

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 385 OF 2016

In the matter of the Companies Act, 1956 (1 of 1956)

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956;

AND

In the matter of Scheme of Arrangement

BETWEEN

Reliance Infrastructure Limited

AND

Reliance Electric Generation and Supply Private Limited

AND

their respective shareholders and creditors

RELIANCE INFRASTRUCTURE LIMITED,

a Company incorporated under the

provisions of the Indian Companies Act,

1913 and having its registered office at H

Block, 1st Floor, Dhirubhai Ambani

Knowledge City, Navi Mumbai 400 710

Applicant Company

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF RELIANCE INFRASTRUCTURE LIMITED, THE APPLICANT COMPANY

NOTICE IS HEREBY GIVEN that by an Order made on 6th day of May, 2016, in the above Company Summons for Direction, the Hon'ble High Court of Judicature at Bombay has directed that a meeting of the Equity Shareholders of Reliance Infrastructure Limited, the Applicant Company, Transferor Company, be convened and held at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065 on Monday, 6th June, 2016 at 11:00 a.m., for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement between Reliance Infrastructure Limited ("Rinfra" or "the Transferor Company") and Reliance Electric Generation and Supply Private Limited ("REGSPL" or "the Transferee Company") and their respective Shareholders and Creditors ("Scheme").

In pursuance of the said Order and as directed therein, further Notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company shall be convened and held at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065 on Monday, 6th June, 2016 at 11:00 a.m., at which place, day, date and time you are requested to attend.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided the facility to Members to exercise their votes on resolution through e-voting facility arranged by M/s. Karvy Computershare Private Limited (Karvy) and the business contained in the notice may be transacted through such voting. Equity Shareholders desirous of exercising their vote electronically are requested to read the instructions as are available on the websites of Applicant Company (www.rinfra.com) and also at the website of Karvy being <https://evoting.karvy.com> where notice of meeting, details regarding e-voting process and manner shall be available.

The e-voting period commences on 3rd June, 2016 (9:00 a.m.) and ends on 5th June, 2016 (5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, which shall be 30th May, 2016, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.

A person who has acquired shares and become member of the Company after the dispatch of notice and holding shares as of cut-off date i.e. 30th May, 2016, may obtain the user ID and password by sending a request at <http://evoting.karvy.com>. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com>.

In case of any queries relating to voting by electronic means, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact at toll free no. 1800 4250 999. In case of any grievances connected with facility for voting by electronic means, you may contact Email: rinfra@karvy.com, Toll free No. 1800 4250 999.

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 as well as voting at the meeting through ballot paper. Any person who acquires shares of the Applicant Company and becomes the member of the Applicant Company after the cut-off date i.e. 30th May, 2016 shall not be eligible to vote either through e-voting or at Court Convened Meeting.

Members can opt for only one mode of voting, i.e. either through ballot papers at Court Convened Meeting or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot papers at Court Convened Meeting shall be treated as invalid. Members who have cast their vote by remote e-voting prior to the Court Convened Meeting may also attend the meeting but shall not be entitled to cast their vote again.

Copies of the said Scheme, explanatory statement and proxy form can be obtained free of charge at the Registered Office of the Applicant Company and/or the office of its advocate, at M/s. Rajesh Shah & Co., 16, Oriental Building, 30, Nagindas Master Road, Flora Fountain, Mumbai 400 001.

Persons entitled to attend and vote at the meeting may vote in person or by proxy provided that a proxy in the prescribed form duly signed by the persons entitled to attend and vote at the meeting are deposited at the Registered Office of the Applicant Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710 not later than 48 hours before the meeting.

The Hon'ble High Court of Judicature at Bombay has appointed Mr. V R Galkar, Independent Director of the Applicant Company, and failing him, Ms. Ryna Karani, Independent Director of the Applicant Company, and failing her, Mr. S S Kohli, Independent Director of the Applicant Company and failing him, Mr. K Ravikumar, Independent Director of the Applicant Company to be the Chairman of the said meeting.

The above mentioned scheme, if approved by the Equity Shareholders in the meeting will be subject to subsequent approval of the Hon'ble High Court of Judicature at Bombay.

