

Notice

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Reliance Utilities And Power Private Limited will be held at shorter notice on Friday, September 29, 2017, at 03.00 p.m., at the Registered Office of the Company at CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar - 361 280, Gujarat, to transact the following businesses:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2017, 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, 2017 and the reports of the Auditors thereon and in this regard, pass the following resolution as **Ordinary Resolutions:**

- a. "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2017 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 March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 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 D T S & Associates, Chartered Accountants (Firm Registration No. 142412W) and Messrs Lodha & Co, Chartered Accountants (Firm Registration No. 301051E), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business

3. To appoint Shri S. Anantharaman as an Independent Director and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri S. Anantharaman (DIN: 00178723), who was appointed as an Additional Director, to hold office as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 and is hereby appointed as a Director holding office as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company effective from May 29, 2017 and his appointment as Independent Director with effect from the foregoing date be and is hereby approved.”

4. To appoint Shri Natarajan T. G. as an Independent Director and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri Natarajan T. G. (DIN: 00013939), who was appointed as an Additional Director, to hold office as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting 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 and is hereby appointed as a Director holding office as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(five) consecutive years on the Board of the Company effective from May 29, 2017 and his appointment as Independent Director with effect from the foregoing date be and is hereby approved.”



Reliance

Utilities And Power Private Limited
CIN: U40100GJ1991PTC051130

By order of the Board of Directors

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

Date : September 21, 2017
Place : Mumbai

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 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.

2. 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 signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Members/ Proxies / Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of their Annual Report.
4. 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.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Meeting is enclosed herewith.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. None of the Directors of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos.1 to 2 of the Notice.

8. 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.
9. Details of the number and dates of Board meetings and Committee meetings of the Company held during the financial year 2016-17 and the attendance of the Directors at such meetings is enclosed as **Annexure 1**.
10. The route map of the Annual General Meeting Venue is enclosed as **Annexure 2**. The prominent landmark for the venue is Reliance Refinery, Jamnagar.
11. The Company's Debenture Trustees are:

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. 3 and 4

Pursuant to the provisions of Section 161(1) of the Companies Act (“the Act”) and the Articles of Association of the Company, the Board of Directors of the Company appointed Shri S. Anantharaman (DIN 00178723) and Shri Natarajan T. G. (DIN 00013939) as Additional Directors of the Company with effect from May 29, 2017.

In terms of the provisions of Section 161(1) of the Act, Shri S. Anantharaman and Shri Natarajan T. G. would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from the member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri S. Anantharaman and Shri Natarajan T. G. for the office of Director of the Company.

Shri S. Anantharaman and Shri Natarajan T. G. are not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

Section 149 of the Act *inter alia* stipulates the criteria of Independence which is required to be complied by a Company which proposes to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors for the retirement by rotation.

The Company has received a declaration from Shri S. Anantharaman and Shri Natarajan T. G. that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Shri S. Anantharaman and Shri Natarajan T. G. possesses appropriate skills, experience and knowledge, *inter alia*, in the field of finance.

In the opinion of the Board, Shri S. Anantharaman and Shri Natarajan T. G. fulfill the conditions for their appointment as Independent Directors as specified in the Act. They are independent of the management.

The Nomination and Remuneration Committee (“NRC”) of the Board of Directors of the Company, has recommended the appointment of Shri S. Anantharaman and Shri Natarajan T. G. as Independent Directors for a term of 5 (five) consecutive years on the Board of the Company.

Based on the recommendation of NRC and keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Shri S. Anantharaman and Shri Natarajan T. G. are appointed as Independent Directors of the Company.

Accordingly, it is proposed to appoint Shri S. Anantharaman and Shri Natarajan T. G. as Independent Directors of the Company, not liable to retire by rotation for a term of 5 (five) consecutive years on the Board of the Company effective from May 29, 2017.

