



July 20, 2019

BSE Limited
P. J. Towers
Dalal Street, Fort
Mumbai – 400001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400051

Security code: 500325

Symbol: RELIANCE

Dear Sirs,

SUB: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Composite Scheme of Amalgamation and Plan of Merger amongst Reliance Holding USA Inc. (“RHUSA”) and Reliance Energy Generation and Distribution Limited (“REGDL”) and Reliance Industries Limited (“RIL/the Company”) and their respective shareholders (“Scheme”)

Pursuant to Regulation 30 read with Schedule III of the Listing Regulations, we inform that the Board of Directors of the Company (“the Board”) at its meeting held on 19th July, 2019 has approved the Scheme, which *inter alia* provides for merger of RHUSA with REGDL and merger of REGDL with the Company under Sections 230 to 232 read with Section 234 and other applicable provisions of the Companies Act, 2013 and Section 18-209 of the Delaware Limited Liability Company Act.

RHUSA was incorporated as a Delaware corporation in the year 2010, under Delaware General Corporation Law, USA. RHUSA conducts its operations through indirect interests in entities which are in the business of producing natural gas and liquids from shale deposits in the USA. These entities in turn own interests in shale gas assets.

REGDL is a public limited company incorporated in India. It is mainly engaged in the business of wholesale trading of goods and investment in shares & securities.

The Company is incorporated in India, engaged *inter alia*, in activities spanning across hydrocarbon exploration and production, petroleum refining and marketing, petrochemicals and also has interests in retail and digital services.

RHUSA is a wholly-owned subsidiary of REGDL and REGDL is a wholly-owned subsidiary of the Company. The merger of RHUSA and REGDL, will *inter alia* simplify the corporate structure of the Company.



RHUSA and REGDL being indirect/direct subsidiaries of the Company, upon amalgamation, no shares will be issued by either REGDL or the Company and entire investment of REGDL in RHUSA and that of the Company in REGDL shall be cancelled. Therefore, the question of the transaction being done at "arm's length" does not arise.

Details of Turnover and Assets (standalone) of RIL, RHUSA and REGDL (Audited) are given below:

Name of the Company	Year ended	Turnover (INR in crore)	Total Assets (INR in crore)
RIL	31-03-2019	4,00,986	7,75,745
RHUSA	31-12-2018	1,276	14,956
REGDL	31-03-2019	0.70	11,114

Since no consideration is being issued pursuant to the amalgamation, there will be no change in the shareholding pattern of the Company.

The Scheme is subject to consent of Note Holders and Bank Lenders of RHUSA and necessary statutory / regulatory approvals under applicable laws including approval of Mumbai Bench of National Company Law Tribunal (NCLT). The Reserve Bank of India has accorded its approval to the aforesaid proposal of amalgamation.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For Reliance Industries Limited

Savithri Parekh
Joint Company Secretary and
Compliance Officer

Copy to:

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