

**RELIANCE**

Infrastructure.

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 87th Annual General Meeting (AGM) of the Members of Reliance Infrastructure Limited (the "Company") is scheduled to be held on Tuesday, September 27, 2016 at 2.00 P.M. or soon after the conclusion of the AGM of Reliance Communications Limited convened on the same date, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the items of business set out in the notice.

The abridged Annual Report containing, *inter alia*, the notice convening the AGM setting out the business to be transacted thereat, abridged Balance Sheet as at March 31, 2016, abridged Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date, the Independent Auditors' Report thereon and the report of the Board of Directors along with Consolidated Financial Statement and remote e-voting form is being despatched to the Members of the Company.

The items of business set out in the Notice of AGM may be transacted through remote e-voting as well as by voting at the venue of the Meeting. The Annual Report and remote e-voting forms are also being sent electronically to those members, who have registered their e-mail addresses. Members who have not registered their e-mail addresses so far are requested to do so, in respect of their electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with Karvy Computershare Private Limited ("Karvy"), Registrar and Transfer Agent of the Company.

A member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on poll instead of herself / himself and the Proxy need not be a member of the Company. The instrument appointing Proxy to be valid should, however, be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote e-voting facility to its members. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on September 20, 2016 (Cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the venue of the AGM.

Any person, who becomes a member of the Company after the date of despatch of the Annual Report and holds shares as on the Cut-off date can send a requisition quoting his/her Regd. Folio No. / DP Id. / Client Id. to the Registrar and Transfer Agent - Karvy Computershare Private Limited, for obtaining copy of the Notice, Annual Report and e-voting form.

The remote e-voting shall commence on September 24, 2016 (10:00 A.M. IST) and end on September 26, 2016 (5:00 P.M. IST), after which remote e-voting shall not be allowed. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution/s is/are cast by the Member through remote e-voting, she / he shall not be allowed to change it subsequently. Remote e-voting is optional. Details of the manner of casting of votes are available in the Notice of the AGM displayed on the website of the Company viz. [www.rinfra.com](http://www.rinfra.com) and on the website of the remote e-voting agency viz. <https://evoting.karvy.com>.

Facility for voting shall also be made available to those members who attend the AGM and who have not already cast their vote by remote e-voting. A member may participate at the AGM even after exercising her / his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

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 the scrutineer to scrutinize the voting process.

The result of the voting will be declared and communicated to BSE Limited and National Stock Exchange of India Limited within forty eight hours from the conclusion of the AGM and the same along with the Scrutinizers' Report will be uploaded on the website of the Company ([www.rinfra.com](http://www.rinfra.com)) and website of the Karvy ([www.karvy.com](http://www.karvy.com)).

The abridged and full annual report containing, *inter alia*, the full sets of financial statements and reports are also available on request in writing by any person, who is otherwise entitled to receive such documents under Section 136 of the Act. For this purpose, the member may write to the Company at its Registered Office address or Registrar and Transfer Agent - Karvy Computershare Private Limited (Unit: Reliance Infrastructure Limited), Karvy Selenium, Tower - B, Plot No. 31 & 32, Survey No. 116/22, 116/24, 116/25, Financial District, Nanakramguda, Hyderabad 500 032. The full annual report may also be accessed from the Company's website : [www.rinfra.com](http://www.rinfra.com).

Notice is also hereby given that pursuant to Section 91 of the Act, Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books for equity shares of the Company shall be closed from Saturday, September 17, 2016 to Tuesday, September 27, 2016 (both days inclusive) for the purpose of AGM and to determine the entitlement, if any, for payment of dividend for financial year ended March 31, 2016, if any declared at the AGM.

Queries / grievances with regard to remote e-voting may be addressed to the Company Secretary at the Registered Office address of the Company or through e-mail at: [rinfra.investor@relianceada.com](mailto:rinfra.investor@relianceada.com).

Place : Mumbai

Date : August 30, 2016

For Reliance Infrastructure Limited

Ramesh Shenoy  
Company Secretary

Reliance Infrastructure Limited

CIN: L99999MH1929FLC001530

Registered Office: H Block, 1st Floor

Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710

Tel: +91 22 3303 1000, Fax: +91 22 3303 8864

Website: [www.rinfra.com](http://www.rinfra.com)E-mail: [rinfra.investor@relianceada.com](mailto:rinfra.investor@relianceada.com)