

Reliance Power Limited
CIN: L40101MH1995PLC084687

Reliance Centre,
Near Prabhat Colony,
Off. Western Express Highway,
Santacruz (East),
Mumbai 400 055, India
Dir: +91 22 3303 1000
Fax: +91 22 3303 3662
www.reliancepower.co.in

Date : August 31, 2017

The Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
BSE Scrip Code : 532939

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 : RPOWER

Sub: Notice of 23rd Annual General Meeting

Dear Sirs,

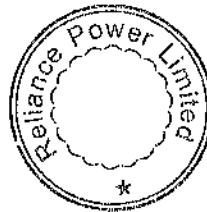
Further to our letter dated August 24, 2017, we submit a copy of the notice of the 23rd Annual General Meeting of the Company scheduled to be held on September 26, 2017.

Thanking you.

Yours faithfully,
For Reliance Power Limited



Murli Manohar Purohit
Vice President - Company Secretary &
Compliance Officer



Encl. :- As above.

Copy to: a. National Securities Depository Limited, Mumbai
b. Central Depository Services (India) Limited, Mumbai, and
c. Karvy Computershare Private Limited, Hyderabad.

Notice

Notice is hereby given that the 23rd Annual General Meeting of the Members of **Reliance Power Limited** will be held on Tuesday, September 26, 2017 at 2.00 P.M. or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon, and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of the Auditors thereon.
2. To appoint a Director in place of Shri Sateesh Seth (DIN: 00004631), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Auditors and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made there under, as amended from time to time, the appointment of M/s. Pathak H. D. & Associates, Chartered Accountants (Firm Registration No.107783W) who have been appointed as the Auditors for a term of five consecutive years to hold office from the conclusion of the 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting, and who have confirmed their eligibility for continuing their appointment pursuant to Section 141 of the Act, as Statutory Auditors of the Company, be and is hereby ratified."

4. **Appointment of Auditors and fixing their remuneration**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022), who have confirmed their eligibility for the appointment pursuant to Section 141 of the Act, as Statutory Auditors of the Company, be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting subject to

ratification of their appointment by the members at every Annual General Meeting held after this Annual General Meeting, until the 28th Annual General Meeting on such remuneration as may be fixed by the Board of Directors."

Special Business:

5. **Re-appointment of Shri D. J. Kakalla as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:


"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri D. J. Kakalla (DIN: 00029159), Independent Director of the Company who was appointed to hold office for a term up to three consecutive years with effect from September 27, 2014 and in respect of whom the Company has received a Notice from a member under Section 160 of the Act along with the requisite deposit, proposing his candidature for appointment as a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of three consecutive years from the date of coming into effect of this resolution based on the recommendation of the Nomination and Remuneration Committee of the Board."

6. **Re-appointment of Smt. Rashna Khan as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Rashna Khan (DIN: 06928148), Independent Director of the Company who was appointed to hold office for a term up to three consecutive years from September 27, 2014 and in respect of whom the Company has received a Notice from a member under Section 160 of the Act along with the requisite deposit, proposing her candidature for appointment as a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of three consecutive years from the date of coming into effect of this resolution, based on the recommendation of the Nomination and Remuneration Committee of the Board."

For Reliance Power Limited


M. M. Purohit
Company Secretary

Reliance Power Limited

Notice

7. Appointment of Shri K. Ravikumar as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, and the applicable Regulations under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri K. Ravikumar (DIN: 00119753), in respect of whom the Company has received a notice from a member under Section 160 of the Act, proposing his candidature for appointment as a Director along with the requisite deposit, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of three consecutive years effective from the date of coming into effect of this resolution based on the recommendation of the Nomination and Remuneration Committee."

