



Reliance Infrastructure Limited
Reliance Centre
Santacruz (E)
Mumbai 400 055
CIN: L75100MH1929PLC001530

Tel: +91 22 3303 1000
Fax: +91 22 3303 1664
www.rinfra.com

August 31, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
BSE Scrip Code: 500390

**National Stock Exchange of India
Limited**
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
NSE Scrip Symbol: RELINFRA

Dear Sir(s),

Sub: Notice of Annual General Meeting.

Further to our letter dated August 24, 2017, we submit a copy of the notice of the 88th Annual General Meeting scheduled to be held on September 26, 2017.

Yours faithfully
For **Reliance Infrastructure Limited**


Ramesh Shenoy
Company Secretary

Encl.: As above.

- c.c:
- a. National Securities Depository Limited, Mumbai;
 - b. Central Depository Services (India) Limited, Mumbai; and
 - c. Karvy Computershare Private Limited, Hyderabad.

Reliance Infrastructure Limited

Notice

Notice is hereby given that the 88th Annual General Meeting of the Members of **Reliance Infrastructure Limited** will be held on Tuesday, September 26, 2017 at 12.00 noon or soon after the conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the following business:

Ordinary Business:

- To consider and adopt:
 - the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon, and
 - the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Shri S Seth (DIN:00004631), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. To ratify the appointment of the Auditors in this regard, to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules there under, as amended from time to time, the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) who have been appointed as the Auditors to hold office from the conclusion of the 87th Annual General Meeting for a term of four consecutive years till the conclusion of the 91st Annual General Meeting, and who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act, as Statutory Auditors of the Company be and is hereby ratified."

5. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules there under, as amended from time to time, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act, as Statutory Auditors of the Company be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 93rd Annual General Meeting subject to ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting, until the 93rd Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

Special Business:

6. **Private placement of Non Convertible Debentures (NCDs)**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ('hereinafter referred to as the Act'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, to the extent they are applicable, and/or any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/ or any other statutory/ regulatory authority/ body and subject to the provisions of the Memorandum and Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers including the powers conferred by this Resolution), be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and/or in one or more series, Secured/ Unsecured/ Redeemable Non-Convertible Debentures (hereinafter referred to as the "NCDs") on private placement basis, provided that the aggregate amount of such NCDs shall be within the overall borrowing limits of the Company, as approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to determine in its absolute discretion the terms and quantum of the Issue(s) including the consideration and utilisation of proceeds, class of investors and to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

7. **Remuneration to Cost Auditors**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('hereinafter referred to as the Act') and the relevant Rules there under, as amended from time to time, M/s V J Talati & Company, Cost Accountants (Firm Registration Number R/000213), be appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending March 31, 2018, be paid a remuneration of ₹ 3.50 lakh (Rupees three lakh fifty thousand only) excluding service tax and out of pocket expenses, if any.

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

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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

Ramesh Shenoy
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN : L75100MH1929PLC001530
Website: www.rinfra.com
April 15, 2017

Notes :

1. 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 self and the proxy need not be a member of the Company. The instrument appointing the Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the Meeting. A Proxy form is sent herewith.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten per cent 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 proxy for any other shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a duly certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members/Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
6. 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.
7. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their folio numbers in the attendance slips for attending the Meeting to facilitate identification of membership at the Meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
9. a. The Company's Register of Members and Transfer Books will remain closed from Saturday, September 16, 2017 to Tuesday, September 26, 2017 (both days inclusive) for the purpose of Annual General Meeting and for determining the names of members eligible for dividend, if declared, on equity shares for the year ended March 31, 2017.
- b. The dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, will be paid after the Meeting to:
 - i. all those equity shareholders, whose names appear in the Register of Members as on September 15, 2017, and
 - ii. those whose names appear as beneficial owners as on September 15, 2017, as furnished by the National Securities Depository Limited and Central Depository Services (India) Limited for the purpose.
- c. Members may please note that the dividend warrants shall be payable at par at the designated branches of the Bank for an initial period of three months only. Thereafter, the dividend warrants on revalidation shall be payable only at limited centres/branches of the said Bank. Members are therefore, requested to encash dividend warrants within the initial validity period.
10. Members may please note that for shares in electronic form, bank particulars registered against their depository accounts will be used by the Company for payment of dividend. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
11. Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company/Registrar and Transfer Agent, Karvy Computershare Private Limited.
12. Non-Resident Indian members are requested to inform Karvy Computershare Private Limited immediately on:
 - a. the change in the residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
13. Re-appointment of Director:
At the ensuing Annual General Meeting, Shri S Seth, Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The details pertaining to Shri S Seth pursuant to the requirements of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (the Listing Regulations) are furnished in the Corporate Governance Report forming part of this Annual Report.
14. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
15. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Relations' section on the Company's website www.rinfra.com to aid the Company in its constant endeavour to enhance the standards of service to investors.
16. The Statement containing the salient features of the balance sheet, the statement of profit and loss and auditors' report on the abridged financial statement, is sent to the members, along with the Abridged Consolidated Financial Statements. Any member interested in obtaining a copy of the full Annual Report, may write to the Registrar and Transfer Agent of the Company.



