

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 resolutions 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 Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, read with other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force):

1. Issue of securities 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, as in force, ('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, the Foreign Exchange Management Act, 1999 (the "FEMA") 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 alteration(s), modification(s), correction(s),

change(s) and variation(s) 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, up to 12.56 crore equity shares of face value of ₹ 10 each of the Company ('Equity Shares') and/or warrants convertible into equivalent number of equity shares of the Company ('Warrants') for cash at a price of ₹ 240 (including a premium of ₹ 230 per equity share of ₹ 10 each 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; to below mentioned proposed allottee(s) by way of preferential issue 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;

Sr. No.	Name of proposed allottee	Category	No. of Equity Shares and/ or Warrants
1	Risee Infinity Private Limited	Promoter group	4,60,00,000
2	Florintree Innovation LLP	Non promoter – public	3,55,00,000
3	Fortune Financial & Equities Services Private Limited	Non promoter – public	4,41,00,000
Total			12,56,00,000

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:

- 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
- 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
- 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 and/or Warrants be and

is hereby fixed as September 19, 2024, being the date 30 days prior to the date of passing of the Special Resolution by Members.

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(s) or permission(s).
- (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 permission(s) and approval(s).

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

- (a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.
- (b) An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (c) The Warrants 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 Warrants 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 Warrants and the Equity Shares allotted pursuant to exercise of such Warrants 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 Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).

- (e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (f) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- (g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form within 15 days from the date of such exercise by the Warrant holder.
- (h) The Equity Shares to be allotted on exercise of the Warrants 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, and 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.
- (i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

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/or Warrants and a Private Placement Offer cum Application Letter in Form No.PAS-4 be issued to the proposed allottee(s) inviting them to subscribe to the Equity Shares and/or Warrants.

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/or Warrants 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 or any other person(s) and to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution."

2. Appointment of Ms. Manjari Kacker (DIN:06945359) 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. Manjari Kacker 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 being eligible for appointment as an Independent Director after completion of first term of appointment 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, to hold office for second term of 5 (five) consecutive years with effect from August 14, 2024 to August 13, 2029 and to continue to hold office beyond the age of 75 years till the expiry of her proposed term.

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.”

3. Issue of securities through qualified institutions placement on a private placement basis to the qualified institutional buyers

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 23, 42, 62, 71 and 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 read with the other applicable Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI LODR Regulations’), Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘SEBI ICDR Regulations’), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended (‘SEBI Non-Convertible Securities Regulation’), provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, from time to time and applicable provisions of other laws, rules, regulations and guidelines and applicable provisions of the Memorandum and the Articles of Association of the Company and subject to any approval(s), consent(s), permission(s) and / or sanction(s) of the Central Government, Securities and Exchange Board of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, including stock exchanges where the securities of the Company are currently listed (hereinafter collectively referred to as the ‘Appropriate Authorities’) 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) (hereinafter referred to as the ‘Requisite Approvals’), 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), the Board be and is hereby authorised to create, issue, offer and allot equity shares and / or non-convertible debt instruments along with warrants and /or convertible securities other than warrants, which are convertible or exchangeable into equity shares, on such date or dates as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as ‘QIP Securities’), through qualified institutions placement, on a private placement basis to Qualified Institutional Buyers (‘QIBs’) as defined in the SEBI ICDR Regulations, whether or not such QIBs are members of the Company, on the basis of placement document(s), at such time or times in one or more tranches, at par or at such price or prices including at a permissible discount or premium to market price(s) in terms of applicable regulations and on such terms and conditions and in such manner as the Board may, at its absolute discretion determine, in consultation with the lead managers, advisors and / or other intermediaries appointed in this regard, for an aggregate amount not exceeding ₹ 3,000 crore.

RESOLVED FURTHER THAT in accordance with Regulation 171(b) of the SEBI ICDR Regulations, the ‘Relevant Date’ for determination of applicable price for the issue of the QIP Securities shall be: (i) in case of allotment of equity shares, the date of the meeting in which the Board of the issuer decides to open the proposed issue, or (ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10 per cent of the QIP Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any QIP Securities referred to above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari-passu with the then existing equity shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.

RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.

RESOLVED FURTHER THAT the issue to the holders of the QIP Securities with equity shares underlying such securities shall be, *inter-alia*, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon capitalisation of profits (other than by way of dividend on shares), rights issue of equity shares, consolidation of its outstanding equity shares into smaller number of shares, etc.

