

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

**Notice** is hereby given to the Members of Reliance Infrastructure Limited ("the Company"), for seeking consent of Members of the Company for transacting the special business by passing the following resolutions through Postal Ballot including Electronic Voting ("e-Voting") pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and rules made thereunder, read with other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

#### 1. **Appointment of Dr. Thomas Mathew (DIN: 05203948) as an Independent Director:**

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. Thomas Mathew (DIN: 05203948), 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 and to hold office for a term of 5 (five) consecutive years with effect from October 01, 2024.

**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."

#### 2. **Introduction and Implementation of 'Reliance Infrastructure Employee Stock Option Scheme 2024':**

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made thereunder, including Companies (Share Capital and Debenture) Rules, 2014 (in each case, including any statutory modification(s) or re-enactment thereof), and all applicable Regulations of the Securities and Exchange Board of India (Share Based Employee

Benefits and Sweat Equity) Regulations, 2021 including any statutory modification(s) or re-enactment thereof) (hereinafter referred to as ("SEBI (SBEB) Regulations"), all other applicable law, the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded for the introduction and implementation of "Reliance Infrastructure Employee Stock Option Scheme, 2024" (the "Scheme"), the salient features of which are detailed in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice, and authorise the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), to create, issue, offer, grant and allot from time to time, in one or more tranches, up to 2,60,00,000 Stock Options convertible into 2,60,00,000 equity shares of face value of ₹ 10 (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees, across all cadres and as eligible in accordance with the SEBI (SBEB) Regulations ("Eligible Employees"), on such terms and conditions as the Board may decide under the Scheme in accordance with the SEBI (SBEB) Regulations and other applicable laws.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of ₹ 10 (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the Scheme on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the Listing Regulations, the SEBI (SBEB) Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations and in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to Scheme and to do all other things incidental to and ancillary thereof."

**3. Extension of 'Reliance Infrastructure Employee Stock Option Scheme 2024' to the employees of group companies including its subsidiaries, associates and holding company:**

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, including Companies (Share Capital and Debenture) Rules, 2014 (in each case, including any statutory modification(s) or re-enactment thereof), the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder ("SEBI (SBEB) Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions the consent of the Members' of the Company be and is hereby accorded to extend the benefits of the "Reliance Infrastructure Employee Stock Option Scheme 2024" (the "Scheme") and to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has designated as Compensation Committee, to exercise its powers, including the powers, conferred by this resolution) to offer, issue, grant and allot from time to time, in one or more tranches, up to 2,60,00,000 Stock Options convertible into 2,60,00,000 equity shares of face value of ₹ 10 ( Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend, to or for the benefit of the employees of the group company(ies) including the subsidiaries, associates and holding company (present and future, if any) of the Company determined in terms of the Scheme and eligible in accordance with the SEBI (SBEB) Regulations, within the ceiling of total number of Options and equity shares, as specified in Scheme along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

**RESOLVED FURTHER THAT** the maximum number of Stock Options to be granted to eligible employees of both the

Company and its Subsidiary Company(ies) under the Scheme shall not cumulatively exceed 2,60,00,000 Stock Options convertible into 2,60,00,000 equity shares of face value of ₹ 10 (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of any division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either consolidated or subdivided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of ₹ 10 (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the equity shares allotted, in accordance with the Scheme on the Stock Exchanges where the equity shares of the Company are listed as per the provisions of the Listing Regulations, the SEBI (SBEB) Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI (SBEB) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate Scheme, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to Scheme and to do all other things incidental to and ancillary thereof."

