Reliance Infrastructure

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

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Members of Reliance Infrastructure Limited (the "Company"), for seeking consent of Members of the Company for transacting the Special Businesses 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 (the "Act"), read with Rules 20 and 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (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. **Issuance of Foreign Currency Convertible Bonds / other securities**

   To consider and, if thought fit, to give your Assent or Dissent to the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to and in accordance with all applicable provisions, of the Companies Act, 2013 (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other rules made thereunder, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 (the "FEMA"), and all the relevant directions, rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended vide the circular on External Commercial Borrowings (ECB) Policy – Rationalisation of End-use Provisions dated July 30, 2019 and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 (together the "ECB Guidelines"), the Depository Receipts Scheme, 2014, as amended (the "2014 Scheme"), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "1993 Scheme"), the extant consolidated Foreign Direct Investment Policy, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, each as revised, updated, superseded, replaced, amended and/or restated from time to time, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (the "GOI"), Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs, the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (together the "Stock Exchanges"), and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities"), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate

Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s), consent(s) and sanction(s), etc., which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have onstituted or hereinafter constitute, to exercise its powers including powers conferred by this resolution or any person authorised by the Board or its Committee for such purpose), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches of private or public offerings (including on preferential allotment basis) including through domestic and/or international markets, through prospectus, offer letter, offering circular or other permissible and/or requisite documents, (A) Foreign Currency Convertible Bonds ("FCCBs") and/ or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities"), at the option of the Company and/ or the security holders denominated and subscribed to in foreign currency/ Indian currency by eligible persons as determined by the Board in its discretion including to persons who are not holders of equity shares of the Company, at such price as may be determined by the Board of Directors (including at appropriate premium or discount as the Board may determine which shall not be less than the floor price calculated in accordance with the applicable laws, guidelines, notifications, rules and regulations), whether unsecured or secured including by creation of charge/encumbrance on the assets of the Company, and (B) the equity shares of the Company to be issued pursuant to conversion of or in exchange of such Securities (collectively with the Securities, the "Approved Securities") each in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the investors and / or lead manager(s) and/or underwriters and/or other advisors, as applicable, subject to applicable law; provided that the aggregate amount raised/to be raised by issuance of such Securities shall not exceed US$ 600 million.

RESOLVED FURTHER THAT in the event of issuance of FCCBs pursuant to the provisions of the 1993 Scheme and other applicable provisions issued by the Ministry of Finance or any other authority, the 'relevant date' for the purpose of fixing the conversion price of the Securities (into equity shares of the Company) shall be the date of the meeting in which the Board decides to open such issue after the date of this resolution, or such other date as may be prescribed by the Appropriate Authorities, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, monitoring agency, advisors and all such agencies as may be deemed necessary or involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies including to seek the listing of the Approved Securities on one or more stock exchange(s) as may be required.

RESOLVED FURTHER THAT consent of the Members be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects including receipt of dividend that maybe declared for the financial year in which the allotment is made in terms of the applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and be listed on the Stock Exchanges where the equity shares of the Company are listed, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/ or offering circular and/or other documents and/or listing particulars.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot the Approved Securities or any/ all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Approved Securities and for disposal of Approved Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Approved Securities are to be issued, number of Approved Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Approved Securities and to sign execute and amend all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the subscription agreement, private placement offer letter (along with the application form), information memorandum, disclosure documents, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Approved Securities or instruments representing the same including conversion thereof, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Approved Securities including the number of Approved Securities that may be offered and proportion thereof, timing for issuance of such Approved Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent, monitoring agency and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/ or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Approved Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek 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 offer, issue and allotment of the equity shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Approved Securities, from any statutory or regulatory authority or the stock exchanges."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Executive(s), Key Managerial Personnel, Officer(s) or Representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

2. **Enabling Borrowing Power of the Company**

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 provision of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at its discretion, for the purposes of the business of the Company or such other approved purpose, which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) may at any time be up to five times of the then paid up share capital of the Company, Free Reserves and the securities premium and that the Board be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute such agreements, undertakings and other documents and to do all such acts, deeds and things and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise and to take all steps which are incidental and ancillary in this connection, as it may in its absolute discretion deem fit without being required to seek 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 as may be necessary for giving effect to this resolution".

By Order of the Board of Directors
For Reliance Infrastructure Limited

Paresh Rathod
Company Secretary

Registered Office:

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

Date: November 11, 2025
Place: Mumbai

NOTES:

1. Statement pursuant to Section 102(1) of the Companies Act 2013 (the "Act"), in respect of the Special Businesses to be transacted is annexed hereto.

2. The Ministry of Corporate Affairs (MCA"), vide its General Circular No. 03/2025 dated September 22, 2025 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till further orders by MCA.

3. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and in terms of SEBI Master circular dated November 11, 2024 ("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.

4. 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 received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, November 14, 2025 ("Cut-Off Date") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants ("DPs") / 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.

5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date will be considered for the purpose of voting and any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

6. Members may note that the Postal Ballot Notice and form 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.

7. 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.

8. Members may vote on the postal ballot during the following period:

Commencement of voting	**:**	**10:00 A.M. (IST) on Wednesday, November 19, 2025**
End of voting	**:**	**05:00 P.M. (IST) on Thursday, December 18, 2025**

After the voting period, the e-Voting portal shall be disabled by KFintech.

9. Kindly note that the Members holding shares in Demat form can vote only through e-Voting.

10. Members holding shares in Physical form can opt for any one mode of voting, i.e. by physical postal ballot or by e-Voting. In case such Members cast their vote by both physical postal ballot and e-Voting, vote cast by e-Voting shall prevail and votes cast through physical postal ballot will be treated as invalid.

