K. Kamdar, who retires by rotation as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Mahesh K. Kamdar (DIN: 00013915), 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 re-appoint Shri Sandeep H. Junnarkar as an Independent Director of the Company and in this regard, 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 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) or re-enactment(s) thereof, for the time being in force), Shri Sandeep H. Junnarkar (DIN: 00003534), who was appointed and holds office as an Independent Director of

the Company up to 31st March, 2019 (‘first term’) and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective 1st April, 2019;

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

- To re-appoint Shri Chandra Raj Mehta as an Independent Director of the Company and in this regard, 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 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) or re-enactment(s) thereof, for the time being in force), Shri Chandra Raj Mehta (DIN: 00002011), who was appointed and holds office as an Independent Director of the Company up to 31st March, 2019 (‘first term’) and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company effective 1st April, 2019;

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

- To re-appoint Shri Dilip V. Dherai as a Whole-time Director, designated as Executive Director of the Company and approve remuneration payable to him and in this regard, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Dilip V. Dherai (DIN: 00011789) as a Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from 1st July, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Dilip V. Dherai, subject to the same being within the limits specified under Section 197 of the Act read with Section I of Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof;

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RESOLVED FURTHER THAT if in any financial year, during the currency of remaining tenure of the present term of Shri Dilip V. Dherai i.e. 1st April, 2018 to 30th June, 2019, and / or during the currency of tenure of his re-appointment commencing from 1st July, 2019, the Company has no profit or its profits are inadequate, the Company shall pay remuneration to him within the limits set out under Section II of Part II of Schedule V to the Act (Including any statutory modification(s) or re-enactment(s) thereof, for the time being in force);

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, things 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

11th June, 2018
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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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 holder of proxy 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. **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 Mahesh K. Kamdar, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.
7. Shri Mahesh K. Kamdar 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 Mahesh K. Kamdar, 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 Resolutions set out under Item Nos. 1 to 3 of the Notice.
8. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the Annual General Meeting held on 28th July, 2017.
9. 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.
10. 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. 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 and Statement 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.

12. (a) The Company has fixed Wednesday, 4th July, 2018 as the Record Date for determining the names of members eligible for dividend on equity shares of the Company.
- (b) 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 shall appear on the Company's Register of Members on the Record Date in respect of the shares held in physical mode and 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 the Record Date.
13. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (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 / Company's Share Transfer Agent i.e. Karvy Computershare Private Limited ("Karvy").
14. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, 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 dividend amounts lying with the Company as on 28th July, 2017 (date of previous Annual General Meeting) on the website of the Company and the same can be accessed through the link: http://www.rnil.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.
15. (a) 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 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more (base year 2009-10) as on the due date of transfer, i.e. 31st October, 2017. **Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://www.rnil.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.**
- (b) **Members may note that, shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. Concerned members/investors are advised to visit the web-link: <http://iepf.gov.in/IEPFA/refund.html> or contact Karvy for lodging claim for refund of shares and/or dividend from the IEPF Authority.**
16. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
17. **Members holding shares in physical mode:**
- (a) **are 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) **are advised to register the 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.rnil.in/investor_services_change_nomination.html.**
- (c) **are requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.**
18. **Members holding shares in electronic mode:**
- (a) **are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.**
- (b) **are advised to contact their respective DPs for registering the nomination.**
- (c) **are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
19. 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.
20. **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.
21. **Shareholders' Referencer giving guidance on shares related matters is put up on the Company's website and can be accessed at the link: http://www.rnil.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 Businesses mentioned in the Notice:

ITEM NO. 4 & 5

Shri Sandeep H. Junnarkar (DIN: 00003534) and Shri Chandra Raj Mehta (DIN: 00002011) were appointed as Independent Directors of the Company and they hold office as such up to 31st March, 2019 ('first term').

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta, as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company effective 1st April, 2019.

The Board of Directors, based on the reports of performance evaluation and as per the recommendation of the NRC, considers that, given their experience, knowledge and background and contributions made by them during their tenure, the continued association of Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company effective 1st April, 2019.

Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta 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 also received declarations from Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta, that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta, fulfill the conditions for their re-appointment as Independent Directors as specified in the Act and the Listing Regulations. Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta are independent of the management.

Details of Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta, are provided in the "Annexure" to the Statement. They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meeting(s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copies of the letter of appointment issued by the Company to Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta, as Independent Directors for their first term setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. The said terms and conditions of appointment are also available on the website of the Company at www.riil.in.

Save and except Shri Sandeep H. Junnarkar and Shri Chandra Raj Mehta and their 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 resolutions set out at Item No. 4 and 5 of the Notice.

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

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

The Board commends the Special Resolutions set out at Item No. 4 and 5 of the Notice for approval by the members.

ITEM NO. 6

The Board of Directors of the Company ("Board"), at its meeting held on 12th April, 2018 has, based on the report of performance evaluation and subject to the approval of members, re-appointed Shri Dilip V. Dherai (DIN: 00011789) as Whole-time Director, designated as Executive Director of the Company, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from 1st July, 2019, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee (NRC) of the Board and approved by the Board.

It is proposed to seek members' approval by passing a special resolution for the re-appointment of and remuneration payable to Shri Dilip V. Dherai, as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Shri Dilip V. Dherai, are as under:

- 1) Remuneration will include:
 - (i) **Salary and Allowances:** In the range of ₹ 6 lakh to ₹ 12 lakh per month. Allowances shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment(s) thereof; in the absence of any such rules, allowances shall be evaluated at actual cost.
 - (ii) **Perquisites:** In addition to salary and allowances, perquisites shall include insurance, leave travel concession for self and family including dependents and such other perquisites as per Company rules. The said perquisites shall be evaluated, wherever applicable, as per the provisions of the Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) thereto or re-enactment(s) thereof; in the absence of any such rules, the perquisites shall be evaluated at actual cost.
- 2) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these either singly or put together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the

rules of the Company and to the extent not taxable under the Income Tax law, shall not be included, in case of no profit or inadequate profit, for the purpose of computation of the overall ceiling of remuneration.

- 3) Any increment in salary, perquisites, and allowances and amounts, if any, by way of incentive / bonus payable to Shri Dilip V. Dherai, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to remuneration under 1 above provided that the total payment under (1) to (3) shall be within the overall ceiling of remuneration permissible under the Act.
- 4) Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging during business trips; use of corporate credit card and provision of any medical assistance; provision of car(s) and use thereof on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.
- 5) General:
 - i. During the currency of tenure of Shri Dilip V. Dherai (whether during the remaining tenure of his present term i.e. 1st April, 2018 to 30th June, 2019 and / or during the currency of his re-appointment commencing from 1st July, 2019), Shri Dilip V. Dherai shall be paid remuneration under (1) to (3) above, not exceeding 10% of net profits of the Company as per the provisions of Section 197 of the Companies Act, 2013.
 - ii. Where in any financial year, during the currency of tenure of Shri Dilip V. Dherai, the Company has no profits or its profits are inadequate, the Company shall pay to Shri Dilip V. Dherai, remuneration not exceeding the limit permissible under Section II of Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof, and in case of re-appointment, for a period of 3 (three) years based on effective capital calculated based on the audited financial statement as on 31st March, 2019.
 - iii. The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall supervision and authority of the Board of Directors of the Company.
 - iv. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
 - v. The Whole-time Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management Personnel.
 - vi. The office of the Whole-time Director may be terminated by the Company or by him by giving the other, 3 (three) months' prior notice in writing.
 - vii. The Whole-time Director shall not be entitled for fees for attending meetings of the Board of Directors or Committees.

