

U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

COMPLIANCE CERTIFICATE

[Pursuant to Regulations 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

August 5, 2023

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

Subject: Certificate of Practising Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 7,59,77,000 equity shares of the face value of Rs.10/-each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir/ Madam,

I, Umashankar K Hegde, a Practising Company Secretary has been appointed by the Reliance Power Limited (the "Company") to certify that the proposed preferential issue of 7,59,77,000 equity shares of the face value of Rs.10/- each at an issue price of Rs.20/- (including premium of Rs 20/-) per equity share to Reliance Commercial Finance Limited, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. Since the resolution is being proposed to be passed through Postal Ballot, this certificate shall be available on website of the Company at link specified in the notice of postal ballot. The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on August 5, 2023

Managements' Responsibility

The compliance with the relevant provision of SEBI ICDR Regulations and the Act for the proposed preferential issue of equity shares and preparation of the Postal Ballot Notice, including its content is the responsibility of the management of the Company. This responsibility includes the design-implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD (E), MUMBAI - 400097

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The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) of SEBI ICDR Regulations.

Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is **my** responsibility to provide limited assurance that the proposed preferential issue of the equity shares to the proposed allottee(s) as mentioned above, are being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company. as required under the SEBI ICDR Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

1. I have verified that all the present equity shares are fully paid up.
2. I have reviewed and verified the draft notice of postal ballot, inter alia seeking approval of the shareholders of the Company for the preferential issue of above said equity shares
3. I have noted that the relevant date for proposed preferential issue is August 4, 2023.
4. On the basis of documents produced before us and undertaking produced by the proposed allottee(s), we certify that the none of the proposed allottee(s) has/ have sold any equity shares of the Company during the ninety (90) trading days preceding the relevant date.
5. None of the proposed allottee(s) hold(s) any equity shares in the Company and therefore requirement of lock-in of pre-preferential shareholding of each of proposed allottee(s) in accordance with Regulation 167 (6) SEBI ICDR Regulations, 2018 is not applicable.
6. On the basis of documents produced before us and undertaking produced by the proposed allottee(s), we certify that none of the proposed allottee(s) is not ineligible for allotment in terms of Regulations 139 of SEBI ICDR Regulations, 2018.
7. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Act and Rule 13 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of the Act. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
8. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that AoA of the Company does not provide the method of determination of price of the equity shares of the Company for preferential issue. Further, the proposed preferential issue is less than 5% of the post issue fully diluted share capital of the Company, the Valuation Report is not required to be obtained.
9. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Ninety (90) trading days' volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India Limited (NSE) preceding the relevant date is Rs.14.67. Ten (10) trading days' volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India Limited (NSE) preceding the relevant date is Rs.16.85. Accordingly, minimum issue price shall be Rs.16.85.

10. I have verified the Permanent Account Number and other relevant details of the proposed allottee(s) subscribing to the preferential issue.
11. The total allotment to the allottee(s) in the present preferential issue or in the same financial year i.e. FY 2023-24 is more/less than 5% of the post issue fully diluted share capital of the Issuer.
12. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants/shares of the Company which were previously subscribed by them.
13. Verified the relevant statutory records of the company to confirm that:
 - a) it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
 - b) it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s). I hereby state that the proposed preferential issue of equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue of shares and listing thereof and should not be used by any person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without my prior consent in writing.

FOR U. HEGDE & ASSOCIATES, COMPANY SECRETARIES

UMASHANKAR K HEGDE
(Proprietor)

C.P. No- 11161 # M. No- A22133

Date: 05, August 2023

Place: Mumbai

ICSI UDIN No- A022133E000750399