11. The Postal Ballot Form for voting by physical postal ballot may be downloaded from the link provided in the e-mail or from the link https://www.rinfra.com/documents/1142822/14914034/Postal_Ballot_Form_11112025.pdf. Please 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 / 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, Serilingampally, Rangareddi, Telangana - 500032, so as to reach on or before 05:00 P.M. (IST) on Thursday, December 18, 2025, to be eligible for being considered, failing which it will be considered that no reply has been received from such Member.

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 / DP's in order to increase the efficiency of the voting process. 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.

13. Members are advised to update their mobile number and e-mail ID with their DP's 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 05:00 P.M. (IST) on Thursday, December 18, 2025 and the results of the voting by postal ballot will be declared on or before on Monday, December 22, 2025 and displayed at the Registered Office of the Company at Reliance Centre, Ground Floor, 19 Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001, Maharashtra, 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. Thursday, December 18, 2025.

16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.

17. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution / power of attorney / authority letter, etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.

18. Voting rights of a Member / Beneficial Owner shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

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 with the Company or KFintech by providing the requisite details of their holdings and documents for registering their e-mail address in the prescribed form to be downloaded from the Company's website at www.rinfra.com;

    b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DP for receiving all communications from the Company electronically.

20. Voting through electronic mode:

    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	1. User already registered for IDeAS facility: i. Visit URL: https://eservices.nsdl.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. 2. User not registered for IDeAS e-Services: i. To register click on link: https://eservices.nsdl.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1. 3. Alternatively, by directly accessing the e-Voting website of NSDL: i. Open URL: https://www. evoting.nsdl.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.
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 URL: 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/myeasitoken/Registration/EasiRegistration 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 iii. System will authenticate user by sending OTP on registered Mobile & E-mail 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.
Login through their demat accounts / Website of Depository Participant	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.

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot user ID" and/or "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 022-62343625 ,022-62343626, 022-62343259

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 e-mail 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://evoting.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 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. Corporate / Institutional 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: scrutinizeragl@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 Postal Ballot Notice 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: Issuance of Foreign Currency Convertible Bonds / other securities

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 and toll roads 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.

During the previous financial year, the Company has repaid/ settled nearly all its debt obligations payable to banks and financial institutions including debenture holders. The Company is now poised to venture into new horizons of growth. In particular, the Company intends to venture into, strengthen and expand its presence across the value chain of energy businesses and in defence sector including manufacturing. 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 networth, ensuring long term viability and growth and expansion of business as stated above including to meet long term working capital requirement and capital requirements of the Company and its affiliates / subsidiaries / associates / joint ventures for general corporate purposes and any other use as may be allowed under applicable laws, guidelines, notifications, rules and regulations, it is proposed to raise long term resources. In lieu of the earlier Foreign Currency Convertible Bonds (FCCB) proposal, which could not be consummated considering the adverse market conditions and time delay, it is now proposed to obtain a fresh enabling authorization from the members of the Company to make an international offering of FCCB/ Approved Securities upto US$ 600 million, convertible into equity shares of the Company in accordance with the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder including the Master Directions, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depositary Receipt Mechanism) Scheme, 1993 ("1993 Scheme") and other applicable statutes, as set out in the resolution at item no. 1 of the Notice.

The Board at its meeting held on November 11, 2025, has approved the said proposal, subject to requisite permissions, sanctions and approvals including the approval by the shareholders of the Company.

Issuance of the Approved Securities may result in the issuance to investors who may not be Members of the Company. Therefore, consent of the Members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, as amended and any other law for the time being in force. The equity shares, if any, allotted on issue and/or conversion of Securities shall rank pari passu in all respects with the existing equity shares of the Company including receipt of dividend that maybe declared for the financial year in which the allotment is made in terms of the applicable laws.

The resolution proposed is enabling approval and the exact nature and combination of instrument(s), exact price, proportion and timing of the issue of the Securities in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with the investors, lawyers, lead managers, advisors and such other persons and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner and subject to limit as more particularly set out in the resolution at item no. 1 of the accompanying Notice. The proposal therefore seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are consequential, incidental and ancillary.

FCCB pricing will be as per 1993 Scheme. The "Relevant Date" for the purpose of determination of price of the securities shall be the date as determined in accordance with the applicable provisions of law and as mentioned in the resolution. The pricing of the offer would be in accordance with the provisions of, the Foreign Exchange Management Act, 1999, the 1993 Scheme, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, the Companies Act, 2013, or any other guidelines / regulations / consents, each as amended, as may be applicable or required. In connection with the proposed issue of Approved Securities, the Company is required to, inter alia, identify investor, decide quantum of each issue/tranche including terms thereof, prepare, approve and execute various documents. Accordingly, it is proposed to authorize the Board to do all such acts, deeds and things in this regard for and on behalf of the Company.

The proposed issue of the Securities 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.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding, if any.

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: Enabling Borrowing Power of the Company

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules made there under ("the Act"), provide that the Company shall not except with the consent of Members by special resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves and securities premium.

The Company needs to raise resources to fund its growth plans directly and through its subsidiaries, joint ventures or special purpose vehicles.

The resolution set out in item no. 2 of the Notice would enable the Board of Directors of the Company to borrow funds from time to time (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business), up to five times of the then paid up share capital, free reserves and securities premium of the Company.

The resolution is to seek enabling authoristion to the Board to raise requisite resources from time to time as and when deemed appropriate.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding, if any.

The Board accordingly recommends the Special Resolution set out at item no. 2 of the accompanying Notice for the approval of the Members.

By Order of the Board
For Reliance Infrastructure Limited

Paresh Rathod
Company Secretary

Registered Office:

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CIN: L75100MH1929PLC001530
Website: www.rinfra.com

Date: November 11, 2025
Place: Mumbai