

IN THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

CA (CAA)/ 981/MB/2020

IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 234 AND OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT 2013

AND

IN THE MATTER OF THE COMPOSITE SCHEME OF AMALGAMATION AND PLAN OF
MERGER AMONGST RELIANCE HOLDING USA, INC. AND RELIANCE ENERGY GENERATION
AND DISTRIBUTION LIMITED AND RELIANCE INDUSTRIES LIMITED AND THEIR RESPECTIVE
SHAREHOLDERS

1. **Reliance Energy Generation and Distribution Limited**, a company)
incorporated under the Companies Act)
1956 having Corporate Identification)
Number: U40108MH2008PLC185326,)
and having its registered office at 4th)
Floor, Court House, Lokmanya Tilak)
Marg, Dhobi Talao, Mumbai,) ...First Applicant Company/
Maharashtra 400 002) Transferee Company 1/
) Transferor Company 2

2. **Reliance Industries Limited**, a company)
incorporated under the Companies Act)
1956 having Company Identification)
Number: L17110MH1973PLC019786,)
and having its registered office at 3rd)
Floor, Maker Chamber IV 222, Nariman) ...Second Applicant Company/
Point, Mumbai, Maharashtra 400 021) Transferee Company 2

To

The Registrar of Companies
Ministry of Company Affairs,
“Everest”, 100, Marine Lines,
Mumbai - 400 002.

This notice is hereby given in pursuance of sub-section (5) of Section 230 of the Companies Act, 2013 ("**the Act**"), that as directed by Sh. Rajasekhar V. K., Hon'ble Member (J) and Sh. V. Nallasenapathy, Hon'ble Member (T) of the Mumbai Bench of the Hon'ble National Company Law Tribunal ("**Hon'ble Tribunal**"), by Order dated 1 May 2020, under sub-section (1) of Section 230 of the Act:

- a meeting of the equity shareholders, the sole preference shareholder and sole unsecured creditor of Reliance Energy Generation and Distribution Limited ("**First Applicant Company**"), to consider the proposed Composite Scheme of Amalgamation and Plan of Merger of Reliance Holding USA, Inc. ("**Transferor Company 1**"), First Applicant Company, and Reliance Industries Limited ("**Second Applicant Company**") and their respective shareholders (under Sections 230 to 232 read with Section 234 and other applicable provisions of the Act) ("**Scheme**") is not required to be convened. Further, in terms of the said Order, since the First Applicant Company does not have any secured creditors and debenture holders, the question of convening and holding the meeting of the secured creditors and debenture holders of the First Applicant Company does not arise;
- a meeting of the equity shareholders of Second Applicant Company to consider the proposed Scheme is not required to be convened. Further, in terms of the said Order, since the Second Applicant Company does not have any preference shareholders, the question of convening and holding the meeting of the preference shareholders of the Second Applicant Company does not arise. Further, in terms of the said Order, the Second Applicant Company is directed to issue notice of hearing of petition to (i) all its secured creditors; (ii) all its unsecured creditors (having an outstanding balance of ₹1,00,00,000/- (Rupees one crore only) and above; and (iii) all its debenture holders, with a direction that they may submit their representations, if any, to the Tribunal within 30 days of receipt of such notice.

A copy of the following is enclosed:

- (i) Scheme;
- (ii) Captioned Company Application, and
- (iii) Certified copy of the Order dated 1 May 2020 as received from the Hon'ble Tribunal, in the captioned Company Application; and

- (iv) Duly uploaded Form GNL-1 by the Applicant Companies, along with the challan of filing.

You are hereby informed that representations, if any, in connection with the Scheme may be made to the Hon'ble Tribunal at Mumbai within 30 (Thirty) days from the date of receipt of the notice, with a copy of the representation to be simultaneously sent to our Advocates, M/s Khaitan & Co. addressed to Mr Raj Panchmatia at One Forbes, 3rd & 4th Floors #1, Dr.V.B.Gandhi Marg, Mumbai - 400 001, India.

In case no representation has been received within the stated period of 30 (Thirty) days, it shall be presumed that you have no representation to make on the proposed Scheme.

Dated this 21st day of May 2020

For **Reliance Energy Generation and Distribution Limited**

N. Shanker

Director

For **Reliance Industries Limited**

Rohit Shah

Authorised Signatory

Place: Mumbai

Enclosures: As mentioned above