

# RELIANCE

## Infrastructure

### Reliance Infrastructure Limited

CIN: L75100MH1929PLC001530

Registered Office : Reliance Centre, Ground Floor

19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001

Tel.: +91 22 4303 1000, Fax: +91 22 4303 4662

Email: rinfra.investor@relianceada.com

Website: www.rinfra.com

### Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 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 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, Regulation 44 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 time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

#### 1. Appointment of Ms. Chhaya Virani as an Independent Director:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in

force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Chhaya Virani (DIN: 06953556), who was appointed as an Additional Director by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing her candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from September 30, 2022.

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

By Order of the Board  
For Reliance Infrastructure Limited

Paresh Rathod  
Company Secretary

Date: November 29, 2022

Place: Mumbai

#### Registered Office:

Reliance Centre, Ground Floor,

19, Walchand Hirachand Marg,

Ballard Estate Mumbai 400001

CIN : L75100MH1929PLC001530

Website: www.rinfra.com

## Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning above item of business to be transacted is annexed hereto. Details of Director whose appointment is proposed pursuant to Regulation 36(3) of Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" and Secretarial Standard on General Meetings (SS-2) is also appended hereto as Annexure.
2. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL') on November 25, 2022.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 25, 2022, will be considered for the purpose of voting. A person who is not a Member as on November 25, 2022, i.e. the 'Cut-off date' for reckoning voting rights should treat this Notice for information purpose only.
4. Members may note that the Postal Ballot Notice will be available on the Company's website [www.rinfra.com](http://www.rinfra.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of KFIN Technologies Limited ('KFIN') at [www.kfintech.com](http://www.kfintech.com), the e-Voting Service Provider (ESP).
5. The Board of Directors have appointed Shri Anil Lohia, or in his absence Shri Khushit Jain, Partners, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
6. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link <https://www.rinfra.com/web/rinfra/postal-ballot> and send the duly completed and signed Postal Ballot Form to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Infrastructure Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Telangana 500 032, so as to reach on or before 5.00 P.M. on December 29, 2022.
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically through the e-Voting services provided by KFIN, on the resolution set forth in this Notice.
8. Members may vote on the postal ballot from November 30, 2022 to December 29, 2022. In terms of the requirements of SEBI Circular, the e-voting period begins at 10.00 A.M. (IST) on Wednesday, November 30, 2022 and ends at 5.00 P.M. (IST) on Thursday, December 29, 2022. Thereafter, the e-voting module shall be disabled by KFIN.
9. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
10. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
11. Kindly note that the 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 again 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.
12. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the Assent (FOR) or Dissent (AGAINST) and signed should be sent directly to the Scrutiniser as per the address mentioned in the Postal Ballot Notice, so as to reach the Scrutiniser not later than 5.00 P.M. on Thursday, December 29, 2022 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutiniser will submit his report to the Chairperson of the Board Meeting approving the postal ballot notice or to any person authorized by the Chairperson of such Board Meeting after completion of the scrutiny and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Saturday,

December 31, 2022 at the Registered Office of the Company at Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001, by placing it along with the Scrutiniser's report on its notice board, Company's website, www.rinfra.com and on the website of the agency KFIN at www.kfintech.com and shall also be communicated to the Stock Exchanges.

13. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-voting.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on November 25, 2022. Members can vote for their entire voting rights as per their discretion.
15. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) opting for physical postal ballot are also required to send 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.
16. 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. upto December 29, 2022.

**17. Members whose email address is not registered can register the same in the following manner:**

- a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at <https://www.rinfra.com/web/rinfra/shareholder-registration> by providing the requisite details of their holdings and documents for registering their e-mail address; and
- b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ('DPs') for receiving all communications from the Company electronically.

**18. 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:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFIN e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
<b>Individual Shareholders holding Securities in demat mode with NSDL</b>	<b>1. User already registered for IDeAS facility:</b>
	I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>
	II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
	IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	<b>2. User not registered for IDeAS e-Services</b>
	I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>
	II. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
	III. Proceed with completing the required fields.
	IV. Follow steps given in points 1
	<b>3. Alternatively by directly accessing the e-Voting website of NSDL</b>
	I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>
II. Click on the icon "Login" which is available under 'Shareholder/Member' section.	

Type of shareholders	Login Method
<b>Individual Shareholders holding Securities in demat mode with CDSL</b>	III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFIN.
	V. On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.
	<b>1. Existing user who have opted for Easi / Easiest</b>
	I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>
	II. Click on New System Myeasi
	III. Login with your registered user id and password.
	IV The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal.
	V Click on e-Voting service provider name to cast your vote.
	<b>2. User not registered for Easi/Easiest</b>
I Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>	
II Proceed with completing the required fields.	
IV Follow the steps given in point 1	
<b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b>	
I Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>	
II Provide your demat Account Number and PAN No.	
III System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.	
IV After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e- Voting is in progress.	
<b>Individual Shareholder Login through their demat accounts / Website of Depository Participant</b>	I You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
	II Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III Click on options available against company name or e-Voting service provider – KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## Details on Step 2 are mentioned below:

### Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN) , USER ID and password.