RESOLVED FURTHER THAT the Board may at its absolute discretion offer discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the price of the QIP Securities as determined in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the QIP Securities shall be issued and allotted within 365 days from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations and that no subsequent qualified institutions placement shall be made until the expiry of two weeks from the date of the qualified institutions placement approved by way of this resolution.

RESOLVED FURTHER THAT subject to the applicable laws, for the purpose of giving effect to the issuance of QIP Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the QIP Securities, including, without limitation to: (i) decide the date for the opening and closing of the issue of QIP Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the QIP Securities are to be issued and allotted, number of QIP Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of QIP Securities by the Company; (ii) finalisation of the allotment of the QIP Securities on the basis of the subscriptions received; (iii) finalisation of and arrangement for the submission of the preliminary and final placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required; (iv) approval of the preliminary and final offering circulars or placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the lead manager(s) / underwriter(s) / advisor(s), in accordance with all applicable rules, regulations and guidelines (v) appoint, in its absolute discretion, managers (including lead managers), merchant bankers, underwriters, guarantors, financial and / or legal advisors, monitoring agency and all other agencies, whether in India or abroad, entering into or execution of all such agreements / arrangements / memorandum of understanding / documents with any such agencies, in connection with the proposed offering of the QIP Securities; (vi) authorisation to any director or directors of the Company or other officer or officers of the Company, including by the grant of powers of attorney, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue, allotment and listing of the QIP Securities; (vii) seeking, if required, the consent of the Company's lenders, parties with whom the Company has

entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India and any other consent that may be required in connection with the issue and allotment of the QIP Securities; and (viii) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage / hypothecation / charge on the Company's assets under Section 180(1)(a) of the Act in respect of the aforesaid QIP Securities either on pari-passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modifications in the proposal as may be required or imposed by the Appropriate Authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as may be agreed to by the Board.

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 Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution."

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

Paresh Rathod
Company Secretary and Compliance Officer

Registered Office:

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

Date: September 19, 2024
Place: Mumbai

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Businesses 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 SEBI Listing Regulations and in terms of SEBI Master circular dated July 11, 2023 ('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') the e-Voting Service Provider (ESP), on all the resolutions set forth in this Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, September 13, 2024 ("Cut-Off Date") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. 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 Friday, September 13, 2024.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, September 13, 2024, will be considered for the purpose of voting. A person who is not a Member as on Friday, September 13, 2024 i.e. the 'cut-off date for reckoning voting rights should treat this Notice for information purpose only.
6. 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).
7. The Board of Directors have appointed Shri Anil Lohia, or in his absence Mr. Khushit Jain, Partners, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
8. Members may vote on the postal ballot from Friday, September 20, 2024 to Saturday, October 19, 2024.
9. 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.
10. 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/documents/1142822/14573556/Postal_Ballot_form.pdf, read the instruction carefully, and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (AGAINST) to the Scrutinizer by post or courier at Shri Anil Lohia / Mr. 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 500 032, Telangana so as to reach on or before 5.00 P.M., Saturday, October 19, 2024, to be eligible for being considered, failing which it will be considered that no reply has been received from the Member.
11. In terms of the requirements of SEBI Circular, the e-voting period begins at 10.00 A.M. (IST) on Friday, September 20, 2024 and ends at 5.00 P.M. (IST) on Saturday, October 19, 2024. Thereafter, the e-voting module shall be disabled by KFintech.
12. 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.
13. 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. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
14. 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 after 5.00 P.M. on Saturday, October 19, 2024 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Monday, October 21, 2024 and displayed 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 KFintech at www.kfintech.com and shall also be communicated to the Stock Exchanges where Company's shares are listed.
15. 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 i.e. Saturday, October 19, 2024.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, September 13, 2024. Members can vote for their entire voting rights as per their discretion.
17. 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.
18. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to rinfra.investor@relianceada.com
19. 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 www.rinfra.com 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.

20. 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.'

21. 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 details of the process and manner for E-Voting are explained herein below :

I. Access to Depositories e-Voting system in case of individual Members holding shares in demat mode.

Type of Members	Login Method
Securities held in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsd.com/ 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 (ESP) i.e. KFintech and you will be re-directed to the ESP's website for casting the vote during the remote e-Voting period.
	<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link: https://eservices.nsd.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1
	<p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nsd.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member's section. 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 ESP. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Securities held in demat mode with CDSL

1. Existing user who has opted for Easi / Easiest:

- i. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com
- 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. KFintech e-Voting portal.
- v. Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/ Easiest:

- i. Option to register is available at <https://web.cdslindia.com/>
- ii. Proceed with completing the required fields.
- iii. Follow the steps given in point 1.

