



Folio No. / DP ID / Client ID:

Name:

Address:

Joint-holder(s):

Number of equity share(s) held:

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, Reliance Industrial Infrastructure Limited (“RIIL” or “the Company”) is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Twenty seventh Annual General Meeting, scheduled to be held on Wednesday, 9th September, 2015 at 11.00 a.m. by electronic means ('remote e-voting').

The Company has engaged the services of Karvy Computershare Private Limited (“KCPL” or “Karvy”) as the Agency to provide e-voting facilities. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting : From 9.00 a.m. (IST) on 5th September, 2015
End of remote e-voting : Up to 5.00 p.m. (IST) on 8th September, 2015

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 2nd September, 2015.

This Communication forms an integral part of the Notice dated 7th August, 2015 for the Twenty seventh Annual General Meeting scheduled to be held on 9th September, 2015, which has been mailed to you along with the Annual Report for the financial year 2014-15 of the Company. **A copy of the said Notice is sent herewith for reference. Please read the instructions printed overleaf before exercising the vote.**

The Notice of the Twenty seventh Annual General Meeting and this Communication are also available on the website of the Company at www.riil.in.

Yours faithfully,
For Reliance Industrial Infrastructure Limited,

Mumbai
7th August, 2015

K. Sridhar
Company Secretary and Compliance Officer

Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation, Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020. **Phone:** +91-22-4477 9053, **Website:** www.riil.in, **e-mail id:** investor_relations@riil.in
CIN: L60300MH1988PLC049019

Instructions and other information relating to remote e-voting are as under:

1. A. **In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (b) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, 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.**
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number for Reliance Industrial Infrastructure Limited.
 - (g) 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 in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (i) 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.
 - (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
 - (l) 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 / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: riil.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- B. **In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
 - (a) **User ID and initial password** - As mentioned overleaf.
 - (b) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast vote again.**
3. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Annual General Meeting (the "Meeting") and the members attending the Meeting who have **not** cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
4. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
5. The Board of Directors of the Company has appointed Shri Anil Lohia, a Practicing Chartered Accountant, Partner, Messrs Dayal & Lohia, Mumbai as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 2nd September, 2015.**
7. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 2nd September, 2015 only shall be entitled to avail the facility of remote e-voting / Insta Poll.**
8. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 2nd September, 2015, 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**
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
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.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call Karvy's toll free number 1-800-3454-001
 - d. Member may send an e-mail request to evoting.riil@karvy.com.
If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
9. **Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 9th September, 2015.**
10. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website: <https://evoting.karvy.com>.
11. The Scrutinizer, after scrutinising the votes cast at the Meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.riil.in and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.



NOTICE

Notice is hereby given that the Twenty-seventh Annual General Meeting of the members of Reliance Industrial Infrastructure Limited will be held on Wednesday, 9th September, 2015 at 11.00 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following businesses:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Shri Mahesh K. Kamdar (DIN: 00013915), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
 "RESOLVED THAT Messrs Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business

5. To approve the appointment of Smt. Bhama Krishnamurthy (DIN: 02196839) as an Independent Director and in this regard, to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:
 "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and 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) thereto or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Smt. Bhama Krishnamurthy (DIN: 02196839), who was appointed as an Additional Director to hold office as an Independent Director pursuant to the provisions of Section 161(1) of the Act and the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director holding office as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years from 26th March, 2015 to 25th March, 2018 and her appointment as Independent Director with effect from the foregoing date be and is hereby approved."

6. To approve contracts with a related party and in this regard, to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges and applicable provisions of the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the continuance of contracts between the Company and Reliance Industries Limited, Promoter of the Company and a related party, which contracts are described in the Statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board") be and is hereby authorised to vary the terms of the contracts, deal with all matters which may arise in relation thereto and to take all steps as it may in its absolute discretion deem necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto without being required to seek any further consent or approval of the members which shall be deemed to have been given by the authority of this resolution;

NOTICE (continued)

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate, all or any of the powers hereby conferred, to the Executive Director, Chief Financial Officer or the Company Secretary of the Company, each of them acting severally, to enable them to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter pertaining to this resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

K. Sridhar

Company Secretary and Compliance Officer

7th August, 2015

Registered Office:

NKM International House,
5th Floor, 178 Backbay Reclamation,
Behind LIC Yogakshema Building,
Babubhai Chinai Road,
Mumbai - 400 020, India