Dated this 11th day of May, 2016
Place: Mumbai

Sd/-
V R Galkar
Chairman appointed for the meeting



**मुंबई उच्च न्यायालयासमोर
सर्वसाधारण मूल विवागी अधिकारक्षेत्र
निर्देश क्रमांक ३८५/२०१६ साठी कंपनीचे समन्स**

कंपनी कायदा १९५६ (१/१९५६ प्रकरणी)
आणि
कंपनी कायदा १९५६ च्या कलम ३९१ ते ३९४ प्रकरणी
आणि
रिलायन्स इन्फ्रास्ट्रक्चर लिमिटेड
आणि
रिलायन्स वीजनिर्मिती आणि पुरवठा प्रा. लि.
आणि
त्यांचे संबंधित समभागधारक आणि कर्ज देणाऱ्यांमधील तडजोडीच्या योजनेप्रकरणी

रिलायन्स इन्फ्रास्ट्रक्चर लिमिटेड
(भारतीय कंपनी कायदा १९१३ च्या तरतुदीअंतर्गत)
स्थापन आलेली कंपनी जिचे नोंदणीकृत कार्यालय एच ब्लॉक, पहिला मजला, धीरूभाई अंबानी नॉलेज सिटी, नवी मुंबई - ४००७१० अर्जदार कंपनी

रिलायन्स इन्फ्रास्ट्रक्चर लिमिटेड या अर्जदार कंपनीच्या समभाग शेर धारकांच्या बैठकीची माहिती देणारी सूचना

याद्वारे सूचना देण्यात येत आहे की, मे २०१६ च्या सहाव्या दिवशी दुरील सूचनेसाठीच्या कंपनी समनमध्ये मुंबईतील अधिकारक्षेत्र असलेल्या माननीय उच्च न्यायालयाने, रिलायन्स इन्फ्रास्ट्रक्चर लिमिटेड, अर्जदार कंपनी / हस्तांतरक कंपनी यांच्या समभाग शेर धारकांची एक बैठक रिलायन्स एनर्जी मॅनेजमेंट इन्स्टिट्यूट, जोगेश्वरी - विक्रोळी लिंक रोड, सोप्या उत्तर गेट क्रमांक ३ समोर, आर कोलनी, आर कोलनी रोड, मुंबई ४०००६५ येथे सोमवार दिनांक ६ जून २०१६ रोजी सकाळी ११.०० वाजता, रिलायन्स इन्फ्रास्ट्रक्चर लिमिटेड (आरइफआर किंवा हस्तांतरक कंपनी) आणि रिलायन्स इलेक्ट्रिक जनरेशन अँड सप्लाय प्रायव्हेट लिमिटेड (आरईजीएसपीएल किंवा हस्तांतरण स्वीकारणारी कंपनी) आणि त्यांच्या संबंधित समभागधारक आणि कर्ज देणारे लोक (योजनेला) यांच्यामध्ये तडजोडीच्या प्रस्तावित योजनेचा विचार करून सुयोग्य वाटल्यास सुधारणे (ग)सह किंवा सुधारणे (ग)शिवायमान्यता देण्यासाठी आयोजित करण्यात यावी आणि पार पाडली जावी असे निर्देश दिले आहेत.

सदर आदेश आणि त्यातील निर्देशानुसार याद्वारे खालील सूचना देण्यात येत आहे की, अर्जदार कंपनीच्या समभाग शेरधारकांची बैठक रिलायन्स एनर्जी मॅनेजमेंट इन्स्टिट्यूट, जोगेश्वरी - विक्रोळी लिंक रोड, सोप्या उत्तर गेट क्रमांक ३ समोर, आर कोलनी, आर कोलनी रोड, मुंबई ४०००६५ येथे सोमवार दिनांक ६ जून २०१६ रोजी सकाळी ११.०० वाजता आयोजित करून पार पाडली जाणार आहे, ज्या ठिकाणी, दिवशी, तारखेला आणि वेळी आपल्याला उपस्थित राहण्याची विनंती केली जात आहे.

