

Notice

NOTICE is hereby given that the Thirty-fifth Annual General Meeting of the Members of Reliance Industrial Infrastructure Limited will be held on **Monday, June 19, 2023 at 2:00 p.m. (IST)** through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2023 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 March 31, 2023 and the report of the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
 - (a) “**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
 - (b) “**RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
2. To declare a dividend on equity shares for the financial year ended March 31, 2023 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** a dividend at the rate of ₹ 3.50 (Three rupees fifty paise only) per equity share of ₹ 10/- (Ten rupees only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2023 and the same be paid out of the profits of the Company.”
3. To appoint Shri Mahesh K. Kamdar, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Mahesh K. Kamdar (DIN: 00013915), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

4. To appoint Shri A. Siddharth (DIN: 00016278) as an Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Shri A. Siddharth (DIN: 00016278), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and 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 his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to March 20, 2028;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
5. To appoint Smt. Riddhi Bhimani (DIN: 10072936) as an Independent Director and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Riddhi Bhimani (DIN: 10072936), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and 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 appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to March 20, 2028;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Amitkumar Mundhe

Company Secretary and Compliance Officer

Mumbai, May 22, 2023

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 7967 9053

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Shri Mahesh K. Kamdar, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his appointment.

Shri Mahesh K. Kamdar is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his appointment. The relatives of Shri Mahesh K. Kamdar may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, 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 Business set out under Item Nos. 1 to 3 of the Notice.
6. Details of Director retiring by rotation / seeking appointment at this Meeting are provided in the "Annexure" to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

7. **In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Share Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website: www.riil.in, 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 Company's Share Transfer Agent, KFin Technologies Limited ("KFinTech") at: <https://evoting.kfintech.com/>**
8. Any member desiring to receive a copy of the Annual Report 2022-23 may write to Company's Share Transfer Agent, KFinTech.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
 - (a) **Members will be able to attend the AGM through VC / OAVM through Jio Meet by using their login credentials provided in the accompanying communication.**

Members are requested to follow the procedure given below:

- i Launch internet browser by typing / clicking on the following link: <https://jiomeet.jio.com/riilagm>

(best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)

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- ii. Click on “**Shareholders CLICK HERE**” button.
 - iii. **Enter the login credentials (that is, User ID and password provided in the accompanying communication) and click on “Login”.**
 - iv. Upon logging-in, you will enter the Meeting Room.
- (b) **Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM, by following the procedure given in the instruction at Note No. 13.C.(vii)(III)**
- (c) Members who would like to express their views or ask questions during the AGM may register themselves at <https://emeetings.kfintech.com>. The Speaker Registration will be open during **Tuesday, June 6, 2023 to Monday, June 12, 2023**. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- (d) All shareholders attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- (e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- (f) **Institutional / Corporate Members (that is, 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 riil.scrutinizer@kfintech.com with a copy marked to evoting.riil@kfintech.com. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.**
- (g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
- (h) Members who need assistance before or during the AGM, can contact KFinTech on emeetings@kfintech.com or call on toll free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p. m. (IST) on all working days). Kindly quote your name, DP ID-Client ID / Folio no. and e-voting Event Number (“EVEN”) in all your communications.
10. 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.
 11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
 12. Members of the Company under the category of ‘Institutional Investors’ are encouraged to attend and vote at the AGM.
- PROCEDURE FOR ‘REMOTE E-VOTING’ AND E-VOTING AT THE AGM (‘INSTA POLL’):**
- 13. A. E-VOTING FACILITY:**
- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means (“**e-voting**”). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“**remote e-voting**”).
- Further, the facility for voting through electronic voting system will also be made available at the Meeting (“**Insta Poll**”) and Members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
- The Company has engaged the services of KFinTech as the agency to provide e-voting facility.
- The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode; and (iv) shareholders who have not registered their e-mail address, is explained in the instructions given under para C. and D. herein below.**
- The remote e-voting facility will be available during the following voting period:**
- | REMOTE E-VOTING PERIOD | |
|-------------------------------|---|
| Commencement of voting | Thursday, June 15, 2023 at 9:00 a.m. (IST) |
| End of voting | Sunday, June 18, 2023 at 5:00 p.m. (IST) |
- The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, June 12, 2023 (“Cut-off Date”).

