

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, read with the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force):

1. Issue of Equity Shares on Preferential Basis:

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 Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date ('SEBI (ICDR) Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s),

and which may be agreed to by the Board of Directors of the Company (hereinafter called '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 or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot by way of preferential issue, from time to time, in one or more tranches, upto 4,43,41,194 equity shares of face value of ₹ 10 each of the Company ('Equity Shares') to Reliance Commercial Finance Limited, a wholly owned subsidiary of Authum Investment & Infrastructure Limited ('Proposed Allottee') consequent upon conversion/ appropriation of its existing outstanding dues, at an issue price of ₹ 201 (including premium of ₹ 191) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, in such manner and on such terms and conditions as are stipulated in the statement pursuant to section 102 of the Act attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws;

RESOLVED FURTHER THAT the minimum price of the Equity shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- (a) The 90 trading Days' volume weighted average price of the Company's Equity Shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange in which highest trading volume has been recorded during the said period) preceding the "Relevant Date"; or
- (b) The 10 trading Days' volume weighted average prices of the Company's Equity Shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange in which highest trading

volume has been recorded during the said period) preceding the "Relevant Date"; or

- (c) The price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as August 4, 2023, being the date 30 days prior to the date of passing of the Special Resolution by Members (since the relevant date falls on a weekend, the date preceding the weekend has been taken as relevant date).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- b) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- (d) The Equity Shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer cum Application letter in Form No.PAS-4 together with an application form be issued to the proposed allottee(s) inviting it to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

By Order of the Board
For **Reliance Infrastructure Limited**

Paresh Rathod
Company Secretary and Compliance Officer

Date: August 5, 2023
Place: Mumbai

Registered Office:

Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN : L75100MH1929PLC001530
Website: www.rinfra.com

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted is annexed hereto.
2. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and in terms of SEBI vide 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 Technologies Limited ('KFinTech'), on all the resolutions set forth in this Notice.
3. 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 July 28, 2023.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, July 28, 2023, will be considered for the purpose of voting. A person who is not a Member as on Friday, July 28, 2023 i.e. the 'cut-off date for reckoning voting rights should treat this Notice for information purpose only.
5. Members may note that the Postal Ballot Notice will be available on the Company's website www.rinfra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at www.kfintech.com, the e-Voting Service Provider (ESP).
6. 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.
7. 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., Tuesday, September 05, 2023.
8. Members may vote on the postal ballot from Monday, August 07, 2023 to Tuesday, September 05, 2023. In terms of the requirements of SEBI Circular, the e-voting period begins at 10.00 A.M. (IST) on Monday, August 07, 2023 and ends at 5.00 P.M. (IST) on Tuesday, September 05, 2023. Thereafter, the e-voting module shall be disabled by KFinTech.
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/Depository Participants (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 ESP, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders 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 by physical postal ballot also 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 Tuesday, September 05, 2023 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 or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny on or before 5.00 P.M. on Tuesday, September 05, 2023 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 Thursday, September 07, 2023 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 Friday, July 28, 2023. 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 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 Tuesday, September 05, 2023.

17. Members whose email address is not registered can register the same in the following manner:
- 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
 - 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. In case of Individual Shareholders holding securities in demat mode and who became a member of the Company

after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under 'Login method for e-Voting for Individual shareholders holding securities in demat mode.'

19. 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
Individual Shareholders holding Securities held in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. 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. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFIN. On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding Securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholder	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
Login through their demat accounts / Website of Depository Participant	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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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's 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 scrutinizerag@gmail.com with a copy marked to 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.

