



**Reliance**  
Industrial Infrastructure  
Limited

**Gist of the Proceedings of the Annual General Meeting of  
Reliance Industrial Infrastructure Limited held on 2nd July, 2014**

The 26th Annual General Meeting of the Members of the Company was held on 2nd July, 2014 at 11.00 a.m., at 4th Floor, Walchand Hirachand Hall, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020.

In the absence of Shri Mahesh K. Kamdar, Chairman of the Board, Shri Sandeep H. Junnarkar chaired the proceedings of the Meeting after he was duly elected by the Directors as the Chairman of the Meeting which was also unanimously consented to by the Members present at the Meeting.

Proxy and Authorisations received, represented 45.43% of the total voting capital of the Company. Total 86 Members (including proxy) attended the Meeting as per the records of attendance.

The Chairman of the Meeting gave an overview of the financial performance of the Company for the financial year ended 31st March, 2014 and future outlook for the Company's growth.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 10.00 a.m. on June 26, 2014 and ended at 10.00 a.m. on June 29, 2014. Shri Ketan Vora, Practicing Chartered Accountant, Partner, Deloitte Haskins & Sells LLP was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 7 resolutions to be passed at the Meeting. Thereafter, all the 7 resolutions were duly proposed and seconded.

Thereafter, on the invitation of the Chairman, some of the Members addressed the Meeting and raised queries. Shri N. Shanker, Company Secretary, replied to the queries raised by the Members.

The Chairman, thereafter, ordered a Poll at the Meeting, to be conducted electronically, for all the resolutions which were put to vote. He further stated that Shri Ketan Vora, Practicing Chartered Accountant, would be the Scrutinizer for the poll process and requested Shri Ketan Vora, who was present at the Meeting, for an orderly conduct of the voting. The Chairman further stated that the combined results of e-voting and the poll would be put up on the Company's website.



The resolutions passed by the Members, briefly, related to:

**ORDINARY BUSINESSES:**

1. Adoption of Audited Financial Statement of the Company for the financial year ended 31st March, 2014, the reports of the Board of Directors and Auditors thereon;
2. Declaration of dividend of Rs. 3.50 per share on equity shares of the Company;
3. Reappointment of Shri S. C. Malhotra, as a Director of the Company, liable to retire by rotation;
4. Appointment of Messrs Chaturvedi & Shah, *Chartered Accountants*, as Auditors of the Company and fixing their remuneration.

**SPECIAL BUSINESSES:**

5. Re-appointment of Shri Dilip V. Dherai as Whole-time Director with effect from 1st July, 2014 and payment of revised remuneration to him with effect from 1st April, 2014.
6. Approval of remuneration to Cost Auditor for the Financial Year 2014-15.
7. Adoption of new Articles of Association of the Company.

The poll results were notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

For **Reliance Industrial Infrastructure Limited**

A handwritten signature in black ink, appearing to read "N. Shanker", is written over a light blue horizontal line.

**N. Shanker**  
**Company Secretary**