CIN: L60300MH1988PLC049019

e-mail: investor_relations@riil.in

Notes:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to

remote e-voting which *inter-alia* would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Shri Mahesh K. Kamdar (DIN 00013915), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting.
9. (a) The Company has notified closure of Register of Members and Share Transfer Books from Thursday, 28th May, 2015 to Saturday, 30th May, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched on 10th September, 2015 to those members whose names shall appear on the Company's Register of Members on 27th May, 2015; in respect of the shares held in dematerialized form, the dividend

NOTICE (continued)

- will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Share Transfer Agent, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
 11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
 12. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 2nd July, 2014 (date of last Annual General Meeting) on the website of the Company (www.riil.in), as also on the website of Ministry of Corporate Affairs.
 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
 14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.riil.in under the section 'Investor Relations'.
 15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy, for consolidation into a single folio.
 16. Members may please note that the Company has **not issued any new share certificate** consequent to change in name of the Company from **Chembur Patalganga Pipelines Limited to CPPL Limited** (with effect from 11th September, 1992) and thereafter to **Reliance Industrial Infrastructure Limited** (with effect from 16th March, 1994) but has sent change of name stickers to be affixed on the share certificates. Members holding shares in physical form who have not received these stickers may please write to Karvy, for receiving the stickers from them.
 17. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
 18. Members are advised to refer to the Shareholders' Referencer provided in the Annual Report.
 19. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
 20. The route map of the venue of the meeting is annexed hereto. The prominent landmark for the venue is Churchgate Railway Station.
 21. **Information and other instructions relating to e-voting are as under:**
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the

NOTICE (continued)

- Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- (v) The Board of Directors of the Company has appointed Shri Anil Lohia, a Practicing Chartered Accountant, Partner, Messrs Dayal & Lohia, Mumbai as Scrutinizer to scrutinise the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (vi) **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 2nd September, 2015.**
- (vii) **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 2nd September, 2015 only shall be entitled to avail the facility of remote e-voting / Insta Poll. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.**
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 2nd September, 2015, 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**
- Example for NSDL:
MYEPWD <SPACE> IN12345612345678
- Example for CDSL :
MYEPWD <SPACE> 1402345612345678
- 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.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call Karvy's toll free number 1-800-3454-001.
- d) Member may send an e-mail request to evoting.riil@karvy.com.
- If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- (ix) The remote e-voting facility will be available during the following period:
- Commencement of remote e-voting : From 9.00 a.m. (IST) on 5th September, 2015
- End of remote e-voting : Up to 5.00 p.m. (IST) on 8th September, 2015
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting and the said facility shall be in operation till all the resolutions are considered and voted upon in the Meeting and may be used for voting only by the members holding shares as on the cut-off date, attending the Meeting and who have not already cast their vote through remote e-voting.
- (x) The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results shall be displayed on the Notice Board of the Company at its registered office. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.riil.in and on the website of Karvy at: <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

NOTICE (continued)

- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 9th September, 2015.
- (xii) **Instructions and other information relating to remote e-voting:**
- 1.A. **In case a member receives an email from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
- (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (b) Enter the login credentials (i.e. User ID and password) which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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.**
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number for Reliance Industrial Infrastructure Limited.
 - (g) 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 in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (i) 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.
 - (j) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (k) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
 - (l) 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 / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: riil.scrutinizer@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- B. **In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- (i) User ID and initial password – These will be sent separately.
 - (ii) Please follow all steps from Sr. No. (a) to (l) as mentioned in (A) above, to cast your vote.

NOTICE (continued)

2. **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**

3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

In case of any grievances relating to voting by electronic means, the members / beneficial owners may contact at the following address:

Shri S. P. Venugopal – Deputy General Manager
Karvy Computershare Private Limited,
Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032.
Phone No. 040-67161700
e-mail: riilnkm@karvy.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**Item No. 4**

This Statement for Item No. 4 is provided though not required as per Section 102 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice, relating to the appointment of the Statutory Auditors of the Company.

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:**Item No. 5**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, appointed Smt. Bhama Krishnamurthy as an Additional Director to hold office as an Independent Director of the Company with effect from 26th March, 2015. Accordingly, Smt. Bhama Krishnamurthy is required to be appointed as a Director and will continue to hold office as an Independent Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Krishnamurthy for the office of Director of the Company.

Smt. Krishnamurthy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Smt. Krishnamurthy that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Smt. Krishnamurthy fulfils the conditions for her appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Agreement. Smt. Krishnamurthy is independent of the management and possesses appropriate skills, experience and knowledge.

