

**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies
(Management and Administration) Rules, 2014**

Notice is hereby given to the Members of **Reliance Infrastructure Limited** (the "Company"), for seeking consent of Members of the Company for transacting the special business by passing the following resolution through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for time being in force):

To approve Sale and / or Disposal of the business by sale of shares of subsidiary company

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT further to the special resolution passed through the postal ballot on October 22, 2016 and in terms of the provisions of Section 180(1)(a), and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any amendments, statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the "Act"), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable rules, regulations, guidelines and other provisions of law and the provisions of the Memorandum and Articles of Association of the Company and subject to Scheme of Arrangement between the Company and Reliance Electric Generation and Supply Limited ("REGSL"), their respective shareholders and creditors (the "Scheme") becoming effective and subject to such other approvals, consents, permissions and sanctions from the concerned authorities/bodies including Lenders and other persons holding encumbrance/charge, and subject to such terms and conditions, as may be prescribed by regulatory/statutory/government/semi-government/local authority, bankers, financial institutions, corporate lenders and in accordance with the applicable regulations and / or guidelines issued by any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as 'Appropriate Authority') and subject to such terms, conditions, alterations, corrections, changes, variations, conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions (hereinafter referred to as "Requisite Approvals"), which may be agreed to by 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 from time to time to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board for sell, transfer, assign, deliver or otherwise dispose off, from time to time, in one or more tranches, either partly or wholly, the Company's shareholding in its wholly owned subsidiary, REGSL for such consideration(s) whether in cash or otherwise and on such terms and conditions and in such manner as the Board may in its absolute discretion decide or as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto, and to settle, approve, ratify and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalising and executing any agreements, writings, papers, memoranda, deed(s) of assignment/conveyance, undertaking and/ or such other document(s) as may be necessary or expedient in their own discretion,

and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary and to do all necessary and incidental acts to give effect to this resolution."

Registered Office:

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400710
CIN: L75100MH1929PLC001530
Website: www.rinfra.com

By Order of the Board of Directors
For Reliance Infrastructure Limited

Aashay Khandwala
Company Secretary
FCS No:2782

Place : Navi Mumbai
Date : January 25, 2018

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning above item of business to be transacted is annexed hereto.
2. This Postal Ballot Notice is being sent to all the Members, whose names appear on the register of members / list of beneficial owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, January 19, 2018. A person who is not a Member as on Friday, January 19, 2018, i.e., the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. The Board of Directors have appointed Shri Anil Lohia, Partner or in his absence Shri Rinkit Kiran Uchat, Partner, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting Postal Ballot voting process (including e-voting) in a fair and transparent manner.
4. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with 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, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolution electronically. **Kindly note that Members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-voting. If you are opting for e-voting, then do not vote by physical postal ballot and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.** Karvy Computershare Private Limited ('Karvy'), the Registrar and Transfer Agents to the Company will be facilitating e-voting to enable the Members to cast their votes electronically through their e-voting platform.
5. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. The Postal Ballot Form duly completed with the assent (FOR) or dissent (AGAINST) and signed by the member(s) should be returned in the enclosed self addressed postage prepaid reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on Wednesday, February 28, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.

The Scrutinizer will submit his report to the Chairman of the Board or to a Director or any Authorised person of the Company after completion of the scrutiny on or before Thursday, March 1, 2018 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Thursday, March 1, 2018 at the Registered Office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710 by placing it along with the Scrutinizer's report on the notice board at the Registered Office and Corporate Office of the Company. The results will also be made available on the Company's website, www.rinfra.com and on the website of Karvy, www.karvy.com and shall be communicated to the stock exchanges.

6. The resolution, if approved, shall be deemed to have been passed on the last date of receipt of duly completed postal ballot forms or e voting. i.e Wednesday, February 28, 2018.
7. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all Members whose email IDs are registered with the Company/Depository Participant(s). For Members who request for physical copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on Friday, January 19, 2018. Members can vote for their entire voting rights as per their discretion.
9. Member(s) can cast their vote electronically from 10.00 A.M. on Tuesday, January 30, 2018 to 5.00 P.M. on Wednesday, February 28, 2018. The e-voting module shall be disabled by Karvy for voting thereafter.
10. Corporate / Institutional Members (i.e. Members other than individuals, HUF, NRI, etc.) opting for physical ballot are also required to send a certified true copy of the board resolution / power of attorney / authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
11. 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 Wednesday, February 28, 2018.
12. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

Statement pursuant to Section 102 of the Companies Act 2013 to the accompanying Notice dated January 25, 2018:

To approve Sale and / or Disposal of the business by sale of shares of subsidiary company

The Company had made an application to the Hon'ble High Court of Bombay for approving the Scheme of Arrangement for transfer and vesting *inter alia* of the integrated business of generation, transmission and distribution of power in the city of Mumbai ("Mumbai Power Division") as agreed by the Board of Directors of the Company and of Reliance Electric Generation and Supply Limited ("REGSL") to its wholly owned subsidiary REGSL (the "Scheme"). The Hon'ble High Court of Bombay vide its orders dated January 19, 2017, January 31, 2017, November 20, 2017 and November 28, 2017 had approved the Scheme, subject to the approval of the lenders towards loans from financial institutions and banks and of regulatory authorities. Steps have been taken to obtain the requisite approvals and the Scheme will be made effective on receipt of the above approvals.

On the Scheme becoming effective, the Mumbai Power Division would be transferred to REGSL.

The Company as part of the long term strategic plan to focus on asset light model and reduction of debt, decided to monetise the Mumbai Power Division.

