The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

December 17, 2012

Dear Sirs

Sub: Notice of Offer for Sale of equity shares of Reliance Power Limited by promoters/promoter group entities through the Stock Exchange Mechanism (the "Notice")

Reliance Infrastructure Limited, Reliance Innoventures Private Limited and AAA Project Ventures Private Limited (the "**Sellers**") form part of the promoter and promoter group of Reliance Power Limited (the "**Company**"). The Sellers together propose to sell 152,051,807 equity shares of the face value of Rs. 10 each aggregating to approximately 5.42% of the paid up equity share capital of the Company (the "**Sale Shares**") exclusively through the Seller's broker named below on the separate window provided by the stock exchanges for this purpose (such sale referred to hereinafter as the "**Sale**") in terms of the circular number CIR/MRD/DP/18/2012 dated July 18, 2012, issued by the Securities and Exchange Board of India ("**SEBI**") on Comprehensive Guidelines on Offer for Sale of Shares by Promoters through the Stock Exchange Mechanism (the "**OFS Guidelines**"), under notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012 and notice number 20120727-26 dated July 27, 2012 issued by the BSE Limited (the "**BSE**").

The information required to be announced under clause 5(b) of the OFS Guidelines is set out below in tabular form. Other important information in relation to the Sale is set out below under the heading "**Important Information**", and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety.

1.	Name of the Seller (Promoter / Promoter Group)	(i) Reliance Infrastructure Limited; (ii) Reliance Innoventures Private Limited; and (iii) AAA Project Ventures Private Limited (hereinafter collectively referred to as the "**Sellers**") The Sellers are part of the promoter and promoter group of Reliance Power Limited as disclosed by the Company in the filings made to BSE pursuant to provisions of Clause 35 of the Listing Agreement.
2.	Name of the Company whose shares are proposed to be sold and ISIN	Reliance Power Limited (the "**Company**") ISIN – INE614G01033
3.	Name of the stock exchanges where orders	BSE Limited ("**BSE**")

	shall be placed	
4.	Name of the designated stock exchange	BSE Limited
5.	Date and time of the opening and closing of Sale	The Sale shall take place on the separate window of the Stock Exchanges and shall commence on December 19, 2012 at 12 p.m. and shall close on the same day at 3 p.m. Indian Standard Time ("**Trade Date**").
6.	Allocation Methodology	The allocation shall be on a proportionate basis on a single clearing price in accordance with the OFS Guidelines. A minimum of 25% of the equity shares in the Sale shall be reserved for allocation to mutual funds registered with SEBI under the SEBI (Mutual Funds) Regulations 1996, as amended ("**Mutual Funds**") and insurance companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory Development Authority Act, 1999, as amended ("**Insurance Companies**") subject to receipt of valid bids or orders at or above the Floor Price. In the event of any under-subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other bidders. No single bidder other than Mutual Funds and Insurance Companies shall be allocated more than 25% of the size of the Sale.
7.	Number of equity shares being offered in the Sale, i.e. Offer Shares	(i) 53,051,807 equity shares offered by Reliance Infrastructure Limited; (ii) 17,442,563 equity shares offered by Reliance Innoventures Private Limited; and (iii) 81,557,437 equity shares offered by AAA Project Ventures Private Limited The aggregate number of equity shares proposed to be sold is 152,051,807 equity shares of face value Rs. 10 each aggregating to approximately 5.42% of the paid up equity share capital of the Company (the "**Sale Shares**").
8.	Maximum number of shares that the Seller may choose to sell over and above the Offer Shares (i.e. over above the offer shares mentioned in point	Nil