वेळोवेळी सुधारित करण्यात आलेल्या कंपनी कायदा २०१३ च्या कलम १०८, सोबत वाचने कंपनी नियम (व्यवस्थापन आणि प्रशासन) २०१४ च्या नियम २० आणि सिंक्युरिटीज अँड एक्स्चेंज बोर्ड ऑफ इंडिया (नोंदणी नियम आणि घोषणा आवश्यकता) अधिनियम २०१५ च्या कलम ४४ च्या पूर्तता करत असताना अर्जदार कंपनीने सदस्यांना मेसर्स कार्बी कॉम्प्युटर्स अँड प्रा. लि. (कार्बी) ने व्यवस्थापित केलेल्या इ-मतदान सुविधेद्वारे तरावार मतदान करण्यासाठी सुविधा प्रदान केली आहे आणि सूचनेमध्ये समाविष्ट व्यवसाय या मतदानाद्वारे हस्तांतरित केले जाऊ शकतात. इलेक्ट्रॉनिक पद्धतीने मतदान करू इच्छिणाऱ्या समभाग शेरधारकांना अर्जदार कंपनी (www.rinra.com) आणि कार्बी यांच्या <https://evoting.karvy.com> या वेबसाइटवर उपलब्ध असलेल्या सूचना वाचण्याची विनंती करण्यात आली आहे जिथे बैठकीची सूचना, इ-मतदानाच्या प्रक्रियेचे तपशील आणि पद्धत उपलब्ध असेल.

इ-मतदानाचा कोलावधी ३ जून २०१६ रोजी सकाळी (१०.०० वाजल्यापासून) सुरू होत असून ५ जून २०१६ रोजी (सायंकाळी ५.००) वाजेपर्यंत असेल. या कालावधीत कंपनीचे समभागधारक ज्यांच्याकडे प्रत्यक्ष स्वरूपात किंवा ऑनलाइन स्वरूपात, कट ऑफ तारखेनुसार, जी ३० मे २०१६ असेल अशा समभाग असलेल्या समभागधारकांना मतदान करता येईल. त्यानंतर कार्यक्रमात मतदानासाठी इ-मतदान यंत्रणा बंद केली जाईल.

ज्या व्यक्तीने सूचना पाठवली गेल्यानंतर समभाग प्राप्त केले आहेत आणि ते कंपनीचे सदस्य झाले आहेत आणि ३० मे २०१६ या कट ऑफ तारखेनुसार त्यांच्याकडे समभाग आहेत, ते <https://evoting.karvy.com> येथे विनंती पाठवून युजर आयडी आणि पासवर्ड घेऊ शकतात. तथापि, तुम्ही रिमोट इ-मतदानासाठी कार्वीसोबत नोंदणी केलेली असल्यास तुम्ही तुमच्या विधान युजर आयडी आणि पासवर्ड वापर तुमचे मत देण्यासाठी करू शकता. तुमचा पासवर्ड विसरला असल्यास, तुम्ही तुमचा पासवर्ड <https://evoting.karvy.com> येथे उपलब्ध असलेला फॉरगॉट पासवर्ड पर्याय वापरून रिसेट करू शकता.

इलेक्ट्रॉनिक पद्धतीने मतदानाबाबत कोणत्याही शंका असल्यास तुम्ही वारंवार विचारले जाणारे प्रश्न (एफएक्यू) मध्ये आणि <https://evoting.karvy.com> वरील डॉक्युमेंट विभागात उपलब्ध असलेल्या युजर मॅन्युअलमध्ये जाऊ शकता किंवा टोलमुक्त क्रमांक १८००४२५०९९९ इलेक्ट्रॉनिक पद्धतीने मतदानाशी संबंधित कोणत्याही तक्रारीसंबंधी तुम्ही येथे संपर्क साधू शकता info@karvy.com, टोलमुक्त क्रमांक १८०० ४२५० ९९९.

एखादी व्यक्ती, जिचे नाव सदस्याच्या नोंदणीपुस्तिकेत किंवा डिपॉझिटरीत अंतिम तारखेनुसार रखलेल्या लाभार्थी मालकांच्या नोंदणीपुस्तिकेत नमूद करण्यात आलेले आहे, ती दूरस्थ इ-मतदान सुविधेचा फायदा घेण्यासाठी तसेच मतदान पत्राद्वारे बैठकीत मतदान करण्यासाठी पात्र असेल. कोणतीही व्यक्ती जिने अंतिम तारखेनंतर म्हणजे ३० मे २०१६ नंतर अर्जदार कंपनीचे समभाग घेतले आहेत आणि कंपनीची सदस्य झाली आहे, ती इ-मतदानाद्वारे मतदानास किंवा न्यायालयाने आयोजित बैठकीत सहभागी होण्यास पात्र ठरणार नाही.