The Board of Directors of the Company has appointed Shri Anil Lohia, Chartered Accountant (Membership No. 31626), Partner of Dayal and Lohia, Chartered Accountants or failing him Shri Khushit Jain, Chartered Accountant (Membership No. 608082), Partner of Dayal and Lohia, Chartered Accountants, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

B. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. The Member who has cast his / her / its vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast his / her / its vote(s) again at the Meeting.**
- ii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.**
- iii. A Member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.

iv. 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 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the Cut-off Date, should treat the Notice for information purpose only.

v. 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 operational till all the resolutions proposed in the Notice 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 who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

C. REMOTE E-VOTING:

vi. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per circular of SEBI on e-voting Facility provided by Listed Entities, dated December 9, 2020, **all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s). The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:**

Procedure to login through websites of Depositories

National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) ii. Enter your User ID and Password for accessing Easi / Easiest.

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National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>v. You will be able to see Company Name: “Reliance Industrial Infrastructure Limited” on the next screen. Click on the e-voting link available against Reliance Industrial Infrastructure Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication</p>	<p>iii. You will see Company Name: “Reliance Industrial Infrastructure Limited” on the next screen. Click on the e-voting link available against Reliance Industrial Infrastructure Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</p>
<p>2. Users not registered for IDEAS e-Services facility of NSDL may follow the following procedure:</p> <p>i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com</p> <p>ii. Select option “Register Online for IDEAS” available on the left hand side of the page.</p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <p>i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</p>
<p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <p>i. Type in the browser / Click on the following link: https://www.evoting.nsd.com/</p> <p>ii. Click on the button “Login” available under “Shareholder / Member” section.</p> <p>iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>iv. You will be able to see Company Name: “Reliance Industrial Infrastructure Limited” on the next screen. Click on the e-voting link available against Reliance Industrial Infrastructure Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication</p>	<p>3. Users may directly access the e-voting module of CDSL as per the following procedure:</p> <p>i. Type in the browser / Click on the following links: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>ii. Provide Demat Account Number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against Reliance Industrial Infrastructure Limited or select e-voting service provider “KFinTech” and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</p>

Procedure to login through demat accounts / Website of Depository Participant

Individual shareholders holding shares of the Company in Demat mode can **access e-voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL/CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. **Click on the option “e-Voting” and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against Reliance Industrial Infrastructure Limited or select e-voting service provider “KFinTech”** and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID”/ “Forgot Password” options available on the websites of Depositories / Depository Participant(s).

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free nos.: 1800 1020 990 / 1800 22 44 30	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

vii. INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

I A. In case member receives an e-mail from the Company / KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The e-voting Event Number+Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging in. If required, please visit: <https://evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on 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 upon logging in for the first time. 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 (EVEN) for Reliance Industrial Infrastructure Limited.
- (g) On the voting page, enter the number of shares as on the Cut-off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN” and vote 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 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.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional / Corporate Members (that is, 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 riil.scrutinizer@kfintech.com with a copy marked to evoting.riil@kfintech.com. Such authorisation should contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

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I B. In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- (a) Members holding shares in physical mode, who have not registered / updated their email address with the Company, are requested to register / update the same by clicking on: <https://rkarisma.kfintech.com/shareholders> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investor_relations@riil.in or to KFinTech at riilnkm@kfintech.com.
- (b) **Members holding shares in dematerialized mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at (vii) I A. (a) to (m) to cast your vote.

II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on: <https://evoting.kfintech.com>.

III. 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/ any Member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFinTech 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> XXXX123456789
- (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.kfintech.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 on KFinTech’s toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

(d) Member may send an e-mail request to evoting.riil@kfintech.com. After due verification of the request, User ID and password will be sent to the member.

(e) If the Member is already registered with KFinTech’s e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

IV. In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / e-voting user manual available through a drop down menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under Note No. 13(E).

