

DCS/AMAL/RD/24(f)/366/2013-14

January 24, 2014

The Company Secretary
Reliance Power Limited
H-Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai – 400 710..

Dear Sir / Madam,

Sub: Observation letter regarding the Scheme of Amalgamation between Reliance Power Limited and Reliance Clean Power Private Limited

We are in receipt of draft Scheme of Amalgamation of Reliance Power Limited involving merger of Reliance Clean Power Private Limited with the company.

The Exchange has noted the confirmation given by the Company stating that the scheme does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, the rules, regulations and guidelines made under these Acts, and the provisions of the Listing Agreement or the requirements of BSE Limited (BSE).

As required under SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 & SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013; SEBI has vide its letter dated January 23, 2014 given the following comment(s) on the draft scheme of arrangement:

- a) ***Information submitted by the company vide letter dated December 12, 2013 wherein latest audited financials (till September 30, 2013) of Reliance Clean Power Private Limited have been submitted, is displayed from the date of receipt of this letter on the website of the company along with various documents submitted pursuant to the said Circulars.***
- b) ***The company shall duly comply with various provisions of the Circulars.***

Accordingly, we hereby convey Exchange's 'No-objection' with limited reference to those matters having bearing on listing/ delisting/ continuous listing requirements within the provisions of the Listing Agreement, so as to enable you to file the scheme with the Hon'ble High Court.

Further, you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also mention the same in your application for approval of the scheme of arrangement submitted to the Hon'ble High Court.

...2/-

The Exchange reserves its right to withdraw its No-objection/approval at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Yours faithfully,



Jayesh Ashtekar
Manager



Bhuvana Sriram
Deputy Manager