Notice

NOTICE is hereby given that the 97th Annual General Meeting ("AGM") of the Members of **Reliance Infrastructure Limited** will be held on **Friday, August 14, 2026 at 10:00 A.M. (IST)** through Video Conferencing / Other Audio-Visual Means, to transact the following business:

Ordinary Business:

1. **To consider and adopt:**

   a) the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and

   b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of the Auditors thereon.

2. **To appoint a director in place of Shri Rajesh Kumar Dhingra (DIN: 03612092), who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.**

3. **Appointment of Statutory Auditors**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Paresh Rakesh & Associates LLP, Chartered Accountants (Firm Registration no. 119728W / W100743), be and are hereby appointed as Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of M/s. Chaturvedi & Shah LLP (Firm Registration No. 101720W / W100355) to hold office from May 23, 2026, until the conclusion of the 97th Annual General Meeting of the Company.

   RESOLVED FURTHER THAT subsequently, M/s. Paresh Rakesh & Associates LLP, Chartered Accountants (Firm Registration no. 119728W / W100743) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of 97th Annual General Meeting till the conclusion of 102nd Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the Statutory Auditors in consultation with the Audit Committee and the Statutory Auditors and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Special Business:

4. **Appointment of Secretarial Auditors**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Vijay S. Tiwari & Associates, Practicing Company Secretaries (COP No. 12220), be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive financial years commencing from April 01, 2026 till March 31, 2031.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration of the Secretarial Auditors in consultation with the Audit Committee and the Secretarial Auditors and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Remuneration to Cost Auditors**

   To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Talati & Associates, Cost Accountants (Firm Registration No. R00097) appointed as the Cost Auditors of the Company for the financial year ending March 31, 2027, be paid a remuneration of ₹ 36,000/- (Rupees thirty-six thousand only) excluding applicable taxes and out of pocket expenses, if any.

   RESOLVED FURTHER THAT the Board of Directors of the Company 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."

6. **Issue of securities through Qualified Institutions Placement**

To consider and, if thought fit, to pass 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, (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 ('the Listing 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 regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (GoI), from time to time and applicable provisions of other laws, rules, regulations and guidelines and applicable provisions of the Memorandum of Association 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 (SEBI), Reserve Bank of India (RBI), Ministry of Commerce and Industry, Ministry of Corporate Affairs (MCA), Registrar of Companies, Maharashtra at Mumbai ("RoC"), and such other governmental / statutory /regulatory authorities in India or abroad 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 terms, conditions, or modification(s) as may be prescribed or imposed while granting such approval(s), permission(s), consent(s), and/or sanction(s) as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned governmental / statutory / regulatory authority in India or abroad, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid Appropriate Authorities (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 of face value of ₹ 10 each ("Equity Shares"), through one or more of the permissible modes including but not limited to private placement, Qualified Institutions Placement ("QIP"), and Follow on Public Offer or a combination thereof, to Qualified Institutional Buyers (QIBs) and any eligible investors, including resident and/or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise)/foreign portfolio investors/ mutual funds/pension funds/venture capital funds/ banks/ alternate investment funds/Indian and/or multilateral financial institutions, insurance companies and any other category of persons or entities who/which are authorised to invest in Equity Shares of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion (whether or not such investors are Members of the Company, to all or any of them, jointly and/or severally), for cash, in one or more tranches, for an aggregate amount of up to ₹ 3,000 crore (Rupees three thousand crore only) (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the offer document and/or placement document and/or private placement offer letter (along with the application form) and/ or such other documents/ writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion may deem fit and appropriate and without requiring any further approval or consent from the Members, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the Book Running Lead Managers and/or other advisors appointed by the Company and the terms of the issuance as may be permitted by SEBI, the Stock Exchanges, RBI, MCA, GoI, RoC, or any other concerned governmental / statutory / regulatory authority in India or abroad, together with any amendment(s) and modification(s) thereto (the "Issue").