D. INSTA POLL:

viii. Information and instructions for Insta Poll:

Facility to vote through Insta Poll will be made available on the Meeting Page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, “Vote”, will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.

E. CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:

ix. Members are requested to note the following contact details for addressing e-voting related grievances:

Shri V. Balakrishnan, Deputy Vice President
 KFin Technologies Limited
 Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, India
 Toll-free No. : 1800 309 4001
 (from 9:00 a.m.(IST) to 6:00 p.m. (IST) on all working days)
 E-mail : evoting.riil@kfintech.com

F. E-VOTING RESULT:

x. The Scrutiniser will, 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 Scrutiniser’s Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser’s Report, will be placed on the website of the Company: www.riil.in and on the website of KFinTech at: <https://evoting.kfintech.com>. The result will also be communicated to the stock exchanges. The Company will also display the results at its registered office.

xi. **Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting (specified in the Notice).**

- xii. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. (i) Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.riil.in) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
- xiii. **Members are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting or e-voting at the Meeting (Insta Poll).**

PROCEDURE FOR INSPECTION OF DOCUMENTS:

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an e-mail to investor_relations@riil.in

15. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, June 12, 2023 by sending an e-mail on investor_relations@riil.in. The same will be replied by the Company suitably.

IEPF RELATED INFORMATION:

16. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2014-15, from time to time, to the Investor Education and Protection Fund (“**IEPF**”) established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
17. The details of unpaid and unclaimed dividends lying with the Company as on March 31, 2023 can be accessed through the link: http://www.riil.in/unclaimed_transfersiepf.html.

Details of unpaid and unclaimed dividends up to March 31, 2022 are also uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2022-23, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, that is November 11, 2022. Details of shares so far transferred to the IEPF Authority are available on the website of the Company and can be accessed through the link: http://www.riil.in/transfer_suspense_accountiepf.html.

The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

The concerned Members / investors are advised to read Company’s Shareholders’ Referencer at weblink: http://www.riil.in/investor_services.html or visit the weblink of the IEPF Authority: <https://iepf.gov.in/IEPF/refund.html> or contact KFinTech, for detailed procedure to lodge claim with the IEPF Authority.

Last date to claim unclaimed / unpaid dividends before transfer to IEPF, for the financial year 2015-16 and thereafter, are as under:

Financial Year	Declaration Date	Date to claim before transfer to IEPF
2015-16	June 23, 2016	July 30, 2023
2016-17	July 28, 2017	September 3, 2024
2017-18	July 11, 2018	August 17, 2025
2018-19	August 28, 2019	October 4, 2026
2019-20	September 18, 2020	October 25, 2027
2020-21	August 27, 2021	October 3, 2028
2021-22	September 28, 2022	November 4, 2029

DIVIDEND RELATED INFORMATION:

18. Subject to approval of the Members at the AGM, the dividend will be paid within a week from the conclusion of the AGM, to the Members whose names appear on the Company’s Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

The Company has fixed Monday, June 12, 2023 as the “Record Date” for the purpose of determining the Members eligible to receive dividend for the financial year 2022-23.

Notice

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Members are requested to register / update their complete bank details with their Depository Participant(s) with which they maintain their demat accounts, if shares are held in dematerialised mode, by submitting forms and documents as may be required by the Depository Participant(s) and the process to be followed for updation of bank details, if shares are held in physical mode, is given in Note No. 21 in this Notice.

Tax Deductible at Source (“TDS”) / Withholding Tax (“WHT”):

Pursuant to the requirement of Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.

The TDS/ withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / KFinTech / Depository Participant.