Details of Shri S. Anantharaman and Shri Natarajan T. G., as required to be provided pursuant to the provisions of the 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 S. Anantharaman	Shri T. Natarajan
Age	63 years	55 years
Qualification	Shri S. Anantharaman is a graduate in commerce from Andhra University, a fellow member of the Institute of Chartered Accountant of India, New Delhi and also a Chartered Management Accountant from the Chartered Institute of Management Accountants, London, UK.	Shri Natarajan T G has done his Bachelor of Commerce from Mumbai University and he is also a Fellow Member of the Institute of Chartered Accountants of India.
Experience	Shri S Anantharaman brings with him a wealth of experience in areas such as Audit, Banking, MIS and General Management. He is also a past member of the British Institute of Management, London, UK.	Shri Natarajan T G is a Financial Consultant by profession. He has over 30 years of experience in the areas of Banking, Finance, Capital Markets, Project advisory and Renewable energy sector.
Terms and conditions of appointment/re-appointment	As per the resolution at Item No. 3 of the Notice convening Annual General Meeting on September 29,	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting on September 29, 2017 read with explanatory



Reliance

Utilities And Power Private Limited

CIN: U40100GJ1991PTC051130

	2017 read with explanatory statement thereto.	statement thereto.
Directorship in other Companies	<ul style="list-style-type: none">• Reliance Utilities Private Limited• Reliance Ports And Terminals Limited• Reliance Gas Transportation Infrastructure Limited	<ul style="list-style-type: none">• Reliance Utilities Private Limited• Reliance Ports And Terminals Limited• Septett Advisory Services Private Limited• Reliance Gas Transportation Infrastructure Limited
Date of first Appointment on the Board	29-05-2017	29-05-2017
No of Meetings of the Board attended during the FY 2016-17	NA	NA
Chairmanship/Membership of Board Committees of the other Companies	Member, Nomination and Remuneration Committee, Audit Committee and Corporate Social Responsible Committee : Reliance Ports And Terminals Limited, Reliance Utilities Private Limited and Reliance Gas Transportation Infrastructure Limited	Member, Nomination and Remuneration Committee, Audit Committee and Corporate Social Responsible Committee : Reliance Ports And Terminals Limited, Reliance Utilities Private Limited and Reliance Gas Transportation Infrastructure Limited
Shareholding in the Company	Nil	Nil
Remuneration drawn in the Company for the FY 2016 -17 (Only sitting Fees)	Not Applicable	Not Applicable

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

Remuneration sought to be paid	Sitting Fees to be paid for attending Board, Committee and Independent Directors meetings for the financial year 2017-18.	Sitting Fees to be paid for attending Board, Committee and Independent Directors meetings for the financial year 2017-18.
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel

Copies of the letter for appointment of Shri S. Anantharaman and Shri Natarajan T. G. as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

Shri S. Anantharaman and Shri Natarajan T. G. are interested in the resolutions set out respectively at Item Nos. 3 and 4 of the Notice with regard to their respective appointments.

Shri S. Anantharaman and Shri Natarajan T. G. do not hold any share of the Company.

Save and except the above, none of the other Directors / their relatives/ relatives of Shri S. Anantharaman and Shri Natarajan T. G. are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for approval by the members.

By order of the Board of Directors

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

Date : September 21, 2017
Place : Mumbai

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

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

Annexure 1

Meetings of Board and Committee

Four meetings of the Board of Directors, Four meetings of the Audit Committee, One meeting of Nomination and Remuneration Committee and Two meetings of Corporate Social Responsibility Committee of the Board of Directors of the Company were held during the year.

Dates of Board Meetings / Committee meetings held during the financial year 2016-2017:

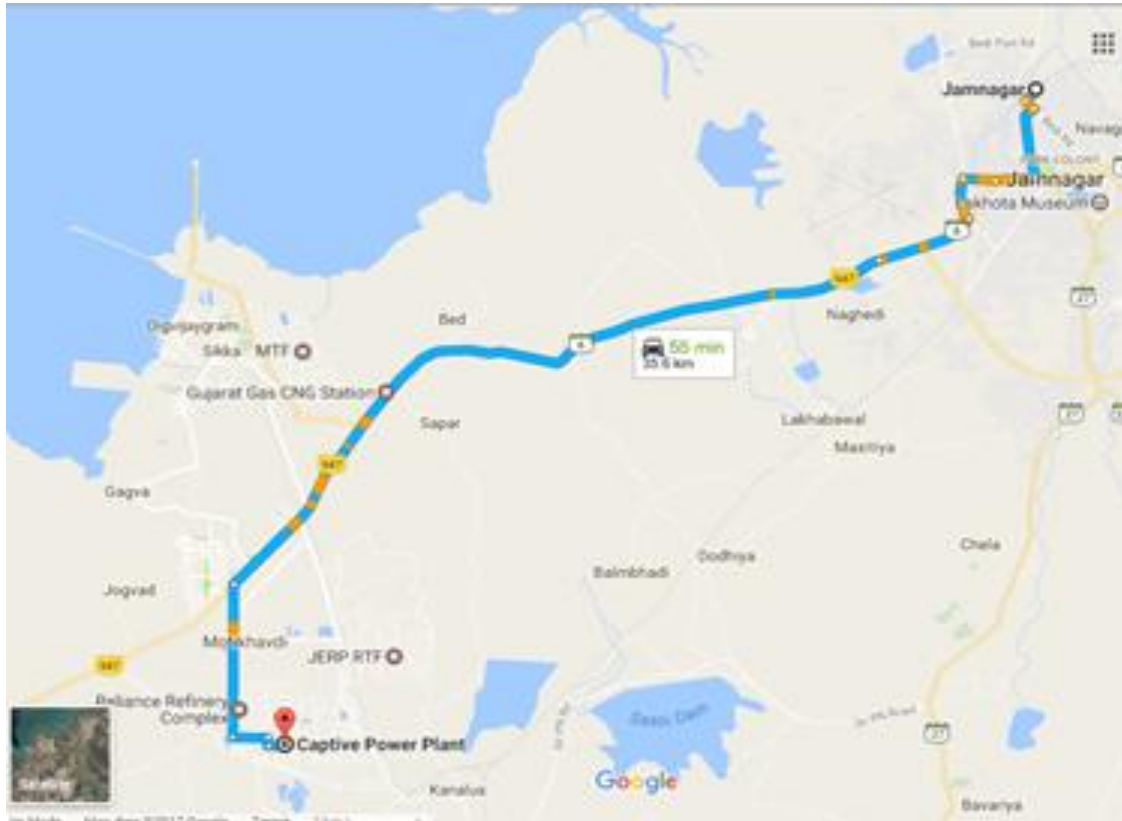
Sr. No.	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
1.	26.05.2016	26.05.2016	-	26.05.2016
2.	21.09.2016	21.09.2016	-	-
3.	14.12.2016	14.12.2016	14.12.2016	-
4.	10.02.2017	10.02.2017	-	10.02.2017

Attendance of Directors at Board Meetings / Committee meetings during the financial year 2016-2017:

	Attendance at meetings during the financial year 2016-2017			
	Board	Audit Committee	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Shri K. P. Nanavaty	4	4	1	2
Shri Satish Parikh	4	4	1	2
Shri V. K. Gandhi	2	2	0	2
Ms. Geeta Fulwadaya	4	N.A.	N.A.	N.A.

N.A. Not a member of the Committee

Route Map to Meeting venue



AGM VENUE ADDRESS:

CPP Control Room, Village Padana,
Taluka Lalpur, District Jamnagar - 361 280,
Gujarat

ATTENDANCE SLIP

RELIANCE UTILITIES AND POWER PRIVATE LIMITED

Regd. Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar- 361280, Gujarat
CIN: U40100GJ1991PTC051130

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

DP ID*	
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Folio No.	
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Client ID*	
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No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **27th ANNUAL GENERAL MEETING** of the members of the Company held on Friday, September 29, 2017, at 03.00 p.m. at Registered office of the Company at CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar- 361280, Gujarat

SIGNATURE OF THE SHAREHOLDER OR PROXY**

* Applicable for investors holding shares in electronic form.

** Strike out whichever is not applicable.

PROXY FORM

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

RELIANCE UTILITIES AND POWER PRIVATE LIMITED

Regd. Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar- 361280, Gujarat
CIN: U40100GJ1991PTC051130

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

I/We, being the member(s) of _____ shares of Reliance Utilities And Power Private 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 **27th ANNUAL GENERAL MEETING** of the members of the Company to be held on Friday, September 29, 2017, at 03.00 p.m. at Registered office of the Company at CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar- 361280, Gujarat and at any adjournment thereof in respect of such resolutions as is 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 Audited Financial Statements, Reports of the Board of Directors and Auditors' thereon and Audited Consolidated Financial Statement and Report of the Auditor thereon for the financial year ended 31 st March, 2017.		
2. Appointment of Statutory Auditors and fixing their remuneration.		
3. Appointment of Shri S. Anantharaman as an Independent Director.		
4. Appointment of Shri Natarajan T.G. as an Independent Director.		

* Applicable for investors holding shares in electronic form.

Signed this ____ day of _____ 2017

Signature of
member

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

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 member.
4. ****This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote at the Meeting in the manner he / she thinks appropriate.**
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. 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 authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. A Proxy form which does not state the name of the Proxy will not be considered valid.
10. Undated proxy form will not be considered valid.
11. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.