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

**Paresh Rathod**  
Company Secretary and Compliance Officer

**Registered Office:**

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

Date: October 1, 2024

Place: Mumbai

**Notes:**

1. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted is annexed hereto.
2. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in terms of SEBI Master circular dated July 11, 2023 ("SEBI Circular"), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN Technologies Limited ("KFintech"), the e-Voting Service Provider ("ESP"), on all the resolutions set forth in this Notice.
3. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Monday, September 30, 2024 ("Cut-Off Date") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions is being sent to all the Members, whose names appear in the Register of Members / list of beneficial owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Monday, September 30, 2024.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Monday, September 30, 2024, will be considered for the purpose of voting. A person who is not a Member as on Monday, September 30, 2024 i.e. the 'cut-off date for reckoning voting rights should treat this Notice for information purpose only.
6. Members may note that the Postal Ballot Notice will be available on the Company's website [www.rinfra.com](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 on the website of KFintech at [www.kfintech.com](http://www.kfintech.com), the ESP.
7. The Board of Directors have appointed Shri Anil Lohia, or in his absence Shri Khushit Jain, Partners, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
8. Members may vote on the postal ballot from Saturday, October 05, 2024 to Sunday, November 03, 2024.
9. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-Voting. If you are opting for e-Voting, then do not vote by physical postal ballot and vice versa. In case Members cast their vote by both physical postal ballot and e-Voting, it may be noted that vote cast by them by e-Voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
10. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link [https://www.rinfra.com/documents/1142822/14573556/Postal\\_Ballot\\_Form\\_01102024.pdf](https://www.rinfra.com/documents/1142822/14573556/Postal_Ballot_Form_01102024.pdf), read the instruction carefully, and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (AGAINST) to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Infrastructure Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Serilingampally, Rangareddi, Telangana - 500032, so as to reach on or before Sunday, November 03, 2024, to be eligible for being considered, failing which it will be considered that no reply has been received from the Member.
11. In terms of the requirements of SEBI Circular, the e-Voting period begins at 10:00 A.M. (IST) on Saturday, October 05, 2024, and ends at 05:00 P.M. (IST) on Sunday, November 03, 2024. Thereafter, the e-Voting module shall be disabled by KFintech.
12. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Designated Person (DP's) in order to increase the efficiency of the voting process.
13. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DP's to access e-Voting facility.
14. The Scrutiniser will submit his report to the Chairperson of the Board Meeting or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny after 05:00 P.M. (IST) on Sunday, November 03, 2024 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, November 05, 2024 and displayed at the Registered Office of the Company at Reliance Centre, Ground Floor 19, Walchand Hirachand Marg, Ballard Estate, Mumbai, Maharashtra - 400 001, by placing it along with the Scrutiniser's report on its notice board, Company's website, [www.rinfra.com](http://www.rinfra.com) and on the website of the agency Fintech at [www.kfintech.com](http://www.kfintech.com) and shall also be communicated to the Stock Exchanges where Company's shares are listed.
15. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-Voting ie. Sunday, November 03, 2024.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Monday, September 30, 2024. Members can vote for their entire voting rights as per their discretion.
17. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) opting for physical ballot are also required to send certified true copy of the board resolution/power of attorney/authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
18. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-Voting. Members seeking to inspect such documents can send an e-mail to [rinfra.investor@relianceada.com](mailto:rinfra.investor@relianceada.com)
19. Members whose email address is not registered can register the same in the following manner:
  - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at [www.rinfra.com](http://www.rinfra.com) by providing the requisite details of their holdings and documents for registering their e-mail address; and
  - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address

with their respective Depository Participants ('DPs') for receiving all communications from the Company electronically.

20. In case of an Individual Shareholder holding securities in demat mode and who became a member of the Company after sending of the Notice and hold share(s) as of the cutoff date may follow steps mentioned below under 'Login method for e-Voting for Individual shareholder holding securities in demat mode.'

21. Voting through electronic mode:  
The Company is pleased to offer e-Voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The details of the process and manner for E-Voting are explained herein below :

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

Type of Members	Login Method
<b>Securities held in demat mode with NSDL</b>	<b>1. User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a></li> <li>Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>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.</li> </ol>
	<b>2. User not registered for IDeAS e-Services</b> <ol style="list-style-type: none"> <li>To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>Select "Register Online for IDeAS" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1</li> </ol>
	<b>3. Alternatively, by directly accessing the e-Voting website of NSDL:</b> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>Click on the icon "Login" which is available under 'Shareholder/Member's section.</li> <li>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.</li> <li>Post successful authentication, you will be requested to select the name of the Company and the ESP.</li> <li>On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
<b>Securities held in demat mode with CDSL</b>	<b>1. Existing user who has opted for Easi / Easiest:</b> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered User ID and Password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> </ol>

v. Click on e-Voting service provider name to cast your vote.