A RESIDENT SHAREHOLDERS:

A.1 Tax Deductible at Source for Resident Shareholders

Sr. No. (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any)/Remarks (4)
1.	Valid PAN updated in the Company's Register of Members.	10%	No document required. If dividend does not exceed ₹ 5000/-, no TDS/ withholding tax will be deducted. Also, Please refer note (v) below.
2.	No PAN / Valid PAN not updated in the Company's Register of Members.	20%	TDS/ Withholding tax will be deducted at 20% as provided under Section 206AA of Income Tax Act, 1961, regardless of dividend amount, if PAN of the shareholder other than individual is not registered with the Company/ KFinTech/ Depository Participant. In case of individual shareholder, if PAN is not registered with the Company/ KFinTech/ Depository Participant & cumulative dividend payment to an individual shareholder is more than ₹ 5000/-, TDS /Withholding tax will be deducted at 20% under Section 206AA of Income Tax Act, 1961. All the shareholders are requested to update, on or before Monday, June 12, 2023, their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.
3.	A shareholder falls in the category of “specified person” as defined in Section 206AB of the Income Tax Act, 1961	20%	The PAN of the shareholder registered with the Company/ KFinTech/ Depository Participant will be validated on “Compliance Check functionality for Section 206AB & 206CCA” on Reporting Portal of Income Tax Department & accordingly 20% TDS / Withholding tax will be deducted with reference to Section 206AB of Income Tax Act, 1961, if the person is “specified person”. Please also refer note (vii) below.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/Remarks
(1)	(2)	(3)	(4)
4.	Availability of lower / nil tax deduction certificate issued by the Income Tax Department u/s 197 of the Income Tax Act, 1961.	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before Monday, June 12, 2023.
5.	Benefits under Income Tax Rule 37BA	Rates based on applicability of Income Tax Act, 1961 to the beneficial owner	If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A.2 No Tax Deductible at Source on dividend payment to resident shareholders if the Shareholders submit following documents as mentioned in column no. 4 of the below table with the Company / KFinTech / Depository Participant on or before Monday, June 12, 2023.

Sr. No.	Particulars	Withholding tax rate	Documents required (if any)/Remarks
(1)	(2)	(3)	(4)
1.	Submission of Form 15G/15H.	Nil	Declaration in Form No. 15G (applicable to an Individual who is below 60 years) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions.
2.	Shareholders to whom Section 194 of the Income Tax Act, 1961, does not apply as per second proviso to Section 194, such as LIC, GIC, etc.	Nil	Valid documentary evidence for exemption u/s 194 of Income Tax Act, 1961.
3.	Shareholder covered u/s 196 of the Income Tax Act, 1961, such as Government, RBI, corporations established by Central Act & Mutual Funds.	Nil	Valid documentary evidence for coverage u/s 196 of the Income Tax Act, 1961.
4.	Category I and II Alternative Investment Fund.	Nil	SEBI registration certificate to claim benefit under Section 197A (1F) of the Income Tax Act, 1961.
5.	<ul style="list-style-type: none"> • Recognised provident fund • Approved superannuation fund • Approved gratuity fund 	Nil	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6.	National Pension Scheme	Nil	No TDS / withholding tax as per Section 197A (1E) of the Income Tax Act, 1961. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7.	Any resident shareholder exempted from TDS deduction as per the provisions of Income Tax Act, 1961, or by any other law or notification	Nil	Valid documentary evidence substantiating exemption from deduction of TDS.

Notice

B. NON-RESIDENT SHAREHOLDERS:

The table below shows the withholding tax on dividend payment to non-resident shareholders who submit, on or before Monday, June 12, 2023, the following document(s), as mentioned in column no. 4 of the below table, to the Company / KFinTech. In case all necessary documents are not submitted, then the TDS/ Withholding tax will be deducted @ 20% (plus applicable surcharge and cess).