Brief resume of Smt. Krishnamurthy, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.

Smt. Krishnamurthy does not hold any share of the Company.

The Board considers that, given her experience and background, the association of Smt. Krishnamurthy would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

Copy of the letter of appointment of Smt. Krishnamurthy as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company on all working days, except Saturdays, during business hours upto the date of the meeting. The said terms and conditions of appointment are also uploaded on the website of the Company at: www.riil.in.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Smt. Krishnamurthy and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

NOTICE (continued)

Item No. 6

Under mutual arrangement with Reliance Industries Limited ("RIL"), the Company (or "RIIL") has been engaged in providing to RIL (i) services of transportation of petroleum products and raw water through its pipelines, (ii) construction machinery on hire and (iii) other infrastructure support services. Material facts of these ongoing Contracts (Agreements) with RIL are given below:

1. Agreement for transportation of petroleum products of RIL through RIIL's twin underground pipeline system between the refinery of Bharat Petroleum Corporation Limited at Mahul, Mumbai and the manufacturing site of RIL at Rasayani, Patalganga, Raigad District, Maharashtra. The transportation charges receivable by the Company from RIL are ₹ 41.50 lakh per month or at the rate of ₹ 25 per tonne of products transported, whichever is higher. The aforesaid charges are subject to periodical escalation as provided in the Agreement.
2. Agreement for transportation of petroleum products of RIL, through RIIL's twin underground pipeline system between Hindustan Petroleum Corporation Limited's refinery at Mahul, Mumbai and the manufacturing site of RIL at Rasayani, Patalganga, Raigad District, Maharashtra. The transportation charges receivable by the Company from RIL are ₹ 46 lakh per month or at the rate of ₹ 30 per tonne of products transported, whichever is higher. The aforesaid charges are subject to periodical escalation as provided in the Agreement.
3. Agreement for transportation of raw water for RIL through RIIL's underground pipeline system from River Tapi near Jahangirpura Village, in Surat, Gujarat to the manufacturing site of RIL at Hazira, Gujarat. The transportation charges receivable by the Company from RIL are ₹ 46.50 lakh per month or at the rate of ₹ 2.41 per cubic meter of raw water transported, whichever is higher. The aforesaid charges are subject to periodical escalation as provided in the Agreement.
4. Agreement under which RIIL operates its twin connectivity pipeline at Hazira, Gujarat to facilitate transportation of natural gas to RIL's manufacturing sites at Dahej and Hazira located at Gujarat. A fixed transportation charge of ₹ 53 lakh per month is receivable by the Company from RIL. The aforesaid charges are subject to periodical escalation as provided in the Agreement.
5. Agreements for operating RIIL's construction equipments, on hire, at the various manufacturing and project sites of RIL in India. The hire charges for each individual equipment is determined from time to time, based on market conditions and other relevant factors, subject to maximum annual charges of ₹ 55 crore for all equipments provided on hire.

6. Agreement for providing infrastructure facilities' usage and support services at Uran, Raigad District, Maharashtra to RIL. The charges receivable are ₹ 93.43 lakh per month. The aforesaid charges are subject to periodical escalation as provided in the Agreement.

Under Clause 49 of the Listing Agreement, RIL, which is the Promoter, is a related party of the Company by virtue of holding more than 20% of the paid-up equity capital of the Company under the applicable accounting standards. Under said Clause 49, transactions with a related party which exceed ten per cent of the annual consolidated turnover of a company as per the last audited financial statements of a company, are considered material. Accordingly, Clause 49 requires that all existing material related party contracts or arrangements which are likely to continue beyond 31st March, 2015 require approval of the shareholders through Special Resolution. The aforesaid Agreements are long term arrangements of the Company with RIL, each of which has a contractual term extending beyond 31st March, 2015. The aggregate transaction value under the aforesaid Agreements with RIL is over 60% of the total turnover of the Company. The Special Resolution at Item No. 6 of the Notice is accordingly placed for approval by the members. These Agreements between the Company and RIL are in the ordinary course of business and are on arm's length basis.

The aforesaid Agreements are available for inspection by the members at the registered office of the Company on all working days, except Saturdays, during business hours upto the date of the meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board is of the opinion that the aforesaid Agreements entered into by the Company with RIL are critical for pursuing the Company's businesses and commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

By Order of the Board of Directors

K. Sridhar

Company Secretary and Compliance Officer

7th August, 2015

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ROUTE MAP TO THE AGM VENUE

