



31st May, 2016

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot No.C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051

Scrip Code : 523445

Trading Symbol : RIIL

Dear Sirs,

Sub: Communication on voting through electronic means along with Notice of 28th Annual General Meeting

Please refer to our letter dated 27th May, 2016 enclosing therewith copy of E-voting Communication along with the Notice of 28th Annual General Meeting of the Company.

We would like to bring to your attention that in the Notice of Annual General Meeting, the rupee symbol does not appear and instead "~" symbol appears. Therefore, we wish to replace the E-voting Communication along with Notice of 28th Annual General Meeting of the Company.

We are enclosing herewith rectified copy of E-voting Communication along with Notice of 28th Annual General Meeting.

Please take the same on record.

Thanking you,

Yours faithfully,

For Reliance Industrial Infrastructure Limited

A handwritten signature in black ink, appearing to be "K. Sridhar", written over a horizontal line.

**K. Sridhar
Company Secretary**

Encl: As above



Folio No./ DP ID / Client ID:

Name:

Address:

Joint-holder(s):

Number of equity share(s) held:

Dear Member,

Sub: Communication on 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 at the Twenty-eighth Annual General Meeting of the Company, scheduled to be held on Thursday, 23rd June, 2016 at 11.00 a.m. 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'). The Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Agency to provide e-voting facility. 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 19th June, 2016

End of remote e-voting : Upto 5.00 p.m. (IST) on 22nd June, 2016

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 16th June, 2016.

This Communication forms an integral part of the Notice dated 20th May, 2016 for the Twenty-eighth Annual General Meeting scheduled to be held on 23rd June, 2016, being mailed to you along with the Annual Report for the financial year 2015-16. **A copy of the Notice is also sent herewith. Please read the instructions printed overleaf before exercising the vote.**

The Notice of the Twenty-eighth 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
20th May, 2016

Sridhar Kothandaraman
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

Information and instructions 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 with a copy marked to evoting@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 the 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 the 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. 16th June, 2016.**
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. 16th June, 2016 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. 16th June, 2016, 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. The Scrutinizer shall, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results of e-voting 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.
10. **Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 23rd June, 2016.**
11. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website: <https://evoting.karvy.com>.



NOTICE

Notice is hereby given that the Twenty-eighth Annual General Meeting of the members of Reliance Industrial Infrastructure Limited will be held on Thursday, 23rd June, 2016 at 11.00 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020, to transact the following **Ordinary Business**:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s)**:

(a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended 31st March, 2016 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare a dividend on equity shares for the financial year 2015-16 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, a dividend at the rate of ₹ 3.50/- per equity share on 151,00,000 equity shares of ₹ 10/- each fully paid up of the Company, aggregating ₹ 528,50,000/- be and is hereby declared for the financial year ended 31st

March, 2016 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2016 to:

- i) the equity shareholders or to their mandatees whose names appeared on the Register of Members as on 23rd May, 2016; and
- ii) the beneficial owners of equity shares as per the particulars given by the National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose."

3. To appoint a Director in place of Shri Dilip V. Dherai (DIN 00011789), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Dilip V. Dherai (DIN 00011789) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Messrs Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W), be and are hereby appointed as Auditors of the Company for the financial year ending 31st March, 2017 and to hold office from the conclusion of the Twenty-eighth Annual General Meeting till the conclusion of the

Twenty-ninth Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

By Order of the Board of Directors

Sridhar Kothandaraman

Company Secretary and Compliance Officer

20th May, 2016

Registered Office:

NKM International House, 5th Floor,
178 Backbay Reclamation,
Behind LIC Yogakshema Building,
Babubhai Chinai Road,
Mumbai - 400 020, India
CIN : L60300MH1988PLC049019
Website : www.riil.in
e-mail : investor_relations@riil.in
Tel. : +91 22 4477 9053
Fax : +91 22 4477 9052

Notes:

- A member entitled to attend and vote at the Twenty-eighth 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. The holder of proxy shall prove his identity at the time of attending the Meeting.