Sr. No. (1)	Particulars (2)	Withholding tax rate (3)	Documents required (if any)/Remarks (4)
1.	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other Non-Resident shareholders.	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	<p>FPI registration certificate in case of FIIs/FPIs.</p> <p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ol style="list-style-type: none"> 1. Tax Residency certificate issued by revenue authority of country of residence of shareholder for the year in which dividend is received. 2. PAN or declaration as per Rule 37BC of Income Tax Rules, 1962 in a specified format. 3. Electronically uploaded Form 10F in cases where PAN is available. Form 10F filled & duly signed in cases where PAN is not available. 4. Self-declaration for non- existence of permanent establishment/ fixed base in India. <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and review to the satisfaction of the Company).</p>
2.	Indian Branch of a Foreign Bank	Nil	<p>Lower tax deduction certificate u/s 195(3) of Income Tax Act, 1961 obtained from Income Tax Authority.</p> <p>Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India.</p> <p>In case above documents are not made available, then TDS / Withholding tax will be at 40% (plus applicable surcharge and cess).</p>
3.	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority.	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4.	Any non-resident shareholder exempted from WHT deduction as per the provisions of Income Tax Act, 1961, or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	Nil	Necessary documentary evidence substantiating exemption from WHT deduction.
5.	Benefits under Income Tax Rule 37BA	Rates based on the applicability of Income Tax Act, 1961 / Double Taxation Avoidance Agreement (DTAA) (whichever is beneficial) to the beneficial owner	<p>If the registered shareholder e.g. Clearing Member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule Form 37BA(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.</p> <p>The documents as mentioned against Sr. No. 1 to 4 in column 4 will be required in addition to the above declaration.</p>

Notes:

- i. The Company will issue soft copy of the TDS certificate to its shareholders through e-mail registered with KFinTech post filing of TDS Return as per the statutory timelines specified under Income Tax Act, 1961. Shareholders will be able to download Form 26AS from the Income Tax Department's website: <https://www.incometax.gov.in/>.
- ii. The aforesaid documents such as Form 15G /15H, documents under Sections 196, 197A, FPI /FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, 37BA Declaration etc., can be uploaded on the link: <https://rkarisma.kfintech.com/dividends/> on or before Monday, June 12, 2023 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any document/ communication on the tax determination/deduction received after Monday, June 12, 2023 shall not be considered.
- iii. Application of TDS / withholding tax rate is subject to necessary verification by the Company of the shareholder details as available in the Register of Members as on the Record Date, and other documents available with the Company / KFinTech provided by the shareholder by the specified date.
- iv. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund.
- v. **No TDS will be deducted in case of resident individual shareholders whose dividend does not exceed ₹ 5000/-. However, where the PAN is not updated in Company / KFinTech/ Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual shareholder is more than ₹ 5000/-, the Company will deduct TDS / withholding tax u/s 194 with reference to Section 206AA of Income Tax Act, 1961.**

All the shareholders are requested to update their PAN with their Depository Participant (if shares are held in electronic form) and Company / KFinTech (if shares are held in physical form) against all their folio holdings on or before Monday, June 12, 2023.

- (vi) In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.

- (vii) The "specified person" as defined under Section 206AB of the Income Tax Act, 1961 means a resident:

- who has not filed the returns of income for AY 2022-23 / AY 2023-24, as may be applicable; and
- the aggregate of TDS and TCS is ₹ 50,000/- or more in the said previous year.

Further, a non-resident person having a permanent establishment in India shall also be treated as "specified person" if the above conditions are met.

- (viii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

- (ix) The Resident Non-Individual Members such as Insurance companies, Mutual Funds, Alternative Investment Fund (AIF) and other domestic financial institutions established in India and Non - Resident Non-Individual Members such as Foreign Portfolio Investors may submit the relevant forms, declarations and documents through their respective custodians who are registered with NSDL for tax services, on or before the aforesaid timelines.

OTHER INFORMATION

19. As mandated by the Securities and Exchange Board of India ("**SEBI**"), shares of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
20. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 ("SEBI Circulars") mandated furnishing of Permanent Account Number ("PAN"), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company has sent letters along with Business Reply Envelopes for furnishing the required details. Any service request shall be entertained by KFinTech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by KFinTech in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by KFinTech/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.
21. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination details, bank details such as name of the bank and branch, bank account number, IFS Code etc., as per instructions set out below:

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- (a) **Members holding the shares in electronic form should furnish the above details to their Depository Participant (“DP”) in the prescribed form provided by the DP.**
- (b) **Members holding the shares in physical form by submitting the forms given below with requisite supporting documents:**

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updateation thereof	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

22. Non-Resident Indian members are requested to inform the Company / KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of Change in their residential status on return to India for permanent settlement.
23. Members may note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow

demat account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account / suspense escrow demat account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular.