They will have to follow the following process:

1. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.
3. After entering these details appropriately, click on "LOGIN".
4. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The 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 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.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
7. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

8. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
9. 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.
10. You may then cast your vote by selecting an appropriate option and click on "Submit".
11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
12. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [scrutinizeragl@gmail.com](mailto:scrutinizeragl@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- iii. Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions.

**Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:**

**Item No. 1: Appointment of Ms. Chhaya Virani as an Independent Director**

Pursuant to the provisions of Section 149, 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Chhaya Virani (DIN: 06953556) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years effective from September 30, 2022. Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India ('SEBI')(Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Ms. Chhaya Virani as Independent Director is subject to approval of the members of the Company to be obtained within three months of appointment by the Board.

The Company has received a declaration from Ms. Chhaya Virani confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board and based on the declaration of independence submitted by her, Ms. Chhaya Virani fulfills the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director and that she is independent of the management.

As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Ms. Chhaya Virani for the office of Director of the

**Annexure to Item No. 1 of the Notice**

Details of Director whose appointment is proposed required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	Ms. Chhaya Virani (DIN: 06953556)
Age	68 years
Date of first appointment on Board	September 30, 2022
Brief resume including qualification, experience and Expertise in specific functional areas	Ms. Chhaya Virani graduated from Mumbai University with a bachelors' degree in Arts. She also acquired a bachelors' degree in legislative laws from the Government Law College in 1976. She is a partner in M/s. ALMT Legal Advocates and Solicitors.
Other Directorships	Reliance Power Limited Reliance Home Finance Limited Rosa Power Supply Company Limited Sasan Power Limited Reliance Capital Pension Fund Limited Reliance General Insurance Company Limited

Company. Ms. Chhaya Virani is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Nomination and Remuneration Committee while recommending her appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Accordingly, the Board of Directors are of the view that Ms. Chhaya Virani possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint her as an Independent Director on the Board of the Company.

Keeping in view the above and in terms of Listing Regulations, consent of the Members for appointment of Ms. Chhaya Virani as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 1 of the accompanying Notice.

Ms. Chhaya Virani is interested in the resolution set out in Item No. 1 of the notice with regard to her appointment.

The relatives of Ms. Chhaya Virani may be deemed to be interested in the resolution set out in Item No. 1 of the notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for the approval of the members.

Chairmanship/Membership of Committees in Companies in which position of Director is held	<p><b>Reliance Power Limited</b>  Audit Committee – Member  Stakeholders Relationship Committee- Member  Risk Management Committee – Chairperson  Nomination and Remuneration Committee –Member  Corporate Social Responsibility (CSR) Committee- Member</p> <p><b>Reliance General Insurance Company Limited</b>  Audit Committee – Member  Investment Committee- Member  Risk Management Committee- Member  Nomination and Remuneration Committee- Member  Policyholder's Protection Committee- Member  Corporate Social Responsibility Committee (CSR Committee)- Member</p> <p><b>Reliance Capital Pension Fund Limited</b>  Audit Committee – Member  Nomination and Remuneration Committee – Member  Risk Management Committee – Member</p> <p><b>Reliance Home Finance Limited</b>  Audit Committee – Chairperson  Nomination and Remuneration Committee – Chairperson  Corporate Social Responsibility (CSR) Committee – Chairperson  Risk Management Committee – Chairperson  Stakeholder Relationship Committee – Chairperson  Wilful Defaulter's Review Committee- Member</p> <p><b>Sasan Power Limited</b>  Audit Committee- Member  Nomination and Remuneration Committee- Member  Corporate Social Responsibility Committee (CSR Committee)-Chairperson</p> <p><b>Rosa Power Supply Company Limited</b>  Audit Committee- Member  Nomination and Remuneration Committee- Member  Corporate Social Responsibility Committee (CSR Committee)- Member</p>
Listed entities from which the Director has resigned in the past three years	Reliance Capital Limited
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Ms. Chhaya Virani does not have any relationship with other Directors, Managers and Key Managerial Personnel of the Company.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
No. of board meetings attended during the financial year (FY2022-23)	One
Terms and conditions of appointment including remuneration	As per the resolution set out in this Notice read with the Statement hereto.

By Order of the Board  
For Reliance Infrastructure Limited

Paresh Rathod  
Company Secretary

Date: November 29, 2022

Place: Mumbai

**Registered Office:**

Reliance Centre, Ground Floor,  
19, Walchand Hirachand Marg,  
Ballard Estate Mumbai 400001  
CIN : L75100MH1929PLC001530  
Website: www.rinfra.com