Reliance Infrastructure Limited
Corporate Office:
3rd floor, north wing
Reliance Energy Centre
Santa Cruz (East)
Mumbai 400 055
CIN : L75100MH1929PLC001530

Tel: +91 22 3303 1000
Fax:+91 22 3303 3664
www.rinfra.com

December 7, 2016

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: **Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015**

We wish to inform that, we have entered into a Share Purchase Agreement with Adani Transmission Limited (ATL) for divestment of the Company's Western Region System Strengthening Scheme (WRSSS) transmission assets.

The media release issued in this regard is enclosed.

The disclosure pursuant to Para B of Part A of Schedule III of Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015, is attached as Annexure 'A'.

Yours faithfully
For Reliance Infrastructure Limited

Ramesh Shenoy
Company Secretary

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MEDIA RELEASE

RELIANCE INFRASTRUCTURE LIMITED (RINFRA) EXECUTES SHARE PURCHASE AGREEMENT (SPA) WITH ADANI TRANSMISSION LIMITED FOR 100% SALE OF ITS WRSSS TRANSMISSION ASSETS

DEAL VALUES WRSSS TRANSMISSION BUSINESS AT ~Rs 1,000 CRORE

SPA FOR PKTCL TO BE SIGNED POST PGCIL APPROVAL; DEAL VALUES PKTCL TRANSMISSION BUSINESS AT ~Rs 1,000 CRORE

DEAL EXCLUDES THE EXPECTED UPSIDE FROM REGULATORY PROCEEDS OF VARIOUS APPEALS

ENTIRE PROCEEDS TO BE UTILISED FOR DEBT REDUCTION

DEAL EPS ACCRETIVE FOR SHAREHOLDERS

PROPOSED TRANSACTIONS SUBJECT TO APPLICABLE APPROVALS

ASSET MONETISATION OF ROADS AND MUMBAI POWER BUSINESS ON TRACK

Mumbai, December 07, 2016: Reliance Infrastructure Limited (RInfra) announces the signing of Share Purchase Agreement (SPA) with Adani Transmission Limited (ATL) for 100% stake sale of its Western Region System Strengthening Scheme (WRSSS) Transmission Assets.

SPA for Parbati Koldam Transmission Company Limited (PKTCL) shall be executed upon receipt of approval from Power Grid Corporation of India Limited (PGCIL) and other statutory approvals.

Under this transaction, ATL will acquire 100% ownership in WRSSS B & C and 74% ownership in PKTCL. The transactions are subject to applicable regulatory approvals.

The deal excludes the expected upside from regulatory proceeds of various appeals of the assets.

RInfra owns the country's first 100% private sector transmission project – WRSSS B & C projects located in the state of Maharashtra, Gujarat, Madhya Pradesh and Karnataka. RInfra owns 74% in Parbati Koldam Transmission Company Limited (PKTCL) located in the state of Himachal Pradesh and Punjab in joint venture with PGCIL. All three transmission projects are completed and revenue generating.

The entire sale proceeds shall be utilized for debt reduction.

SBI Capital Markets Limited is acting as the financial advisors to RInfra for this transaction.

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Reliance Infrastructure Limited

Reliance Infrastructure Ltd (RInfra) is one of the largest infrastructure companies, developing projects through various Special Purpose Vehicles (SPVs) in several high growth sectors such as Power, Roads and Metro Rail in the Infrastructure space and the Defence sector.

RInfra is also a leading utility company having presence across the value chain of power businesses i.e. Generation, Transmission, Distribution and Power Trading.

RInfra through its SPVs has executed a portfolio of infrastructure projects such as a metro rail project in Mumbai on build, own, operate and transfer (BOOT) basis; eleven road projects with total length of 1,000 kms on build, operate and transfer (BOT) basis.

RInfra also provides Engineering, Procurement and Construction (EPC) services for developing power and road projects.

The Company has recently entered into the defence sector. The Maharashtra Government has allotted land at Mihan near Nagpur for the development of India's first smart city for the defence sector known as Dhirubhai Ambani Aerospace Park (DAAP). RInfra has recently completed acquisition of Reliance Defence & Engineering Ltd, which houses India’s largest dry dock facility to build warships and other naval vessels

For further details, contact:

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Annexure A

Disclosure pursuant to clause 5 of Para B of Part A of Schedule III of Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015

Details of Share Purchase Agreement entered into which is binding and not in the normal course of Business

Sr. No.	Requirement of disclosure		Details
a)	Name(s) of parties with whom the Share Purchase Agreement is entered	:	Adani Transmission Limited (ATL)
b)	Purpose of entering into the Share Purchase Agreement	:	Spin off and sale of the Company's Transmission Assets of Western Region System Strengthening Scheme (WRSSS) – B & C projects located in the state of Maharashtra, Gujarat, Madhya Pradesh and Karnataka
c)	Size of Share Purchase Agreement	:	Sale of 100% ownership and economic interest in all the assets and liabilities relating to WRSSS projects. The deal size is Rs 1,000 crore (enterprise value).
d)	Shareholding, if any, in the entity with whom the term sheet is executed	:	Nil
e)	Significant terms of the Share Purchase Agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	:	Sale of 100% ownership and economic interest in all the assets and liabilities relating to WRSSS projects subject to compliance with certain conditions precedent and regulatory approvals. ATL post completion of transaction shall have the right to appoint directors and control the operations of WRSSS assets.
f)	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	:	No
g)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	:	No

h)	In case of issuance of shares to the parties, details of issue price, class of shares issued;	:	Not Applicable
i)	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan;	:	Not Applicable
j)	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	:	Not Applicable
k)	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): i) Name of parties to the agreement ; ii) Nature of the agreement; iii) Date of execution of the agreement; iv) Details of amendment and impact thereof or reasons of termination and impact thereof.	:	Not Applicable