

dayal and lohia
chartered accountants

Scrutinizer's Report on remote e-voting in connection with 23rd Annual General Meeting of the Members of Reliance Power Limited held on September 26, 2017 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Shri Anil D. Ambani
Chairman
Reliance Power Limited
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710

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 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 April 13, 2017 (the Notice) for the 23rd Annual General Meeting of the Members of the Company, held on September 26, 2017, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).
2. The management of the Company is responsible for ensuring compliances with the requirements of the Companies Act, 2013 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 19, 2017 were entitled to vote on the business as set out in the Notice of the AGM of the Members of the Company.
4. The Company had appointed M/s. Karvy Computershare 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 22, 2017 to 5:00 P.M. on September 25, 2017.
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.

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branch : 401, sheetal enclave, b/h. tangent furniture mall, chincholi bundar, off. link road, malad (w), mumbai 400 064



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 26, 2017, 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, 2017 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, 2017 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
525	2,33,44,07,773	99.9997

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

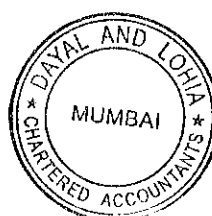
Number of members voted	Number of votes cast against	% of total number of valid votes cast
26	6,317	0.0003

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
551	2,33,44,14,090

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

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
14	2,07,50,227



Item No. 2:-

Ordinary Resolution to appoint a Director in place of Shri Sateesh Seth (DIN: 00004631), 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
450	2,27,49,38,854	97.4103

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
100	6,04,80,586	2.5897

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 549	2,33,54,19,440

* 1 shareholder with 15 shares voted "in favour" of, and 10 shares "against", the resolution.

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

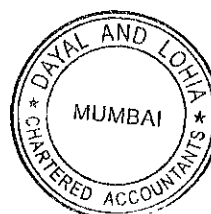
Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
16	2,07,49,927

Item No. 3:-

Ordinary Resolution to ratify the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as Auditors.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
489	2,33,10,26,261	99.8119



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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
62	43,93,216	0.1881

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 550	2,33,54,19,477

* 1 shareholder with 15 shares voted "in favour" of, and 10 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
15	2,07,49,895

Item No. 4:-

Ordinary Resolution to appoint M/s. B.S.R. & Co. LLP, Chartered Accountants as Auditors and to fix their remuneration.

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

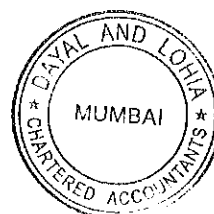
Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
497	2,33,54,10,982	99.9996

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
53	8,453	0.0004

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 549	2,33,54,19,435



* 1 shareholder with 15 shares voted "in favour" of, and 10 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
16	2,07,49,927

Item No. 5:-

Special Resolution for re-appointment of Shri D.J. Kakalia as an Independent Director.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
495	2,33,51,31,724	99.9877

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
54	2,87,689	0.0123

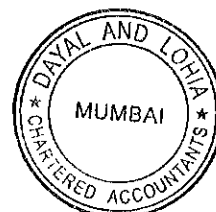
(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 548	2,33,54,19,413

* 1 shareholder with 5 shares voted "in favour" of, and 20 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
17	2,07,49,954



Item No. 6:-

Special Resolution for re-appointment of Smt. Rashna Khan as an Independent Director.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
497	2,33,54,08,462	99.9995

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
52	10,946	0.0005

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 548	2,33,54,19,408

* 1 shareholder with 5 shares voted "in favour" of, and 20 shares "against", the resolution.

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

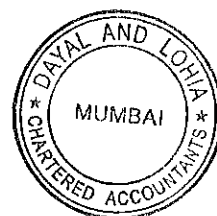
Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
17	2,07,49,954

Item No. 7:-

Ordinary Resolution for appointment of Shri K Ravikumar as an Independent Director.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
504	2,33,54,11,252	99.9997



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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
44	8,137	0.0003

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 547	2,33,54,19,389

* 1 shareholder with 5 shares voted "in favour" of, and 20 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
18	2,07,49,973

Item No. 8:-

Special Resolution for appointment of Shri N Venugopala Rao as the Whole-time Director.

