

# Reliance Infrastructure Limited

## Notice

NOTICE is hereby given that the 95<sup>th</sup> Annual General Meeting (AGM) of the Members of **Reliance Infrastructure Limited** will be held on **Saturday, August 03, 2024 at 10.00 A.M.(IST)** through video conference / other audio visual means to transact the following business:

### Ordinary Business:

- To consider and adopt:
  - the audited financial statement of the Company for the Financial Year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, and
  - the audited consolidated financial statement of the Company for the Financial Year ended March 31, 2024 and the report of the Auditors thereon.
- To appoint a Director in place of Shri Sateesh Seth (DIN:00004631), who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

### Special Business:

- Appointment of Shri Virendra Singh Verma (DIN: 07843461) as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri Virendra Singh Verma who was appointed as an Additional Director by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a Member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from May 30, 2024 and to continue to hold office beyond the age of 75 years till the expiry of his proposed term.

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

- Issuance of Foreign Currency Convertible Bonds**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 62 and all other applicable provisions, if any, of the

Companies Act, 2013 (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"), the Foreign Exchange Management Act, 1999 (the "FEMA"), including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, as amended, 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, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (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, as amended (the "1993 Scheme"), the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India, 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 condition(s) and modification(s) 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

## Notice

have constituted 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) in international markets, through prospectus/ offer letter/ offering circular or other permissible/requisite offer documents, 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 Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) 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 persons who are not holders of equity shares of the Company, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other advisors, subject to applicable law; provided that the aggregate amount raised/to be raised by issuance of such Securities shall not exceed US\$ 350 million.

**RESOLVED FURTHER THAT** in the event of issuance of FCCBs, pursuant to the provisions of the 1993 Scheme and other applicable pricing provisions issued by the Ministry of Finance or any other authority, the 'relevant date' for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board decides to open such issue after the date of this resolution.

**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 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, to seek the listing of the Securities on one or more stock exchanges as may be required.

**RESOLVED FURTHER THAT** in case of any offering of Securities convertible into equity shares, 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 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 listing particulars.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to create offer, issue and allot the 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 Securities and for disposal of 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 Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of 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 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 equity shares or Securities or instruments representing the same, 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 Securities including the number of Securities that may be offered and proportion thereof, timing for issuance of such Securities and to vary, modify or alter any of the terms and conditions as it may deem expedient, to enter into and execute 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 on behalf of the Company, to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of 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

## Notice

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 Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Executive(s), 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.

**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 Securities, from any statutory or regulatory authority or the stock exchanges."

### 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Talati & Associates, Cost Accountants (Firm Registration Number.: R00097), appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the Financial Year ending March 31, 2025, be paid remuneration of ₹ 31,250/- (Rupees thirty one thousand two hundred fifty 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, to give effect to this resolution."

By Order of the Board of Directors

Paresh Rathod  
Company Secretary &  
Compliance Officer

### Registered Office:

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

May 30, 2024

### 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 AGM is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its circular dated September 25, 2023 read with circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 28, 2022 (collectively referred to as "MCA circulars") permitted the holding of the AGM through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") and MCA circulars, the AGM of the Company is being held through VC/OAVM.
3. Since the AGM is being held pursuant to 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 Sateesh Seth (DIN:00004631), 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.

The relevant details pertaining to Shri Sateesh Seth pursuant to applicable provisions of Regulation 36 of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) is given below;

Shri Sateesh Seth, 68 years, is a Fellow Chartered Accountant and a law graduate. He has vast experience in corporate management. He has been appointed as a Non-Executive Director of the Company with effect from November 24, 2002. He has attended four out of five Board meetings of the Company held during the Financial Year. As on March 31, 2024, Shri Sateesh Seth did not hold any equity shares of the Company. He does not hold any relationship with any other Directors and Key Managerial Personnel of the Company.

Presently, he is the Chairman of Reliance Power Limited. He is also on the Board of Reliance Defence and Aerospace Private Limited, Reliance Defence Technologies Private Limited, Reliance Defence Systems Private Limited and Reliance Defence Limited. Further, he has not resigned from any listed entity in the past three years. During the year, he was paid ₹ 1.6 lakh in the form of sitting fees. He shall be paid remuneration by way of fee for attending the meeting of the Board or Committees thereof or for any other purpose as may be decided by the Board. He shall be entitled for reimbursement of expenses for participating in the Board and other meetings.