- The Company is providing facility for voting by electronic means (e-voting) and the business set out in the Notice will be transacted through such voting. Information and instructions relating to e-voting are given in this Notice under Note No. 22.
- Corporate members intending to send their authorised representative(s) to attend the Meeting are requested

to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signatures of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

- In terms of Section 152 of the Companies Act, 2013, Shri Dilip V. Dherai (DIN 00011789), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company commends his re-appointment.

Details of Director retiring by rotation as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Dilip V. Dherai
Age	60 years
Qualification	B. Chem Engg. Chemical Engineer from ICT, Mumbai (formerly UDCT)
Experience (including expertise in specific functional area) / Brief Resume	Please refer Corporate Governance Report section of the Annual Report 2015-16
Terms and Conditions of re-appointment	As per the resolution passed by the shareholders at their Annual General Meeting held on 2nd July, 2014, Shri Dilip V. Dherai was re-appointed as a Whole-Time Director designated as Executive Director of the Company
Remuneration last drawn	₹ 75.91 lakh (FY 2015-16)
Remuneration proposed to be paid	As per existing terms and conditions
Date of first appointment on the Board	1st July, 1994

Particulars	Shri Dilip V. Dherai
Shareholding in the Company	Please refer Corporate Governance Report section of the Annual Report 2015-16
Relationship with other Directors / Key Managerial Personnel	
Number of meetings of the Board attended during the year	
Directorships of other Boards	
Membership/ Chairmanship of Committees of other Boards	

5. Shri Dilip V. Dherai is concerned or interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. The relatives of Shri Dilip V. Dherai may be deemed to be concerned or interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, 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 Ordinary Resolutions set out at Item Nos. 1 to 4 of the Notice.
6. Members/Proxies/Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of their Annual Report.
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 at the Meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, (i.e. except Saturdays, Sundays and Public Holidays) during business hours upto the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
9. (a) The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, 24th May, 2016 to Thursday, 26th May, 2016 (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 / warrants dispatched on 24th June, 2016 to those members whose names shall appear on the Company's Register of Members on 23rd May, 2016; in respect of the shares held in dematerialized form, the dividend 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. The Company's Share Transfer Agent for its share registry (both, physical as well as electronic) is Karvy Computershare Private Limited ("Karvy") having its office at Unit: Reliance Industrial Infrastructure Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
11. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Karvy cannot act on any request received directly from the members holding shares in electronic mode for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants (DPs) by the members.
12. Members holding shares in electronic mode are requested to intimate immediately any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates immediately to the Company / Karvy.
13. 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 (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 9th September, 2015 (date of last Annual General

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- Meeting) on the website of the Company (www.riil.in), as also on the website of Ministry of Corporate Affairs. Members who have not encashed the dividend so far in respect of the financial years from 2008-09 to 2014-15 are requested to write to Karvy who shall arrange to send the unclaimed dividend amount.
14. 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 mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / Karvy.
 15. Members holding shares in physical mode are advised to make nomination in respect of their shareholding in the Company. A downloadable version of the nomination form (SH-13) is available in 'Investor Services' section under Investor Relations dropdown on the Company's website: www.riil.in. Members holding shares in electronic mode may contact their respective DPs for availing the nomination facility.
 16. Members who hold shares in physical mode 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.
 17. 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 mode who have not received these stickers may please write to Karvy, for receiving the stickers from them.
 18. 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.
 19. Members are advised to refer to the Shareholders' Referencer provided in the Annual Report.
 20. **Members who have not registered / updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc. electronically.**
 21. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto. The prominent landmark for the venue of the Meeting is Churchgate Railway Station.
 22. **Information and 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed at 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 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. 16th June, 2016.**

(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. 16th June, 2016 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 purpose 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. **16th June, 2016**, 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 the 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 19th June, 2016

End of remote e-voting: Upto 5.00 p.m. (IST) on 22nd June, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote 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 at 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 shall, after the conclusion of e-voting at the meeting, scrutinise the votes cast at the meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results of e-voting 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.