- iii. Alternatively, member may send an e-mail request at the email id 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: Issue of Equity Shares on Preferential Basis:

The Company has outstanding dues payable to its lenders. The Company has repaid substantial debt in the earlier financial years as well as certain debt repayments in the current financial year and is confident of meeting balance dues by way of monetisation of assets and receipt of proceeds from various arbitral awards and claims including receivables from Delhi Airport Metro Express Private Limited. The Company is also a guarantor to Reliance Commercial Financial Limited ('RCFL' or 'Proposed Allottee' or 'Financial Creditor') and Reliance Home Finance Limited (RHFL) in respect of loans of certain entities where amounts have fallen due. Both RCFL and RHFL were subsidiaries of Reliance Capital Limited, which had been subjected by the Reserve Bank of India to corporate insolvency resolution process and in respect whereof the resolution plan has been approved by the committee of creditors and the resolution is due for approval by the Adjudicating Authority.

Pursuant to the resolution plan approved and implemented in terms of the RBI (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 bearing number RBI/2018-19/203 DBR.No.BP.BC.45/21.04.048/2018-19 dated June 07, 2019 ("RBI Prudential Framework"), approval granted by the shareholders, Reserve Bank of India as also by the Hon'ble Supreme Court of India in exercise of power under Article 142 of the Constitution of India vide Order dated August 30, 2022, Authum Investment & Infrastructure Limited ("Authum") acquired the entire shareholding of RCFL along with its management and control. Further, pursuant to a separate resolution plan approved and implemented in terms of the RBI Prudential Framework, approval granted by RHFL shareholders as also by the Hon'ble Supreme Court of India in exercise of power under Article 142 of the Constitution of India vide Order dated March 3, 2023, Authum through its wholly owned subsidiary company RCFL acquired the entire business and undertaking of RHFL on a going concern basis.

The said Financial Creditor invoked its claim and required the Company to pay its dues towards outstanding guarantees along with interest, penal interest, costs, charges and other expenses. In order to avoid litigation and dispute, both parties agreed to amicably settle the above dues whereby the entire amount of interest, penal interest, costs, charges and other expenses stand fully discharged and the amount as debt payable by the Company is crystallized to ₹ 891.26 crore ("Debt").

Further, in order to safeguard the interests of the Company, its lenders, shareholders and other stakeholders, and to conserve and ring fence the Company's resources it was proposed to issue and allot equity shares of the Company on preferential basis to the Financial Creditor consequent upon conversion/appropriation of its said Debt, at an issue price of ₹ 201 (including premium of ₹ 191 per equity share of the Company, or such other price as may be determined in accordance with the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI (ICDR) Regulations'), whichever is higher, in such manner and on such terms and conditions as are stipulated herein.

The Financial Creditor has consented to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of 'SEBI (ICDR) Regulations.

The above proposal has, inter alia, been approved by the Board of Directors of the Company at its meeting held on August 05, 2023, subject to requisite permissions, sanctions and approvals and in accordance with the SEBI (ICDR) Regulations and other applicable laws.

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made there-under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Company is otherwise eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the non-promoter shareholders may increase as per details given herein below.

Further disclosures in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. Date of passing of Board resolution for approving preferential issue: August 5, 2023.
2. Objects of the preferential issue: The issue and allotment under this resolution set out in the accompanying Notice

is being made to convert the said Debt into equity share capital of the Company. The entire amount of issue shall be deemed to be utilized towards extinguishment of the said Debt simultaneously with the allotment of Equity Shares.

3. Kinds of securities offered, number of securities and the price at which security is being offered: Up to 4,43,41,194 Equity Shares at a price of ₹ 201 (including a premium of ₹ 191 per equity share of ₹ 10 each ("Issue Price").
4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE', together with BSE referred to as 'Stock Exchanges'). The Equity Shares are frequently traded and NSE, being the Stock Exchange with highest trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of ₹ 201 per Equity Share which is more than the higher of the following:

- (a) ₹ 155.02 per Share – being the 90 trading days volume weighted average price of the Company's equity shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the said period) preceding the Relevant Date; or
- (b) ₹ 175.65 per Share – being the 10 trading days volume weighted average prices of the Company's equity shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the said period) preceding the Relevant Date; or

(c) ₹ 157 per shares in terms of Regulation 166A of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely Shri. Hajari Lal Saini, Thane, Maharashtra.