मतदार मतदानाची केवळ एकूण पद्धत अवलंबू शकतो. म्हणजे, न्यायालयाने आयोजित केलेल्या बैठकीत मतदानपत्राद्वारे किंवा इ-मतदानाद्वारे सदस्यांनी दोन्ही पद्धतींनी आपले मत दिल्यास इ-मतदान पद्धतीने दिलेले मत ग्राह्य धरले जाईल आणि न्यायालयाने आयोजित केलेल्या बैठकीतील मतदानपत्राद्वारे दिलेली मते अवैध मानली जातील. ज्या सदस्यांनी आपली मते न्यायालयाने आयोजित बैठकीपूर्वी दूरस्थ इ-मतदान पद्धतीद्वारे दिली आहेत तेही या बैठकला उपस्थित राहतील, परंतु त्यांना आपले मत पुन्हा देण्यास ते पात्र असणार नाहीत.

सदर योजना, स्पष्टीकरणात्मक विधान आणि नमुना अर्ज अर्जदार कंपनीच्या नोंदणीकृत कार्यालयातून आणि/किंवा त्याच्या वकिलांच्या कार्यालयातून म्हणजे मेसर्स राजेश शाह अँड कंपनी, ११६, ओरिएंटल बिल्डिंग, ३० नगिनदास भास्कर रोड, फ्लोरा फाऊंटन, मुंबई ४००००९ येथून विनामूल्य प्राप्त केले जाऊ शकतात.

बैठकीला उपस्थित राहून मतदानासाठी पात्र असलेल्या व्यक्ती वैयक्तिकरित्या किंवा आपल्या प्रतिनिधीद्वारे मतदान करू शकतात, परंतु निश्चित नमुन्यात बैठकीस उपस्थित राहून मतदान करण्यासाठी पात्र असलेल्या प्रतिनिधीकडून अर्ज अर्जदार कंपनीच्या नोंदणीकृत कार्यालयात - एच ब्लॉक, पहिला मजला, धीरूभाई अंबानी नॉलेज सिटी, नवी मुंबई - ४००७१० येथे बैठकीच्या आधी ४८ तास उशिरा नाही अशा रितीने पाठवू शकतात.

मुंबई येथील अधिकारक्षेत्र असलेल्या माननीय उच्च न्यायालयाने श्री. व्ही. आर. गालकर, अर्जदार कंपनीचे स्वतंत्र संचालक आणि त्याच्या अनुपस्थितीत श्रीमती रचना करानी, अर्जदार कंपनीचे स्वतंत्र संचालक आणि त्याच्या अनुपस्थितीत श्री. एस. एस. कोहली, अर्जदार कंपनीचे स्वतंत्र संचालक आणि त्याच्या अनुपस्थितीत श्री. के. रवीकुमार, अर्जदार कंपनीचे स्वतंत्र संचालक यांची नेमणूक सदर बैठकीचे अध्यक्ष म्हणून केली आहे.

उक्तनिर्देशित योजनेला बैठकीत समभाग शेर धारकांनी मान्यता दिल्यास, ती मुंबई येथील अधिकारक्षेत्र असलेल्या माननीय उच्च न्यायालयाच्या मान्यतेच्या संपेक्ष असेल.

सही/-
मे २०१६ च्या ११ व्या दिवशी दिनांकित
डि. आर. गालकर
बैठकीसाठी नेमण्यात आलेले अध्यक्ष
ठिकाण- मुंबई

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SUMMONS FOR DIRECTION NO 385 OF 2016**

In the matter of the Companies Act, 1956 (1 of 1956)
AND
In the matter of Sections 391 to 394 of the Companies Act, 1956;
AND
In the matter of Scheme of Arrangement
BETWEEN
Reliance Infrastructure Limited.
AND
Reliance Electric Generation and Supply Private Limited
AND
their respective shareholders and creditors

RELIANCE INFRASTRUCTURE LIMITED,)

a Company incorporated under the)
provisions of the Indian Companies Act,)