(xi) Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to be passed on the date of the Meeting, i.e. 23rd June, 2016.

(xii) **Information and instructions relating to remote e-voting:**

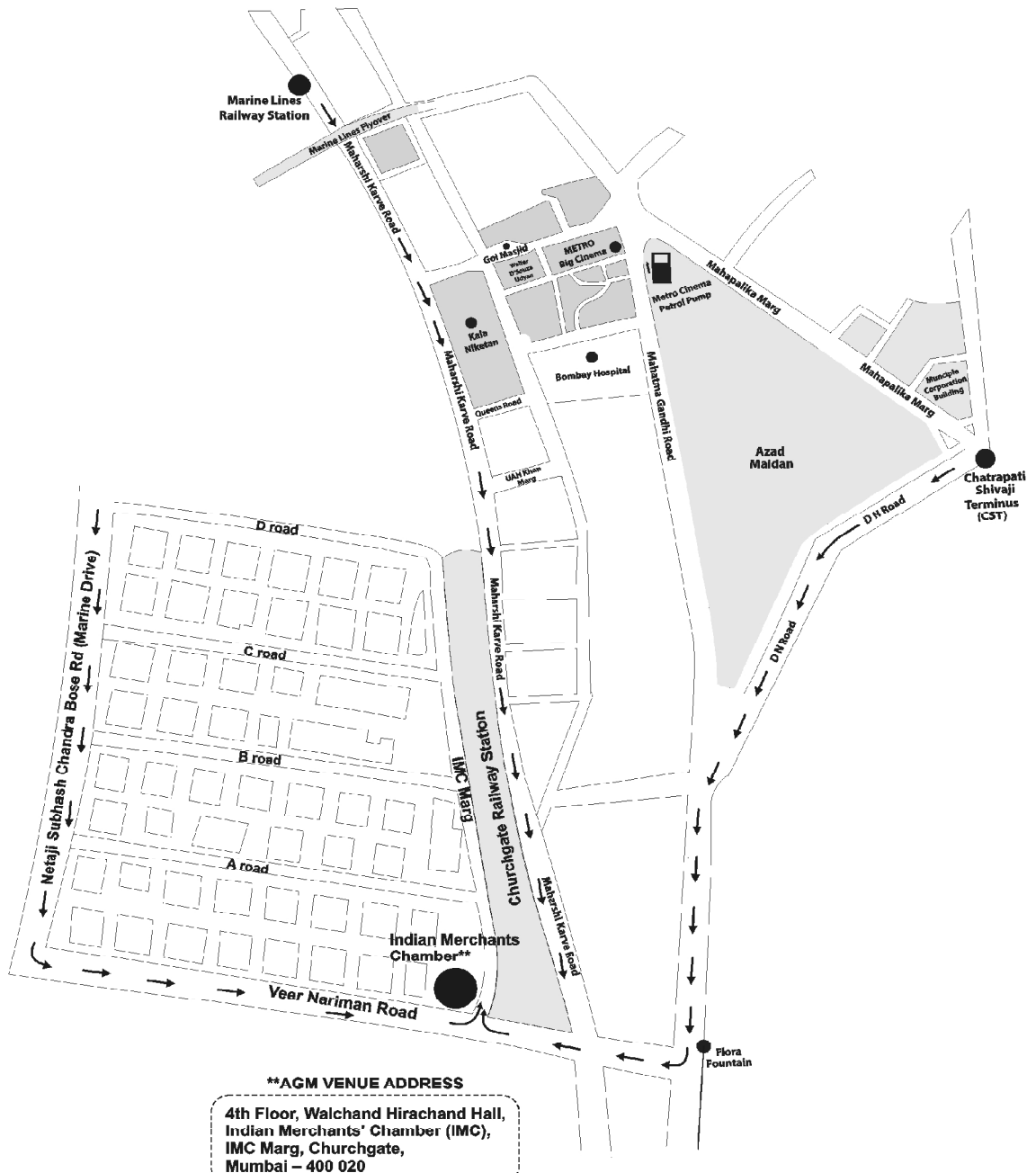
1.A. **In case a member receives an email from Karvy** [for members whose e-mail addresses are

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, 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 with a copy marked to evoting@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.

