

Notice

Notice is hereby given that an Extraordinary General Meeting of the Members of **RELIANCE UTILITIES AND POWER PRIVATE LIMITED** will be held on Tuesday, June 27, 2017 at 10:30 a.m., at 5th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

Special Business:

1. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members of the Company be and is hereby accorded for payment of sitting fees to the Directors of the Company for attending every meeting of the Board of Directors, meeting of the Committees of the Board or any other meeting of Directors as under:

Independent Directors:

- Rs. 25,000/- for attending every meeting of the Board of Directors and the Committees of the Board or any other meeting of Directors.

Woman Director:

- Rs. 10,000/- for attending every meeting of the Board of Directors and the Committees of the Board

Non-Independent Directors (other than managing director(s) and/or whole-time director(s), if any):

- Rs. 5,000/- for attending every meeting of the Board of Directors and the Committees of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and deal with all such matters and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Sd/-
Rina Goda
Company Secretary
Membership No.: A21532



Reliance

Utilities And Power Private Limited
CIN: U40100GJ1991PTC051130

Place: Mumbai

Date: May 29, 2017

Registered Office: CPP Control Room,
Village Padana, Taluka Lalpur,
District Jamnagar – 361 280, Gujarat

Notes:

1. **A member entitled to attend and vote at the Extraordinary 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.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
3. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/ Proxies should bring their Attendance Slip duly filled in for attending the Meeting.
5. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
8. The route map of the venue of the Meeting is annexed to this Notice. The prominent landmark for the venue is Mantralaya.
9. The Company’s Debenture Trustee is Axis Trustee Services Limited having its office at Axis House, 2nd Floor, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai – 400 025; Tel: 91-22– 2425 5215/5216; Fax: 91-22- 4325 3000; and email: debenturetrustee@axistrustee.com

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

In terms of Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a Director may receive remuneration by way of sitting fee for attending Board or Committee Meetings or for any other meeting of Directors as may be decided by the Board.

It is proposed to pay sitting fees to the Directors of the Company as follows:

Independent Directors:

- Rs. 25,000/- for attending every meeting of the Board of Directors and the Committees of the Board or any other meeting of Directors.

Woman Director:

- Rs. 10,000/- for attending every meeting of the Board of Directors and the Committees of the Board

Non-Independent Directors (other than managing director(s) and/or whole-time director(s), if any):

- Rs. 5,000/- for attending every meeting of the Board of Directors and the Committees of the Board.

Since all the Directors of the Company, may be deemed to be concerned or interested in the proposal, approval of the members is sought for the said proposal.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No 1 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution, set out at Item No. 1 of the Notice.



The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

By Order of the Board of Directors

**Sd/-
Rina Goda
Company Secretary
Membership No.: A21532**

Place: Mumbai
Date: May 29, 2017

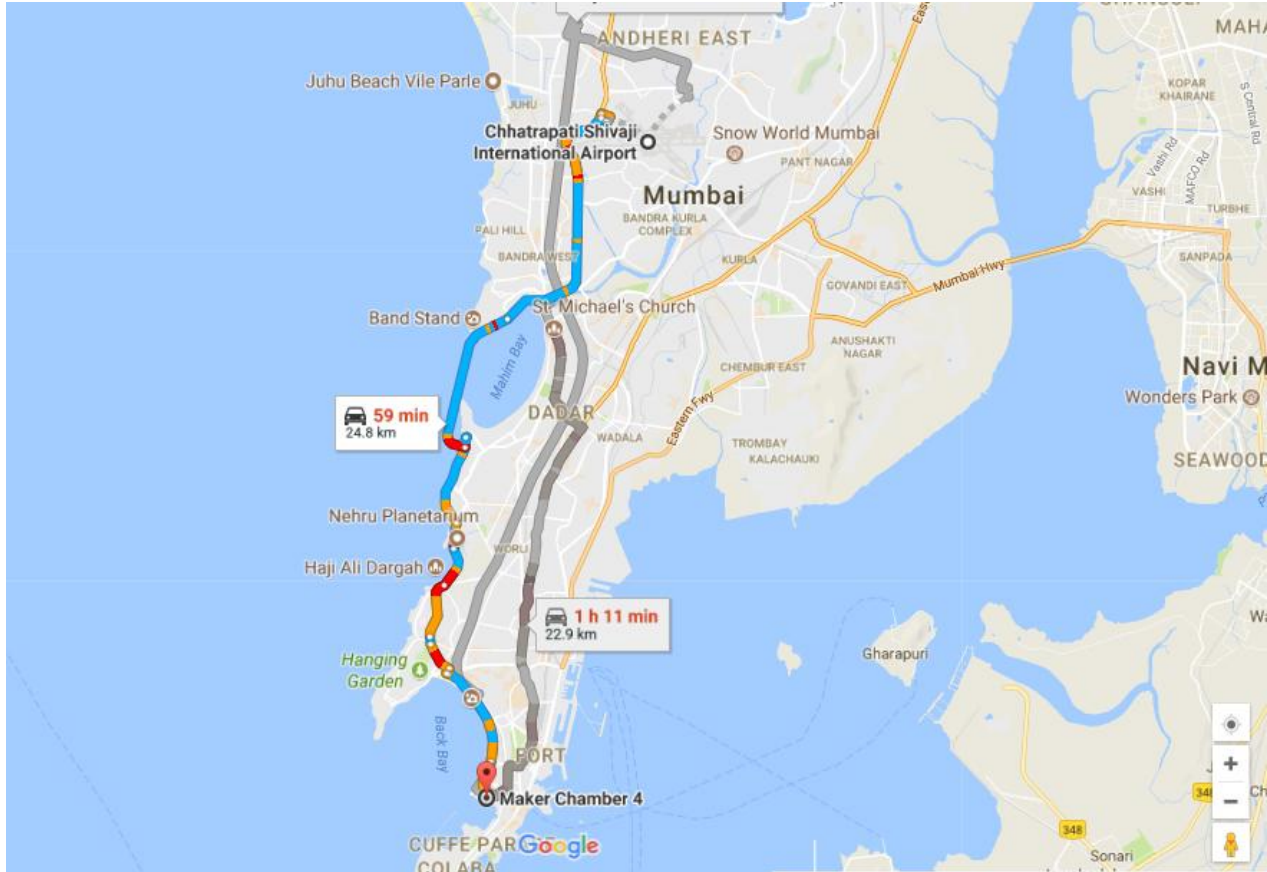
Registered Office: CPP Control Room,
Village Padana, Taluka Lalpur,
District Jamnagar – 361 280, Gujarat



Reliance

Utilities And Power Private Limited
CIN: U40100GJ1991PTC051130

Route Map



EGM VENUE ADDRESS:

5th Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400 021.

Corporate Office:- 3rd Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021; Tel:- 0091 22 22785500, Fax:- 0091 22 22785560
Website:- www.rupl.co.in

Registered Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar – 361 280, Gujarat