RESOLVED FURTHER THAT in the event the Issue is undertaken by way of a QIP, following provisions of Chapter VI of the SEBI ICDR Regulations shall apply:

1. QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company;

2. the allotment of securities shall only be made to QIBs as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations;

3. the allotment of the securities, or any combination of the Equity Shares as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, 2013, and/or applicable and relevant laws/guidelines, from time to time;

4. the securities under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid-up basis;

5. the tenure of the convertible or exchangeable securities (if any) issued through the QIP shall not exceed sixty months from the date of allotment;

6. the securities to be created, offered, issued and allotted in terms of this resolution shall rank pari-passu in all respects including entitlement to dividend, with the existing Equity Shares of the Company, as may be provided under the terms of issue and in accordance with the placement document(s);

7. the securities allotted in the QIP shall not be eligible for sale by the respective allottee for a period of 1 (one) year from the date of allotment, except on a recognized Stock Exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

8. no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to same group or under same control shall be deemed to be single allottee;

9. no partly paid-up Equity Shares shall be issued/allotted;

10. no allotment shall be made, either directly or indirectly, to any QIB who is a promoter or any person related to promoter in terms of the SEBI ICDR Regulations;

11. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions; and

12. the Company shall be eligible to make a QIP, if any, of its promoters or directors is not a fugitive economic offender.

RESOLVED FURTHER THAT in accordance with Regulation 171 of the SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the floor price of the Equity Shares to be issued pursuant to QIP shall be the date of meeting in which the Board decides to open the QIP and in the event of other eligible securities are issued to QIBs by way of QIP, the ‘Relevant Date’ for pricing of such other eligible securities shall be 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, as determined by the Board.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations (“Floor Price”), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the 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 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 without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional securities and the Board or a committee thereof subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to creation, offer, issue, allotment or listing of the securities pursuant to the offering, the Board be and is hereby authorized to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, the class of investors to whom the securities are to be issued, determination of the number of securities, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of securities, if any, redemption, allotment of securities, listing of securities at Stock Exchanges, carry out the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, private placement offer letter (along with application form), placement document, other offer documents, information memorandum, disclosure documents, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the “Transaction Documents”) (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the “Ancillary Documents”) as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹100 crore or such amount as may be prescribed, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any securities or as may be necessary in accordance with the terms of the Issue and the securities so created, offered, issued, and allotted shall be subject to the provisions of the Memorandum of Associations and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued by the Company shall rank pari-passu in all respects including dividend with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999, as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do such acts, deeds, matters and to take all steps as may be necessary including approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the Issue, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/ or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of Book Running Lead Managers, Underwriters, Guarantors, Depositories, Custodians, legal counsel, Monitoring Agency, Bankers, Trustees, Stabilizing Agents, Advisors, Registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to any committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as such committee may deem fit in its absolute discretion, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering."

By Order of the Board of Directors

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: May 23, 2026

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.

2. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 22, 2025 read together with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”), permitted convening the AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Act read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

3. Since the AGM is being held in compliance with the MCA circulars through VC/OAVM, without physical attendance of Members, **the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

4. **Re-appointment of Director**

   At the ensuing AGM, Shri Rajesh Kumar Dhingra (DIN: 03612092), Director of the Company shall retire by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Board of Directors of the Company have recommended the re-appointment.

   Shri Rajesh Kumar Dhingra is interested in Item no. 2 of the Notice with regard to his appointment. The relatives of Shri Dhingra may be deemed to be interested in Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the Item no. 2 of the Notice.

   The relevant details pertaining to Shri Rajesh Kumar Dhingra pursuant to applicable provisions of Regulation 36 of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) are provided in the “Annexure -I” to this Notice.

5. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services (India) Limited (CDSL) / National Securities Depository Limited (NSDL) (collectively referred as “Depositories”). A letter providing the web-link, including the exact path, where complete details of the Annual Report is available will be sent to those Members who have not so registered their email address. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company’s website at 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 also on the website of the Registrar and Transfer Agent M/s. KFin Technologies Limited (KFintech) at www.kfintech.com.