**2. User not registered for Easi/ Easiest:**

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

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

- Visit URL: [www.cdslindia.com](http://www.cdslindia.com)
- Provide your demat Account Number and PAN No.
- System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

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

- You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- 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.
- Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

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

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

- (a) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
  - After entering these details appropriately, click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: scrutinizeragl@gmail.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name\_EVEN No."

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

- i. Temporarily get their email address and mobile number provided with KFintech, by sending an e-mail to evoting@kfintech.com. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and

e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com.

- ii. Alternatively, Member may send an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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

**Item No. 1: Appointment of Dr. Thomas Mathew (DIN:05203948) as an Independent Director**

Pursuant to the provisions of Section 149, 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 Dr. Thomas Mathew (DIN:05203948) as an Additional Director in the capacity of Independent Director of the Company for a term of five consecutive years effective from October 01, 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 Dr. Thomas Mathew as Independent Director is subject to approval of the members of the Company.

The Company has received a declaration from Dr. Thomas Mathew confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board and based on the declaration of independence submitted by him, Dr. Thomas Mathew fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and that he 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 Dr. Thomas Mathew for the office of Director of the Company. Dr. Thomas Mathew is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Details of Dr. Thomas Mathew as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

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 Dr. Thomas Mathew 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, consent of the Members for appointment of Dr. Thomas Mathew 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. 1 of the accompanying Notice.

Dr. Thomas Mathew is interested in the resolution set out in Item No. 1 of the notice with regard to his appointment. The relatives of Dr. Thomas Mathew may be deemed to be interested in the resolution set out in Item No. 1 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. 1 of the accompanying Notice for the approval of the members.

**Item Nos. 2 and 3: Reliance Infrastructure Employee Stock Option Scheme, 2024**

The Company has cleared its substantial debt obligations and is now poised to venture into new horizons of growth. At this juncture, the Company has transited to the next phase of leveraging market opportunities, business growth including addressing of business competitions which has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources having leadership qualities, or holding critical roles as required in the businesses.

In this scenario, performance-linked equity compensation schemes are an effective tool to reward the talents working with the Company, its subsidiaries, associates and holding company (present and future, if any). Further, equity based compensation enables alignment of the rewards with the long-term value creation for the shareholders. It also helps in creating ownership culture, and to retain, motivate and attract talents considering growing business.

With a view to motivate employees, seek their contribution to the corporate growth, to create an employee ownership culture, to attract new talents, to retain them for ensuring sustained growth, to reward for loyalty and to link interests of employees with shareholders, it is thought expedient to implement performance-linked employee stock option scheme wherein employee stock options will be granted to the eligible employees with predefined mandatory performance conditions. Accordingly, the Company now proposes to come out with an Employee Stock Option Scheme to the eligible employees.

Based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company (NRC), the Board at their meeting held on Tuesday, October 01, 2024, has approved the 'Reliance Infrastructure Employee Stock Option Scheme, 2024' ("the Scheme"), subject to the approval of Members, to or for the benefit of the employees who are in the employment of the Company or group company(ies) including its holding, subsidiaries and associates (present and future, if any) across all cadres and as eligible in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB) Regulations") ("Eligible Employees"), under the Scheme in accordance with the SEBI (SBEB) Regulations and other applicable laws.

Under the Scheme, the Eligible Employees shall be granted Stock Options which will be exercisable into equity shares of ₹ 10/- (Rupees Ten only) each of the Company. The Scheme shall be implemented by NRC which has been designated as 'Compensation Committee' in terms of the provisions of SEBI (SBEB) Regulations.

