

Reliance Power Limited

Notice

Notice is hereby given that the 27th Annual General Meeting (AGM) of the Members of **Reliance Power Limited** will be held on Tuesday, September 14, 2021 at 12.30 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), 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, 2021 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, 2021 and the report of the Auditors thereon.
2. To appoint a Director in place of Shri K Raja Gopal (DIN: 00019958), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To reappoint Auditors and fix their remuneration 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") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Pathak H.D.& Associates, LLP, Chartered Accountants (Firm Registration No. 107783W/W100593), who have confirmed their eligibility for the re-appointment pursuant to Section 141 of the Act as Statutory Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM, at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business:

4. Appointment of Smt. Chhaya Virani 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Chhaya Virani (DIN: 06953556), who qualifies

for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, 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 up to 5 (five) consecutive years commencing from September 26, 2020."

5. Appointment of Shri Bimal Julka 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Bimal Julka (DIN: 03172733), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, 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 up to 5 (five) consecutive years commencing from September 26, 2020."

6. Appointment of Shri Vijay Kumar Sharma 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vijay Kumar Sharma (DIN: 02449088), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, 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 up to 5 (five) consecutive years commencing from September 26, 2020."

Notice

7. Payment of remuneration to Cost Auditors for the financial year ending March 31, 2022

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 (the 'Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. R00213) appointed as the Cost Auditors in respect of its 45 MW Wind farm Power Project at Vashpet, Dist. Sangli, Maharashtra, for the financial year ending March 31, 2022, 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 are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Appointment of Shri Murli Manohar Purohit as Manager

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

"RESOLVED THAT pursuant to the provisions of Schedule V, Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval be and is hereby accorded for the appointment of Shri Murli Manohar Purohit as Manager of the Company for a period of 3 (three) consecutive years with effect from August 10, 2021 as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting;

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorised to file the necessary document(s) / form(s) with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board of Directors
Murli Manohar Purohit
Company Secretary & Compliance Officer

Registered Office:

Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400001
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in

August 09, 2021

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the "Act"), in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. **Re-appointment of Director:**

At the ensuing Meeting, Shri K. Raja Gopal (DIN: 00019958), Director of the Company retires by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment.

The details pertaining to Shri K. Raja Gopal pursuant to the requirements of Regulation 36(3) of the Listing Regulations are furnished below and in the Corporate Governance Report forming part of this Annual Report.

Shri K. Raja Gopal, 63 years, ME, MBA having over thirty-seven years of industry and leadership experience in both public and private domains. A well acknowledged leader in power industry of the country known for deep insight, vision, team building capability, fostering strong relationships and a proven track record of execution and operation of large Independent Power Producers (IPPs).

He has been appointed as a Director of the Company with effect from July 01, 2018. He has attended all 4 Board Meetings held during the financial year 2020-21. He is a member of the Stakeholder Relationship Committee (SRC) and Corporate Social Responsibility (CSR) Committee. In terms of Section 152(6) of the Act, he was appointed as the Executive Director at the Annual General Meeting held on September 18, 2018 liable to retire by rotation.

As on March 31, 2021, Shri K Raja Gopal did not hold any equity shares of the Company. He does not hold any relationship with other Directors and Key Managerial Personnel of the Company. Except Shri K Raja Gopal, none of the Director / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the Notice.