The aforesaid forms can be downloaded from the Company's website at https://www.rhil.in/investor_services.html and is also available on the website of KFinTech at https://ris.kfintech.com/clientservices/isc/#div_rights. For additional information, the members may refer the shareholders' referencer uploaded on the Company's website at http://www.rhil.in/investor_services.html.

All aforesaid documents/requests should be submitted to KFinTech, at the address mentioned below:

Shri V. Balakrishnan, Deputy Vice President
KFin Technologies Limited
Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032
Toll-free No. : 1800 309 4001 (from 9:00 a.m. (IST)
to 6:00 p.m. (IST) on all working days).
E-mail : evoting.rhil@kfintech.com

24. The Shareholders' Referencer gives guidance on securities related matters and it is uploaded on the Company's website and can be accessed at link: http://www.rhil.in/investor_services.html

Statement / Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 4

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Shri A. Siddharth (DIN: 00016278) as a non-independent director of the Company with effect from April 1, 2019. His appointment was approved by the Members of the Company at the Annual General Meeting held on August 28, 2019.

Shri A Siddharth was associated with Deloitte Haskins and Sells ("DHS"), Chartered Accountants, as a partner for 33 years and retired from DHS on March 31, 2019. DHS were the statutory auditors of Reliance Industries Limited ("RIL"), the Promoter of the Company, up to July 21, 2017 and were also statutory auditors of some of the subsidiaries of RIL.

Though at the time of his initial appointment, Shri A Siddharth fulfilled the criteria of independence prescribed under Section 149 read with Schedule IV to the Companies Act, 2013 ("Act") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for being appointed as an Independent Director of the Company and also possessed the skills and capabilities required for the role of an Independent Director, he could not be appointed as an Independent Director of the Company due to restrictions contained in Deloitte Touche Tohmatsu Limited, Policies Manual of Deloitte Haskins and Sells ("DTTL").

The restrictive covenants of DTTL are no longer applicable to Shri A. Siddharth and hence he is eligible to be appointed as an independent director of the Company. In view of the above, the Nomination and Remuneration Committee, considered and recommended the appointment of Shri A. Siddharth as an Independent Director of the Company. Upon such recommendation, Shri A. Siddharth stepped down as a non-independent director of the Company with effect from the close of business hours on March 20, 2023. The Board of Directors subsequently approved the appointment of Shri A. Siddharth as an Additional Director, designated as an Independent Director of the Company, with effect from March 21, 2023, pursuant to the provisions of Section 161(1) of the Act read with the Articles of Association of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Shri A. Siddharth as an independent director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Shri A. Siddharth as an independent director requires approval of Members of the Company by passing a special resolution.

Shri A. Siddharth is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Shri A. Siddharth

that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Shri A. Siddharth for the office of a Director of the Company.

In the opinion of the Board, Shri A. Siddharth fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Shri A. Siddharth is independent of the management and possesses skills in financial, regulatory, risk management and corporate governance. He has vast and varied experience in the field of Audit of domestic as well as multinational companies in sectors such as Manufacturing, Hospitality, Technology and Non-Banking Financial Services. The appointment of Shri A. Siddharth as an Independent Director is in the interest of the Company. Currently, he holds Independent Directorships on the Board of Indiabulls Housing Finance Limited, Alok Industries Limited, DEN Networks Limited, JM Financial Products Limited, Reliance Ethane Pipeline Limited, Strand Life Sciences Private Limited, Jio Payments Bank Limited, JM Financial Asset Management Limited and Sintex Industries Limited.

Details of Shri A. Siddharth, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the "Annexure" to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meeting(s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The letter of appointment of Shri A. Siddharth setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investor_relations@riil.in.

Save and except Shri A. Siddharth and his relatives (to the extent of their shareholding, if any), 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.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee meeting and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, had approved the appointment of Smt. Riddhi Bhimani (DIN: 10072936) as an Additional Director, designated as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from March 21, 2023.

Notice

In accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable provisions of the Act, appointment of Smt. Riddhi Bhimani as an independent director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 ("Listing Regulations"), appointment of Smt. Riddhi Bhimani as an independent director requires approval of Members of the Company by passing a special resolution.

