

February 6, 2018

The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
BSE Scrip Code : 500390

The Asst Vice President
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051
NSE Symbol : RELINFRA

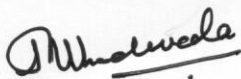
Dear Sirs,

Sub: Meeting of the holders of Non Convertible Debentures (NCD)

We wish to inform you that pursuant to Regulation 30, Regulation 51 (2) and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Debenture Trustees i.e. Axis Trustee Services Limited (for NCD Series 3) and IDBI Trusteeship Services Limited, (NCD Series 3, 5, 10, 11A, 11B, 11C, 11D, 12A, 12B, 12C, 12D, 13A, 13B, 14, 16 and 17), have convened a meeting of the holders of aforesaid series of Debentures on Wednesday, February 28, 2018 at 2.00 p.m at Reliance Centre Santa Cruz (East), Mumbai 400055.

The copies of the notice(s) issued by the above Debenture Trustees to the debenture holders are enclosed. We request you to inform your members accordingly.

Yours faithfully,
For Reliance Infrastructure Limited



Aashay Khandwala
Company Secretary

Encl:



ATSL/ CO / 17-18 / 6976
February 05, 2018

To
The Debenture Holders
(as per list attached)

Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs.125 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("Rlnfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that it has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from Rlnfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders shall be required for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs.125 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

Company has further requested us to convene meeting of Debenture holders on February 28, 2018 at 1400 hours IST at their office – Reliance Centre, Off Western Express Highway, Santa Cruz (East) Mumbai 400 055 to seek consent for above mentioned points.

Request you to make it convenient to attend the proposed meeting.

For Axis Trustee Services Limited

HS 
Indraprakash Rai
Deputy General Manager



Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

CC: **Reliance Infrastructure Limited**

Reliance Centre,
Santacruz (East)
Mumbai – 400 055
Contact Person: Mr. Arpan Garg; Landline – 022 33038016, Mobile - +91 7498297659

AXIS TRUSTEE SERVICES LTD.

(A wholly owned subsidiary of Axis Bank)

Corporate Identity Number (CIN): U74999MH2008PLC182264

CORPORATE & REGISTERED OFFICE : Axis House, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai - 400 025.

TEL : 022-6226 0054 / 6226 0050 Website: www.axistrustee.com

No: ITS/OPR/17-18/9081/A

Date: February 05, 2018

To

The Debenture Holders

10.50% - Series 5 - NCD of Reliance Infrastructure Limited

ISIN: INE038A07104

(as per list attached)

Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 585 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("Rinfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

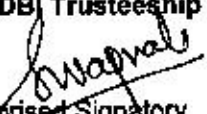
We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from Rinfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

No: ITSL/OPR/17-18/ 9081/B
Date: February 05, 2018

To

The Debenture Holders
11.15% - Series 10- NCD of Reliance Infrastructure Limited
ISIN: INE036A07146
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 124 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

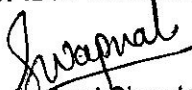
We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/9082/A
Date: February 05, 2018

To

The Debenture Holders
10.00% - Series 11A - SRNCD
ISIN: INE036A07153
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/ 9082/B
Date: February 05, 2018

To

The Debenture Holders
9.80% - Series 11B - SRNCD
ISIN: INE036A07161
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited– Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited (“RInfra/Company”) to Reliance Electric Generation and Supply Limited (“REGSL”), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company’s letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction (“**Proposed Transaction**”), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/908-1D
Date: February 05, 2018

To

The Debenture Holders
10.00% - Series 11C - SRNCD
ISIN: INE036A07195
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For **IDBI Trusteeship Services Limited**


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

No: ITSL/OPR/17-18/ 90821 F
Date: February 05, 2018



To

The Debenture Holders
9.80% - Series 11D - SRNCD
ISIN: INE036A07203
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For **IDBI Trusteeship Services Limited**


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/9082/C
Date: February 05, 2018

To

The Debenture Holders
10.00% - Series 12A - SRNCD
ISIN: INE036A07179
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/9082-1D
Date: February 05, 2018

To

The Debenture Holders
9.80% - Series 12B - SRNCD
ISIN: INE036A07187
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

No: ITSL/OPR/17-18/ 9082/G
Date: February 05, 2018



To

The Debenture Holders
9.80% - Series 12C - SRNCD
ISIN: INE036A07211
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

No: ITSL/OPR/17-18/ 9082/H

Date: February 05, 2018



To

The Debenture Holders
10.00% - Series 12D-SRNC
ISIN: INE036A07229
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorized Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

No: ITSL/OPR/17-18/90821 I
Date: February 05, 2018



To

The Debenture Holders
9.80% - Series 13A - SRNCD
ISIN: INE036A07237
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorized Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/9082/J
Date: February 05, 2018