8. Appointment of Shri N. Venugopala Rao as the Whole-time Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the relevant Rules there under, as amended from time to time and the provisions of the Articles of Association of the Company, Shri N. Venugopala Rao (DIN: 03143364), who was appointed as an Additional Director by the Board of Directors of the Company at their Meeting held on April 13, 2017, in the capacity of a Whole-time Director based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Act proposing his candidature for appointment as a Director along with the requisite deposit, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act read with Schedule V to the Act as amended and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to such other sanctions as may be necessary, approval of the members be and is hereby accorded to the appointment of Shri N. Venugopala Rao as a Whole-time Director of the Company for a period of three years commencing from April, 13, 2017 as per the terms and conditions including the remuneration as shall

be decided from time to time by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) and that the Board be and is hereby authorized to alter and vary the terms and conditions including the remuneration payable to him during the tenure of his appointment such that the remuneration payable to him shall not exceed the limits specified in the Act read with Schedule V of the Act as amended thereto.

RESOLVED FURTHER THAT the Board, based on the recommendation of the Nomination and Remuneration Committee of the Board, be and is hereby authorized to provide annual increases in the remuneration payable to the Whole-time Director during his above tenure of appointment, subject to such increases being within the limits specified in the Act read with Schedule V thereto as amended from time to time.

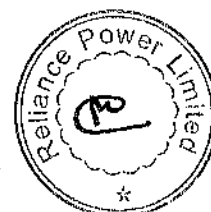
RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri N. Venugopala Rao as Whole-time Director, the remuneration and perquisites be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the amount as approved by the Board from time to time, subject to the provisions of Schedule V of the Act, as amended.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, attend to such matters and things and take all steps as may be necessary, proper and expedient to give effect to this resolution."

9. Private Placement of Non-Convertible Debentures

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the provisions contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent they are applicable, and/or any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and / or any other statutory / regulatory authority / body and subject to the provisions of the Memorandum and Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and / or in one or more series, Secured / Unsecured / Redeemable Non-Convertible Debentures



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(hereinafter referred to as the "NCDs"), on private placement basis, provided that the aggregate amount of such NCDs shall be within the overall borrowing limits of the Company, as approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine in its absolute discretion the terms and quantum of the issue(s) including the consideration and utilization of proceeds, class of investors and do all such acts and things and deal with all such matters and take all such steps as may be necessary."

10. **Payment of remuneration to Cost Auditors for the financial year ending March 31, 2018**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules made there under, as amended from time to time, M/s. Talati & Associates, Cost Accountants (Firm Registration No. 000054) appointed as the Cost Auditors in respect of its 45 MW Wind farm Power Project at Vashpet, Dist. Sangali, Maharashtra, for the financial year ending March 31, 2018, be paid a remuneration of ₹ 15,000/- (Rupees fifteen thousand only) excluding applicable taxes and out of pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. **To adopt new Articles of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in terms of the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made there under, as amended from time to time, the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to undertake all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

12. **Borrowing limits of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the Members on September 27, 2014, and pursuant to the provision of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at its discretion, for the purpose of the business of the Company or such other approved purpose, which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed up to five times of the then paid up share capital of the Company and its Free Reserves and that the Board be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

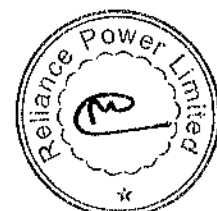
RESOLVED FURTHER THAT the Board be and is hereby authorized to execute such agreements, undertakings and other documents and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