6. Members whose email ID is not registered, can register the same in the following manner so that they can receive all communication from the Company electronically:

   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 that can 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 Depository Participants (“DPs”) for receiving all communications from the Company electronically. National Securities Depository Limited ("NSDL") has provided a facility for registration / updation of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login.

7. The Company has engaged the services of KFintech as the authorized agency for conducting the AGM and providing e-voting facility.

8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Since the AGM is being held through VC/OAVM, the Route Map of the venue of the meeting is not annexed hereto.

10. The relevant registers, certificates and documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

    All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

    Members seeking to inspect such documents can send an e-mail to rinfra.investor@reliancegroupindia.com

11. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.

12. Members are requested to fill in and submit the feedback form available on the website of the Company at https://www.rinfra.com/web/rinfra/satisfaction-survey to aid the Company in its constant endeavor to enhance the standards of service to investors.

13. Instructions for attending the AGM and e-voting are as follows:

a) 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 and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the 'cut-off date' i.e. Friday, August 07, 2026 only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. KFintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10:00 AM. (IST) on Monday, August 10, 2026 to 5.00 P.M. (IST) on Thursday, August 13, 2026. At the end of remote e-voting period, the facility shall forthwith be blocked.

b) Pursuant to SEBI circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended on "e-voting facility provided by Listed Companies", e-voting process has been enabled for 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.

c) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP). Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

d) The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Friday, August 07, 2026.

e) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

f) Any person holding share(s) in physical form and non individual shareholders, who became a Member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to KFintech at einward.ris@kfintech.com. However, if he/she is already registered with KFintech for remote e-Voting, then he/she can use his/her existing User ID and password for casting the e-vote.

g) In case of individual Members holding shares 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 remote e-Voting and joining virtual meeting.

h) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

i) The details of the process and manner for remote e-Voting and attending the AGM are explained herein below:

Part A –Remote E-voting

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.

<table>
<tr><th>Type of Members</th><th>Login Method</th></tr>
<tr><td></td><td>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.</td></tr>
<tr><td></td><td>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’ 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.</td></tr>
<tr><td>Securities held in demat mode with CDSL</td><td>1. Existing user who have opted for Easi / Easiest:
i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com
ii. click on (a) My Easi New (Token) under “Login”; or (b) Login to - My Easi under “Quick Links” available at the bottom of homepage.
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.</td></tr>
<tr><td></td><td>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.</td></tr>
<tr><td></td><td>3. Alternatively, by directly accessing the e-Voting website of CDSL:
i. Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin
ii. Provide your demat Account Number and PAN No.
iii. System will authenticate user by sending OTP on registered Mobile and Email as recorded in the demat Account.
iv. On successful authentication, user will be provided with the link for the respective ESP i.e. KFintech where the eVoting is in progress.</td></tr>
<tr><td>Login through their demat accounts / Website of the Depository Participant</td><td>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 ESP – 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.</td></tr>
</table>

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

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

Login type	Helpdesk details
Securities held with **NSDL**	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990
Securities held with **CDSL**	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 210 9911

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 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” i.e., ‘Reliance Infrastructure Limited- AGM” 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. After casting your vote by selecting an appropriate option, 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, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-Voting together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer at email id: scrutinizeragl@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

(b) Members whose email IDs are not registered with the Company / DPs and consequently the Annual Report, 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.

