

Notice

Notice is hereby given that an Extraordinary General Meeting of the Members of **RELIANCE UTILITIES AND POWER PRIVATE LIMITED** will be held at shorter notice on Wednesday, August 23, 2017 at 10:00 a.m., at 5th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 to transact the following business :

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series, of an aggregate nominal value up to Rs. 2250 crore (Rupees Two Thousand Two Hundred and Fifty crore), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board of Directors of the Company 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 and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors

Sd/-

Rina Goda
Company Secretary
Membership No.: A21532

Place: Mumbai
Date: August 22, 2017

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

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 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 meeting.

2. The Statement pursuant to Section 102 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 a certified copy of the 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 Meeting venue 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

Section 71 of the Act which deals with the issue of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 mandates that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

In order to augment long term resources for its business activities including, *inter-alia*, for various purposes in the normal course of business including refinancing of existing debts, the Company is proposing to offer or invite subscription, from time to time, for secured / unsecured redeemable non-convertible debentures, in one or more series on private placement, issuable / redeemable at par.

Accordingly, consent of the members is sought for passing a Special 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 Special 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: August 22, 2017

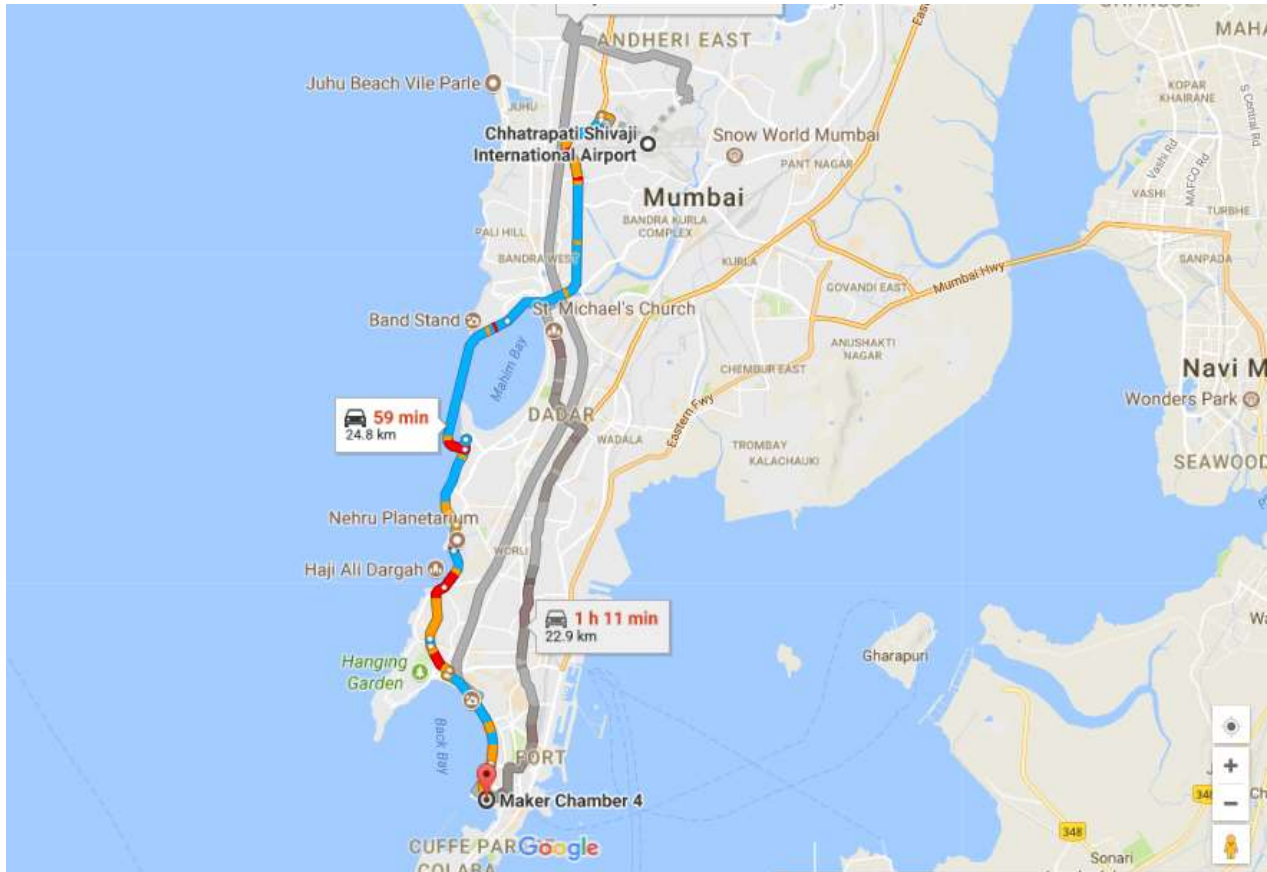
Registered Office: CPP Control Room,
Village Padana, Taluka Lalpur,
District Jamnagar – 361 280, Gujarat



Reliance

Utilities And Power Private Limited
CIN: U40100GJ1991PTC051130

Route Map to Meeting venue



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

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* | |
|--------|--|

| | |
|------------------|--|
| Member Folio No. | |
|------------------|--|

| | |
|------------|--|
| Client ID* | |
|------------|--|

| | |
|---------------|--|
| No. of Shares | |
|---------------|--|

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Wednesday, August 23, 2017 at 10:00 a.m., at 5th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021

SIGNATURE OF THE SHAREHOLDER OR PROXY**

* Applicable for investors holding shares in dematerialized 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 **EXTRAORDINARY GENERAL MEETING** of the members of the Company to be held on Wednesday, August 23, 2017 at 10.00 a.m. at 5th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021 and at any adjournment thereof in respect of such resolution as is indicated below:

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

| Resolution | For | Against |
|---|-----|---------|
| 1. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis | | |

* 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 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.