To

The Debenture Holders
10.00% - Series 13B-SRNCD
ISIN: INE036A07245
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

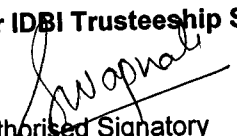
We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154

No: ITSL/OPR/17-18/9082/K
Date: February 05, 2018



To

The Debenture Holders
10.00% - Series 14-SRNCD
ISIN: INE036A07252
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorized Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/ 9082/L
Date: February 05, 2018

To

The Debenture Holders
10.20% - Series 16-SRNC
ISIN: INE036A07278
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

We write in our capacity of Debenture Trustee for above mentioned NCDs issued by the Company and refer to Company's letter dated February 02, 2018 on captioned subject (copy enclosed).

The Company has informed that the Company has executed Share Purchase Agreement with Adani Transmission Limited on December 21, 2017 for sale of its Mumbai Power Division. Under the transaction ("**Proposed Transaction**"), the Mumbai Power Division is proposed to be transferred to REGSL from RInfra and subsequently shares of REGSL shall be sold to Adani Transmission Limited.

In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Ltd

CIN : U65991MH2001GOI131154



No: ITSL/OPR/17-18/ 90821 M
Date: February 05, 2018

To

The Debenture Holders
10.20% - Series 17-SRNCD
ISIN: INE036A07286
(as per list attached)
Dear Sirs,

Sub: Debenture Trustee for NCDs aggregating upto Rs 500 crore issued by Reliance Infrastructure Limited- Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra/Company") to Reliance Electric Generation and Supply Limited ("REGSL"), and sale of 100% of the shares of REGSL to Adani Transmission Limited.

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In this connection, approval of Debenture Holders for Proposed Transaction and release of encumbrance created for benefit of Debenture Holders upon prepayment of entire Rs. 500 crore NCDs (principal and accrued interest). The Company has requested the Debenture Trustee to seek confirmation on their request from Debenture Holders either through correspondence in writing or through convening a meeting of Debenture Holders as per provisions under Debenture Trust Deed at the earliest.

Request your approval on the same.

For IDBI Trusteeship Services Limited


Authorised Signatory

Encl:

1. Company letter dated February 02, 2018
2. List of Debenture Holders as on January 26, 2018

IDBI Trusteeship Services Limited
Asian Building
Ground Floor
17, Kamani Marg
Ballard Estate, Mumbai 400 001
(in its capacity as Debenture Trustee)

February 02, 2018

Ref: Debenture Trust Deed dated September 06, 2013 for Reliance Infrastructure Limited (RInfra) Rs 500 crore Non Convertible Debentures (NCDs) Series 11A, 11B, 11C, 11D, 12A, 12B, 12C, 12D, 13A, 13B, 14, 16 and 17.

Subject: Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra") to Reliance Electric Generation and Supply Limited ("Company"), and sale of 100% of the shares of the Company to Adani Transmission Limited.

We refer to Rs 500 crore Non Convertible Debentures Series 11A, 11B, 11C, 11D, 12A, 12B, 12C, 12D, 13A, 13B, 14, 16 and 17 issued by Reliance Infrastructure Limited in FY2014 for which IDBI Trusteeship Services Limited is the Debenture Trustee.

The current outstanding amount under said series of NCDs is Rs 500 crore.

We write to you in connection with the Share Purchase Agreement executed amongst RInfra, Adani Transmission Limited and the Company on December 21, 2017 and amendments thereafter.

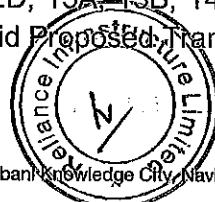
The above transaction is proposed in line with the business transformation and debt reduction plan of RInfra and will comprise of the following stages:

(A) RInfra shall pursuant to the scheme of arrangement (Company Scheme Petition No. 440 of 2016) approved by the Bombay High Court *vide* order dated January 19, 2017 (the "**Scheme**") transfer the Mumbai Power Division (as defined in the Scheme), comprising *inter alia* of: (i) all its distribution assets and related infrastructure in Mumbai; (ii) all its transmission assets in Mumbai; and (ii) Dahanu Thermal Power Plant, located at Dahanu, Maharashtra, together with all its ancillary assets, to the Company, a subsidiary of RInfra; and

(B) RInfra will thereafter, transfer and sell 100% of the shares of the Company to Adani Transmission Limited, or any of its subsidiaries ("**Purchaser**"),

(hereinafter referred to collectively as the "**Proposed Transaction**").

