

dayal and lohia
chartered accountants

Scrutinizer's Report on remote e-voting in connection with 25th Annual General Meeting of the Members of Reliance Power Limited held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

Shri Anil D. Ambani
Chairman
Reliance Power Limited
Reliance Centre, Ground Floor, 19,
Walchand Hirachand Marg, Ballard Estate,
Mumbai 400 001

Dear Sir,

1. The Board of Directors of Reliance Power Limited (the "Company") has appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) which has been carried out as per the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), on the business contained in the Notice dated August 30, 2019 (the Notice) for the 25th Annual General Meeting (AGM) of the Members of the Company, held on September 30, 2019, at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.
2. The management of the Company is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting on the business contained in the Notice of the AGM of the Members of the Company.
3. The Members of the Company as on the "cut-off date" fixed for the purpose i.e. September 23, 2019 were entitled to vote on the business as set out in the Notice of the AGM.
4. The Company had appointed M/s. Karvy Fintech Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facilities to the Members of the Company from 10:00 A.M. on September 26, 2019 to 5:00 P.M. on September 29, 2019.
5. My responsibility as a scrutinizer for the remote e-voting process is restricted to scrutinize the remote e-voting process in a fair and transparent manner and to prepare Scrutinizer's report of the votes cast "In Favour" or "Against" the resolution stated in



the Notice, based on the reports generated from the remote e-voting system provided by Karvy.

6. On the completion of remote e-voting period, in compliance with the Rule 20(4)(xii) of the Rules, after counting the votes cast at the AGM, I unblocked the votes cast through remote e-voting on September 30, 2019, in the presence of two witnesses, who were not in the employment of the Company.
7. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the Karvy's remote e-voting system.
8. Thereafter, Karvy generated the list of Members, who voted "In Favour" or "Against" each of the resolutions, from the remote e-voting system and based on such list, the result of the remote e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt :

- a) the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 and the report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
369	1,214,111,567	91.2192

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
127	116,870,251	8.7808

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
*494	1,330,981,818

* 2 shareholders with 20 shares voted "in favour" of, and 15 shares "against" the resolution.



(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
8	104,834,986

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Shri K. Raja Gopal, who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
369	1,427,812,962	99.4571

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
126	7,794,181	0.5429

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
* 493	1,435,607,143

* 2 shareholders with 30 shares voted "in favour" of, and 15 shares "against", the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
9	209,210

Item No. 3:-

Ordinary Resolution to confirm M/s. Pathak H.D. & Associates, Chartered Accountants, continuing as sole Statutory Auditors of the Company.



(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
392	1,427,860,389	99.4602

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
104	7,748,970	0.5398

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
*495	1,435,609,359

* 1 shareholder with 7 shares voted "in favour" of, and 3 shares "against", the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
7	207,487

Item No. 4:-

Ordinary Resolution to consider and approve payment of remuneration to M/s. V. J. Talati & Co., Cost Auditors for the financial year ended March 31, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
400	1,427,966,629	99.4677

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
100	7,642,265	0.5323

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
*498	1,435,608,894

* 2 shareholders with 38 shares voted "in favour" of, and 22 shares "against", the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
4	207,124

Item No. 5:-

Special Resolution to approve Private Placement of Non-Convertible Debentures and / or other Debt Securities.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
338	1,213,930,909	91.0726

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
156	118,995,312	8.9274

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
*493	1,332,926,221

* 1 shareholder with 5 shares voted "in favour" of, and 5 shares "against", the resolution.



(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
9	102,890,658

9. A Compact Disc (CD) containing details of Equity Shareholders who voted through remote e-voting, "In Favour" or "Against" and "Invalid" votes for each of the resolutions is specified in Annexure I enclosed to this report.
10. Electronic data and other relevant records relating to remote e-voting has been kept in my safe custody and shall be retained until the minutes of the AGM are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



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



Place: Mumbai
Dated: October 1, 2019

Countersigned by:
For **Reliance Power Limited**



Chairman / Authorised Person

dayal and lohia

chartered accountants

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

Shri Anil D. Ambani

Chairman

Reliance Power Limited

Reliance Centre, Ground Floor, 19,
Walchand Hirachand Marg, Ballard Estate,
Mumbai 400 001

Report of the Scrutinizer on poll taken at the 25th Annual General Meeting of the Members of Reliance Power Limited (the "Company") held on September 30, 2019, at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai, 400 020.

Dear Sir,

I, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 25th Annual General Meeting (AGM) of the Members of the Company, held on September 30, 2019, at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai, 400 020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 ballot boxes kept for polling were locked in my, members and proxies' presence, with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Fintech Private Limited, the Registrar and Transfer Agent of the Company ("Karvy"), and the authorizations and proxies lodged with the Company.
3. The result of the poll is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt:

- a) the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 and the report of the Auditors thereon.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
371	4,142,043	99.9775

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
3	931	0.0225

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Shri K. Raja Gopal, who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
371	4,142,043	99.9775

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
3	931	0.0225

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3:-

Ordinary Resolution to confirm M/s. Pathak H.D. & Associates, Chartered Accountants, continuing as sole Statutory Auditors of the Company.



