

**Reliance Power Limited**

CIN: L40101MH1995PLC084687

Registered Office: Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001
Tel. +91 22 4303 1000, Fax: +91 22 4303 3166

Email: reliancepower.investors@reliancegroupindia.com;Website: www.reliancepower.co.in**Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014**

Notice is hereby given to the Members of Reliance Power Limited (the "Company"), for seeking consent of Members of the Company for transacting the Special Business by passing the following resolutions through Postal Ballot including Electronic Voting (e-voting) pursuant to Section 110 and all 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") and other applicable provisions of the Act and Rules made thereunder, read with other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):

1. Appointment of Shri Arup Ashok Gupta (DIN: 07406556) as a Non-Executive Non-Independent Director

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules"), the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Shri Arup Ashok Gupta (DIN: 07406556), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from October 11, 2025, and in respect of whom the Company has received a notice in writing under Section 160(1) 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 a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Ms. Zohra Chatterji (DIN: 01382511) as an Independent Director

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Ms. Zohra Chatterji (DIN: 01382511), who was appointed as an Additional Director in the category of an Independent Director, by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) 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 of 5 (five) consecutive years with effect from October 28, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, Ms. Zohra Chatterji be continued as an Independent

Director of the Company for the said term of 5 years, notwithstanding that on July 20, 2029 she attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

3. Issuance of Foreign Currency Convertible Bonds / other securities

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to and in accordance with all applicable provisions, of the Companies Act, 2013 (the "Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other rules made thereunder, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Foreign Exchange Management Act, 1999, (the "FEMA"), and all the relevant directions, rules and regulations issued thereunder, including the Foreign Exchange Management (Borrowing or Lending) Regulations, 2018, and the circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended vide the circular on External Commercial Borrowings (ECB) Policy – Rationalisation of End-use Provisions dated July 30, 2019 and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 1, 2016, the Foreign Exchange Management (Debt Instruments) Regulations, 2019 (together the "ECB Guidelines"), the Depository Receipts Scheme, 2014, as amended (the "2014 Scheme"), the Framework for issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (the "1993 Scheme"), the extant consolidated Foreign Direct Investment Policy, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, each as revised, updated, superseded, replaced, amended and/or restated from time to time, and such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (the "GOI"), Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of

Corporate Affairs, the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (together the "Stock Exchanges"), and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities"), to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s), consent(s) and sanction(s), etc., which may be agreed to 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 powers conferred by this resolution or any person authorised by the Board or its committee for such purpose), approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches of private or public offerings (including on preferential allotment basis) including through domestic and/or international markets, through prospectus, offer letter, offering circular or other permissible and/or requisite documents, (A) Foreign Currency Convertible Bonds ("FCCBs") and/ or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities"), at the option of the Company and/or the security holders denominated and subscribed to in foreign currency/Indian currency by eligible persons as determined by the Board in its discretion including to persons who are not holders of equity shares of the Company, at such price as may be determined by the Board of Directors (including at appropriate premium or discount as the Board may determine which shall not be less than the floor price calculated in accordance with the applicable laws, guidelines, notifications, rules and regulations), whether unsecured or secured including by creation of charge/encumbrance on the assets of the Company, and (B) the equity shares of the Company to be issued pursuant to conversion of or in exchange of such Securities (collectively with the Securities, the "Approved Securities") each in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the investors and/or lead manager(s) and/ or underwriters and/or other advisors, as applicable, subject to applicable law; provided that the aggregate amount raised/to be raised by issuance of such Securities shall not exceed US\$ 600 million.

RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the 1993 Scheme and other applicable provisions issued by the Ministry of Finance or any other authority, the 'relevant date' for the purpose of fixing the conversion price of the Securities (into equity shares of the Company) shall be the date of the meeting in which the Board decides to open such issue after the date of this resolution, or such other date as may be prescribed by the Appropriate Authorities, from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, monitoring agency, advisors and all such agencies as may be deemed necessary or involved or concerned in the issue and to remunerate and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies including to seek the listing of the Approved Securities on one or more stock exchange(s) as may be required.