The proceeds from the Proposed Transaction shall be utilised to prepay Rs 500 Crore NCD Series 11A, 11B, 11C, 11D, 12A, 12B, 12C, 12D, 13A, 13B, 14, 16 and 17 (principal along with accrued interest) in full on the day of the said Proposed Transaction.



In light of the above, we request your consent for the following:

- (a) the Proposed Transaction; and
- (b) the release of existing encumbrance and all other restrictions (including any negative covenants applicable on RInfra).

We would like to request Debenture Trustee to convene meeting of Debenture Holders on February 28, 2018 at 1130 hours IST at our office – Reliance Centre, Off Western Express Highway, Santa Cruz (East) Mumbai 400 055 to seek consent for above mentioned points as per provisions of Debenture Trust Deed.

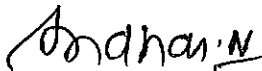
Subsequent to the meeting of Debenture Holders, we further request you to kindly provide your consent in writing and in the format attached herewith.

We further request you to keep the contents of this letter confidential. We will be pleased to provide you with any further information / document as you may require in this regard.

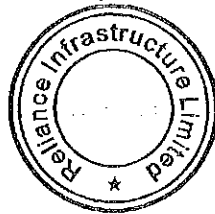
Thank you for your co-operation in this regard.

Yours sincerely,

For Reliance Infrastructure Limited,



(Authorised Signatory)



IDBI Trusteeship Services Limited
Asian Building
Ground Floor
17, Kamani Marg
Ballard Estate, Mumbai 400 001
(in its capacity as Debenture Trustee)

February 02, 2018

Ref: Debenture Trust Deed dated May 07, 2012 for Reliance Infrastructure Limited (RInfra) Rs 585 crore Non Convertible Debentures (NCDs) Series 5 and Rs 124 crore Non Convertible Debentures (NCDs) Series 10.

Subject: Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited ("RInfra") to Reliance Electric Generation and Supply Limited ("Company"), and sale of 100% of the shares of the Company to Adani Transmission Limited.

We refer to Rs 585 crore Non Convertible Debentures Series 5 and Rs 124 crore Non Convertible Debentures Series 10 issued by Reliance Infrastructure Limited in FY2012 for which IDBI Trustee Services Limited is the Debenture Trustee.

The current outstanding amount under said series of NCDs is Rs 585 crore under Series 5 and Rs 124 crore under Series 10.

We write to you in connection with the Share Purchase Agreement executed amongst RInfra, Adani Transmission Limited and the Company on December 21, 2017 and amendments thereafter.

The above transaction is proposed in line with the business transformation and debt reduction plan of RInfra and will comprise of the following stages:

(A) RInfra shall pursuant to the scheme of arrangement (Company Scheme Petition No. 440 of 2016) approved by the Bombay High Court *vide* order dated January 19, 2017 (the "**Scheme**") transfer the Mumbai Power Division (as defined in the Scheme), comprising *inter alia* of: (i) all its distribution assets and related infrastructure in Mumbai; (ii) all its transmission assets in Mumbai; and (ii) Dahanu Thermal Power Plant, located at Dahanu, Maharashtra, together with all its ancillary assets, to the Company, a subsidiary of RInfra; and

(B) RInfra will thereafter, transfer and sell 100% of the shares of the Company to Adani Transmission Limited, or any of its subsidiaries ("**Purchaser**"),

(hereinafter referred to collectively as the "**Proposed Transaction**").



The proceeds from the Proposed Transaction shall be utilised to prepay Rs 585 crore NCD Series 5 and Rs 124 crore NCD Series 10 (principal along with accrued interest) in full on the day of the said Proposed Transaction.

In light of the above, we request your consent for the following:

- (a) the Proposed Transaction; and
- (b) the release of existing encumbrance and all other restrictions (including any negative covenants applicable on RInfra).

We would like to request Debenture Trustee to convene meeting of Debenture Holders on February 28, 2018 at 1230 hours IST at our office – Reliance Centre, Off Western Express Highway, Santa Cruz (East) Mumbai 400 055 to seek consent for above mentioned points as per provisions of Debenture Trust Deed.


Subsequent to the meeting of Debenture Holders, we further request you to kindly provide your consent in writing and in the format attached herewith.

We further request you to keep the contents of this letter confidential. We will be pleased to provide you with any further information / document as you may require in this regard.

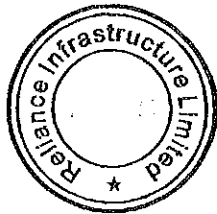
Thank you for your co-operation in this regard.

Yours sincerely,

For Reliance Infrastructure Limited,



(Authorised Signatory)



Axis Trustee Services Limited
Axis House, 02nd Floor, Wadia International Centre
Pandurang Budhkar Marg
Worli, Mumbai – 400 025
(In its capacity as Debenture Trustee)

February 02, 2018

Ref: Debenture Trust Deed dated March 29, 2004 and Debenture Trust Deed dated April 07, 2014 for Reliance Infrastructure Limited (RInfra) Rs 125 crore Non Convertible Debentures (NCDs) Series 3.