Shri Sateesh Seth is interested in Item no. 2 of the Notice with regard to his appointment. The relatives of Shri Sateesh Seth 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

## Notice

- above, none of the others Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in Item no. 2 of the Notice.
5. In compliance with the MCA circulars and the SEBI circular dated October 06, 2023, Notice of the AGM along with the Annual Report 2023-24 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 Depositories Limited (NSDL) (collectively referred as "Depositories"). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at [www.rinfra.com](http://www.rinfra.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and also on the website of the Registrar and Transfer Agent of the Company, KFin Technologies Limited ("KFintech"/"RTA") at [www.kfintech.com](http://www.kfintech.com).
  6. Members whose email addresses are 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 on the Company's website at <https://www.rinfra.com/web/rinfra/shareholder-registration> by providing the requisite details of their holdings and documents for registering their e-mail address; and
    - b. Members holding share(s) in electronic mode can register/update their e-mail address with their respective Depository Participants ("DPs").
  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 will be held through VC/OAVM, no route map to the venue is annexed with this Notice.
  10. The relevant Registers 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@relianceada.com](mailto:rinfra.investor@relianceada.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 provided in the 'Investor Relations' section on the Company's website [www.rinfra.com](http://www.rinfra.com) 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, July 26, 2024) 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 A.M. (IST) on Tuesday July 30, 2024 to 5.00 P.M. (IST) on Friday, August 02, 2024. 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 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, July 26, 2024.  
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.
    - e. Any person holding share(s) in physical form and non individual shareholders, who become 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](mailto: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.
    - f. In case of individual Members holding shares in demat mode and who become 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 for individual shareholders holding shares in demat mode".

## Notice

- g. Those 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.
- h. The details of the process and manner for remote e-Voting and 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
<b>Securities held in demat mode with NSDL</b>	<p><b>1. User already registered for IDeAS facility:</b></p> <p>i. Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</p> <p>ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting."</p> <p>iv. Click on company name or e-Voting Service Provider (ESP) i.e. KFintech and you will be re-directed to the ESP's website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services:</b></p> <p>i. To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</p> <p>ii. Select "Register Online for IDeAS" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp</a>.</p> <p>iii. Proceed with completing the required fields.</p> <p>iv. Follow steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL:</b></p> <p>i. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></p> <p>ii. Click on the icon "Login" which is available under 'Shareholder/Member's section.</p> <p>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.</p> <p>iv. Post successful authentication, you will be requested to select the name of the Company and the ESP.</p> <p>v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>

Type of Members	Login Method
<b>Securities held in demat mode with CDSL</b>	<p><b>1. Existing user who has opted for Easi / Easiest:</b></p> <p>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered User ID and Password.</p> <p>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/ Easiest:</b></p> <p>i. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point 1.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <p>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p> <p>i. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>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.</p> <p>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.</p>

#### Login through their demat accounts / Website of Depository Participant

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

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

## Notice

Login type	Helpdesk details
Securities held with <b>NSDL</b>	Please send a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with <b>CDSL</b>	Please send a request at evoting@cdslindia.com or call at 022-23058738/23058542/43 toll free no.: 1800 2255 33

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

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

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN 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. Please login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. 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 : [scrutinizerag@gmail.com](mailto:scrutinizerag@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_Even No."

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

- i. Temporarily provide email address and mobile number to KFinTech, by sending an e-mail to [evoting@kfintech.com](mailto: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](mailto:einward.ris@kfintech.com).
- ii. Alternatively, Member may send an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed 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

# Reliance Infrastructure Limited

## Notice

- 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 through 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 Wednesday, July 31, 2024 (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. Those 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.
  - 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 e-mail at [evoting@kfintech.com](mailto: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 may contact Kfintech at toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
14. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Khushit Jain, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit his report to the Chairman of the AGM or to 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](http://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 30, 2024

#### Item No. 3: Appointment of Shri Virendra Singh Verma (DIN: 07843461) as an Independent Director

Pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri Virendra Singh Verma (DIN: 07843461) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years effective from May 30, 2024. Pursuant to Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Virendra Singh Verma as Independent Director is subject to approval of the members of the Company.

**Notice**

The Company has received a declaration from Shri Virendra Singh Verma confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board and based on the declaration of independence submitted by him, Shri Virendra Singh Verma fulfills the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and is independent of the management.

As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Shri Virendra Singh Verma for the office of Director of the Company. Shri Virendra Singh Verma has consented for his appointment as independent director of the Company, and has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Shri Virendra Singh Verma as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Shri Virendra Singh Verma will attain the age of seventy five years on January 01, 2025 and pursuant to Regulation 17(1A) of the Listing Regulations, continuation of office as Independent Director beyond the age of seventy five years would require the approval of Members by a Special Resolution. In view of the above, it is proposed to seek approval of the Members for continuation of directorship of Shri Virendra Singh Verma beyond the age of 75 years as Independent Director till the completion of his proposed term.

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

Keeping in view the above and in terms of Listing Regulations, consent of the Members for appointment of Shri Virendra Singh Verma as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 3 of the accompanying Notice.

Shri Virendra Singh Verma is interested in the resolution set out in Item No. 3 of the notice with regard to his appointment. The relatives of Shri Virendra Singh Verma may be deemed to be interested in the resolution set out in Item No.3 of the notice to the extent of their equity shareholding interest, if any, in the Company.

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

The Board accordingly recommends the Special Resolution set out in Item No. 3 of the accompanying Notice for the approval of the Members.