RESOLVED FURTHER THAT consent of the Members be and is hereby given to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects including receipt of dividend that maybe declared for the financial year in which the allotment is made in terms of the applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and be listed on the Stock Exchanges where the equity shares of the Company are listed, except as may be provided otherwise under the terms of issue/offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or other documents and/or listing particulars.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot the Approved Securities or any/all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion, including terms for issue of additional Approved Securities and for disposal of Approved Securities which are not subscribed to by issuing them to banks/financial institutions/mutual funds or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue

including timing of the issue(s), the class of investors to whom the Approved Securities are to be issued, number of Approved Securities, number of issues, tranches, issue price, interest rate, listing, premium/discount, redemption, allotment of Approved Securities and to sign, execute and amend all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the subscription agreement, private placement offer letter (along with the application form), information memorandum, disclosure documents, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Approved Securities or instruments representing the same including conversion thereof, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Approved Securities including the number of Approved Securities that may be offered and proportion thereof, timing for issuance of such Approved Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent, monitoring agency and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Approved Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the offer, issue and allotment of the equity shares shall be made at appropriate time or times, as may be approved by the Board subject, however, to applicable laws, guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance and allotment and listing of the Approved Securities, from any statutory or regulatory authority or the stock exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), Committee(s), Executive(s), Key Managerial Personnel, Officer(s) or Representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things

and also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

By Order of the Board of Directors
For Reliance Power Limited

Ramandeep Kaur
Company Secretary

Registered Office:

Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai 400 001
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in
Date: November 10, 2025
Place: Mumbai

Notes:

- Statement pursuant to Section 102(1) of the Companies Act, 2013, ("the Act") in respect of the Special Business to be transacted is annexed hereto.
- The Ministry of Corporate Affairs (MCA"), vide its General Circular No. 03/2025 dated September 22, 2025 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars"), has allowed the Companies to transact items through Postal Ballot (electronic mode only).
- 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in terms of SEBI Master circular dated November 11, 2024 ("SEBI Circular"), the Members are provided with the facility to cast their vote electronically, through the Electronic Voting ("e-voting") services provided by KFIN Technologies Limited ("KFintech") the e-voting Service Provider (ESP), on all the resolutions set forth in this Notice.
- In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited

("CDSL") on Friday, November 14, 2025 ("Cut-Off Date") and whose e-mail address is registered with Reliance Power Limited ("the Company") / Registrar and Transfer Agent / Depository Participants ("DPs") / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

- Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date, will be considered for the purpose of voting and any person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
- Members may note that the Postal Ballot Notice and Form will be available on the Company's website 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 on the website of KFintech at www.kfintech.com, the ESP.
- The Board of Directors have appointed Shri Anil Lohia, or in his absence Shri Khushit Jain, Partners, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
- Members may vote on the postal ballot during the following period:

Commencement of voting:	10:00 A.M. (IST) on Wednesday, November 19, 2025
End of voting:	05:00 P.M. (IST) on Thursday, December 18, 2025

After the voting period, the e-voting portal shall be disabled by KFintech.

9. Kindly note that the Members holding shares in Demat form can vote only through e-voting.
10. Members holding shares in Physical form can opt for any one mode of voting, i.e., by physical postal ballot or by e-voting. In case such Members cast their vote by both physical postal ballot and e-voting, vote cast by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.
11. The Postal Ballot Form for voting by physical postal ballot may be downloaded from the link provided in the e-mail or from the link https://www.reliancepower.co.in/documents/2181716/14914049/Postal_Ballot_Form_18112025.pdf. Please read the instruction carefully, and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (AGAINST) to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Power Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower – B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Serilingampally, Rangareddi, Telangana 500032, so as to reach on or before 05:00 P.M. (IST) on Thursday, December 18, 2025, to be eligible for being considered, failing which it will be considered that no reply has been received from such Member.
12. Pursuant to SEBI Circular, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DP's in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the ESP thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
13. Members are advised to update their mobile number and e-mail ID with their DP's to access e-voting facility.
14. The Scrutiniser will submit his report to the Chairperson of the Board Meeting or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny after 5:00 P.M. (IST) on Thursday, December 18, 2025, and the results of the voting by postal ballot will be declared on or before Monday, December 22, 2025, and displayed at the Registered Office of the Company at Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai, Maharashtra 400001, by placing it along with the Scrutiniser's report on its notice board, Company's website, www.reliancepower.co.in and on the website of the agency KFintech at www.kfintech.com and shall also be communicated to the Stock Exchanges where the Company's equity shares are listed.
15. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-voting, i.e., Thursday, December 18, 2025.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
17. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution/power of attorney/authority letter etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.
18. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to reliancepower.investors@reliancegroupindia.com.
19. Voting rights of a Member / Beneficial Owner shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
20. Members whose email address is not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID with the Company or KFintech by providing the requisite details of their holdings and documents for registering their e-mail address in the prescribed form to be downloaded from the Company's website at www.reliancepower.co.in.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DP for receiving all communications from the Company electronically.
21. Voting through electronic mode:

The details of the process and manner for e-voting are explained herein below:

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

Type of Members	Login Method
Securities held in demat mode with NSDL	- User already registered for IDeAS facility: - Visit URL: https://eservices.nsdl.com - Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. - On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" - Click on company name or E-Voting Service Provider (ESP) i.e., KFintech and you will be re-directed to the ESP's website for casting the vote during the remote e-Voting period. - User not registered for IDeAS e-Services - To register click on link: https://eservices.nsdl.com - Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Proceed with completing the required fields. - Follow steps given in point 1 - Alternatively, by directly accessing the e-Voting website of NSDL: - Open URL: https://www.evoting.nsdl.com/ - Click on the icon "Login" which is available under 'Shareholder/Member's section. - 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. - Post successful authentication, you will be requested to select the name of the Company and the ESP. - On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Securities held in demat mode with CDSL	- Existing user who has opted for Easi / Easiest: - Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com. - Click on New System Myeasi - Login with your registered User ID and Password. - The user will see the e-Voting Menu. The Menu will have links of ESP i.e., KFintech e-Voting portal. - Click on e-Voting service provider name to cast your vote. - User not registered for Easi/ Easiest: - Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration - Proceed with completing the required fields. - Follow the steps given in point 1. - Alternatively, by directly accessing the e-Voting website of CDSL: - Visit URL: www.cdslindia.com - Provide your demat Account Number and PAN - System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. - After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Type of Members	Login Method
Login through their demat accounts/ Website of Depository Participant	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 company name or e-Voting service provider – 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.

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 evoting@cdslindia.com or contact at +91 22-23058738 / +91 23058542-43 Toll free no.: 1800 2255 33

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:

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- 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.
- After entering these details appropriately, click on "LOGIN".
- 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.

- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
- 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.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- 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.
- 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.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Corporate / Institutional Members (i.e. other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id scrutinizeragl@gmail.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name_EVEN No."

(b) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, 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.

Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Item No. 1: Appointment of Shri Arup Ashok Gupta (DIN: 07406556) as a Non-Executive Non-Independent Director

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri Arup Ashok Gupta (DIN 07406556) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from October 11, 2025. Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Arup Ashok Gupta as Non-Executive Non-Independent Director is subject to approval of the members of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Shri Arup Ashok Gupta for the office of Director of the Company. Shri Arup Ashok Gupta has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any Securities and Exchange Board of India order or any other such authority.

Details of Shri Arup Ashok Gupta as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided as under:

Shri Arup Ashok Gupta (DIN: 07406556), aged 62 years, was first appointed on the Board on October 11, 2025. He has over 40 years of experience in human resource (HR) across diverse industries. He holds a Bachelor's degree in Science (Microbiology) and a Master's in Management Studies (Marketing) from the University of Mumbai. He has played a pivotal role in shaping human resource strategy across several companies. He has led numerous strategic human resource initiatives focused on organizational design, productivity enhancement, leadership hiring, and workforce planning. He held senior positions at Reliance, Diligent Media Corporation Ltd. (publishers of DNA), The Times of India Group (BCCL), ACC Limited, and Rashtriya Chemicals & Fertilizers Ltd. His contributions in these roles were marked by transformative

HR practices that improved operational efficiency and talent management. Known for his strategic acumen and deep understanding of business-aligned HR, Shri Gupta has consistently delivered impactful people strategies that drive performance, engagement, and organizational growth. His ability to align HR policies with business goals has enabled the creation of agile, high-performance teams across varied sectors. He is also on the Board of Reliance Naval Systems Limited, Reliance Underwater Systems Private Limited, Reliance Technologies and Systems Private Limited, BSES Kerala Power Limited, Reliance SED Limited, Reliance Propulsion Systems Limited, GF Toll Road Private Limited, Reliance Aerostructure Limited and JR Toll Road Private Limited. He holds no chairmanship / membership of Committees of other Boards. Also, he has not resigned from any listed entity in the past three years. Further, he is not related to any other Director, Manager and Key Managerial Personnel of the Company. He does not hold any shareholding of the Company including shareholding as a beneficial owner. He has attended one out of one Board Meeting of the Company, during the financial year 2025-26 (till the date of Postal Ballot Notice). He has not drawn any remuneration from the Company. He will be paid sitting fees of Rs. 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.

