Reliance Infrastructure Limited
Devidas Lane, Off SVP Road
Near Devidas Telephone Exchange
Borivali (W)
Mumbai 400 103, India

Tel: +91 22 3009 9999
Fax: +91 22 3009 8852
www.rinfra.com

December 4, 2013

The Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Telephone: 22722375/2272 2039/2272 3121
Fax : 2272 2037/39/41/3121/3719
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
Tel : 2659 8235 / 2659 8236
Fax : 2659 8237 / 38
NSE Symbol : RELINFRA

Dear Sirs,

Sub : **Scheme of Merger of Western Region Transmission (Gujarat) Private Limited and Western Region Transmission (Maharashtra) Private Limited with Reliance Infrastructure Limited**

The Board of Directors at its meeting held on November 11, 2013, has approved a scheme of merger of Western Region Transmission (Gujarat) Private Limited (WRTGL) and Western Region Transmission (Maharashtra) Private Limited (WRTML), wholly owned subsidiaries of Reliance Infrastructure Limited (RInfra) with RInfra, subject to requisite approvals. We enclose herewith the Resolution passed by the Board of the Directors of the Company.

The above may please be taken on your record.

Yours faithfully
For Reliance Infrastructure Limited

Ramesh Shenoy
Company Secretary

Reliance Infrastructure Ltd Mumbai

Encl: as above

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Certified True Copy of the Resolution passed at the meeting of the Board of Directors of the Company held on November 11, 2013

Re: Scheme of Amalgamation of Western Region Transmission (Gujarat) Private Limited ("WRTGL") and Western Region Transmission (Maharashtra) Private Limited ("WRTML") with Reliance Infrastructure Limited ("RInfra") and their respective Shareholders

"**RESOLVED THAT** pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any of Companies Act, 1956, as amended and the corresponding provisions of the Companies Act, 2013 upon their notification (including any statutory modification(s) or re-enactments thereof) and other applicable statutes and in accordance with the provisions of the Memorandum and the Articles of Association of the Company and subject to requisite sanction of the High Court of Judicature at Bombay and approvals / consents / exemptions from such other competent statutory and/or regulatory authority(ies) as applicable, consent of the Board be and is hereby accorded to the Scheme of Amalgamation of Western Region Transmission (Gujarat) Private Limited ("WRTGL") and Western Region Transmission (Maharashtra) Private Limited ("WRTML") (collectively hereinafter referred to as "Transferor Companies") with Reliance Infrastructure Limited ("RInfra") and their respective Shareholders ("Scheme").

RESOLVED FURTHER THAT:

a. the draft of the Scheme as recommended by the Audit Committee of the Board, placed before the Board and initialled by the Chairman of the meeting for the purposes of identification, be and is hereby approved;

b. BSE Limited be and is hereby appointed as the Designated Stock Exchange for purposes of the Scheme and for co-ordinating with the Securities and Exchange Board of India ('SEBI');

c. the enclosed draft undertaking regarding non-applicability of Para 5.16 (a) of Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Para 7 of the Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities and Exchange Board of India (SEBI) ('Circular') to the Scheme, be and is hereby approved on the basis of the following:
   - The Scheme does not envisage any change in the shareholding pattern of the Company or allotment of any additional shares to Promoters / Promoter Group entities.
   - The Scheme involves only the Company and its step down wholly owned subsidiaries. The Transferor Companies had been promoted by the wholly-owned subsidiary of the Company. There is no direct relationship between the Promoter/Promoter Group of the Company and the Transferor Companies and the relationship is only through the Company. In such a case, the benefit if any, can arise to the Company only. Such a benefit would be to the advantage of all shareholders of the Company.

d. Shri Lalit Jalan, Chief Executive Officer, Shri Madhukar Moolwaney, Chief Financial Officer, Shri Ramesh Shenoy, Company Secretary and Manager, Shri Abhijit Banerjee, Vice President (Secretarial) and Shri Rajiv C Shah, Additional Vice President (Secretarial) of the Company (hereinafter referred to as 'Authorised Persons') be and are hereby severally authorised to monitor the process of all actions connected with the Scheme and to deal with all matters connected, consequential and incidental to procuring sanction, implementation and execution of the Scheme and in particular, take all the necessary steps in order –

i. to file the Scheme and/or any other information / details with the concerned Stock Exchanges or any other body or regulatory authority or agency in order to obtain approval or sanction of the Scheme or for giving effect thereto;

ii. to file application(s) with the High Court of Judicature at Bombay or such other appropriate authority seeking directions as to convening / dispensing with the meeting of the shareholders and/or creditors of the Company and where necessary, to take steps to convene and hold such meetings as per the directions of the High Court;

iii. to convene and conduct the meetings of the Shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting if the High Court does not dispense with the meetings;

iv. to file petition(s) for sanction of the Scheme by the High Court of Judicature at Bombay or such other competent authority;

v. to prepare and file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsels, advocates, solicitors, chartered accountants and other professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;

vi. to obtain necessary approval(s) from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, for the said Scheme;

vii. to make any alterations/ changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or the Court of competent jurisdiction or SEBI or by the Stock Exchanges where the shares of the Company are listed or any other authority;

viii. to sign all applications, petitions, documents, relating to the Scheme or delegate such authority to any person or persons by Power of Attorney or other appropriate authorization;

ix. to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

x. to send to the Transferor Companies, a copy of the proceedings of this meeting including this resolution for appropriate action at their end; and

xi. to do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to the documents, in the presence of any one of the Authorised Persons, as per the Articles of Association of the Company.

RESOLVED FURTHER THAT the above Authorised Persons be and are hereby severally authorised to sign a copy of this resolution as a certified copy thereof and furnish the same to whomsoever concerned."

\\\ Certified To Be True ///

For Reliance Infrastructure Limited

Ramesh Shenoy
Company Secretary

Reliance Infrastructure Ltd. Mumbai

November 11, 2013