3. Alternatively, by directly accessing the e-Voting website of CDSL:

- i. Visit URL: www.cdslindia.com
- 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 KFintech where the e- Voting is in progress.
- 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 – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Login through their demat accounts / Website of Depository Participant

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 send 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 send a request at evoting@cdslindia.com or contact at 022-23058738/23058542/43 Toll free no.: 1800 2255 33

II. Access to KFintech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode:

- (a) **Members whose email IDs are registered with the Company/ DPs, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. 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 KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. 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.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. 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.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser

at e-mail id: scrutinizerag@gmail.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name_EVEN 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. Temporarily get their email address and mobile number provided with KFintech, by sending an e-mail to evoting@kfintech.com. 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.
- ii. Alternatively, Member may send an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the signed 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 Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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

Item No. 1: Issue of Securities on Preferential Basis:

The Company is engaged in the business of providing Engineering and Construction services for power, roads, metro rail and other infrastructure sectors. The Company is also engaged in implementation, operation and maintenance of several projects in defence sector and infrastructural areas like Metro, Toll Roads and Airports through its special purpose vehicles. It has executed the state of the art Mumbai Metro line one project on build, own, operate and transfer basis. Further, the Company is also a leading utility company having presence across the value chain of energy businesses.

The Company is now poised to venture into new horizons of growth. In particular, the Company intends to strengthen and expand its presence in defence sector. The Company also intends to participate in various new opportunities under the Government of India's vision of 'Make in India' and 'Viksit Bharat', directly and also through its special purpose vehicles and subsidiaries.

In order to augment long term resources, enhancing network and financial position, ensuring long term viability and growth and expansion including to meet long term working capital requirement and for general corporate purposes, it is proposed to issue fresh capital into the Company, to ensure enhancing the Shareholder value.

With the above objective, 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) in their meeting

held on September 19, 2024 approved the raising of long term resources by issue of upto 12.56 crore equity shares of the Company (Equity Shares) and/or warrants convertible into equity shares of the Company (Warrants) on preferential basis to the investors as per details given below who have agreed to subscribe to the proposed preferential issue and have confirmed eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations")

Sr. No.	Name of proposed allottee	Category	No. of Equity Shares and/or Warrants
1	Risee Infinity Private Limited	Promoter group	4,60,00,000
2	Florintree Innovation LLP	Non promoter – public	3,55,00,000
3	Fortune Financial & Equities Services Private Limited	Non promoter – public	4,41,00,000
Total			12,56,00,000

In accordance with Sections 23, 42,62 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 including equity shares to be issued and allotted upon exercise of right attached to the Warrants, the shareholding of the Promoters and Promoter Group 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: September 19, 2024
2. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objectives:

 - a. Expansion of Business Operations directly and/or through investment in subsidiaries and joint ventures - A substantial portion of the Issue Proceeds will be directed towards expanding the Company's presence in the defense sector and setting up and investing in other new business opportunities, including meeting the long term working capital requirements. For this purpose, the Company will also make investment in or provide financial assistance to its subsidiaries, special purpose vehicles and joint ventures including in the form of equity, quasi equity, subordinated or unsubordinated debt (secured or unsecured) (referred herein as the "New Investments"). This will enable the Company to tap into the increasing opportunities in the defense and other sectors, contributing to 'Make in India' and 'Viksit Bharat' vision by strengthening and enhancing domestic production capabilities and reducing reliance on imports.
 - b. General Corporate Purpose

Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilized for general corporate purposes, including but not limited to meeting operational expenses,

corporate exigencies and managing contingencies. These funds may also be directed toward improving the Company's financial health, enhancing net worth and reducing debt, ensuring long-term growth and stability.