Reliance Infrastructure Limited

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17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agent.
18. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH13 duly filled in to Karvy Computershare Private Limited.
The prescribed form in this regard may also be obtained from Karvy Computershare Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.
19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
20. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses so that they can receive the Annual Report and other communication from the Company electronically.
21. In compliance with the provisions of Section 108 of the Act, read with rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all members of the Company through Notice dated April 15, 2017 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cut off date i.e. Tuesday, September 19, 2017 only shall be entitled to avail the facility of remote e-voting/voting. Karvy Computershare Private Limited, Registrar and Transfer Agents will be facilitating remote e-voting to enable the members to cast their votes electronically. The members can cast their vote online from 10.00 A.M. on September 22, 2017 to 5.00 P.M. on September 25, 2017. Members may refer to the detailed procedure on remote e-voting given in the e-voting instruction slip.
22. The facility for voting shall also be available at the meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again at the meeting.
23. The Board of Directors have appointed Shri Anil Lohia or in his absence Shri Rinkit Kiran Uchat, Partners, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizers to scrutinize the voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman/Vice Chairman/Director after completion of the scrutiny and the results of voting will be announced after the meeting of the Company.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.rinfra.com and also posted on the website of the Registrar and Transfer Agent, Karvy Computershare Private Limited at www.karvy.com

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying notice dated April 15, 2017.

Item No. 6: Private placement of Non Convertible Debentures (NCDs)

As per the provisions of Section 42 of the Companies Act, 2013 ("the Act") read with the Rules made there under, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for NCDs to be issued during the year.

NCDs including subordinated debentures, bonds, and/or other debt securities, etc., issued on a private placement basis constitute a significant source of borrowings for the Company.

It is proposed to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc., on private placement basis, in one or more tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act and its Rules thereunder as set out in Item No. 6 appended to this notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Item No. 7: Payment of Remuneration to the Cost Auditors for the financial year ending March 31, 2018

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. R/000213), as the Cost Auditors for audit of the cost accounting records of the Company for the financial year ending March 31, 2018, at a remuneration of ₹ 3.50 lakh (Rupees three lakh fifty thousand only) excluding service tax and out-of-pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested financially or otherwise in this resolution set out at Item no. 7 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors

Ramesh Shenoy
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN : L75100MH1929PLC001530
Website: www.rinfra.com
April 15, 2017



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Infrastructure

Reliance Infrastructure Limited
CIN : L75100MH1929PLC001530
Registered Office : H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
Phone : +91 22 3303 1000 Fax : +91 22 3303 3664
E-mail : rinfra.investor@relianceada.com
Website : www.rinfra.com

Despatch Ref. No.:

Reference No.

1 Name and registered address :
of the sole / first named
Member (IN BLOCK LETTERS)

2 Name(s) of the joint :
Member(s), if any,
(IN BLOCK LETTERS)

3 Registered Folio Number / :
DP ID No. / Client ID No. *

4 Number of Share(s) held :

(*Applicable to investors holding share(s) in dematerialized form)

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reliance Infrastructure Limited ("RInfra" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the items of business to be transacted at the 88th Annual General Meeting scheduled to be held on Tuesday, September 26, 2017 at 12.00 noon or soon after conclusion of the Annual General Meeting of Reliance Capital Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

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

EVEN (E-Voting Event Number)	User ID	Password/PIN

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

Commencement of remote e-voting : From 10.00 A.M. on Friday, September 22, 2017
End of remote e-voting : Up to 5.00 P.M. on Monday, September 25, 2017

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for 88th Annual General Meeting is September 19, 2017.**

Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated April 15, 2017 for the 88th Annual General Meeting scheduled to be held on September 26, 2017 which is being mailed to you with this communication.

The Notice for the 88th Annual General Meeting and this communication are also available on the website of the Company at www.rinfra.com

Mumbai
April 15, 2017

For Reliance Infrastructure Limited

Ramesh Shenoy
Company Secretary

Yours faithfully,
For Reliance Infrastructure Limited

Ramesh Shenoy
Company Secretary

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

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No./DP ID - Client ID will be your User- ID.

User - ID	For Members holding shares in Demat Form:-
	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	For CDSL :- 16 digits beneficiary ID
	For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via email forwarded through the electronic notice
Captcha	Please enter the Verification code i.e., the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote online from September 22, 2017 at 10.00 A.M. to September 25, 2017 till 5.00 P.M.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Karvy e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt you to select the 'Event' i.e., 'Company Name'.
 - viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login id and password are to be used.
 - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
 3. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date, being Tuesday, September 19, 2017.
 4. The facility for voting shall also be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.
 5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website https://evoting.karvy.com or contact our toll free No. 1800 4250 999.

