



**Reliance Infrastructure Limited**

**Corporate Office:**

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February 8, 2016

The Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeeboy Towers  
Dalal Street, Fort,  
Mumbai 400 001  
Fax No.: 22722037/39/41/61/3121/3719  
**BSE Scrip Code: 500390**

The Assistant Vice President  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot no.C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai 400 051  
Fax No.: 26598237/38  
**NSE Scrip Symbol: RELINFRA**

Dear Sir,

Sub: **Scheme of Amalgamation of Reliance Concrete Private Limited with Reliance Infrastructure Limited**

We wish to inform you that the Board of Directors at its meeting held today has approved a Scheme of Amalgamation of Reliance Concrete Private Limited, a step down wholly owned subsidiary of Reliance Infrastructure Limited (RInfra) with RInfra, subject to requisite approvals.

We enclose the prescribed information pursuant to Regulation 30 of the Securities & Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular no CIR/CFD/CMD/4/2015 September 9, 2015.

Please inform your members accordingly.

Yours faithfully  
For Reliance Infrastructure Limited

Ramesh Shenoy  
Company Secretary

Encl: As above

**Disclosure of events and information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no CIR/CFD/CMD/4/2015 September 9, 2015**

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- a. Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;

Scheme of Amalgamation of Reliance Concrete Private Limited (“the Transferor Company”) with Reliance Infrastructure Limited (“the Transferee Company”) and their respective shareholders.

Financial information of the Transferor Company and the Transferee Company is provided below:

	Rs	Rs
	Revenue (2014-15) (audited)	Profit /(Loss) before Tax (2014-15) (audited)
Reliance Concrete Private Limited	Nil	(34,609)
Reliance Infrastructure Limited	12,098.21 crore	1,518.06 crore

- b. Whether the transaction would fall within related party transactions?  
If yes, whether the same is done at “arms length” ?

The Transferor Company involved in the Amalgamation is a step down wholly owned subsidiary of the Transferee Company ("WOS") and hence it is related party of the Transferee Company. Since the Scheme involves Amalgamation of step down WOS with its ultimate holding company, upon Amalgamation of Transferor Company with the Transferee Company in terms of the Scheme becoming effective, the entire paid-up share capital of the Transferor Company shall stand cancelled and in lieu thereof, the Transferee Company shall not issue and / or allot any shares to the members of the Transferor Company. Therefore, the question of whether this transaction is done at arm's length or not does not arise. In this connection, it will be pertinent to also mention that the Ministry of Corporate Affairs vide its general circular bearing number 30/2014 dated 17<sup>th</sup> July, 2014 has clarified that transactions arising, inter alia, out of amalgamation will not attract the requirement of Section 188 of Companies Act, 2013.

- c. Area of business of the entity(ies)

The Transferor Company is a step down wholly owned subsidiary of the Transferee Company and was incorporated to engage in the business of manufacturing and dealing in all types and kinds of cement and related products.

The Transferee Company is one of the largest infrastructure companies, developing projects through various Special Purpose Vehicles in several high growth sectors within the infrastructure space such as Power, Roads, Metro Rail, Cement and Defence.



- d. Reliance Concrete Private Limited has not carried out any significant operations and thus, the Scheme of Amalgamation is proposed with a view to :
- I. Simplification of the group structures and fulfillment of a condition precedent to the sale of shares of Reliance Cement Company Pvt Ltd the direct holding company of the Transferor Company;
  - II. Elimination of multiple entities within the group;
  - III. Optimal utilisation of resources and better administration and reduction of cost; and
  - IV. Achieving operational and management efficiency.

- e. In case of cash consideration – amount or otherwise share exchange ratio

The entire issued, subscribed and paid up equity share capital of Transferor Company is held by Reliance Cement Company Private Limited, which is a wholly owned subsidiary of the Transferee Company. Upon the Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of the holding of Reliance Cement Company Private Limited in Transferor Company and the entire share capital of Transferor Company shall stand cancelled.

- f. Brief details of change in shareholding pattern (if any) of listed entity.

In view of the position stated under (e) above, there will be no change in the shareholding pattern of the Transferee Company, listed entity.