3. Utilization of Issue Proceeds in Phases

As the funds will be received in tranches through the Preferential Issue and the financial needs may vary over time, the intended use of the Issue Proceeds for the above purposes is outlined as follows:

Sr. No.	Particulars	Total Estimated Amount (₹ Crore)*	Tentative Timeline for Utilization of Issue Proceeds
1	Expansion of Business Operations directly and/or through investment in subsidiaries	2,260.80	Within 12 months from receipt of the Issue Proceeds (as set out herein)
2	General Corporate Purpose	753.60	
Total		3,014.40	

*Considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the entire Issue Proceeds from the Proposed Allottee(s) will be received by the Company within 18 months from the date of allotment of Warrants in terms of Chapter V of SEBI (ICDR) Regulations, and as estimated by the Company's management the entire Issue Proceeds would be utilized for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent period in such manner as may be determined by the Board, in accordance with the applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

4. Interim Use of Issue Proceeds

The Company, in accordance with the approval by the Board of Directors from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money

market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

5. Kinds of securities offered, number of securities and the price at which security is being offered: Up to 12.56 crore Equity Shares and/ or Warrants convertible into equivalent number of equity shares (with flexibility to issue either all securities as equity shares or as warrants or any combination thereof): for cash at a price of ₹ 240 (including a premium of ₹ 230 per equity share of ₹ 10 each ("Issue Price").
6. 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 and/or Warrants will be issued at a price of ₹ 240 per Equity Share which is more than the higher of the following:

 - (a) ₹ 211.79 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) ₹ 236.81 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) ₹ 233 per Share in terms of Regulation 166A of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely Mr. Jayesh Parasmal Shah residing at B2- 401, Kutchi Sarvoday Nagar, P L Lokhande Marg, Chembur, Mumbai 400 043. This report is also available on the website of the Company at https://www.rinfra.com/documents/1142822/14573556/Valuation_Report.pdf.
7. Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.
8. Name and address of Valuer who performed valuation: Mr. Jayesh Parasmal Shah residing at B2- 401, Kutchi Sarvoday Nagar, P L Lokhande Marg, Chembur, Mumbai 400 043 (Reg. No. IBBI/RV/07/2020/13066)
9. Amount which the Company intends to raise by way of issue of Equity Shares and/or Warrants: Up to approximately ₹ 3,014.40 crore (assuming exercise of rights attached to all Warrants).
10. Material terms of Issue of Equity Shares and/or Warrants:
 - a. Equity Shares: 100% of the issue price shall be payable on application. The Equity Shares including the equity shares to be issued and allotted upon exercise of right attached to the Warrants 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. The equity shares shall be subject to the Memorandum and Articles of Association of the Company.

- b. Warrants: The issue of Warrants shall be subject to the following terms and conditions:
 - i. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of ₹ 10 each to the Warrant holders within 15 days from the date of such exercise by the Warrant holder.
 - ii. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Issue Price shall be payable by the Warrant holder against each Warrant on or before the allotment of Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
 - iii. In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
 - iv. The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (ix) below.
 - v. The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
 - vi. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
 - vii. The Warrants and Equity Shares issued

- pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.
- viii. The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- ix. The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders
11. Principle terms of assets charged as securities: Not Applicable
12. The intention of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the offer: The preferential issue of Equity Shares and/or Warrants to be made to Risee Infinity Private Limited, a promoter/ promoter group entity of the Company. None of the other promoter / promoter group, directors, key managerial personnel or senior management of the Company proposes to subscribe to Equity shares and/or Warrants in the offer. However, in case of difficulty in preferential allotment to Risee Infinity Private Limited for any reason whatsoever, the preferential allotment may be made to and will be subscribed by other persons/entities of the Promoter Group, on the same terms and conditions.
13. The Company has not made any other allotment on preferential basis during the current financial year.
14. Shareholding pattern of the Company before and after the preferential issue.

Sr.	Category	Pre-Issue equity shares as on September 13, 2024		Post Issue – Equity shares *	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoter and Promoter Group				
1	Indian Individual	663424	0.17	663424	0.13
	Bodies corporate	64700000	16.33	110700000	21.22
	Sub-total	65363424	16.5	111363424	21.34
	Foreign Promoters	0	0.00	0	0.00
2	Sub-total (A)	65363424	16.5	111363424	21.34
B	Non-Promoters' holding				
1	Institutional Investors	41670930	10.52	41670930	7.99
2	Non-Institutions				
	Private Corporate Bodies	98964253	24.98	178564253	34.23
	Directors and Relatives	1821	0	1821	0.00
	Indian Public	180379654	45.54	180379654	34.57
	others (including NRIs)	9751112	2.46	9751112	1.87
	Sub-total (B)	330767770	83.5	410367770	78.66
	Grand Total	396131194	100	521731194	100.00

* The above Shareholding pattern assumes allotment of 12.56 crores equity shares including the equity shares to be issued and allotted upon exercise of right attached to all the Warrants, if any. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.