Information required to be disclosed in this Statement in terms of provisions of Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I	General Information				
	Nature of Industry	Industrial Infrastructure			
	a) Date or expected date of commencement of commercial production	The Company is engaged in the business of providing infrastructural facilities and support services, namely, transportation of petroleum products and water through pipelines, operating construction machinery on hire and other support services for over two and half decades.			
	b) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
	c) Financial performance based on given indicators	Financial Performance for past 3 financial years is as under: (₹ in lakh)			
			2017-18	2016-17	2015-16
		Total Income	10,155	10,882	10,096
		Profit before Tax	1,513	2,025	2,094
		Net Profit	974	1,642	1,562
		Networth	29,340	29,002	27,996
d) Foreign investments or collaborations, if any	Nil				

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II	Information about the appointee												
	a) Background details	<p>Shri Dilip V. Dherai is a Chemical Engineer from the Institute of Chemical Technology, Mumbai (formerly UDCT) having graduated in the year 1979. He has vast experience / expertise in activities related to implementation and commissioning of large industrial projects in Hydrocarbon, Telecom fields.</p> <p>Shri Dilip V. Dherai is a Whole-time Director of the Company since 1st July, 1994. He was re-appointed from time to time in the same capacity for a period of 5 (five) years in each term. The present term of office of Shri Dilip V. Dherai as a Whole-time Director would expire on 30th June, 2019.</p>											
	b) Past remuneration	<table border="1"> <thead> <tr> <th data-bbox="669 592 823 622">Year</th> <th data-bbox="823 592 1404 622">Total Remuneration (₹ in lakh)</th> </tr> </thead> <tbody> <tr> <td data-bbox="669 622 823 652">2014-15</td> <td data-bbox="823 622 1404 652">59.03</td> </tr> <tr> <td data-bbox="669 652 823 681">2015-16</td> <td data-bbox="823 652 1404 681">75.91</td> </tr> <tr> <td data-bbox="669 681 823 711">2016-17</td> <td data-bbox="823 681 1404 711">86.15</td> </tr> <tr> <td data-bbox="669 711 823 741">2017-18</td> <td data-bbox="823 711 1404 741">82.26</td> </tr> </tbody> </table>	Year	Total Remuneration (₹ in lakh)	2014-15	59.03	2015-16	75.91	2016-17	86.15	2017-18	82.26	
Year	Total Remuneration (₹ in lakh)												
2014-15	59.03												
2015-16	75.91												
2016-17	86.15												
2017-18	82.26												
	c) Recognition or awards	None											
	d) Job profile and his suitability	<p>The Company is into business of providing infrastructural facilities and support services. The Whole-time Director has vast experience / expertise in activities related to implementation and commissioning of large industrial projects in Hydrocarbon, Telecom fields.</p> <p>The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and/or regulations as may from time to time be given and/or made by the Board and the functions of the Whole-time Director will be under the overall supervision and authority of the Board of Directors of the Company.</p> <p>Considering his education, background, knowledge, experience and expertise, his re-appointment will be in the interest of the Company.</p>											
	e) Remuneration proposed	<p>During the currency of tenure of Shri Dilip V. Dherai, he shall be paid remuneration as mentioned herein above, not exceeding 10% of net profits of the Company as per the provisions of Section 197 of the Companies Act, 2013 or any statutory modification (s) thereto or re-enactment(s) thereof.</p> <p>Where in any financial year during the currency of tenure of Shri Dilip V. Dherai, the Company has no profits or its profits are inadequate, the Company shall pay to him, remuneration not exceeding the limit permissible under Section II of Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment(s) thereof and in case of re-appointment, for a period of 3 (three) years based on effective capital calculated based on the audited financial statement as on 31st March, 2019.</p>											
	f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is commensurate with the remuneration paid to similar senior level personnel in other Companies.											
	g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Apart from receiving remuneration, the Whole-time Director has no pecuniary relationship directly or indirectly with the Company.											

III	Other Information	
	a) Reasons of loss or inadequate profits	The Company is engaged in the business of providing infrastructural facilities and support services for over two and half decades. The Company's major revenue and profit are generated from services provided to Reliance Industries Limited and its group companies. The revenue and profitability of the Company largely depends on quantum of services availed by Reliance Industries Limited and its group companies.
	b) Steps taken or proposed to be taken for improvement	All economical measures are being adopted to maintain profitability.
	c) Expected increase in productivity and profits in measurable terms	Continuous efforts are being made to expand marketing and economy in operations. As mentioned in (a) above, increase in productivity and profit are largely dependent on availment of infrastructure services by Reliance Industries Limited and its group companies.