By Order of the Board of Directors

Ramaswami Kalidas
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in

April 13, 2017

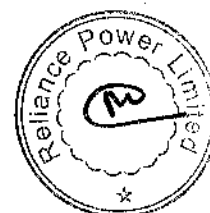


Reliance Power Limited

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Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to items of Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of herself / himself, and the proxy need not be a Member of the Company. The instrument appointing proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not later than forty eight hours before the commencement of the Meeting. A Proxy form is sent herewith.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a duly certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Relevant documents referred to in the accompanying Notice, are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
9. The Certificate from the auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, with respect to the Company's ESOS plans will be available for inspection at the Meeting.
10. The Company's Register of Members and Transfer Books will remain closed from Saturday, September 16, 2017 to Tuesday, September 26, 2017 (both days inclusive) in connection with the above Meeting.
11. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares held in electronic form.
12. Members holding shares in physical form are requested to advise any change of address and other mandates immediately to the Company/Registrar and Transfer Agent, Karvy Computershare Private Limited.
13. Non-resident Indian Members are requested to inform Karvy Computershare Private Limited immediately on:
 - a. the change in their residential status on return to India for permanent settlement; and
 - b. the particulars of the bank accounts maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
14. Shri Sateesh Seth, Director of the Company retires by rotation as per the provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment. The information pertaining to Shri Seth pursuant to the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings are furnished in the report on Corporate Governance forming part of this Report.
15. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
16. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Information' section on the Company's website www.reliancepower.co.in to aid the Company in its constant endeavors to enhance the standards of service to investors.
17. The Statement containing the salient features of the balance sheet, the statement of profit and loss, cash flow statement and Auditors' Report on the Abridged Financial Statement, is sent to the members, along with the Abridged Consolidated Financial Statement. Any member interested in obtaining a copy of the full Annual Report, may write to the Company or the Registrar and Transfer Agent of the Company.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
19. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to Karvy Computershare Private Limited, Karvy Selenium, Tower - B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032, or call on Toll free no. (India) : 1800 4250 999, Tel no. : +91 40 6716 1500, Fax no. : +91 40 6716 1791 or on e-mail to rpower@karvy.com.



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The prescribed form in this regard may also be obtained from Karvy Computershare Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.

20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
21. Members who have not registered their e-mail addresses so far are requested to do so, so that they can receive the Annual Report and other communication from the Company electronically.
22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company through Notice dated April 13, 2017 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e. Tuesday, September 19, 2017 only shall be entitled to avail the facility of remote e-voting/voting. Karvy Computershare Private Limited, our Registrar

and Transfer Agent will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their votes online from 10.00 A.M. on September 22, 2017 to 5.00 P.M. on September 25, 2017. Members may refer to the detailed procedure on remote e-voting given in the e-voting instruction slip.

The facility for voting shall also be available at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their votes again at the meeting.

The Board of Directors have appointed Shri Anil Lohia or in his absence, Shri Rinkit Kiran Uchat, Partners, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizers to scrutinize the voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancepower.co.in and also posted on the website of Karvy Computershare Private Limited at www.karvy.com.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated April 13, 2017

Item Nos. 5 and 6 – Special Resolutions for re-appointment of Shri D. J. Kakalia and Smt. Rashna Khan, as Independent Directors

Pursuant to the requirements of Section 149(10) of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Rules made there under, Shri D. J. Kakalia who is aged 68 years and Smt. Rashna Khan, who is aged 54 years, were appointed as Independent Directors by the members through postal ballot on September 27, 2014 to hold office for a term of three consecutive years effective from the date of passing of the aforesaid resolutions.

The Act further provides that re-appointment of Independent directors for a second term shall be on the basis of a report on performance evaluation of the independent directors by the entire Board of Directors (the Board) and shall also be subject to approval of the members by special resolution.

Pursuant to the above, their performance was evaluated by the entire Board based on criteria such as their participation at meetings, ability to contribute at meetings, regularity in attending meetings, etc. and based on the report on the evaluation of their performance, their re-appointment is being recommended.

Shri D. J. Kakalia and Smt. Rashna Khan, being eligible for the re-appointment for a further term have also given their confirmations to the effect that they are not disqualified in any manner from such appointment. They have also given declarations as to their independence in terms of the provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings.

The information pertaining to Shri D. J. Kakalia and Smt. Rashna Khan, pursuant to the requirements of Section 152 (5) of the Act and Regulation 36(3) of the Listing Regulations are furnished in the report on Corporate Governance forming part of this Annual Report. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules made there under for such appointments and that they are independent of the management.

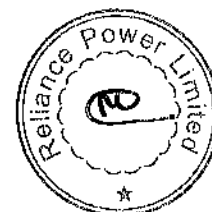
On the basis of the report of performance evaluation, the Nomination and Remuneration Committee of the Board has recommended re-appointment of Shri D. J. Kakalia and Smt. Rashna Khan as Independent Directors for a second term of three consecutive years.