Smt. Riddhi Bhimani is qualified to be 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 also received declaration from Smt. Riddhi Bhimani that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Smt. Riddhi Bhimani for the office of a Director of the Company.

In the opinion of the Board, Smt. Riddhi Bhimani fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations.

Smt. Riddhi Bhimani is independent of the management and possesses appropriate skills, experience and knowledge. Smt. Riddhi Bhimani is a postgraduate in marketing and has over fifteen years of diversified work experience in the areas of sales, marketing and operations in the FMCG and Retail Industry. She inter alia possesses skills in corporate governance, risk management and strategic

planning. She has driven various key projects in Risk Consulting, Corporate Governance and Enterprise Risk Management during her tenure with Ernst and Young (India) for several multinational as well as domestic companies. She has a wide experience in policy documentation, financial / non-financial controls and process re-engineering. In view of these, appointment of Smt. Riddhi Bhimani as an Independent Director is in the interest of the Company. She is an independent consultant and is an independent director on the Board of Reliance Syngas Limited, Reliance Ventures Limited and Infinite India Investment Management Limited.

Details of Smt. Riddhi Bhimani, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meeting(s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The letter of appointment of Smt. Riddhi Bhimani setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to investor_relations@riil.in.

Save and except Smt. Riddhi Bhimani and her relatives (to the extent of their shareholding, if any), 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.

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

Annexure to the Notice dated May 22, 2023**Details of Directors retiring by rotation / seeking appointment at the Meeting:**

	Shri Mahesh K. Kamdar
Age	71 years
Qualifications	Graduate in Commerce from Mumbai University. Honorary Doctorate in Business Philosophy from Burkes University, United Kingdom.
Experience (including expertise in specific functional area)/ Brief Resume	Shri Mahesh K. Kamdar, has extensive experience and expertise in the fields of pipes, steel and other related products used in engineering, pharmaceutical, chemical and petrochemical industries. For detailed profile, please refer Company's website: www.riil.in
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Mahesh K. Kamdar, is liable to retire by rotation.
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	₹ 7,50,000/- (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	Shri Mahesh K. Kamdar was appointed as a Non-executive Director of the Company with effect from July 23, 1990.
Shareholding in the Company (including shareholding as beneficial owner) as on March 31, 2023	463 equity shares of ₹10/- each.
Relationship with other Directors / Key Managerial Personnel	Shri Mahesh K. Kamdar is not related to any other Director / Key Managerial Personnel of the Company or its associate Company.
Number of meetings of the Board attended during the financial year 2022-23	6 out of 6 meetings held
Directorships of other Boards as on March 31, 2023	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Notice

	Shri A. Siddharth
Age	70 years
Qualifications	Shri A. Siddharth is a Commerce and Law Graduate from the Mumbai University, a Fellow Member of the Institute of Chartered Accountants of India and an Associate Member of the Institute of Company Secretaries of India.
Experience (including expertise in specific functional area) / Brief Resume	Shri A. Siddharth was associated with Deloitte, Haskins & Sells for over four decades and served as Partner for 33 years upto 2019. He has vast and varied experience in the field of Audit of domestic as well as multinational companies in sectors such as manufacturing, hospitality, technology and non- banking financial services.
Terms and Conditions of Appointment	As per the resolution at Item No. 4 of the Notice convening this meeting read with the Statement hereto.
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	₹ 15,75,000/- (by way of sitting fees) (for remuneration details, please refer the Corporate Governance Report)
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meeting(s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	Shri A. Siddharth was appointed as non-executive non-independent Director of the Company with effect from April 1, 2019. He was appointed as non-executive independent Director of the Company with effect from March 21, 2023.
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	Nil
Relationship with other Directors / Key Managerial Personnel	Shri A. Siddharth is not related to any other Director / Key Managerial Personnel of the Company or its associate Company.
Number of meetings of the Board attended during the financial year 2022-23	6 out of 6 meetings held
Directorships of other Boards as on March 31, 2023	<ol style="list-style-type: none"> 1. Alok Industries Limited - Independent Director 2. Indiabulls Housing Finance Limited - Independent Director 3. DEN Networks Limited - Independent Director 4. JM Financial Products Limited - Independent Director 5. Reliance Ethane Pipeline Limited - Independent Director 6. Strand Life Sciences Private Limited - Independent Director 7. Jio Payments Bank Limited - Independent Director 8. JM Financial Asset Management Limited - Independent Director 9. Sintex Industries Limited – Independent Director
Membership / Chairmanship of Committees of other Boards as on March 31, 2023	<p>Alok Industries Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Chairman 2. Stakeholders' Relationship Committee - Member 3. Nomination and Remuneration Committee – Member <p>Indiabulls Housing Finance Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Chairman 2. Risk Management Committee - Member 3. Review Committee - Member 4. Regulatory Measures Oversight Committee – Chairman <p>JM Financial Products Limited</p> <ol style="list-style-type: none"> 1. Audit Committee – Chairman <p>Reliance Ethane Pipeline Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Nomination and Remuneration Committee - Member 3. Corporate Social Responsibility Committee – Member

