

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

**1. Alteration of the Articles of Association of the Company**

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

**"RESOLVED THAT** in terms of the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made there under, as amended from time to time approval of the members be and is hereby accorded to amend the Articles of Association of the Company by deleting Article Nos. 2(1)(b), 2(1)(c), 2(1)(f), 2(1)(h) and 94.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board of Directors of the Company shall be final and conclusive."

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: February 21, 2025

Place: Mumbai

**Notes:**

1. Statement pursuant to Section 102(1) of the Companies Act 2013 (the "Act"), in respect of the Special Business to be transacted is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No.11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.
3. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and in terms of SEBI Master circular dated November 11, 2024 ("SEBI Circular") as amended, 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 the resolution set forth in this Notice.
4. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, February 14, 2025 ("Cut-off Date") and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants ("DPs") / Depositories. Physical copies of this Postal Ballot Notice along with Postal Ballot form and pre-paid Business Reply Envelopes are not being sent to members for this Postal Ballot.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will be considered for the purpose of voting and any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
6. Members may note that the Postal Ballot Notice will be available on the Company's website www.rinfra.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of KFintech at www.kfintech.com.
7. The Board of Directors have appointed Shri Anil Lohia or in his absence Shri Khushit Jain, Partners, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.

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

<b>Commencement of voting:</b>	10:00 A.M. (IST) on Saturday, February 22, 2025
<b>End of voting:</b>	05:00 P.M. (IST) on Sunday, March 23, 2025

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

9. Kindly note that the Members holding shares in Demat form can vote only through e-Voting.
10. Members holding shares in Physical form can opt for any one mode of voting, i.e. by physical postal ballot or by e-Voting. In case such Members cast their vote by both physical postal ballot and e-Voting, vote cast by e-Voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
11. The Postal Ballot Form for voting by physical postal ballot may be downloaded from the link provided in the e-mail or from the link [https://www.rinfra.com/documents/1142822/14914034/Postal\\_Ballot\\_Form\\_21022025.pdf](https://www.rinfra.com/documents/1142822/14914034/Postal_Ballot_Form_21022025.pdf). Please read the instruction carefully and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (AGAINST) to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Infrastructure Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Serilingampally, Rangareddi, Telangana - 500032, so as to reach on or before 05:00 P.M. (IST) on Sunday, March 23, 2025, to be eligible for being considered, failing which it will be considered that no reply has been received from such Member.
12. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the ESP thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
13. Members are advised to update their mobile number and e-mail ID with their DP's to access e-Voting facility.
14. The Scrutiniser will submit his report to the Chairperson of the Board Meeting or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny after 05:00 P.M. (IST) on Sunday, March 23, 2025 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, March 25, 2025 and displayed at the Registered Office of the Company at Reliance Centre, Ground Floor, 19 Walchand Hirachand Marg, Ballard Estate, Mumbai, Maharashtra - 400001, 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 KFintech 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 i.e. Sunday, March 23, 2025.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
17. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution / power of attorney / authority letter, etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.

18. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees 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 [infra.investor@relianceada.com](mailto:infra.investor@relianceada.com).

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

20. Members whose email address is not registered can register the same in the following manner:

- Members holding share(s) in physical mode can register their e-mail ID with the Company or KFintech by providing the requisite details of their holdings and documents for registering their e-mail address in the prescribed form to be downloaded from the Company's website at [www.rinfra.com](http://www.rinfra.com).
- Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DP for receiving all communications from the Company electronically.

21. Voting through electronic mode:

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

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

Type of Members	Login Method
<b>Securities held in demat mode with NSDL</b>	<b>1. User already registered for IDeAS facility:</b>
	i. Visit URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>
	ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
	iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
	iv. Click on company name or e-Voting Service Provider (ESP) i.e. KFintech and you will be redirected to the ESP's website for casting the vote during the remote e-Voting period.
	<b>2. User not registered for IDeAS e-Services</b>
	i. To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>
	ii. 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>
	iii. Proceed with completing the required fields.
	iv. Follow steps given in point 1
	<b>3. Alternatively, by directly accessing the e-Voting website of NSDL:</b>
	i. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>
	ii. Click on the icon "Login" which is available under 'Shareholder/Member's section.
	iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	iv. Post successful authentication, you will be requested to select the name of the Company and the ESP.
	v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Type of Members	Login Method
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**Securities held in demat mode with CDSL**

- 1. Existing user who has opted for Easi / Easiest:**
  - i. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com)
  - ii. Click on New System Myeasi
  - iii. Login with your registered User ID and Password.
  - iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.
  - v. Click on e-Voting service provider name to cast your vote.

- 2. User not registered for Easi/ Easiest:**
  - i. Option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/Easi> Registration
  - ii. Proceed with completing the required fields.
  - iii. Follow the steps given in point 1.

- 3. Alternatively, by directly accessing the e-Voting website of CDSL:**
  - i. Visit URL: [www.cdslindia.com](http://www.cdslindia.com)
  - ii. Provide your demat Account Number and PAN
  - iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
  - iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

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

- i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- iii. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
Securities held with NSDL	Please 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:**

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-Voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned therein. 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: [scrutinizerag1@gmail.com](mailto:scrutinizerag1@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 portal 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](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.

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

**Item No. 1: Alteration of the Articles of Association of the Company**

The Articles of Association of the Company currently contain certain provisions as regards special rights in favour of Shri Anil D. Ambani as the Promoter. Considering his application for reclassification to public category in terms of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is proposed to amend the Articles of Association of the Company by deleting the said provisions and to align the Articles of Association with the applicable legal and regulatory requirements.

In terms of the provisions of Section 14 and all other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, alteration of the Articles of Association requires approval of Members by way of a Special Resolution. The Articles of Association reflecting the proposed amendment are being uploaded on the Company's website, [https://www.rinfra.com/documents/1142822/14914034/AOA\\_proposed\\_amendments\\_21022025.pdf](https://www.rinfra.com/documents/1142822/14914034/AOA_proposed_amendments_21022025.pdf) for perusal of the Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the said resolution.

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

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

**Paresh Rathod**  
Company Secretary and Compliance Officer

**Registered Office:**

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