It is proposed to appoint them for a further term of three consecutive years effective from the date of approval of the resolutions for their appointment.

Pursuant to the requirements of the Act, the Company has also received Notices from a Member along with the requisite amount of deposit under Section 160 of the Act, proposing the candidature of Shri D. J. Kakalia and Smt. Rashna Khan for appointment as Directors.

The relatives of Shri D. J. Kakalia and Smt. Rashna Khan may be deemed to be interested in the resolution set out in item Nos. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Shri D. J. Kakalia and Smt. Rashna Khan are not related to any other Director or Key Managerial Personnel of the Company.



Reliance Power Limited

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated April 13, 2017

Save and except Shri D. J. Kakalia and Smt. Rashna Khan, none of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolutions set out in item Nos. 5 and 6 of the Notice.

Board accordingly recommends the Special Resolutions set out at Item Nos. 5 and 6 of the accompanying Notice for approval of the members.

Item No. 7. Appointment of Shri K. Ravikumar as an Independent Director

The tenure of Dr. Yogendra Narain, who has been associated with the Company as an Independent director since the year 2007 ends at the ensuing Annual General Meeting (AGM). Upon attaining the age of 75 years in June 2017, Dr. Yogendra Narain retires in line with the Company's Board Charter which provides for a retirement age of 75 years for Independent Directors, at the conclusion of the ensuing AGM.

To fill up the vacancy caused by Dr. Yogendra Narain's retirement, it is proposed to appoint Shri K. Ravikumar as an Independent Director for a term of three consecutive years commencing from the date of coming into effect of this resolution at the ensuing AGM.

Shri Ravikumar who is aged 68 years was the former Chairman and Managing Director (CMD) of Bharat Heavy Electricals Limited (BHEL) which ranks as one of the leading companies in the field of manufacturing power plant equipment. As CMD, he was responsible for maximizing market share and establishing BHEL as a total solution provider in the power Sector.

Shri Ravikumar possesses M.Tech, Degree from the Indian Institute of Technology, Chennai, besides holding a post graduate Diploma in Business Administration.

The detailed profile of Shri Ravikumar and other information pursuant to the requirements of Section 152 (5) of the Act and Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings are furnished in the report on Corporate Governance forming part of this Annual Report.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors therefore seek the approval of members for the appointment of Shri K. Ravikumar, as an Independent Director for a period of three consecutive years effective from the date of approval of the resolution for his appointment.

Shri K. Ravikumar is eligible for the appointment and has given his confirmation to the effect that he is not disqualified in any manner from such appointment. He has also given a declaration as to his Independence in terms of the provisions of the Act and Listing Regulations.

Pursuant to the requirements of the Act, the Company has also received a Notice from a member under Section 160 of the Act, along with the required amount of deposit proposing the candidature of Shri K. Ravikumar for appointment as a director of the Company.

The relatives of Shri K. Ravikumar may be deemed to be interested in the resolution set out in item no. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Shri K. Ravikumar is not related to any other Director or Key Managerial Personnel of the Company.

Save and except Shri K. Ravikumar, none of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out at item No. 7 of the Notice.

Board accordingly recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

Item No. 8 Appointment of Shri N. Venugopala Rao, as the Whole-time Director

Shri N. Venugopala Rao was appointed as Chief Executive Officer of the Company by the Board with effect from November 1, 2015.

At its Meeting held on April, 13, 2017, the Board of Directors has appointed Shri N. Venugopala Rao as an Additional Director and has elevated him to the position of a Whole-time Director for a period of three years effective from April 13, 2017. The above appointment is based on the recommendation of the Nomination and Remuneration Committee of the Board.

The Board has also approved the remuneration payable to him subject to the consent of the shareholders.

As an Additional Director, Shri Rao holds office only up to the date of the ensuing Annual General Meeting as per the provisions of the Act.