Part B – Access to join virtual meetings of the Company on KFintech system to participate in AGM and vote thereat

Instructions for all the Members for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting:

i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open at least 15 minutes before the time scheduled for the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid difficulties.

v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number/folio number, email id, mobile number at: https://evoting.kfintech.com. Queries received by the Company till Tuesday, August 11, 2026 (5.00 P.M. IST) shall only be considered and responded during the AGM.

vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/ OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vii. A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

viii. Facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first serve basis. However, the participation of members holding 2% or more shares, Promoters, and Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.

ix. The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit and login through the user ID and password provided by KFintech. On successful login, select 'Speaker Registration'. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM. The Speaker Registration will be open from Monday, August 10, 2026 to Tuesday, August 11, 2026.

x. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFintech Website) or send an e-mail at evoting@kfintech.com or call KFintech's toll free no. 1800-309-4001.

xi. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

   a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

      1. Example for NSDL:
         MYEPWD <SPACE> IN12345612345678

      2. Example for CDSL:
         MYEPWD <SPACE> 1402345612345678

      3. Example for Physical:
         MYEPWD <SPACE> XXXX1234567890

   b. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

xii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.

14. The Board of Directors have appointed Shri Anil Lohia, Partner or in his absence Shri Khushit Jain, Partner, M/s. Dayal and Lohia, Chartered Accountants, Mumbai, as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairperson of the AGM or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.rinfra.com and also on the website of KFintech at https://evoting.kfintech.com.

Statement pursuant to Section 102 (1) of the Companies Act, 2013 to the accompanying Notice dated May 23, 2026

Item No. 3: Appointment of Statutory Auditors

Owing to the resignation of M/s. Chaturvedi and Shah LLP, Chartered Accountants (Firm Registration no. 101720W/W100355) as the Statutory Auditors of the Company with effect from May 23, 2026, there was a causal vacancy in the office of the Statutory Auditors of the Company. As per section 139(8) of the Companies Act, 2013 (the "Act"), a casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and conformation received from M/s Paresh Rakesh & Associates LLP, Chartered Accountants, (Firm Registration No. 119728W / W100743) on their eligibility, the Board at its meeting held on May 23, 2026, appointed them as the Statutory Auditors of the Company to fill in the casual vacancy as above, to hold office with effect from May 23, 2026 till the conclusion of ensuing Annual General Meeting of the Company. Pursuant to Section 139 of the Act, the Board hereby recommends to the members the appointment of M/s. Paresh Rakesh & Associates LLP, Chartered Accountants, as the Statutory Auditors of the Company:

1. in the casual vacancy caused by the resignation of the earlier auditors and to hold the office of the Statutory Auditors from May 23, 2026 till the conclusion of the 97th Annual General Meeting of the Company; and

2 for a term of five consecutive years, from the conclusion of this 97th Annual General Meeting till the conclusion of 102nd Annual General Meeting of the Company;

at such remuneration as shall be fixed by the Board of Directors of the Company.

Additional information about Statutory Auditors pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	Particulars
Proposed Fees payable to the Statutory Auditors	₹ 85 lakhs annually, excluding applicable taxes and other out of pocket expenses, if any, with authority to the Board to make such revisions during the tenure of appointment as may be appropriate in consultation with the Audit Committee and Statutory Auditors.
Terms of Appointment	1. In case of casual vacancy, to hold office upto the conclusion of ensuing AGM of the Company; and 2. for a period of five consecutive years from the conclusion of the 97th AGM till the conclusion of 102nd AGM of the Company for the Financial Year 2030-31
In case of new Auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no change in the fees payable to the Auditors and the proposed fees is same as paid to the outgoing auditors.
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed	M/s Paresh Rakesh & Associates LLP, Chartered Accountants (Firm Registration No. 119728W/ W100743), a leading Chartered Accountants firm established in 1999, in Mumbai is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm is built on a strong foundation of professional ethics, technical expertise, and extensive industry experience spanning over 25 years. The firm is empanelled with several prestigious regulatory and financial institutions, including MEF ICAI Panel, the Reserve Bank of India (RBI) and Comptroller and Auditor General of India (C&AG). The range of services provided by them includes Assurance, Taxation, Corporate and Transaction Advisory Services. M/s. Paresh Rakesh & Associates LLP holds a 'Peer Review' Certificate as issued by 'ICAI'.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the resolutions set out at Item no. 3 of the Notice.