Keeping in view the above, consent of the Members for appointment of Shri Arup Ashok Gupta as a Non-Executive Non-Independent Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution in Item No. 1 of the accompanying Notice.

Shri Arup Ashok Gupta is interested in the resolution set out in Item No. 1 of the notice with regard to his appointment. The relatives of Shri Arup Ashok Gupta may be deemed to be interested in the resolution set out in Item No. 1 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 this resolution.

The Board accordingly recommends the Ordinary Resolution set out in Item No. 1 of the accompanying Notice for the approval of the members.

Item No. 2: Appointment of Ms. Zohra Chatterji (DIN: 01382511) as an Independent Director

Pursuant to the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Zohra Chatterji (DIN: 01382511) as an Additional Director in the category of Independent Director of the Company for a term of five consecutive years effective from October 28, 2025. Pursuant to provisions of the Act and Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Ms. Zohra Chatterji as an Independent Director is subject to approval of the members of the Company.

The Company has received a declaration from Ms. Zohra Chatterji confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board and based on the declaration of independence submitted by her, Ms. Zohra Chatterji fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director and that she is independent of the management.

As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Ms. Zohra Chatterji for the office of Director of the Company. Ms. Zohra Chatterji has given her consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Ms. Zohra Chatterji as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) are provided as under:

Ms. Zohra Chatterji (DIN: 01382511), aged 71 years, was first appointed on the Board on October 28, 2025. She is a retired IAS officer of the 1979 batch (Uttar Pradesh Cadre) and former Secretary, Ministry of Textiles, Government of India. Over a distinguished career spanning several decades, she has held key leadership positions in both the Central and State Governments, including Secretary & Director of Industries, Labour Commissioner, Secretary & Director General of Tourism, and Secretary & Project Director, Basic Education in Uttar Pradesh. As Principal Secretary, IT and Industries (UP), she pioneered the e-Suvidha and Lokvani initiatives for citizen services and grievance redressal, which earned the Prime Minister's Award for Excellence in Public Administration. At the national level, she served as Member Secretary of the National Commission for Women, where she played a pivotal role in advancing landmark legislations such as the Criminal Law Amendment Bill and the Act for the Prevention of Harassment of Women at the Workplace. She also served as Additional Secretary in the Ministry of Coal and became the first woman Chairperson and Managing Director of Coal India Limited. During her tenure as Secretary, Ministry of Textiles, she spearheaded several major initiatives, including the establishment of the Hastkala Academy in New Delhi. She represented India at the first session of UN Women and at WIPO deliberations on the Broadcasting Treaty. She established the UP Institute of Design in Lucknow for the training of craftspersons. She is also engaged in cultural and educational initiatives as Founder-President of Alliance Française, Lucknow, and is now Vice-President of Alliance Française de Delhi and a member of the Governing Body with Avadh Girls' Degree

College. She is an alumna of Miranda House, University of Delhi (B.Sc. Physics), and is currently pursuing a PhD from the University of Lucknow. She is also on the Board of BSES Yamuna Power Limited, BSES Rajdhani Power Limited, U. P. Industrial Consultants Limited and Travel Corporation (India) Limited. She is a member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Investment Committee of BSES Yamuna Power Limited and BSES Rajdhani Power Limited. Also, she has resigned from two listed entities, namely 3I Infotech Limited and Dish TV India Limited in the past three years. Further, she is not related to any other Director, Manager and Key Managerial Personnel of the Company. She does not hold any shareholding of the Company including shareholding as a beneficial owner. She has attended one out of one Board Meeting of the Company, during the financial year 2025-26 (till the date of Postal Ballot Notice). She has not drawn any remuneration from the Company. She will be paid sitting fees of Rs. 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.