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5. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "Circulars"). Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website at www.reliancepower.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of M/S. KFin Technologies Private Limited (Kfintech) at www.kfintech.com.
6. Members whose email address is not registered can register the same in the following manner so that they can receive all communications from the Company electronically:
 - a. Members holding share(s) in physical mode - by registering their email ID on the Company's website at <https://www.reliancepower.co.in/web/reliance-power/shareholder-registration>
 - b. Members holding share(s) in electronic mode - by registering / updating their e-mail ID with their respective Depository Participants ("DPs").
7. The Company has engaged the services of Kfintech as the authorized agency for conducting of the e-AGM and providing e-voting facility.
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM is being held through VC / OAVM, the Route Map is not annexed in this Notice.
10. Relevant documents referred to in the accompanying Notice calling the AGM are available on the website of the Company for inspection by the Members.
11. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
12. As mandated by SEBI, effective from April 1, 2019, securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
13. Members are requested to fill in and submit the Feedback Form provided in the 'Investor Relations' section on the Company's website at www.reliancepower.co.in to aid the Company in its constant endeavor to enhance the standards of service to investors.
14. **Instructions for attending the AGM and e-voting are as follows:**
 - a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. 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 7, 2021 only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. Kfintech will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 10:00 A.M. (IST) on Friday, September 10, 2021 to 5:00 P.M. (IST) on Monday, September 13, 2021. At the end of remote e-voting period, the facility shall forthwith be blocked.
 - b. Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", which is effective from June 9, 2021, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - c. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
 - d. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Tuesday, September 7, 2021.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 - e. Any person holding shares in physical form and non-individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by sending a request to Kfintech at praveendmr@kfintech.com. However, if he/she is already registered with Kfintech for remote e-Voting, then he/she can use his/her existing User ID and password for casting the e-vote.
 - f. In case of Individual Shareholders holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
 - g. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

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- h. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Part A - E-voting

I. Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Type of Members	Login Method
Securities held in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsd.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" iv. Click on company name or ESP and you will be re-directed to the ESP's website for casting the vote during the remote e-Voting period.
	<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link :https://eservices.nsd.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>Open URL: https://www.evoting.nsd.com/</p> <ul style="list-style-type: none"> i. Click on the icon "Login" which is available under 'Shareholder/Member' section. ii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iii. Post successful authentication, you will be requested to select the name of the Company and the ESP, i.e. KFinTech. iv. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Type of Members	Login Method
Securities held in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System Myeasi iii. Login with your registered User ID and Password. iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. v. Click on e-Voting service provider name to cast your vote.
	<p>2. User not registered for Easi / Easiest</p> <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1.
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile and Email as recorded in the demat Account. iv. After successful authentication, user will be provided with the link for the respective ESP i.e. KFinTech where the e-Voting is in progress.
Login through Depository Participant Website where demat account is held	<ul style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against Reliance Power or ESP – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at 022 - 23058738 or 022-23058542 - 43

II. Access to KFinTech e-Voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode.

- (a) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Reliance Power Limited- AGM' and click on "Submit"
 - vii. On the voting page, enter the number of share(s) (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but

the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id scrutinizerag@gmail.com with a copy marked to praveendmr@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVEN No."
- (b) Members whose email IDs are not registered with the Company/DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be served, will have to follow the following process:
 - i. Temporarily get their email address and mobile number provided with KFinTech, by sending an e-mail to evoting@kfintech.com.
Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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Part B – Access to join virtual meetings (e-AGM) of the Company on Kfintech system to participate in e-AGM and vote thereat.

Instructions for all the shareholders for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the time scheduled for the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid difficulties.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at <https://evoting.kfintech.com>. Queries received by the Company till Monday, September 13, 2021 (5.00 P.M. IST) shall only be considered and responded during the AGM.
- vi. The members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- vii. A member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- viii. Facility of joining the AGM through VC / OAVM shall be available for 1000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, and Institutional Investors, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- ix. The members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit and login through the user id and password provided by Kfintech. On successful login, select 'Speaker Registration'. The Company reserves the right to restrict the speakers at the AGM to only those members who have registered themselves, depending on the availability of time for the AGM.
- x. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or send email at evoting@kfintech.com or call Kfintech's toll free no. 1800-309-4001.
- xi. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- xii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
15. The Board of Directors have appointed Mr. Anil Lohia, Partner or in his absence Mr. Chandras Dayal, Partner, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner. The Scrutiniser will submit their report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. 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 on the website of Kfintech at <https://evoting.kfintech.com>

Reliance Power Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated August 9, 2021

Item No. 3:

As per the provisions of Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), it is proposed to re-appoint M/s. Pathak H.D. & Associates LLP, Chartered Accountants (Firm Registration No. 107783W/W100593) as Statutory Auditors of the Company whose term expires at the end of ensuing Annual General Meeting (AGM).