The Board accordingly recommends the Ordinary Resolutions set out at Item No. 3 of the accompanying Notice for approval of the Members.

Item No. 4: Appointment of Secretarial Auditors

Pursuant to provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations, upon recommendation of the Audit Committee, Board of Directors, at its meeting held on March 30, 2026 had appointed M/s. Vijay S. Tiwari & Associates, Practicing Company Secretaries (COP No. 12220) to fill in the casual vacancy caused by the resignation of M/s Ajay Kumar & Co. as Secretarial Auditors for the financial year 2025-26, to hold office till the conclusion of the ensuing Annual General Meeting of the Company.

The Board of Directors of the Company at its meeting held on May 23, 2026, based on the recommendation of the Audit Committee and after considering the experience, expertise, efficiency and independence of Shri Vijay S. Tiwari & Associates, Practicing Company Secretaries, has recommended their appointment, as Secretarial Auditors of the Company, to conduct secretarial audit for a term of five (5) consecutive years from financial year 2026-27 to financial year 2030-31.

Additional information about Secretarial Auditors pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	Particulars
Proposed Fees payable to the Secretarial Auditors	₹ 2.00 lakhs annually, excluding applicable taxes and other out of pocket expenses, with authority to the Board to make such revisions during the tenure of appointment as may be appropriate in consultation with the Audit Committee and Secretarial Auditors.
Terms of Appointment	For a period of five consecutive years from financial year 2026-27 to financial year 2030-31.
In case of new Secretarial Auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	The remuneration paid to the outgoing Secretarial auditor M/s Ajay Kumar & Co. was ₹ 1.25 lakh. The increase in fee is primarily due to factors such as inflationary adjustments, market standards, increased compliance requirements and inclusion of certain Annual certifications.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor(s) proposed to be appointed	M/s. Vijay S. Tiwari & Associates, Company Secretaries in Practice since 2013 in Mumbai, is a proprietorship firm registered with the Institute of Company Secretaries of India (ICSI), offering Secretarial, legal and Corporate Advisory Services. The firm has also been Peer Reviewed by the ICSI. The firm is led by Shri Vijay S. Tiwari, a qualified Company Secretary supported by other qualified professionals. Shri Vijay S. Tiwari also holds a Bachelor's degree in Commerce, a Master's degree in Financial Management and LL.B. He has vast experience and exposure in specialized areas of corporate laws, including the Companies Act, FEMA, SEBI Regulations, IPOs, takeovers, drafting and vetting of agreements and practice before the NCLT/NCLAT.

M/s. Vijay S. Tiwari & Associates have given their consent to act as the Secretarial Auditors of the Company along with a confirmation that they satisfy the criteria laid down in Regulation 24A of the Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No. 5: Remuneration to Cost Auditors

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Talati & Associates, Cost Accountants (Firm Registration No.: R00097) as Cost Auditors for the audit of the cost accounting record of the Company for the financial year ending March 31, 2027 at a remuneration of ₹ 36,000/- (Rupees thirty-six thousand only) excluding applicable taxes and out-of-pocket expenses, If any.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company

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 set out at Item No. 5 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item No. 6: Issue of securities through Qualified Institutions Placement

The Company is a diversified infrastructure company with capabilities across Engineering & Construction (E&C), power utilities, metro and emerging segments such as defence and renewable energy. Its core portfolio includes power distribution, urban mobility and road infrastructure. Through its distribution utilities, the Company serves a large consumer base in Delhi. It has executed the state of the art Mumbai Metro Line One project on build, own, operate and transfer basis thereby contributing to urban connectivity and transportation efficiency. In addition to its established businesses, the Company is planing to strategically expand into high-growth areas such as defence manufacturing and clean energy solutions, including solar and battery storage, in alignment with national priorities.

The Company intends to venture into, strengthen and expand its presence across the value chain of energy businesses and in defence sector, including manufacturing and expanding its business in the renewable energy segment. In order to augment long term resources, enhancing networth, 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.