Shri Dilip V. Dherai satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Dilip V. Dherai under Section 190 of the Act.

Details of Shri Dilip V. Dherai are provided in the "Annexure" to the Statement.

Save and except Shri Dilip V. Dherai and his 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. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board of Directors

Shailesh Dholakia

Company Secretary and Compliance Officer

Mumbai, 11th June, 2018

Registered Office:

NKM International House, 5th Floor,
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Behind LIC Yogakshema Building,
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CIN : L60300MH1988PLC049019
Website : www.riil.in
E-mail: investor_relations@riil.in
Tel.: +91 22 4477 9053
Fax: +91 22 4477 9052

NOTICE**ANNEXURE TO THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING RE-APPOINTMENT AT THE MEETING**

Particulars	Shri Mahesh K. Kamdar	Shri Sandeep H. Junnarkar
Age	66 years	66 years
Qualification	Graduate in Commerce from Mumbai University. Honorary Doctorate in Business Philosophy from Burkes University, United Kingdom.	Science graduate with a postgraduate degree in Law. He qualified as a Solicitor in the year 1977.
Experience (including expertise in specific functional area) / Brief Resume	Shri Mahesh K. Kamdar, has extensive experience and expertise in the fields of pipes, steel and other related products used in engineering, pharmaceutical, chemical and petrochemical industries. Please refer Company's website: www.riil.in for detailed profile.	Shri Sandeep H. Junnarkar, 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 foreign exchange management laws and securities regulations. Please refer Company's website: www.riil.in for detailed profile.
Terms and Conditions of re-appointment	As per the resolution at Item No. 3 of the Notice convening this Meeting.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
Remuneration last drawn (including sitting fees, if any)	Sitting Fees of ₹ 9 lakh paid for attending Board and Committee meetings during the financial year 2017-18.	Sitting Fees of ₹ 13.50 lakh paid for attending Board, Committee and Independent Directors' meetings during the financial year 2017-18.
Remuneration proposed to be paid	Sitting Fees to be paid for attending Board and Committee meetings.	Sitting Fees to be paid for attending Board, Committee and Independent Directors' meetings.
Date of first appointment on the Board	23rd July, 1990	27th April, 1991
Shareholding in the Company as on 31st March, 2018	463 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	4	5
Directorship(s) of other Boards as on 31st March, 2018	<ul style="list-style-type: none"> • East West Pipeline Limited (formerly Reliance Gas Transportation Infrastructure Limited) • The Indian Film Combine Private Limited • Westward Realty Private Limited 	<ul style="list-style-type: none"> • IL&FS Tamil Nadu Power Company Limited • Jai Corp Limited • Reliance Commercial Dealers Limited
Membership(s)/Chairmanship(s) of Committees of other Boards as on 31st March, 2018	<p>Nomination and Remuneration Committee- Member</p> <ul style="list-style-type: none"> • East West Pipeline Limited (formerly Reliance Gas Transportation Infrastructure Limited) <p>Corporate Social Responsibility Committee – Member</p> <ul style="list-style-type: none"> • East West Pipeline Limited (formerly Reliance Gas Transportation Infrastructure Limited) 	<p>Audit Committee – Chairman</p> <ul style="list-style-type: none"> • IL&FS Tamil Nadu Power Company Limited <p>Audit Committee – Member</p> <ul style="list-style-type: none"> • Reliance Commercial Dealers Limited • Jai Corp Limited <p>Nomination and Remuneration Committee – Member</p> <ul style="list-style-type: none"> • IL&FS Tamil Nadu Power Company Limited • Reliance Commercial Dealers Limited • Jai Corp Limited <p>Corporate Social Responsibility Committee – Member</p> <ul style="list-style-type: none"> • IL&FS Tamil Nadu Power Company Limited