The Audit Committee and Board of Directors of the Company have recommended the re-appointment of M/s. Pathak H.D. & Associates LLP, Chartered Accountants as Statutory Auditors of the Company for a second term of five (5) consecutive years from the conclusion of 27th AGM till the conclusion of 32nd AGM of the Company.

Additional information about Statutory Auditors pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) is provided below:

Details	Particulars
Proposed Fees payable to the Statutory Auditors	₹ 39.45 lakh per year from the financial year 2021-22 with authority to the Board to revise during the tenure of five (5) years, if required.
Terms of Appointment	For a term of five (5) consecutive years from the conclusion of 27 th AGM till the conclusion of 32 nd AGM of the Company
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor(s) proposed to be appointed	<p>M/s. Pathak H.D. & Associates LLP is one of the leading firms of Chartered Accountants in India.</p> <p>M/s. Pathak H.D. & Associates LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The range of services includes Assurance, Taxation, Corporate and Transaction Advisory Services.</p> <p>M/s. Pathak H.D. & Associates LLP holds the 'Peer Review' certificate as issued by 'ICAI'</p>

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in this resolution set out at Item no. 3 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

Item No. 4, 5 & 6: Appointment of Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma as Independent Directors

Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma were appointed as the Independent Directors of the Company by the Board with the recommendation of the Nomination and Remuneration Committee, for a term of 5 (five) consecutive years commencing from September 26, 2020, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the 'Act').

The Company had received declarations from the above mentioned Directors confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). In the opinion of the Board, each of the Directors fulfil the conditions specified in the Act and the Listing Regulations for their respective appointment as Independent Directors and that they are independent of the management.

Keeping in view the above, it is proposed to seek approval of the Members to appoint Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma as Independent Directors on the Board of the Company, not liable to retire by rotation.

As required under Section 160 of the Act, the Company has received notices in writing from members proposing the candidature of Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma for their respective offices of Director of the Company.

Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent(s) to act as Director.

In the opinion of the Board, all the above persons fulfil the conditions specified in the Act and Rules made there under for their appointment as Independent Directors of the Company and that they are independent of the management.

The details pertaining to Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma are furnished hereunder:

Smt. Chhaya Virani, 67 years, graduated from Mumbai University with a bachelors' degree in Arts. She also acquired a bachelors' degree in legislative laws from the Government Law College in 1976. She is a partner in M/s. ALMT Legal Advocates and Solicitors.

She is a director of the Company and also on the Board of Reliance Capital Limited, Reliance Home Finance Limited, Reliance General Insurance Company Limited, Reliance Capital Pension Fund Limited, Reliance Corporate Advisory Services Limited, Rosa Power Supply Company Limited and Sasan Power Limited.

She is the Chairperson of the Audit Committee and Stakeholders Relationship Committee of Reliance Capital Limited and Reliance Home Finance Limited. She is the member of the Audit Committee of the Company and also of Reliance General Insurance Company Limited, Reliance Capital Pension Fund Limited, Sasan Power Limited and Rosa Power Supply Company Limited.

Statement pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated August 9, 2021

Shri Bimal Julka, 66 years, a name well known in Government, is an Indian Administrative Service (IAS) officer of the 1979 batch belonging to the Madhya Pradesh Cadre. Four decades of service in the Government at both state and national levels have contributed to a stellar career graph. In the latter years of his career, Shri Julka held key positions in the Ministries of Defence and Finance. At the pinnacle of his career, he became Secretary to Government of India in the Ministry of I&B.

From accomplishing a near impossible task as a young officer in charge of relief during the Bhopal Gas tragedy to successfully conducting FM radio auctions as Secretary, Shri Julka, is known to be a true Karmayogi. Dealing with inconsistencies at bureaucratic levels with a firm hand and to use the principals of good governance for the larger interest of public good have been his forte. A hard hitting negotiator yet humble and affable, along with a truly democratic style of functioning has made him one of the most respected civil servants.

An exemplary service record led to his appointment as Information Commissioner at the Central Information Commission in 2016. In early 2020, he was appointed as the Chief Information Commissioner of India.