The relevant details of the Scheme pursuant to Part C of Schedule I of SEBI (SBEB) Regulations is provided hereunder:

**a) Brief description of the Scheme**

The Scheme shall be called as 'Reliance Infrastructure Employee Stock Options Scheme 2024'. The Scheme contemplates grant of Stock Options to the employees of the Company group company(ies) including its holding, subsidiaries and associates (present and future, if any). After vesting of Options, the Eligible Employees earn a right, but not obligation, to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and conditions of the Scheme. The NRC, acting as the Compensation Committee shall implement, administer and monitor the Scheme. All questions of interpretation of the Scheme shall be determined by

NRC and such determination shall be final and binding upon all persons having an interest in the Scheme.

The Options to be granted under the Scheme shall not be treated as an offer or invitation made to public for subscription of securities of the Company.

**b) Total number of Stock Options to be offered and granted**

2,60,00,000 Options exercisable into an aggregate of 2,60,00,000 Equity Shares in the Company of face value of ₹ 10/- each fully paid-up, would be available for grant to the Eligible Employees, in one or more tranches.

The new Equity Shares to be issued and allotted by the Company to the Eligible Employee under the Scheme shall rank pari passu in all respects with the then existing Equity Shares of the Company and the Equity shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals

In case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the Employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

In case the equity shares of the Company are either consolidated or sub-divided, then the number of Equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 10 (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

**c) Identification of classes of Employees entitled to participate and be beneficiaries in the Scheme**

Subject to determination or selection by NRC, Employee(s) as defined in Regulation 2(1)(i) of the SEBI (SBEB) Regulations as amended from time to time, shall be eligible to participate and be beneficiaries in the Scheme. The Employees to whom the Stock Options would be granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by NRC, in its absolute discretion from time to time.

**d) Requirements of vesting and period of vesting**

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter subject to maximum period of 4 years from the date of grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options.

**e) Maximum period (subject to Regulation 18(1) of SEBI (SBEB) Regulations) within which the Stock Options shall be vested**

All the Stock Options granted on any date shall vest not later than 4 years from the date of grant of Stock Options.

**f) Exercise price or pricing formula**

The Exercise Price of any Option granted under the Scheme shall, subject to applicable law, be the price for Exercise of Options as determined by NRC which shall not be less than the face value of the equity shares and not more than the closing market price as on the previous day of the date of Grant communicated to the Participating Employee or such other mode as NRC

may deem fit. Once granted, the Exercise Price of the Options may be varied by NRC to account for any rights issues, mergers, stock splits, bonus issue or share consolidations etc.

**g) Exercise period and the process of exercise**

The exercise period would commence from the date of vesting i.e after a minimum period of one year from the Grant of Stock Options and will expire on completion of maximum exercise period of 4 years from the date of vesting or such lesser period as may be decided by NRC at its sole discretion from time to time and mentioned in the Grant Letter of the Grantee. The Stock Options will be exercised by the Employees by submitting an Exercise Letter as prescribed by NRC.

**h) The appraisal process for determining the eligibility of the Employees for the Scheme**

The appraisal process for determining the eligibility of the employee will be specified by NRC, and may be based on various criteria including role/designation of the employee, length of service with the Company, performance of the Company, past performance or future potential of the employee, requirements of applicable law, and/or such other criteria that may be determined by NRC at its sole discretion, which would be final and binding.

**i) Maximum number of Stock Options to be offered and issued per Employee and in aggregate under the Scheme**

The maximum number of options to be granted to an eligible employee will be determined by NRC on case-to-case basis and shall not exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

The maximum number of Stock Options, in aggregate, that may be granted pursuant to this Scheme shall not exceed 2,60,00,000.

**j) Maximum quantum of benefits to be provided per Employee under the Scheme**

The maximum quantum of benefits underlying the Stock Options granted to an Employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Stock Options, on the basis of difference between the Stock Options Exercise Price and the Market Price of the equity shares on the exercise date.

**k) Whether the Scheme is to be implemented and administered directly by the Company or through a trust**

The Scheme is proposed to be implemented directly by the Company through NRC.

**l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both**

The Scheme contemplates only new/ fresh / primary issue of equity shares by the Company.

**m) Amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.**

Not applicable as the Scheme is not implemented through Trust.

**n) Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme**

Not Applicable as the Scheme is not implemented through Trust.