Accordingly, the Board of Directors of the Company ('the Board'), in their meeting held on May 23, 2026 approved the proposal to obtain an enabling approval of Members in favour of the Board (which 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) without the need for any further approval from the Members to undertake the proposed issue of securities for an aggregate amount up to ₹ 3,000 crore (Rupees three thousand crore only) or an equivalent amount thereof (inclusive of such discount or premium to market price or prices permitted under applicable law), at such price or prices as may be permissible under applicable law through one or more of the permissible modes including but not limited to a private placement, Qualified Institutions Placement (“QIP”), and Follow on Public Offer or a combination thereof, in one or more tranches to any eligible investors, in accordance with the provisions 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 of the accompanying Notice.

The Issue Proceeds shall be utilised towards the growth of the Company’s business as mentioned above apart from meeting its existing debt/liabilities, provided that the amount to be utilised for general corporate purposes alone shall not exceed 25% of the gross proceeds of the Issue.

The ‘Relevant Date’ for determination of applicable price for the issue of the Equity Shares 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 pricing of the Equity Shares 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 Equity Shares issued pursuant to the offering would be listed on the Indian Stock Exchanges. The proposed issue of Equity Shares as stated above may be made in one or more tranches in such manner and subject to such limits as more particularly set out in the resolution at Item No. 6 of the accompanying Notice.

The proposed Special Resolution seeks the consent and authorisation of the Members to the Board to create offer, issue, allot and to list the Equity Shares, in consultation with the lead managers, legal advisors and other intermediaries, to any persons, whether or not they are Members of the Company.

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 thereto.

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 set out at Item No. 6 of the Notice.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors

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

May 23, 2026

Annexure – I

Name of the Director	**Shri Rajesh Kumar Dhingra**
Director Identification No.	03612092
Age	61 years
Date of first appointment on Board	April 03, 2025
Brief resume including qualification, experience and Expertise in specific functional areas	Shri Rajesh Kumar Dhingra, holds a Master’s degree in Electronics and a Post Graduate Degree in Public Affairs & Mass Communication. He is associated with Reliance Group since January 2015 as the President & CEO of Reliance Defence Limited, shaping the long term strategy of the Reliance Group in Defence and Aerospace sector. Prior to this appointment, Shri Dhingra was Managing Director, Lockheed Martin India, the largest Defence Company globally. He served in the Indian Air Force as a Commissioned Officer for 21 years, prior to his voluntary separation in 2007. During his distinguished service, he held staff appointments with three successive Air Chiefs and was a key interface between the office of Chief of the Air Staff and the Ministry of Defence (MoD) on Public Affairs. While on deputation to the MoD as Joint Director in the Department of Defence Production, he worked closely with the Public and Private Sector Industry on the Policy front, Exports and Transfer of Technology to support greater indigenisation. His military awards include the Vishisht Seva Medal by the President of India for exceptional services during his Military career and Commendations by the Air Chief and Vice Chief.
Other Directorships	1. Reliance Defence Systems Private Limited, 2. Dassault Reliance Aerospace Limited, 3. RKD Associates Private Limited, 4. Reliance Helicopters Limited, 5. Reliance Land Systems Limited, 6. Reliance Defence Systems & Tech Limited, 7. Thales Reliance Defence System Limited and 8. Reliance Defence Limited.
Chairmanship/Membership of Committees in Companies in which position of Director is held	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Relationship with other Directors, Managers and Key Managerial Personnel (KMP) of the Company	Not related to any of the Directors and 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 Financial Year 2025-26, he has attended 12 out of 12 Meetings
Terms and conditions of appointment including remuneration sought to be paid	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto. He is not entitled to any remuneration other than the 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.
Remuneration last drawn	He is not entitled to any remuneration. However, sitting fees amounting to ₹ 4.80 lakhs were paid to him for attending Board meetings during the Financial Year 2025–26.