	7 above)	
9.	Name of the broker(s) on behalf of the Seller (the "Seller's Broker")	Axis Capital Limited
10.	Date and time of declaration of Floor Price	The Floor Price shall not be publicly disclosed by the Sellers and shall be submitted in a sealed envelope to the BSE, the designated stock exchange before the opening of the Sale. As per the Circular, the sealed envelope shall be opened by BSE after the closure of the Sale and the Floor Price suitably disseminated to the market. Any order below the Floor Price shall be rejected and will not be considered for the allocation
11.	Conditions for withdrawal of Sale	The Sellers reserve the right to not proceed with the Sale at any time prior to opening of the Sale on the Trade Date. In such a case, there will be a cooling off period of 10 trading days from the date of withdrawal before an offer is made again. BSE shall suitably disseminate details of such withdrawal.
12.	Conditions for cancellation of Sale	In the event (i) the aggregate number of orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares being offered for the Sale under point 7 of this Notice above; or (ii) of a default in settlement obligations, the Sellers reserves the right to either conclude the Sale to the extent of valid bids or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Sellers.
13.	Conditions for participating in the Sale	• Non Institutional Bidders shall deposit 100% of the order value in cash up-front with the BSE, at the time of bidding in the Sale. • Institutional Investors shall have the option to pay either 25% of the order value or 100% of the order value in cash up-front with the BSE, at the time of bidding in the Sale, as permitted by BSE. • Such funds shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. • Modification or cancellation of orders or bids would be allowed only for orders or bids for which 100% of the order value has been deposited with the BSE. In case of any modification or cancellation, such funds shall be

		released/ collected on a real time basis by the BSE. • Modification/ cancellation of bids in the Sale shall not be allowed during the last 60 minutes before the closure of the Sale. • Buyers shall also be liable to pay any other fees, as may be levied by the BSE, including Securities Transaction Tax. Multiple orders from a single buyer shall be permitted. • In case of institutional trades, the custodian shall conclude the confirmation of bids with the available funds not later than the end of the half an hour post close session. • If case of default in pay-in, an amount equal to 10% of the order value shall be forfeited as penalty and shall be credited to the Investor Protection Fund. The balance amount shall be returned to the bidder.

Important Information:

The Sale is personal to each prospective purchaser (including individuals, funds, or otherwise) registered with the brokers of the BSE who makes a bid (each a "**Bidder**") and neither the Sale nor this Notice constitutes an offer or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted to or filed with any regulatory authority or to any other person or class of person within or outside India.

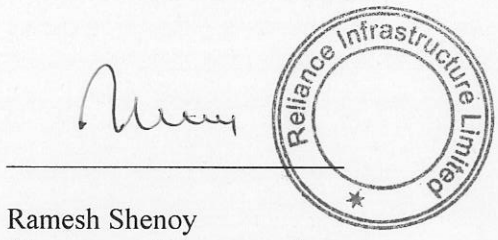
The Sale is being carried out in accordance with the OFS Guidelines and subject to the circulars, guidelines, rules and regulations of the BSE. There will be no public offer of the Sale Shares in India under the Companies Act, 1956, as amended (the "**Companies Act**") or any other jurisdiction. Therefore, no documents have been or will be prepared as an "offer document" or a "prospectus" under the Companies Act and/or SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI (ICDR) Regulations**"), and/or submitted to or registered with the Registrar of Companies, SEBI, the BSE or any other regulatory or listing authority in India or any other jurisdiction and no such document will be circulated or distributed to any person in India or any other jurisdiction.

The information/commitments given to the purchasers' is made solely on the basis of publicly available information and previously published information by the Company available with SEBI, BSE, Company's website or any other public domain, together with the information contained in this Notice, and shall be subject to the terms set forth in the contract note to be provided to the prospective successful purchasers.

By submitting a bid in connection with the Sale or receiving the Sale Shares, the purchasers shall be deemed to have read and understood the terms of this Notice in its entirety and to have accepted and complied with the terms and conditions set out in this Notice.

Yours sincerely,

Reliance Infrastructure Limited



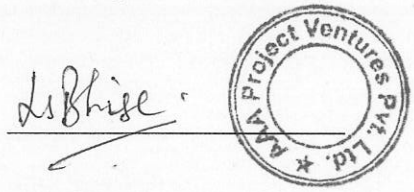
Ramesh Shenoy
Manager and Company Secretary

Reliance Innoventures Private Limited



Jignasha Shah
Dy. Company Secretary

AAA Project Ventures Private Limited



Laukik Bhise

Asst. Company Secretary