

NOTICE TO THE MEMBERS

Notice is hereby given that the 89th Annual General Meeting (AGM) of the Members of Reliance Infrastructure Limited (the "Company") is scheduled to be held on Tuesday, September 18, 2018 at 10.45 A.M. or soon after the conclusion of the AGM of Reliance Communications Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the items of business as set out in the Notice.

The Abridged Annual Report containing, inter-alia, the Notice convening the AGM setting out the business to be transacted thereat, Abridged Balance Sheet as at March 31, 2018, Abridged Statement of Profit and Loss and Abridged Cash Flow Statement for the financial year ended on that date, the Independent Auditors' Report thereon and the report of the Board of Directors along with Abridged Consolidated Financial Statement and remote e-voting form are being despatched to the Members of the Company.

The items of business set out in the Notice of AGM may be transacted through voting by remote e-voting as well as by voting at the venue of the AGM. The Annual Report and remote e-voting form are also being sent electronically to those members, who have registered their e-mail addresses. Members who have not registered their e-mail addresses so far are requested to do so, in respect of their electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with Karvy Computershare Private Limited ("Karvy"), Registrar and Transfer Agent of the Company.

As per notification issued by the Securities and Exchange Board of India (SEBI), with effect from December 5, 2018, the shares of the Company can be transferred only in dematerialised form. Members are advised to dematerialise share(s) in the Company to facilitate transfer of share(s).

SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protecting the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Karvy. A form for updation of records relating to PAN and bank account details, has been sent along with Annual Report.

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll, instead of herself / himself and the proxy need not be a member of the Company. The instrument appointing the proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before commencement of the AGM.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company is offering remote e-voting facility to all its members.

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. Tuesday, September 11, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the venue of the AGM.

Any person, who becomes a Member of the Company after the date of despatch of the Annual Report and holds shares as on the cut-off date can send a requisition quoting her / his Regd. Folio No. / DP ID and Client ID to the Registrar and Transfer Agent - Karvy Computershare Private Limited, for obtaining copy of the Notice, Annual Report and e-voting form.

The remote e-voting shall commence on Friday, September 14, 2018 (10:00 A.M. IST) and end on Monday, September 17, 2018 (5:00 P.M. IST), after which remote e-voting shall not be allowed. The remote e-voting module shall be disabled by Karvy for remote e-voting thereafter. Once the vote on resolution(s) is / are cast by the Member through remote e-voting, whether partially or otherwise, she / he shall not be allowed to change it subsequently. Remote e-voting is optional. Details of the manner of casting of votes are available in the Notice of the AGM, displayed on the website of the Company viz. www.rinfra.com and on the website of the remote e-voting agency viz. <https://evoting.karvy.com>.

Facility for voting shall also be made available to those Members who attend the AGM and who have not already casted their vote by remote e-voting. A Member may participate at the AGM even after exercising her / his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

The Board of Directors have appointed Shri Anil Lohia or in his absence, Shri Rinkit Kiran Uchat, Partners, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser's to scrutinise the voting process.

The result of the voting will be declared and submitted to BSE Limited and National Stock Exchange of India Limited within forty-eight hours from the conclusion of the AGM and the same along with the Scrutiniser's Report will be uploaded on the website of the Company at www.rinfra.com and also on the website of Karvy Computershare Private Limited at www.karvy.com.

The Abridged and full Annual Report containing, inter-alia, the full sets of financial statements and reports are also available on request in writing by any person, who is otherwise entitled to receive such documents under Section 136 of the Act. For this purpose, the Member may write to the Company at its Registered Office address or Registrar and Transfer Agent - Karvy Computershare Private Limited (Unit: Reliance Infrastructure Limited), Karvy Selenium Tower-B, Plot No. 31 & 32, Survey No.116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032. The Abridged and full Annual Report may also be accessed from the Company's website: www.rinfra.com.

Notice is also hereby given that pursuant to Section 91 of the Act and Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books for equity shares of the Company shall be closed from Saturday, September 15, 2018 to Tuesday, September 18, 2018 (both days inclusive) for the purpose of AGM and to determine the entitlement, if any, for payment of dividend for financial year ended March 31, 2018, if any, declared at the AGM.

Queries / grievances with regard to remote e-voting may be addressed to the Company Secretary at the Registered Office address of the Company or through e-mail at rinfra.investor@relianceada.com OR may please visit Help and FAQs section available at Karvy's website <https://evoting.karvy.com> OR contact toll free no.1800 4250 999.