15. Time frame within which the preferential issue shall be completed: The allotment of the Equity Shares and/ or Warrants 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).
16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sl. No.	Proposed Allottee	Ultimate beneficial owners	Percentage of post preferential issue capital *
1	Risee Infinity Private Limited	Ms. Tina A. Ambani, and Shri Jai Anshul Ambani	21.20%

Sl. No.	Proposed Allottee	Ultimate beneficial owners	Percentage of post preferential issue capital *
2	Florintree Innovation LLP	Mr.Mathew Cyriac Mr.Gautham Madhavan	6.80%
3.	Fortune Financial & Equities Services Private Limited	Mr. Nimish Shah Mrs. Jalpa Shah	8.45%

* The above Shareholding pattern assumes allotment of 12.56 crores equity shares including the equity shares to be issued and allotted upon exercise of right attached to all the Warrants, if any

17. Change in control, if any, in the issuer consequent to the preferential issue:

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.

In the event allotment of shares to Risee Infinity Private Limited results in exceeding the limits prescribed under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, such increase shall be subject to compliance with the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other provisions of law, as and when applicable.

18. Undertaking: The Company undertakes to re-compute the price of the Equity Shares and/or Warrants 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 and/or Warrants shall continue to be locked-in till the time such amount is adjusted by the allottee.
19. 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.
20. 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.
21. Relevant Date: The "Relevant Date" for determining the issue price of the Equity Shares and/or Warrants shall be September 19, 2024, being the date 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. October 19, 2024 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.
22. Lock-in: The Equity Shares allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
23. 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 on the website of the Company at https://www.rinfra.com/documents/1142822/14573556/PCS_Certificate.pdf.
24. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
25. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
25. Monitoring of utilisation of funds
 - a) Given that the issue size exceeds ₹ 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company has appointed Infomerics Valuation and Rating Private Limited, a SEBI registered Credit Rating Agency as the monitoring agency

to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

- b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company, its Members and other stakeholders.

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, Other Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the proposed Special Resolution.

The Board accordingly recommends the Special Resolution set out at item No. 1 of the accompanying Notice for the approval of the Members.

Item No. 2 : Appointment of Ms. Manjari Kacker (DIN:06945359) as an Independent Director:

Ms. Manjari Kacker was appointed as an Independent Director of the Company on June 14, 2019 for a period of 5 consecutive years. Upon completion of her term, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and in accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Manjari Kacker (DIN: 06945359) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years effective from August 14, 2024. 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.

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. Manjari Kacker as Independent Director is subject to approval of the members of the Company.

Ms. Manjari Kacker has consented for her appointment as independent director of the Company for a second term and has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Ms. Manjari Kacker as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure to item No. 2 of this Notice.

Ms. Manjari Kacker will attain the age of seventy five years on April 16, 2027 and pursuant to Regulation 17(1A) of the Listing Regulations, continuation of office as Independent Director beyond the age of seventy five years would require the approval of Members by a Special Resolution. In view of the above, it is proposed to seek approval of the Members for continuation of directorship of Ms. Manjari Kacker beyond the age of 75 years as Independent Director till the completion of her proposed term.

The Nomination and Remuneration Committee while recommending her appointment for a second term, has

considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role, her contribution to the Board and excellent performance during her earlier tenure as an Independent Director and also confirmed that she is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority. Accordingly, the Board of Directors are of the view that Ms. Manjari Kacker possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint her for a second term 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 re-appointment of Ms. Manjari Kacker 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. 2 of the accompanying Notice.

Ms. Manjari Kacker is interested in the resolution set out in Item No. 2 of the notice with regard to her appointment. The relatives of Ms. Manjari Kacker may be deemed to be interested in the resolution set out in Item No. 2 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. 2 of the accompanying Notice for the approval of the Members.

Item No. 3 : Issue of securities through qualified institutions placement on a private placement basis to the qualified institutional buyers

In order to augment long term resources, enhancing network and financial position, ensuring long term viability and growth and expansion including to meet long term working capital requirement and for general corporate purposes, for the reasons as explained in the Explanatory Statement to Item No.1 hereinabove, it is proposed to issue fresh capital into the Company to ensure enhancing the Shareholder value.