The Nomination and Remuneration Committee while recommending her appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that she is not debarred from holding the office of director by virtue of any order by Securities and Exchange Board of India or any other such authority. Accordingly, the Board of Directors are of the view that Ms. Zohra Chatterji possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint her as an Independent Director and her continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company.

Keeping in view the above, consent of the Members for appointment of Ms. Zohra Chatterji as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 2 of the accompanying Notice.

Ms. Zohra Chatterji is interested in the resolution set out in Item No. 2 of the accompanying notice with regard to her appointment. The relatives of Ms. Zohra Chatterji may be deemed to be interested in the resolution set out in Item No. 2 of the accompanying 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 this resolution.

The Board accordingly recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for the approval of the members.

Item No. 3: Issuance of Foreign Currency Convertible Bonds / other securities

The Company is India's leading private sector power generation and coal resources company. The Company has one of the largest portfolio of power projects in the private sector, based on coal, gas and renewable energy, with an operating portfolio of 5,305 megawatts.

The Company with zero bank debt on stand-alone basis, is now poised to venture into new horizons of growth. In particular, the Company intends to expand its presence in the renewable energy sector, directly and also through its special purpose vehicles, subsidiaries and associates.

In order to augment long term resources, enhancing network, ensuring long term viability and growth and expansion of business as stated above including to meet long term working capital requirement and capital requirements of the Company and its affiliates / subsidiaries / associates / joint ventures, for general corporate purposes and any other use as may be allowed under applicable laws, guidelines, notifications, rules and regulations, it is proposed to raise long term resources. In lieu of the earlier Foreign Currency Convertible Bonds (FCCB) proposal, which could not be consummated considering the adverse market conditions and time delay, it is now proposed to obtain a fresh enabling authorization from the members of the Company to make an international offering of FCCB / Approved Securities upto US\$. 600 million, convertible into equity shares of the Company in accordance with the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder including the Master Directions, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depositary Receipt Mechanism) Scheme, 1993 ("1993 Scheme") and other applicable statutes, as set out in the resolution at item no. 3 of the Notice

The Board at its meeting held on November 10, 2025, has approved the said proposal, subject to requisite permissions, sanctions and approvals including the approval by the shareholders of the Company.

Issuance of the Approved Securities may result in the issuance to investors who may not be Members of the Company. Therefore, consent of the Members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions of the Companies Act, 2013, as amended and any other law for the time being in force. The equity shares, if any, allotted on issue and/or conversion of Securities shall rank *pari passu* in all respects with the existing equity shares of the Company including receipt of dividend that maybe declared for the financial year in which the allotment is made in terms of the applicable laws.

The resolution proposed is enabling approval and the exact nature and combination of instrument(s), exact price, proportion and timing of the issue of the Securities

in one or more tranches and/or issuances and the detailed terms and conditions of such tranche(s)/ issuances will be decided by the Board in consultation with the investors, lawyers, lead managers, advisors and such other persons and agencies as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors after meeting the specific requirements in a manner and subject to limit as more particularly set out in the resolution at Item No. 3 of the accompanying Notice. The proposal therefore seeks to confer upon the Board the absolute discretion and adequate flexibility to determine the terms of issue(s) and to take all steps which are consequential, incidental and ancillary.

FCCB pricing will be as per 1993 Scheme. The "Relevant Date" for the purpose of determination of price of the securities shall be the date as determined in accordance with the applicable provisions of law and as mentioned in the resolution. The pricing of the offer would be in accordance with the provisions of the Foreign Exchange Management Act, 1999, the 1993 Scheme, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, or any other guidelines / regulations / consents, each as amended, as may be applicable or required. In connection with the proposed issue of Approved Securities, the Company is required to, inter alia, identify investor, decide quantum

of each issue/tranche including terms thereof, prepare, approve and execute various documents. Accordingly, it is proposed to authorize the Board to do all such acts, deeds and things in this regard for and on behalf of the Company.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time.

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 except to the extent of their shareholding, if any.

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

By Order of the Board of Directors
For Reliance Power Limited

Ramandeep Kaur
Company Secretary

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Ballard Estate, Mumbai 400 001
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in
Date: November 10, 2025
Place: Mumbai