Shri Rao has given his consent for the appointment and has also confirmed that he is not in any way disqualified from the appointment as per the provisions of the Act. He will be liable to retire by rotation during the above tenure of his appointment.

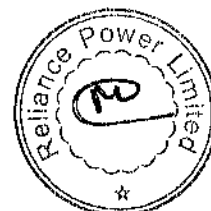
The details pertaining to Shri Rao, pursuant to the requirements of Section 152 (5) of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings are furnished in the report on Corporate Governance forming part of this Annual Report.

The Company has also received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Shri Rao, for the office of Director of the Company.

Shri N. Venugopala Rao is not related to any other director or Key Managerial Personnel of the Company.

Shri Rao joined the Company in the year 2009. He was elevated to the position of the Chief Financial Officer by the Board in November, 2012. In 2014, he was promoted as Chief Executive Officer of Sasan Power Limited, the Company's wholly owned subsidiary. In November 2015, he was elevated to the position of Chief Executive Officer of the Company.

Shri Rao is therefore functioning in a professional capacity and he does not have any interest in the capital of the Company or in any of its subsidiary companies either directly or indirectly or through any other statutory structures. He is not related to the directors or promoters of the Company or any of its subsidiaries at any time during the last two years before this appointment. He possesses post graduate level qualifications. He has rich and diversified experience of over 35 years in the power industry, having acquitted himself creditably by holding senior positions.



Reliance Power Limited

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated April 13, 2017

In view of the above, pursuant to the amended provisions of Schedule V to the Act, no approval of the Central Government is called for in respect of the remuneration paid / proposed to be paid to Shri Rao during the tenure of this appointment.

Shri Rao fulfills the conditions for eligibility for the appointment as contained in part I of Schedule V of the Act.

In terms of the requirements of Schedule V of the Act, the following information is provided in connection with the special resolution proposed to be passed in respect of the remuneration payable to Shri N. Venugopala Rao.

The Company has not made any default in repayment of its debts or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of the Whole-time Director.

General Information

- (i) Nature of industry - Generation and distribution of electricity
- (ii) Date or expected date of commencement of commercial production:

Reliance Power Limited is, *inter alia*, the Holding Company of the following operational Special Purpose Vehicles all of which are its 100% subsidiaries. These subsidiaries are operating power plants with different operating capacities at different locations as detailed below:-

- Rosa Power Supply Company Limited - installed capacity - 1,200 MW. The thermal plant which is located in Shahjahanpur district of UP comprises of four units of 300 MW each and commenced commercial operations in the year 2012.
- Sasan Power Limited - installed capacity - 3,960 MW. This plant which is located in Singrauli district of Madhya Pradesh is an integrated Ultra Mega Power Plant (UMPP) six units with a generating capacity of 660 MW each. This plant is the largest integrated power plant in the world with its dedicated coal mine. The last of the units in the plant became commercially operational in the year 2015. The plant provides quality, efficient and competitive power to 7 states in the Country.
- Vidarbha Industries Power Limited - installed capacity - 600 MW. This plant is located in Butibori, Maharashtra and the entire power generated is distributed in Mumbai city under a 25 year Power Purchase Agreement.
- Dhursar Solar Power Private Limited - installed capacity - 40 MW. This solar Photovoltaic (PV) plant is located in Pokhran District, Rajasthan.
- Rajasthan Sun Technique Energy Private Limited - installed capacity - 100 MW Concentrated Solar Power (CSP) plant located in Pokhran District, Rajasthan.

Apart from the above plants, Reliance Power operates under its own umbrella, a 45 MW Wind Farm project which is located in the Sangli district of Maharashtra.

In addition, the Reliance Power through its subsidiary is also in the process of setting up a combined cycle gas power project in Bangladesh which is proposed to be set up in phases.

Apart from the above, Reliance Power has certain other projects which are in the drawing board and in different stages of conceptualization.

- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus - **Not Applicable.**
- (iv) Financial performance based on given indicators

Particulars	₹ In Lakhs	
	Consolidated	Standalone
Financial year ended 31-03-2017		
Total income	10,89,168	47,662
Profit before tax	1,42,542	7,106
Provision for tax	32,126	680
Profit after tax	1,10,416	6,426
Financial year ended 31-03-2016		
Total income	10,62,152	1,58,224
Profit before tax	1,35,322	1,29,944
Provision for tax	45,777	120
Profit after tax	89,545	1,29,824
Financial year ended 31-03-2015		
Total income	7,20,200	36,932
Profit before tax	1,28,636	2,832
Provision for tax	25,804	322
Profit after tax	1,02,832	2,510

- (v) Foreign investments or collaborations, if any - **Not Applicable.**

Information about the appointee

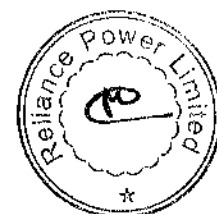
(i) Background details

Shri N. Venugopala Rao who is aged 58 years holds a Bachelors degree in Commerce and is also a MBA with specialization in Finance and Marketing. Shri Rao has been associated with the power industry for over 35 years and he has a blend of roles in varied areas including large scale power plant operations, project development, finance, project planning and execution, contracts management, treasury management, tax planning through M&A, insurance management, coal mine operations, etc..

Shri Rao was associated with NTPC for over 25 years in various capacities across large sized plants and regional head quarters. He was also Executive Director (Finance) with Lanco in one of its subsidiaries. Prior to being appointed as CEO of Reliance Power in November 2015, Shri Rao was the CEO of Sasan Power Limited, the Company's wholly owned subsidiary, which has developed the Sasan Ultra Mega Power Project, the world's largest integrated coal mine and power project with an investment outlay of nearly 4 billion USD.

(ii) Past remuneration:

In the financial year 2015-16, the total remuneration paid to Shri Rao as Chief Executive Officer (CEO) for the period October 13, 2015 being the date of his appointment as CEO till March 31, 2016 was ₹ 59 lakhs.



Reliance Power Limited

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated April 13, 2017

(iii) Recognition or awards

Shri Rao has been felicitated with the Green Tech Lifetime Achievement Award. In addition, under his leadership, Reliance Power is proud to be felicitated for remarkable performance in the Power Sector at 'The Economic Times Power Focus Summit'.

(iv) Job profile and his suitability

As Shri Rao has the requisite professional qualification and experience, he is eminently suited for the position.

(v) Remuneration proposed

Present remuneration is ₹ 160 lakhs per annum inclusive of Performance Linked Incentive of ₹ 40 lakhs. This has been approved by the Board based on the recommendation of the Nomination and Remuneration Committee of the Board under Section 178 of the Act. For the second and third years of his appointment, the remuneration payable to Shri Venugopala Rao as Executive Director will comprise of salary, allowances and other perquisites, the aggregate monetary value of which shall be limited to ₹ 300 lakhs per annum inclusive of Performance Linked Incentive not exceeding the annual remuneration for that year and stock options as may be decided by the Nomination and Remuneration Committee / Board from time to time.

The perquisites and allowance payable to Shri Rao will include Company Owned / leased accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and / or allowances for utilization of gas, electricity, water, furnishing and repairs, medical reimbursements, leave travel concession for self and his family including dependents, medical insurance and such other perquisites and / or allowance within the amount specified above. The said perquisites and allowances shall be evaluated wherever applicable as per the provisions of the Income Tax Act, 1961 or any Rules made there under including any statutory modification(s) thereto, for the time being in force. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund to the extent these singly or together are not taxable under the Income Tax Act, 1961 and gratuity payable and encashment of leave at the end of the tenure as per Rules of the Company shall not be included in the computation of the limits of the remuneration. Shri Rao shall also be eligible for an annual increment of such amount as may be determined by the Board based on the recommendation of the Nomination and Remuneration Committee.

In the event of loss or inadequacy of profits in any financial year during the currency of the above appointment of Shri N. Venugopala Rao as Whole-time Director, the remuneration and perquisites to be paid as minimum remuneration shall not exceed the amount as may be approved by the Board from time to time subject to the provisions of Schedule V to the Act, as amended.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to the appointee is comparable with persons holding similar positions in the industry. The

proposed remuneration is commensurate to the size and extent of operation of the Company.

(vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any - None

Other Information

- (i) Reasons of loss or inadequate profits - the Company has not made any losses either on a consolidated basis or on its standalone results,
- (ii) Steps taken or proposed to be taken for improvement - Not Applicable
- (iii) Expected increase in productivity and profits in measurable terms - Not Applicable

Disclosures

The following disclosures have been incorporated in the Board's report under the heading "Corporate Governance" attached to the financial statement:

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors
- (ii) Details of fixed component and performance linked incentives along with the performance criteria
- (iii) Service contracts, notice period, severance fees
- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable - not applicable

Shri Rao will be liable to retire by rotation in accordance with the provisions of the Act.

The relatives of Shri N. Venugopala Rao may be deemed to be interested in the resolution set out in item no. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

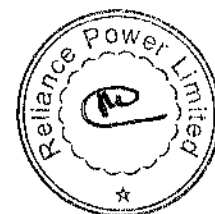
Save and except Shri N. Venugopala Rao, none of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Board accordingly recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

Item No. 9 - Private Placement of Non-Convertible Debentures

As per the provisions of Section 42 of the Companies Act, 2013 ('the Act') read with the Rules made there under, a Company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for Non-Convertible Debentures (NCDs) to be issued during the year.

In order to augment resources in the ordinary course of business for such purposes as may be deemed necessary including for general corporate purposes, the Company may offer or invite subscriptions for secured/unsecured NCDs in one or more series / tranches, on private placement basis.



Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated April 13, 2017

This resolution enables the Board of Directors of the Company to offer or invite subscription for NCDs as may be required by the Company from time to time, for a year from the date of the said resolution coming into effect.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members.

Item No. 10 - Payment of remuneration to the Cost Auditors for the financial year ending March 31, 2018

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Talati & Associates, Cost Accountants (Firm Registration No. 000054), as the Cost Auditors in respect of its 45 MW Wind farm Power Project at Vashpet, Sangli District, Maharashtra for the financial year ending March 31, 2018, at a remuneration of ₹ 15,000/- (Rupees Fifteen thousand only) excluding applicable taxes and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in this resolution set out in item no. 10 of the Notice.

Board accordingly recommends the Ordinary Resolution set out at Item No. 10 of the accompanying Notice for approval of the Members.

Item No. 11 : To adopt new Articles of Association of the Company

The Articles of Association (AoA) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act and need alignment with the Act.

Accordingly, it is deemed appropriate that the existing AoA be instead replaced in its entirety by new set of AoA to give effect to the above.

In terms of provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Rules made there under, adoption of new "AoA" requires approval of Members by way of special resolution.

The proposed new set of AoA is being uploaded on the Company's website, www.reliancepower.co.in for perusal by the shareholders. A copy of the same shall be given to the shareholders upon receipt of a request for the same, in writing, during the notice period and shall also be available for inspection at the Registered Office of the Company during business hours on all working days, excluding Saturdays between 11:00 A.M. and 1:00 P.M up to the date of passing of the above resolution and copy will be made available for inspection in physical and electronic form at the Registered Office of the Company. The new set of AOA will also be available for inspection by members at the Meeting.

None of the Directors, Key Managerial Personnel and their relatives are, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any, in the Company.

Board accordingly recommends the Special Resolution set out at Item No. 11 of the accompanying Notice for approval of the Members.

Item No. : 12 - Borrowing limits of the Company

Provisions of Section 180(1)(c) read with 180(1)(a) of the Companies Act, 2013 read with the Rules, made there under ("the Act"), provide that the Company shall not except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital and its free reserves, and sell lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The Members by way of special resolutions through Postal Ballot approved both on September 27, 2014, had, *inter-alia*, authorised the Board to borrow up to three times of the aggregate of the paid up share capital and free reserves of the Company and also approved to authorised the Board to secure the borrowings by creating mortgage(s) / charge(s) on the whole or substantially the whole of the undertaking of the Company subject to the limits approved under Section 180(1)(c) of the Act.