Shri Vijay Kumar Sharma, 62 years, superannuated as Chairman, Life Insurance Corporation of India ('LIC') on December 31, 2018. Prior to his taking over as Chairman on December 16, 2016, he served as Chairman (In charge) from September 16, 2016 and Managing Director of LIC from November 1, 2013. From December 2010 to November 2013, he served as Managing Director & Chief Executive Officer of LIC Housing Finance Limited (LICHFL), a premiere housing finance company in the country.

Shri Sharma is a post-graduate from Patna University. He joined LIC as Direct Recruit Officer in 1981 and grew up with the Corporation since then. He held various challenging assignments pan India and in all operational streams including in-charge positions at different levels. Working across length and breadth of the country has added immensely to his experience and honed his understanding of demographics of the country, socio-economic needs of different regions and multi-cultural challenges in implementation of Corporate's objectives. He has served LIC for over 37 years. During his tenure, he has worked in all core areas of Life Insurance. He has vast national and international, operational and Board level experience of Financial Sector including Banking, Housing Finance, Pension & Group Insurance Business, Cards, Mutual Funds & Pension Fund.

He is a Director of Companies of repute including Tata Steel Limited, Mahindra & Mahindra Limited, Ambuja Cement Foundation, Indian Commodity Exchange Limited ('ICEX Limited'), NURECA Limited and Vidarbha Industries Power Limited ('VIPL'). He is also the Chairman of ICEX Limited and VIPL.

He is the Chairman of Stakeholders Relationship Committee (SRC) of the Company and Tata Steel Limited. He is the member of Audit Committee of the Company and ICEX Limited. He is the Chairman of Audit Committee of VIPL.

The above Directors do not hold any share in the Company and do not have any relationship with other Directors and Key Managerial Personnel of the Company.

Brief profile of Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma is furnished in the Corporate Governance Report forming part of this Annual Report. Approval of Members is accordingly sought for appointment of Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma as Independent Directors as set out in the resolutions at Item Nos. 4, 5 & 6 of the accompanying Notice.

Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma are interested in the resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice in regard to their respective appointments.

The relatives of Smt. Chhaya Virani, Shri Bimal Julka and Shri Vijay Kumar Sharma may be deemed to be interested in the resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as a disclosure under the Act and Regulation 36(3) of the Listing Regulations.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 4, 5 & 6 of the accompanying Notice for the approval of the Members

Item No. 7: Payment of remuneration to the Cost Auditors for the financial year ending March 31, 2022

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. R00213), as the Cost Auditors in respect of its 45 MW Wind farm Power Project at Vashpet, Dist. Sangli, Maharashtra for the financial year ending March 31, 2022, at a remuneration of ₹ 15,000/- 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. 7 of the Notice.

Reliance Power Limited

Statement pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated August 9, 2021

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 Murli Manohar Purohit as Manager

The Board at its meeting held on August 09, 2021 appointed Shri Murli Manohar Purohit, Company Secretary & Compliance Officer of the Company as Manager under the Companies Act, 2013 for a period of 3 (three) consecutive years with effect from August 10, 2021.

For the purpose of compliance of the provisions of Section 203 of the Companies Act, 2013, ("the Act") the appointment of Shri Murli Manohar Purohit as Manager will be considered as Key Managerial Personnel.

As a Manager of the Company he will be appointed at NIL Remuneration. The other terms and conditions set out for appointment and payment of remuneration, may be altered and varied from time to time by the Board on the recommendation of Nomination and Remuneration Committee as it may, at its discretion deems appropriate.

Shri Murli Manohar Purohit, 50 years, the Company Secretary and Compliance Officer of the Company is a Fellow member

of the ICSI, Associate member of ICAI, Law Graduate, Masters in Commerce (Accounting) and CA (Finalist) is having experience of over two decades with Listed and Unlisted Companies in the areas of Corporate Compliance, Secretarial, Legal, Taxation, Commercial, Accounts / Finance. Shri Murli Manohar Purohit is associated with the Reliance Power Limited for over four years.

Except Shri Murli Manohar Purohit, 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.

The board accordingly recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors
Murli Manohar Purohit
Company Secretary & Compliance Officer

Registered Office:
Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate,
Mumbai - 400001
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in
August 09, 2021