(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
371	4,142,043	99.9775

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
3	931	0.0225

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 4:-

Ordinary Resolution to consider and approve payment of remuneration to M/s. V. J. Talati & Co., Cost Auditors for the financial year ended March 31, 2020.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
371	4,142,043	99.9775

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
3	931	0.0225

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 5:-

Special Resolution to approve Private Placement of Non-Convertible Debentures and / or other Debt Securities.



(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
371	4,142,043	99.9775

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
3	931	0.0225

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

4. A Compact Disc (CD) containing a list of equity shareholders who voted "In Favour", "Against" and "Invalid" votes for each of the resolutions is specified in Annexure I enclosed to this report.
5. The poll papers and all other relevant records have been kept in my safe custody and shall be retained until the minutes of the AGM are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



Anil Lohia

Practicing Chartered Accountant

Membership No. 31626

Partner

Dayal and Lohia

Chartered Accountants

(Firm Registration No.102200W)



Place : Mumbai

Dated : October 1, 2019

Countersigned by:
For Reliance Power Limited



Chairman / Authorised Person

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 25th Annual General Meeting of Reliance Power Limited (the "Company") held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

Shri Anil D. Ambani
Chairman
Reliance Power Limited
Reliance Centre, Ground Floor, 19,
Walchand Hirachand Marg, Ballard Estate,
Mumbai 400 001

Dear Sir,

1. The Board of Directors of the Company appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the:
 - (i) e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
 - (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated August 30, 2019 (the "Notice") of the 25th Annual General Meeting (AGM) of the Members of Reliance Power Limited (the "Company") held on September 30, 2019 at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

2. The management of the Company is responsible for ensuring compliances with the requirements of the Act, the Rules and SEBI LODR Regulations relating to voting through remote e-voting and through Poll on the business contained in the Notice of the 25th AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Fintech Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on September 26, 2019 to 5:00 P.M. on September 29, 2019.

vama chambers, 213, 2nd floor, homji street, next to bnp paribas, off. sir p.m. road, fort, mumbai - 400 001.
phones : (91-22)49736975 / (91-22)22635352 • e-mail : dayalandlohia@gmail.com
branch : 401, sheetal enclave, b/h. tangent furniture mall, chincholi bunder, off. link road, malad (w), mumbai 400064



4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Karyv and based on the result of Poll taken at the AGM.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the AGM on the business contained in the Notice to the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under:-

Item No. 1:-

Ordinary Resolution to consider and adopt:

- a) the audited financial statement of the Company for the financial year ended March 31, 2019 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, 2019 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	369	371	740	1,214,111,567	4,142,043	1,218,253,610	91.2464
Against	127	3	130	116,870,251	931	116,871,182	8.7536
Total *	494	374	868	1,330,981,818	4,142,974	1,335,124,792	100.0000
Invalid / Abstained	8	0	8	104,834,986	0	104,834,986	---

* 2 shareholders with 20 shares voted "in favour" of, and 15 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 2:-

Ordinary Resolution to appoint Shri K. Raja Gopal, who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	369	371	740	1,427,812,962	4,142,043	1,431,955,005	99.4586
Against	126	3	129	7,794,181	931	7,795,112	0.5414
Total *	493	374	867	1,435,607,143	4,142,974	1,439,750,117	100.0000
Invalid / Abstained	9	0	9	209,210	0	209,210	---

* 2 shareholders with 30 shares voted "in favour" of, and 15 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 3:-

Ordinary Resolution to confirm M/s. Pathak H.D. & Associates, Chartered Accountants, continuing as sole Statutory Auditors of the Company.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	392	371	763	1,427,860,389	4,142,043	1,432,002,432	99.4617
Against	104	3	107	7,748,970	931	7,749,901	0.5383
Total *	495	374	869	1,435,609,359	4,142,974	1,439,752,333	100.0000
Invalid / Abstained	7	0	7	207,487	0	207,487	---

* 1 shareholder with 7 shares voted "in favour" of, and 3 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 4:-

Ordinary Resolution to consider and approve payment of remuneration to M/s. V. J. Talati & Co., Cost Auditors for the financial year ended March 31, 2020.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	400	371	771	1,427,966,629	4,142,043	1,432,108,672	99.4691
Against	100	3	103	7,642,265	931	7,643,196	0.5309
Total *	498	374	872	1,435,608,894	4,142,974	1,439,751,868	100.0000
Invalid / Abstained	4	0	4	207,124	0	207,124	---

* 2 shareholders with 38 shares voted "in favour" of, and 22 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 4 of the Notice dated August 29, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 5:-

Special Resolution for Private Placement of Non-Convertible Debentures and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	338	371	709	1,213,930,909	4,142,043	1,218,072,952	91.1002
Against	156	3	159	118,995,312	931	118,996,243	8.8998
Total *	493	374	867	1,332,926,221	4,142,974	1,337,069,195	100.0000
Invalid / Abstained	9	0	9	102,890,658	0	102,890,658	---

* 1 shareholder with 5 shares voted "in favour" of, and 5 shares "against", the resolution.

Based on the aforesaid results, Special Resolution No. 5 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated August 30, 2019, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes cast by the Members who had voted at remote e-voting were treated as invalid.



7. A Compact Disc (CD) containing Electronic data and other relevant records relating to remote e-voting and Poll has been kept in my safe custody and shall be retained until the minutes of the AGM is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



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



Place : Mumbai

Dated : October 1, 2019

Countersigned by:
For Reliance Power Limited



Chairman / Authorised Person