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

Particulars	Shri Chandra Raj Mehta	Shri Dilip V. Dherai
Age	79 years	62 years
Qualification	Chartered Accountant and Company Secretary.	Chemical Engineer from the Institute of Chemical Technology, Mumbai (formerly UDCT).
Experience (including expertise in specific functional area) / Brief Resume	Shri Chandra Raj Mehta, 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. Please refer Company's website: www.riil.in for detailed profile.	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.
Terms and Conditions of re-appointment	As per the resolution at Item No. 5 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act thereto.
Remuneration last drawn (including sitting fees, if any)	Sitting Fees of ₹ 13.50 lakh paid for attending Board, Committee and Independent Directors' meetings during the financial year 2017-18.	₹ 82.26 lakh (For remuneration details, please refer Annexure VIII to the Boards' Report).
Remuneration proposed to be paid	Sitting Fees to be paid for attending Board, Committee and Independent Directors' meetings.	As per the resolution at Item No. 6 of the Notice convening this Meeting read with statement pursuant to Section 102(1) of the Act thereto.
Date of first appointment on the Board	29th August, 2006	1st July, 1994
Shareholding in the Company as on 31st March, 2018	Nil	900 equity shares
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	5	5
Directorship(s) of other Boards as on 31st March, 2018	Nil	Nil
Membership(s)/Chairmanship(s) of Committees of other Boards as on 31st March, 2018	Nil	Nil

By Order of the Board of Directors

Shailesh Dholakia

Company Secretary and Compliance Officer

Mumbai, 11th June, 2018

Registered Office:

NKM International House, 5th Floor,
178 Backbay Reclamation, Behind LIC Yogakshema Building,