Subject: Application for Consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited (“RInfra”) to Reliance Electric Generation and Supply Limited (“Company”), and sale of 100% of the shares of the Company to Adani Transmission Limited.

We refer to Rs 125 crore Non Convertible Debentures Series 3 issued by Reliance Infrastructure Limited in FY2004 for which Axis Trustee Services Limited is the Debenture Trustee.

The current outstanding amount under said series of NCDs is Rs 125 crore.

We write to you in connection with the Share Purchase Agreement executed amongst RInfra, Adani Transmission Limited and the Company on December 21, 2017 and amendments thereafter.

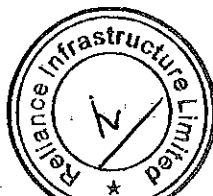
The above transaction is proposed in line with the business transformation and debt reduction plan of RInfra and will comprise of the following stages:

(A) RInfra shall pursuant to the scheme of arrangement (Company Scheme Petition No. 440 of 2016) approved by the Bombay High Court *vide* order dated January 19, 2017 (the “**Scheme**”) transfer the Mumbai Power Division (as defined in the Scheme), comprising *inter alia* of: (i) all its distribution assets and related infrastructure in Mumbai; (ii) all its transmission assets in Mumbai; and (ii) Dahanu Thermal Power Plant, located at Dahanu, Maharashtra, together with all its ancillary assets, to the Company, a subsidiary of RInfra; and

(B) RInfra will thereafter, transfer and sell 100% of the shares of the Company to Adani Transmission Limited, or any of its subsidiaries (“**Purchaser**”),

(hereinafter referred to collectively as the “**Proposed Transaction**”).

The proceeds from the Proposed Transaction shall be utilised to prepay Rs 125 crore NCD Series 3 (principal along with accrued interest) in full on the day of the said Proposed Transaction.



In light of the above, we request your consent for the following:

- (a) the Proposed Transaction; and
- (b) the release of existing encumbrance and all other restrictions (including any negative covenants applicable on RInfra).

We would like to request Debenture Trustee to convene meeting of Debenture Holders on February 28, 2018 at 1400 hours IST at our office – Reliance Centre, Off Western Express Highway, Santa Cruz (East) Mumbai 400 055 to seek consent for above mentioned points as per provisions of Debenture Trust Deed.

Subsequent to the meeting of Debenture Holders, we further request you to kindly provide your consent in writing and in the format attached herewith.

We further request you to keep the contents of this letter confidential. We will be pleased to provide you with any further information / document as you may require in this regard.

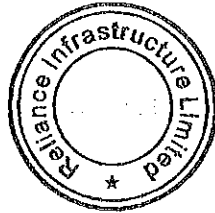
Thank you for your co-operation in this regard.

Yours sincerely,

For Reliance Infrastructure Limited,



(Authorised Signatory)



Format of Consent

[On the letterhead of the Trustee]

Reliance Infrastructure Limited
Reliance Centre
Santa Cruz (E)
Mumbai – 400 055

Ref: Your Letter dated February 02, 2018 seeking consent for Transfer of Mumbai Power Division by Reliance Infrastructure Limited (“RInfra”) to, Reliance Electric Generation and Supply Limited (“Company”), and sale of 100% of the shares of the Company to Adani Transmission Limited.

Dear Sir,

We refer to your letter dated February 02, 2018 in relation to the captioned subject matter.

We hereby, give our unconditional approval and consent for the Proposed Transaction comprising of transfer of the Mumbai Power Division to the Company and sale of 100% of the shares of the Company to the Purchaser.

We further, unconditionally agree to the following:

- (a) we have no objection to being repaid Rs 125 crore NCD Series 3 from proceeds of the Proposed Transaction on the day of the transaction;
- (b) we consent to releasing all encumbrances created in our favour as per the financing documents; and
- (c) we hereby waive all restrictions applicable under the terms of our financing documents (including any negative covenants applicable on RInfra, if any) pertaining to any assets of the Mumbai Power Division;

We will further provide all other co-operation (including filing all forms) as may be needed by you or the Purchaser, to give effect to the above.

We also agree to keep strictly confidential the nature and scope of this request.

We have no objection to you sharing the contents of this letter to the Purchaser, or any of their advisers or lenders, as may be required from time to time, to give effect to the Proposed Transaction.

Capitalized terms used herein but not defined shall have the same meaning as ascribed to them in your letter.

Yours sincerely,

For [*name of the Trustee*]