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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.** By Order of the Board of Directors
3. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website <https://evoting.karvy.com>. **Sridhar Kothandaraman**
Company Secretary and Compliance Officer
4. In case of any grievances relating to voting by electronic means, the members / beneficial owners may contact at the following address: 20th May, 2016
- 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. 40 6716 1700
e-mail: riilnkm@karvy.com
- Registered Office:
NKM International House, 5th Floor,
178 Backbay Reclamation,
Behind LIC Yogakshema Building,
Babubhai Chinai Road,
Mumbai - 400 020, India
CIN : L60300MH1988PLC049019
Website : www.riil.in
e-mail : investor_relations@riil.in
Tel. : +91 22 4477 9053
Fax : +91 22 4477 9052

Reliance Industrial Infrastructure Limited 28th AGM: Route Map to the AGM Venue





ATTENDANCE SLIP

CIN: L60300MH1988PLC049019

Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation,
Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020

Website: www.riil.in • E-mail: investor_relations@riil.in • Tel.: +91 22 4477 9053 • Fax + 91 22 4477 9052

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID*	Folio No.
Client ID*	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **28TH ANNUAL GENERAL MEETING** of the Members of the Company held on Thursday, the 23rd day of June, 2016, at 11.00 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020.

* Applicable for investors holding shares in electronic form

Signature of Shareholder / Proxy

PROXY FORM



[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L60300MH1988PLC049019

Registered Office: NKM International House, 5th Floor, 178 Backbay Reclamation,
Behind LIC Yogakshema Building, Babubhai Chinai Road, Mumbai – 400 020

Website: www.riil.in • E-mail: investor_relations@riil.in • Tel.: +91 22 4477 9053 • Fax + 91 22 4477 9052

Name of the member(s):	e-mail ID:
Registered address:	Folio No./*Client ID:
	*DP ID:

I/We, being the member(s) of _____ shares of Reliance Industrial Infrastructure Limited, hereby appoint:

- 1) _____ of _____ having e-mail ID _____ or failing him
- 2) _____ of _____ having e-mail ID _____ or failing him
- 3) _____ of _____ having e-mail ID _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28th Annual General Meeting** of the Members of the Company, to be held on Thursday, 23rd June, 2016 at 11.00 a.m. at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below :

Resolutions	For	Against
1. Consider and adopt: (a) Audited Financial Statement for the Financial Year ended 31st March, 2016 and Reports of the Board of Directors and Auditors thereon. (b) Audited Consolidated Financial Statement for the Financial Year ended 31st March, 2016 and Report of the Auditors thereon.		
2. Declaration of Dividend on Equity Shares.		
3. Re-appointment of Shri Dilip V. Dherai, Director retiring by rotation.		
4. Appointment of Auditors and fixing their remuneration		

* Applicable for investors holding shares in electronic form

Signed this _____ day of _____ 2016

Signature of shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Please see Notes overleaf.

Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company either in person or through post not later than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote at the Meeting in the manner as he/she thinks appropriate.
- (5) When a Member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- (7) This form of Proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- (8) This form of Proxy is valid only if it is properly stamped as per the applicable law. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- (9) A Proxy form which does not state the name of the Proxy shall not be considered valid.
- (10) Undated Proxy Form shall not be considered valid.
- (11) If a Company receives multiple Proxies for the same holdings of a member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.