**o) A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15 of SEBI (SBEB) Regulations**

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SEBI (SBEB) Regulations and any other authorities as applicable, from time to time.

**p) Method of valuation of Stock Options by the Company**

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by appropriate authorities from time to time.

**q) The following statement, if applicable**

'In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Stock Options shall be disclose in the Directors' Report and the impact of this difference on profits and on Earning Per Share (EPS) o the Company shall also be disclosed in the Directors' Report.'

The said statement is not applicable to the Company since the Company is opting for the Fair Value Method.

**r) Period of lock-in**

The Equity Shares allotted upon exercise of Stock Options under the Scheme are not subject to any lock in period.

**s) Terms & conditions for buyback, if any, of specified securities covered under SEBI (SBEB) Regulations**

The NRC has the powers to determine the procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted at any time in compliance with applicable laws.

**t) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee and the conditions under which options vested in employees may lapse**

The Options not exercised within the Exercise Period shall lapse and the Employee shall have no right over such lapsed or cancelled Options.

All the vested Options as on the date of termination of an Employee due to misconduct or breach of company policies/terms of employment from time to time which were not exercised shall stand cancelled with effect from the date of such termination.

All the vested Options as on the date of submission of resignation shall be exercisable by the Employee within such time period from the date of vesting of Options as may be determined by the NRC.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of the stock options that may be granted to them under the Scheme.

The Board accordingly recommends the Special Resolutions set out in Item Nos. 3 and 4 of the accompanying Notice for the approval of the Members.

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

**Paresh Rathod**  
Company Secretary and Compliance Officer

**Registered Office:**

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

Date: October 1, 2024

Place: Mumbai

## Annexure to Item No. 1 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	Dr. Thomas Mathew
Age	68 years
Date of first appointment on Board	Appointed as Additional Director in the Capacity of Independent Director at the Meeting of the Board of Directors held on October 1, 2024 He was also the Independent Director of the Company from April 22, 2022 till his resignation with effect from September 9, 2022.
Brief resume including qualification, experience and Expertise in specific functional areas	<p>Dr. Thomas Mathew holds a bachelor's degree in arts from the University of Delhi and a bachelor's degree in law from Campus Law Centre-II, Faculty of Law. He also holds a master's degree in arts, a degree of master of philosophy, and a degree of doctor of philosophy from Jawaharlal Nehru University.</p> <p>He has experience of working with the Ministry of Finance and the Ministry of Defence amongst other. He has represented India as the leader of the delegation in several conferences and meetings. He has addressed/presented papers in several fora including those in the United States Department of Defence and Stanford University, USA. He also spearheaded several new reforms in the Ministry of Defence.</p> <p>He has published scores of articles, Opeds, etc. in leading newspapers like the Times of India, Economic Times, The Indian Express, The Hindu, etc. He has also edited book on India-US Strategic Ties contributing it lead chapter. As the Additional Secretary to the 13th President of India, Shri Pranab Mukherjee, he authored two books, "The Winged Wonders of Rashtrapati Bhavan" and "Abode Under the Dome". These books were regularly presented by the Indian President to the visiting Heads of States and other world leaders who called on him.</p>
Other Directorships	<ol style="list-style-type: none"><li>1. Reliance General Insurance Company Limited</li><li>2. Reliance Nippon Life Insurance Company Limited</li><li>3. Eraaya Lifespaces 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, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility (CSR) Committee and Investment Committee of Reliance General Insurance Company Limited.</li><li>2. Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility (CSR) Committee, Investment Committee, Share Transfer and Allotment Committee, Asset Liability Management Committee and Policyholder Protection Committee of Reliance Nippon Life Insurance Company Limited.</li><li>3. Member of Nomination and Remuneration Committee of Eraaya Lifespaces Limited</li></ol>
Listed entities from which the Director has resigned in the past three years	Reliance Infrastructure Limited Reliance Power Limited Reliance Capital Limited
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Not related to any of the directors or KMP of the Company
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	None
No. of board meetings attended during the year	Nil
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.
The remuneration last drawn by such person (if applicable)	Not Applicable
Details of Remuneration sought to be paid	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.