After evaluating various offers, the Company decided to proceed with the offer made by Adani Transmission Limited ("ATL"). The Company has entered into Definitive Binding Agreement with ATL for 100 per cent sale of its shareholding in REGSL which will comprise of the Mumbai Power Business pursuant to the Scheme. The total deal value is approximately ₹ 13,251 crore.

In terms of Section 180(1)(a) of the Companies Act, 2013 (the "Act"), approval of the Members is required by way of a special resolution to sell, lease, assign, dispose of or otherwise transfer of the whole or substantially the whole of any undertaking.

The Company had vide postal ballot on October 22, 2016 obtained approval of the shareholders pursuant to Section 180(1)(a) of the Companies Act, 2013 to sell, lease, assign, dispose of or otherwise transfer of the whole or substantially the whole of any undertaking of the Company.

The special resolution set out above further enables the Board of Directors of the Company to sell, convey, transfer its shareholding in REGSL.

Further, in terms of Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50 per cent or cease the exercise of control over the subsidiary without passing a special resolution in its general meeting. Further, Regulation 24(6) of the SEBI Listing Regulations, provides that no company shall sell, dispose of assets amounting to more than 20 per cent of the assets of the material subsidiary on an aggregate basis during a financial year without passing a special resolution in its general meeting. The approval of the shareholders sought shall also be considered as compliance under Regulation 24(5) and 24(6) of the SEBI Listing Regulations.

The Board accordingly recommends the Special Resolution set out above of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the said resolutions, except to the extent of their equity shareholdings, if any, in the Company.

Registered Office:

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400710
CIN: L75100MH1929PLC001530
Website: www.rinfra.com

By Order of the Board of Directors
For Reliance Infrastructure Limited

Aashay Khandwala
Company Secretary
FCS No:2782

Place : Navi Mumbai
Date : January 25, 2018

RELIANCE**Infrastructure****Reliance Infrastructure Limited**

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

POSTAL BALLOT FORM

Despatch No:

Postal Ballot 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 Shares held :

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

I/We, hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated January 25, 2018, of Reliance Infrastructure Limited (the "Company") by sending my / our assent (FOR) or dissent (AGAINST) to the said Resolution by placing the tick mark (✓) at the appropriate column below:

Description of Business Item	No. of Equity Share(s) Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolution			
To approve Sale and / or disposal of the business by sale of shares of subsidiary company			

Place :

Date :

 (Signature of Member)

VOTING THROUGH ELECTRONIC MEANS

EVEN (E-Voting Event Number)	User ID	Password

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A Member desirous of exercising her / his / their vote by Postal Ballot may complete this Postal Ballot Form and send the Form duly completed and signed, in the enclosed self-addressed Prepaid Business Reply Envelope address to the **Scrutinizer** by post.
Shri Anil Lohia / Shri Rinkit Kiran Uchat, Scrutinizer for Postal Ballot, Reliance Infrastructure Limited, C/o. Karvy Computershare Private Limited, Karvy Selenium Tower - B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in her/his absence, by the next named Member.
4. Postal Ballot Forms with following deficiencies will be rejected:
 - a. A form other than this form issued by the Company has been used;
 - b. It has not been signed by or on behalf of the Member;
 - c. Signature on the Postal Ballot Form does not match the specimen signatures with the Company;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
 - g. The envelope containing the Postal Ballot Form is received after the last date prescribed;
 - h. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising her/his vote.
5. The Scrutinizer's decision on the validity of the postal ballot/ e-voting will be final.
6. The postal ballot/ e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Wednesday, February 28, 2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman of the Board or any person authorised by him after completion of the scrutiny on or before Thursday, March 1, 2018 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before Thursday, March 1, 2018 at the Registered Office and Corporate Office of the Company by placing it along with the Scrutinizer's report on its notice board, Company's website www.rinfra.com and on the website of the agency (Karvy), www.karvy.com and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.
8. In case of Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / Karvy Computershare Private Limited).
9. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 19, 2018 will be considered for the purpose of voting. A person who is not a Member as on Friday, January 19, 2018 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, January 19, 2018.
11. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. In case of non-receipt of the Postal Ballot Form / request for a duplicate Postal Ballot Form or for any query related thereto, the Members may contact the Karvy Computershare Private Limited, Karvy Selenium Tower - B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032 or on Tel.: +91 40 6716 1500, Fax +91 40 6716 1791, Toll Free No. 1800 4250 999 / E-mail: evoting@karvy.com.
14. The Members can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by physical form shall be treated as invalid.
15. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Shri Praveen Chaturvedi, Karvy Computershare Private Limited, Karvy Selenium Tower - B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032; Tel.: +91 40 6716 1500, E-mail: rinfra@karvy.com. Members may also write to rinfra.investor@relianceada.com.
16. Members can cast their vote online from Tuesday, January 30, 2018 from 10:00 A.M. to Wednesday, February 28, 2018 to 5:00 P.M. The e-voting module shall be disabled by 'Karvy' for voting thereafter.
17. **Voting through electronic mode**

The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The procedure and instructions for the same are as follows:

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

User - ID	For Members holding shares in Demat Form:- Event number followed by 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 number followed by Folio No. registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via e-mail sent along with the Notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons

- iii) Please contact Karvy's toll free no. **1800 4250 999** for any further clarifications.
- 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 for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through **Karvy e-Voting platform**. System will prompt you to change your password and update any contact details like mobile # number, e-mail 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 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 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 the Member does not wish to cast, 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) 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 the Scrutinizer through e-mail at scrutinizeragt@gmail.com with copy marked to evoting@karvy.com. The file scanned image of the Board resolution / Authority letter should be in the naming format "Corporate Name Event no."