Babubhai Chinai Road,
Mumbai - 400 020, India

CIN : L60300MH1988PLC049019

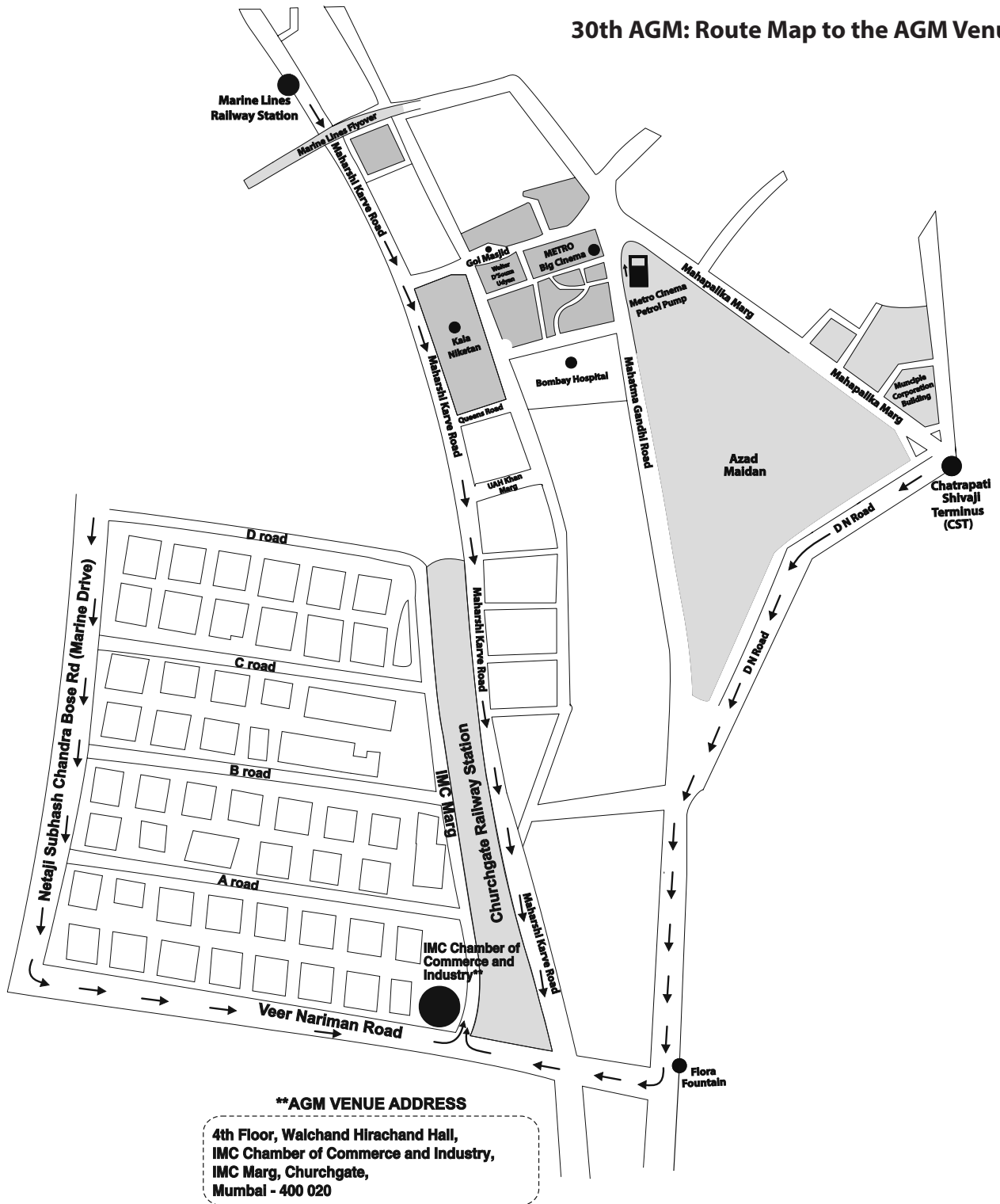
Website : www.riil.in

E-mail: investor_relations@riil.in

Tel.: +91 22 4477 9053

Fax: +91 22 4477 9052

30th 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 **THIRTIETH ANNUAL GENERAL MEETING** of the members of the Company held on **Wednesday, 11th July, 2018 at 11:00 a.m.** at 4th Floor, Walchand Hirachand Hall, 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 **Thirtieth Annual General Meeting** of the members of the Company, to be held on **Wednesday, 11th July, 2018 at 11:00 a.m.** at 4th Floor, Walchand Hirachand Hall, 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, 2018 and the Reports of the Board of Directors and Auditors thereon (b) Audited Consolidated Financial Statement for the financial year ended 31st March, 2018 and the Report of Auditors thereon		
2. Declaration of dividend on equity shares		
3. Re-appointment of Shri Mahesh K. Kamdar, a Director retiring by rotation		
4. Re-appointment Shri Sandeep H. Junnarkar, as an Independent Director		
5. Re-appointment of Shri Chandra Raj Mehta, as an Independent Director		
6. Re-appointment of Shri Dilip V. Dherai, as Whole-time Director designated as Executive Director and approve remuneration payable to him		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2018

Signature of shareholder

Affix a
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder



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

11th June, 2018

Dear Member,

Sub: Voting through electronic means on resolutions proposed to be passed at the Thirtieth 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 Thirtieth Annual General Meeting of the members of the Company, scheduled to be held on **Wednesday, 11th July, 2018 at 11:00 a.m. (IST)** at 4th Floor, Walchand Hirachand Hall, 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 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	No. of Shares held as on 8th June, 2018

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 Friday, 6th July, 2018**

End of remote e-voting : **at 5:00 p.m. (IST) on Tuesday, 10th July, 2018**

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, 4th July, 2018.

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.

This communication forms an integral part of the Notice dated 11th June, 2018 convening the Meeting. The Annual Report 2017-18 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.

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

Yours faithfully,
For Reliance Industrial Infrastructure Limited

Shailesh Dholakia
Company Secretary and Compliance Officer

Instructions and information 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, 4th July, 2018 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.) (IST).
 - 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.) (IST) 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.
 - II. 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).
 - III. **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.**
 - IV. **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.**
 - V. 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.
 - VI. **Members are requested to note the following contact details for addressing e-voting grievances:**

Shri S. P. Venugopal, General Manager
Karvy Computershare 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 (from 9:00 a.m. to 6:00 p.m.) (IST); 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 declared 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, 11th July, 2018.**