5. Name and address of Valuer who performed valuation: Shri. Hajari Lal Saini, Thane, Maharashtra (Reg. No. IBBI/RV/06/2019/12562).
6. Amount which the Company intends to raise by way of issue of Equity Shares: The proposed Preferential Issue of Equity Shares is being made to convert/appropriate that said Debt aggregating to an amount not exceeding ₹ 891.26 crore, into equity share capital of the Company.
7. Material terms of Issue of Equity Shares: The said Debt payable to the Financial Creditor shall be adjusted and converted/appropriated towards 100% of the issue price. The Equity Shares shall be made fully paid up at the time of allotment and be allotted in dematerialized form only. The said equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.
8. Principle terms of assets charged as securities: Not Applicable
9. The intention of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the offer: None of the promoter / promoter group, directors, key managerial personnel or senior management of the Company proposes to participate in the proposed preferential issue or subscribe to Equity shares in the offer.
10. The Company has not made any other allotment on preferential basis during the current financial year.

11. Shareholding pattern of the Company before and after the preferential issue.

Sr.	Category	Pre-Issue - Equity shares as on July 28, 2023		Post Issue - Equity shares	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoter and Promoter Group				
1	Indian				
	Individual	6,63,424	0.19	6,63,424	0.17
	Bodies corporate	6,47,00,000	18.39	6,47,00,000	16.33
	Sub-total	6,53,63,424	18.58	6,53,63,424	16.50
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	6,53,63,424	18.58	6,53,63,424	16.50
B	Non-Promoters' holding				
1	Institutional Investors	5,78,92,099	16.46	10,22,33,293	25.81
2	Non-Institutions				
	Private Corporate Bodies	3,74,72,033	10.65	3,74,72,033	9.46
	Directors and Relatives	1,821	-	1,821	-
	Indian Public	17,92,21,427	50.94	17,92,21,427	45.24
	others (including NRIs)	1,18,39,196	3.37	1,18,39,196	2.99
	Sub-total (B)	28,64,26,576	81.42	33,07,67,770	83.50
	Grand Total (A+B)	35,17,90,000	100.00	39,61,31,194	100.00

12. Time frame within which the preferential issue shall be completed: The allotment of the equity shares shall be completed within a period of 15 days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).
13. Identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/or who ultimately control the proposed allottees: Preferential Issue is proposed to be made to RCFL, which is a wholly owned subsidiary of Authum, a Company listed on BSE Limited and Calcutta Stock Exchange Limited.
14. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:
The proposed allottee shall hold upto 11.19% of the post Preferential Issue capital of the Company. There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment. Detailed Share holding Pattern showing pre and post issue shareholding is mentioned above
15. Undertaking: The Company undertakes to re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is adjusted by the allottee.
16. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
17. The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
18. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:
The proposed allottee is not the promoter of the Company. There shall be no change in the status of allottee post allotment of preferential issue.
19. Relevant Date: The "Relevant Date" for determining the issue price of the Equity Shares shall be August 04, 2023, being the date (preceding the weekend or the holiday) which is 30 days prior to the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Tuesday, September 05, 2023 which is deemed to be the date of passing of resolution by requisite majority in terms of Section 110 of the Act read with the relevant Rules made there under.
20. Lock-in: The Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
21. Practicing Company Secretary's Certificate: As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a practicing company secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company 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 September 05, 2023. This certificate is also available at https://www.rinfra.com/documents/1142822/13167900/Postal_Ballot_Notice_06083023.pdf on the link provided on the website of the Company.

Issue of the said Equity Shares would be well within the Authorised Share Capital of the Company.

The above proposal will result in significantly reducing the Company's Debt. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

No preferential allotment is being made to any Director of the Company or their relatives or key managerial personnel of the Company. None of the Directors, Key Managerial personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution.

By Order of the Board
For **Reliance Infrastructure Limited**

Paresh Rathod
Company Secretary and Compliance Officer

Date: August 05, 2023
Place: Mumbai

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CIN : L75100MH1929PLC001530
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