Keeping in view its fund requirements and financing subsidiaries for projects under implementation, the Company needs enhanced debt funds.

This resolution would enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business), which may exceed up to five times of the then paid up share capital and the free reserves of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

Board accordingly recommends the Special Resolution set out at Item No. 12 of the accompanying Notice for the approval of the Members.

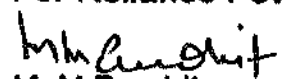
By Order of the Board of Directors

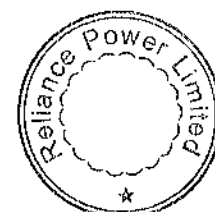
Ramaswami Katidas
Company Secretary

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in

April 13, 2017

For Reliance Power Limited


M M Purohit
Company Secretary



RELIANCE

Power

Despatch Ref. No.:
Reference No.

Reliance Power Limited
CIN: L40101MH1995PLC084687
Registered Office : H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
Tel : +91 22 3303 1000, Fax: +91 22 3303 3662
E-mail: reliancepowerinvestors@relianceada.com
Website: www.reliancepower.co.in

- 1 Name and registered address :
of the sole / first named
Member (IN BLOCK LETTERS)

- 2 Name(s) of the joint :
Member(s), if any,
(IN BLOCK LETTERS)

- 3 Registered Folio Number / :
DP ID No. / Client ID No. *

- 4 Number of Share(s) held :

(*Applicable to investors holding share(s) in dematerialized form)

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (Listing Regulations), Reliance Power Limited ("RPower" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the items of business to be transacted at the 23rd Annual General Meeting scheduled to be held on Tuesday, September 26, 2017 at 2.00 P.M. or soon after conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password/PIN

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10.00 A.M. on Friday, September 22, 2017
End of remote e-voting : Up to 5.00 P.M. on Monday, September 25, 2017

The facility of remote e-voting will not be available beyond the aforesaid dates and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for the 23rd Annual General Meeting is September 19, 2017.**

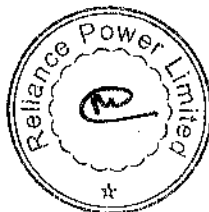
Please read the instructions printed overleaf before exercising your vote. This communication forms an integral part of the Notice of the Company dated April 13, 2017 for the 23rd Annual General Meeting scheduled to be held on September 26, 2017 which is being mailed to you with this communication.

The notice for the 23rd Annual General Meeting and this communication are also available on the website of the Company at www.reliancepower.co.in.

Yours faithfully,
For Reliance Power Limited

Ramaswami Kalidas
Company Secretary

Mumbai
April 13, 2017



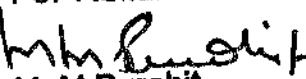
Instructions and other information relating to e-voting are as under:

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e., user-Id and password) mentioned in the letter. Your Folio No./DP ID - Client ID will be your User- ID.

User - ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event no. followed by Folio Number registered with the Company
Password	Your unique password is printed overleaf / sent via e-mail forwarded through the electronic notice
Captcha	Please enter the Verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote on-line from September 22, 2017 at 10:00 A.M. to September 25, 2017 till 5:00 P.M.
 - iv) After entering these details appropriately, click on "LOGIN".
 - v) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Karvy e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) You need to login again with the new credentials.
 - vii) On successful login, system will prompt you to select the 'Event' i.e. 'Company Name'.
 - viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login ID and password are to be used.
 - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents the number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not wish to vote, please select 'ABSTAIN'.
 - x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to 'evoting@karvy.com'. The file / scanned image of the Board resolution / Authority letter should be in the naming format 'Corporate Name Event no.'
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
3. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Tuesday, September 19, 2017.
4. The facility for voting shall also be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.
5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website https://evoting.karvy.com OR contact our toll free No.1800 4250 999.

For Reliance Power Limited

M M Purohit
Company Secretary