Accordingly, 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) in their meeting held on [September 19, 2024] approved the proposal to obtain an enabling approval of Members, without the need for any further approval from the Members to undertake the proposed issue of securities through qualified institutions placement on private placement basis to Qualified Institutional Buyers ('QIBs'), in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations') and other applicable laws, regulations, rules and guidelines, as set out in the Special Resolution at Item No. 3 of the accompanying Notice.

In view of above, the Board may, in one or more tranches, issue and allot equity shares and / or non-convertible debt instruments along with warrants and / or convertible securities other than warrants, which are convertible or exchangeable into equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as 'QIP Securities') to QIBs on a private placement basis for an aggregate amount not exceeding ₹ 3,000 crore. The proposed issue of QIP Securities ('QIP') shall be subject to the provisions of applicable laws, including the SEBI ICDR Regulations, including in relation to the pricing of the QIP Securities. the 'Relevant Date' for determination of applicable price for the issue of the QIP Securities shall be: (i) in case of allotment of equity shares, the date of the meeting in which the Board of the issuer decides to open the proposed issue, or (ii)

in case of allotment of eligible convertible securities, either the date of the meeting in which the Board of the issuer decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as the case may be.

The equity shares allotted or to be allotted upon exercise of right attached to the convertible securities shall rank pari passu in all respects with the then existing equity shares of the Company. The equity shares shall be subject to the Memorandum and Articles of Association of the Company.

The pricing of the QIP Securities that may be issued shall be determined subject to such price not being less than the floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations ('QIP Floor Price'). Further, the Board may offer a discount of not more than five per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under the under applicable provisions of Regulation 176 of SEBI ICDR Regulations. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges. The proposed issue of QIP Securities as above may be made in one or more tranches in a manner and subject to limit as more particularly set out in the resolution at Item No. 3 of the accompanying Notice.

The proposed Special Resolution is only enabling in nature and seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of and quantum of issue(s) and to take all steps which are consequential, incidental and ancillary.

The QIP Securities issued pursuant to the QIP shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time. The QIP Securities, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

Section 62(1)(c) of the Act provides, inter-alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The proposed Special Resolution seeks the consent and authorisation of the Members to the Board to offer, issue, allot and listing the QIP Securities as also securities to be issued on exercise of warrants, in consultation with the lead managers, legal advisors and other intermediaries, to any persons, whether or not they are Members of the Company.

None of the Directors, Other Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any. The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

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

Paresh Rathod

Company Secretary and Compliance Officer

Date: September 19, 2024

Place: Mumbai

Registered Office:

Reliance Centre, Ground Floor

19, Walchand Hirachand Marg

Ballard Estate Mumbai 400001

CIN : L75100MH1929PLC001530

Website: www.rinfra.com

Annexure to Item No. 2 of the Notice

Details of Director whose appointment is proposed pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	Ms. Manjari Kacker
Age	72 years
Date of first appointment on Board	June 14, 2019
Brief resume including qualification, experience and Expertise in specific functional areas	Ms. Manjari Kacker, holds a master's degree in Chemistry and a diploma in Business Administration. She has more than 40 years of experience in taxation, finance, administration and vigilance. She was in the Indian Revenue Service and was also a Member of the Central Board of Direct Taxes. She has served as the Functional Director (Vigilance and Security) in Air India.
Other Directorships	<ol style="list-style-type: none">1. Hindustan Gum and Chemicals Limited2. DFL Technologies Private Limited3. Reliance Power Limited
Chairmanship/Membership of Committees in Companies in which position of Director is held	<p>She is a Member of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility and Sustainability (CSRS) Committee and Risk Management Committee of Reliance Power Limited.</p> <p>She does not hold any Committee memberships in Hindustan Gum and Chemicals Limited and DFL Technologies Private Limited</p>
Listed entities from which the Director has resigned in the past three years	None
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Not related to any of the directors or KMP of the Company
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	None
No. of board meetings attended during the year	During the previous financial year, she has attended 5 Board Meetings
Terms and conditions of re-appointment including remuneration	The terms of re-appointment are as per the resolution set out in this Notice read with the Statement hereto.
The remuneration last drawn by such person (if applicable)	She has not received any remuneration from the Company except sitting fees for attending the meetings of the Board and its Committees thereof along with the reimbursement of expenses if any.
Details of Remuneration sought to be paid	She will be paid sitting fees of ₹ 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.