

dayal and lohia
chartered accountants

To,
The Chairman,
Board of Directors
Reliance Power Limited
Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate,
Mumbai 400 001

Dear Sir,

Report on Postal Ballot including e-voting

This has reference to my appointment as Scrutinizer by the Board of Directors of Reliance Power Limited ("the Company") vide resolution passed on June 13, 2021 as required under Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), for the time being in force for the purpose of scrutinizing the voting through electronic means and physical postal ballot in respect of the businesses contained in the Notice dated June 13, 2021 issued by the Company to all its Members.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Forms (PBFs) along with Notice pursuant to Section 110 of the Act read with Rules made thereunder, to the members of the Company whose names appeared in the Register of Members or List of beneficial owners maintained by the Depository Participant(s) / Registrar and Transfer Agent as on June 4, 2021 (being the cut-off date) and completed the dispatch on June 14, 2021.
 - a. In physical mode, the Postal Ballot Forms (PBFs) (bearing tamper proof security features like Postal Ballot number, EVEN (E-Voting Event Number), User ID and Password) and the above Notice, were sent through courier to all members whose e-mail IDs are not registered with the Depository Participant(s) / Registrar and Transfer Agent.
 - b. In electronic form, the Postal Ballot Forms (PBFs) and the above Notice were sent by e-mail through KFin Technologies Private Limited, to those Members whose e-mail IDs are registered with the Depository Participant(s) / Registrar and Transfer Agent.
2. 22 physical Postal Ballot Forms were received from the members.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting and through Postal Ballot on the businesses contained in the Notice of the Postal Ballot.



4. The Company had appointed M/s. KFin Technologies Private Limited ("KFin"), the agency authorised under Rule 20 of the Rules to provide remote e-voting facilities to the Members of the Company from 10.00 A.M. on Wednesday, June 16, 2021 to 5:00 P.M. on Tuesday, July 13, 2021. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by KFin for validation of voting by electronic means. In compliance with Rule 20(4)(xii) of the Rules, after counting the votes cast by Physical Postal Ballot, reports for voting for the resolutions have been generated from the e-voting website of KFin Technologies Private Limited, by unblocking the data after 5.00 P.M. on July 13, 2021 in the presence of two witnesses, who were not in the employment of the Company. The Voting by electronic means was validated with software controls.
5. For the purpose of this Report, I have considered the votes as under:
 - a. In physical mode, Postal Ballot Forms received up to 5:00 P.M. on July 13, 2021, the last date and time fixed by the Company; and
 - b. In electronic mode, Votes casted up to 5:00 P.M. on July 13, 2021 the last date and time fixed by the Company.
6. My responsibility as a scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare Scrutinizer's report of the votes cast "In Favour" or "Against" the Resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by KFin.
7. Till the time of submitting this Report, no further Postal Ballot Forms have been received after the last date fixed for receiving such Forms.
8. All the related papers and details are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the Resolutions are given effect to.
9. Details of Postal Ballot Forms received / votes cast are as under:

Special Resolution 1 – Issue of Equity Shares and/or Warrants on Preferential Basis.

Particulars	Aggregate of physical Ballot Forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	4,938	51,17,34,501	---
Less : Total number of votes abstained	156	27,05,439	---
* Total number of valid votes	4,782	50,90,29,062	100.0000
In Favor of the resolution	4,250	48,53,49,474	95.3481
Against the resolution	562	2,63,85,027	5.1834
Result	Carried with requisite majority		

* 30 members with 2,454 shares voted "In Favor" and 2,391 shares "Against" the resolution.



Special Resolution 2 – Issuance of Foreign Currency Convertible Bonds.

Particulars	Aggregate of physical Ballot Forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	4,938	51,41,44,655	---
Less : Total number of votes abstained	196	2,94,901	---
* Total number of valid votes	4,742	51,38,49,754	100.0000
In Favor of the resolution	4,173	48,76,99,786	94.9110
Against the resolution	601	2,64,44,869	5.1464
Result	Carried with requisite majority		

* 32 members with 5,274 shares voted "In Favor" and 4,239 shares "Against" the resolution.

Special Resolution 3 – Issue of securities through qualified institutions placement on a private placement basis to the qualified institutional buyers ("QIBs").

Particulars	Aggregate of physical Ballot Forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	4,938	51,42,37,209	---
Less : Total number of votes abstained	200	2,03,888	---
* Total number of valid votes	4,738	51,40,33,321	100.0000
In Favor of the resolution	4,222	48,76,39,891	94.8654
Against the resolution	543	2,65,97,318	5.1742
Result	Carried with requisite majority		

* 27 members with 5,401 shares voted "In Favor" and 3,572 shares "Against" the resolution.

10. The Register giving full particulars of all Postal Ballot Forms received is enclosed for your perusal and record.
11. A Compact Disc (CD) containing Electronic data and other relevant records relating to remote e-voting has been kept in my safe custody and shall be retained until the minutes is approved and signed, and shall be handed over to the Company Secretary for safe keeping.



You may accordingly declare the result of the Members' voting by Postal Ballot and E-voting, in respect of the Resolutions given in the Notice dated June 13, 2021 issued under Section 110 of the Companies Act, 2013 and Rules made thereunder.

Yours faithfully,



Anil Lohia
Practicing Chartered Accountant
Membership No.31626
Partner
Dayal and Lohia
Chartered Accountants
(Firm Registration No.102200W)

Place: Mumbai.
Dated: July 13, 2021

Encl.: As Above.



Countersigned by:
For Reliance Power Limited



Murli Manohar Purohit
Company Secretary