**Item No. 4 Issuance of Foreign Currency Convertible Bonds**

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

In order to meet the Company's financial needs caused by decline in revenues, reduced debt servicing capabilities due to cash flow mismatch and for long term viability, future growth and general corporate purpose, there is an urgent requirement to raise long term resources to strengthen the Company's financial position and to safeguard the interests of lenders, employees, Members and other stakeholders. In lieu of the earlier Foreign Currency Convertible Bonds (FCCB) proposals (which could not be consummated considering the adverse market conditions and time delay), it is now proposed to obtain an enabling authorization from the members of the Company to make a fresh international offering of the FCCB upto US\$. 350 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 ('FCCB Scheme') and other applicable statutes.

The Board at its meeting held on May 30, 2024, has proposed the offer, issue and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular or other permissible/requisite offer documents, FCCB 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 provided that the aggregate amount raised/to be raised by issuance of such Securities shall not exceed US\$ 350 million.

Issuance of 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 Section 62 of the Companies Act, 2013, as amended and any other law for the time being in force and being applicable and in terms of the provisions of the Listing Regulations, as amended. The equity shares, if any, allotted on issue, conversion of Securities shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

The resolution proposed is enabling approval and the exact 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 lead managers, advisors and such other authorities 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. 4 of the accompanying Notice. The

## Notice

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.

The pricing of the offer would be in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations"), Listing Regulations, the Foreign Exchange Management Act, 1999, the Companies Act, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, 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 or any other guidelines/regulations/ consents, each as amended, as may be applicable or required. FCCB pricing will be as per FCCB 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. In connection with the proposed issue of 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. 4 of the accompanying Notice for the 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 records of the Company for the Financial Year ending March 31, 2025 at a remuneration of ₹ 31,250/- (Rupees thirty one thousand two hundred and fifty only) excluding applicable taxes and out-of-pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, 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.

By Order of the Board of Directors

Paresh Rathod  
Company Secretary &  
Compliance Officer

### Registered Office:

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

May 30, 2024

## Notice

### Annexure to Item No. 3 of the Notice

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

Name of the Director	Shri Virendra Singh Verma
Age	74 years
Date of first appointment on Board	May 30, 2024
Brief resume including qualification, experience and Expertise in specific functional areas	<p>Shri Virendra Singh Verma has merited a degree in Bachelor of Science from Agra University followed by BE Mechanical (Hons) and ME Mechanical (Hons) in Applied Thermal Sciences from IIT Roorkee. He has also been trained under UNDP, with CEGB, UK and Gilbert Commonwealth of USA</p> <p>Shri Verma started his career in the Central Power Engineering Service in Central Electricity Authority (CEA). In his longstanding career of over 46 years in the power sector, Shri Verma acquired wide and valuable experience in the field of planning, thermal and hydro power plant engineering, project monitoring, construction, supervision, operation monitoring, human resource development, grid operations, conservation and efficiency, low carbon growth strategy and other environmental issues.</p> <p>Shri Verma has been associated extensively in the policy formulation by the Government, specially after the enactment of Electricity Act 2003. Shri Verma has also served as a Member Secretary of the Eastern Regional Electricity Board, Director General of the Bureau of Energy Efficiency, Member and Chairman of the Central Electricity Regulatory Commission (CERC) etc. Shri Verma has also been on Governing Council/Board of Directors of various institutions like CPRI, NPTI, CWet, DVC etc.</p> <p>Shri Verma has travelled extensively overseas and has to his credit more than 50 technical papers published and presented in the national and international forums.</p> <p>Shri Verma received Life Time Achievement Award from CBIP and from Rajiv Gandhi Technical University, Bhopal. He was awarded Leading Energy Personality Award 2014 in November 2014 from Council of Power Utilities. He was also awarded Distinguished Alumni Award of IIT Roorkee. He has been a professor Adjunct for IIT Kanpur.</p> <p>Shri Verma has been advising Govt of Rajasthan for improving their Distribution System of electricity in general including generation and transmission as a member of the task force appointed by the Govt of Rajasthan for five years. Shri Verma Co authored a book namely 'Solar Energy made simple for a sustainable future', published by Springer Nature Singapore.</p>
Other Directorships	<ol style="list-style-type: none"> <li>1. Essar Power Transmission Company Limited</li> <li>2. Essar Power Gujarat Limited</li> <li>3. Aerpace Industries Limited</li> <li>4. Vijai Electricals Limited</li> <li>5. India Rural Energy and Power Private Limited</li> </ol>
Chairmanship/Membership of Committees in Companies in which position of Director is held	<ol style="list-style-type: none"> <li>1. Member of Audit Committee, Risk &amp; Compliance Committee, Nomination &amp; Remuneration Committee, Share Committee, CSR, Sustainability &amp; Safety Committee of Essar Power Transmission Company Limited</li> <li>2. Member of Audit Committee, Risk &amp; Compliance Committee, Nomination &amp; Remuneration Committee and CSR, Sustainability &amp; Safety Committee of Essar Power Gujarat Limited</li> <li>3. Member of Audit Committee of Aerpace Industries Limited</li> </ol>
Listed entities from which the Director has resigned in the past three years	None
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 (FY2023-24)	None
Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto. He will be paid sitting fees of ₹ 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.