1913 and having its registered office at H)

Block, 1st Floor, Dhirubhai Ambani)

Knowledge City, Navi Mumbai 400 710)

Applicant Company)

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF RELIANCE INFRASTRUCTURE LIMITED, THE APPLICANT COMPANY

NOTICE IS HEREBY GIVEN THAT by an Order made on 6th day of May, 2016, in the above Company Summons for Direction, the Hon'ble High Court of Judicature at Bombay has directed that a meeting of the Equity Shareholders of Reliance Infrastructure Limited, the Applicant Company / Transferor Company, be convened and held at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065 on Monday, 6th June, 2016 at 11:00 a.m., for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Arrangement between Reliance Infrastructure Limited ("Rinfra" or "the Transferor Company") and Reliance Electric Generation and Supply Private Limited ("REGSPL" or "the Transferee Company") and their respective Shareholders and Creditors ("Scheme").

In pursuance of the said Order and as directed therein, further Notice is hereby given that a meeting of the Equity Shareholders of the Applicant Company shall be convened and held at Reliance Energy Management Institute, Jogeshwari-Vikhroli Link Road, Opposite SEEPZ North Gate No. 3, Aarey Colony, Aarey Colony Road, Mumbai 400 065 on Monday, 6th June, 2016 at 11:00 a.m., at which place, day, date and time you are requested to attend.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided the facility to Members to exercise their votes on resolution through e-voting facility arranged by M/s. Karvy Computershare Private Limited (Karvy) and the business contained in the notice may be transacted through such voting. Equity Shareholders desirous of exercising their vote electronically are requested to read the instructions as are available on the websites of Applicant Company (www.rinfra.com) and also at the website of Karvy being <https://evoting.karvy.com> where notice of meeting, details regarding e-voting process and manner shall be available.

The e-voting period commences on 3rd June, 2016 (9.00 a.m.) and ends on 5th June, 2016 (5.00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, which shall be 30th May, 2016, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.

A person who has acquired shares and become member of the Company after the dispatch of notice and holding shares as of cut-off date i.e. 30th May, 2016, may obtain the user ID and password by sending a request at <http://evoting.karvy.com>. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on <https://evoting.karvy.com>.

In case of any queries relating to voting by electronic means, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact at toll free no: 1800 4250 999. In case of any grievances connected with facility for voting by electronic means, you may contact Email: rinfra@karvy.com, Toll free No: 1800 4250 999.

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 as well as voting at the meeting through ballot paper. Any person who acquires shares of the Applicant Company and becomes the member of the Applicant Company after the cut-off date i.e. 30th May, 2016 shall not be eligible to vote either through e-voting or at Court Convened Meeting.

Members can opt for only one mode of voting, i.e. either through ballot papers at Court Convened Meeting or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through ballot papers at Court Convened Meeting shall be treated as invalid. Members who have cast their vote by remote e-voting prior to the Court Convened Meeting may also attend the meeting but shall not be entitled to cast their vote again.

Copies of the said Scheme, explanatory statement and proxy form can be obtained free of charge at the Registered Office of the Applicant Company and/ or the office of its advocate, at M/s. Rajesh Shah & Co., 16, Oriental Building, 30 Nagindas Master Road, Flora Fountain, Mumbai 400 001.

Persons entitled to attend and vote at the meeting may vote in person or by proxy provided that a proxy in the prescribed form duly signed by the persons entitled to attend and vote at the meeting are deposited at the Registered Office of the Applicant Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710 not later than 48 hours before the meeting.

The Hon'ble High Court of Judicature at Bombay has appointed Mr. V R Galkar, Independent Director of the Applicant Company, and failing him, Ms. Ryna Karani, Independent Director of the Applicant Company, and failing her, Mr. S S Kohli, Independent Director of the Applicant Company and failing him, Mr. K Ravikumar, Independent Director of the Applicant Company to be the Chairman of the said meeting.

The above mentioned scheme, if approved by the Equity Shareholders in the meeting will be subject to subsequent approval of the Hon'ble High Court of Judicature at Bombay.

Dated this 11th day of May, 2016
Place: Mumbai

Sd/-
V R Galkar
Chairman appointed for the meeting