	<p>Shri A. Siddharth</p> <p>Strand Life Sciences Private Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Member 2. Nomination and Remuneration Committee – Member <p>Jio Payments Bank Limited</p> <ol style="list-style-type: none"> 1. Audit and Compliance Committee - Chairman 2. Nomination and Remuneration Committee - Member 3. Risk Management Committee – Member <p>JM Financial Asset Management Limited</p> <ol style="list-style-type: none"> 1. Audit Committee - Chairman 2. Investment Advisory Committee - Member 3. Nomination and Remuneration Committee - Member 4. Transfer Committee - Member 5. Risk Management Committee – Chairman
Listed entities from which the Director has resigned in the past three years	<p>Nil, except the resignation from the Company as a non-executive non-independent director with effect from close of business hours of March 20, 2023 to enable his appointment as an Additional Director designated as an Independent Director</p>

Notice

	Smt. Riddhi Bhimani
Age	40 Years
Qualifications	Smt. Riddhi Bhimani holds Post Graduate Diploma in Management from Welingkar Institute of Management and Commerce Graduate from the Mumbai University.
Experience (including expertise in specific functional area) / Brief Resume	Smt. Riddhi Bhimani has over fifteen years of diversified work experience in the areas of sales, marketing and operations in the FMCG and Retail Industry. She inter alia possesses skills in leadership role, corporate governance, risk management and strategic planning. She has driven various key projects in Risk Consulting, Corporate Governance and Enterprise Risk Management during her tenure with Ernst and Young (India) for several multinational as well as domestic companies. She has a wide experience in policy documentation, financial / non-financial controls and process re-engineering.
Terms and Conditions of Appointment	As per the resolution at Item No. 5 of the Notice convening this meeting read with the Statement hereto.
Remuneration (including sitting fees, if any) last drawn (FY 2022-23)	Nil
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and meeting(s) of Independent Directors or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	March 21, 2023
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	Nil
Relationship with other Directors / Key Managerial Personnel	Smt. Riddhi Bhimani is not related to any other Director / Key Managerial Personnel of the Company or its associate Company.
Number of meetings of the Board attended during the financial year 2022-23	Not Applicable because she was appointed with effect from March 21, 2023 and no meeting was held after such date.
Directorships of other Boards as on March 31, 2023*	1. Reliance Syngas Limited – Independent Director 2. Reliance Ventures Limited - Independent Director
Membership / Chairmanship of Committees of other Boards as on March 31, 2023#	Reliance Ventures Limited 1. Audit Committee – Member 2. Nomination and Remuneration Committee – Member 3. Information Technology Strategy Committee – Chairman
Listed entities from which the Director has resigned in the past three years	Nil

* Appointed as an independent director on the Board of Infinite India Investment Management Limited with effect from April 1, 2023.

Appointed as a Member of Audit Committee and Risk Management Committee of Infinite India Investment Management Limited with effect from April 1, 2023.

By Order of the Board of Directors

Mumbai, May 22, 2023

Amitkumar Mundhe
Company Secretary and Compliance Officer

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