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

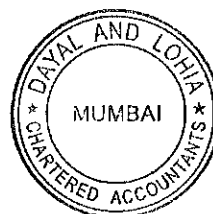
Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
507	2,33,54,11,315	99.9997

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
42	8,111	0.0003

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 548	2,33,54,19,426



* 1 shareholder with 5 shares voted "in favour" of, and 20 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
17	2,07,49,946

Item No. 9:-

Special Resolution for Private Placement of Non-Convertible Debentures.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
469	2,21,55,92,847	99.7103

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
67	64,36,436	0.2897

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 535	2,22,20,29,283

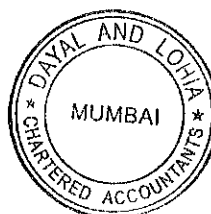
* 1 shareholder with 49 shares voted "in favour" of, and 100 shares "against", the resolution.

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

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
30	13,41,40,093

Item No. 10:-

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2018.



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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
515	2,33,54,12,088	99.9997

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
39	7,475	0.0003

(iii) **Valid** Votes:

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 552	2,33,54,19,563

* 2 shareholders with 25 shares voted "in favour" of, and 25 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
13	2,07,49,794

Item No. 11:-

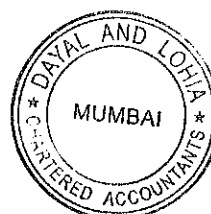
Special Resolution to adopt new Articles of Association of the Company.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
505	2,32,95,19,111	99.7621

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
45	55,55,697	0.2379



(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
* 549	2,33,50,74,808

* 1 shareholder with 20 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
16	2,10,94,564

Item No. 12:-

Special Resolution to approve borrowing limits 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
483	2,21,87,10,277	99.8788

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

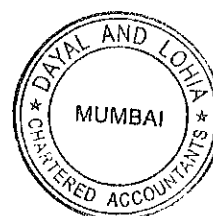
Number of members voted	Number of votes cast against	% of total number of valid votes cast
52	26,92,011	0.1212

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
535	2,22,14,02,288

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

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
30	13,47,67,074



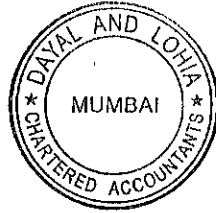
9. A Compact Disc (CD) containing details of Equity Shareholders who voted through remote e-voting, "In Favour" or "Against" and "Invalid" votes for each of the resolutions is specified in Annexure I enclosed to this report.
10. Electronic data and other relevant records relating to remote e-voting has 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: September 26, 2017.

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

H Block, 1st Floor,

Dhirubhai Ambani Knowledge City,

Navi Mumbai 400 710

Report of the Scrutinizer on poll taken at the 23rd Annual General Meeting of the Members of Reliance Power Limited (the "Company") held on September 26, 2017, at Birla Matushri Sabhagar, 19, New Marine Lines, 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 23rd Annual General Meeting (AGM) of the Members of the Company, held on September 26, 2017, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 4 ballot boxes kept for polling were locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agent of the Company ("Karvy"), and the authorizations and proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:

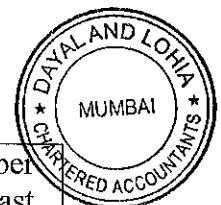
Item No. 1:-

Ordinary Resolution to consider and adopt :

- a) the audited financial statement of the Company for the financial year ended March 31, 2017 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, 2017 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
1,118	50,308	99.8710



(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
1	65	0.1290

(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 Sateesh Seth (DIN: 00004631), 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
1,118	50,308	99.8710

(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
1	65	0.1290

(iii) **Invalid** votes:

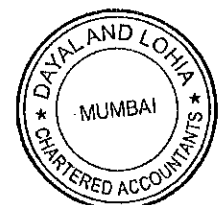
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 3:-

Ordinary Resolution to ratify the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as Auditors.

(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
1,118	50,308	99.8710



(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
1	65	0.1290

(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 appoint M/s. B.S.R. & Co. LLP, Chartered Accountants as Auditors and to fix their remuneration.

(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
1,118	50,308	99.8710

(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
1	65	0.1290

(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:-

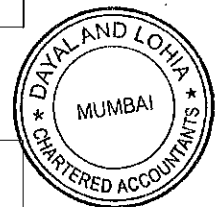
Special Resolution for re-appointment of Shri D.J. Kakalia as an Independent Director.

(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
1,118	50,308	99.8710

(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
1	65	0.1290



(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. 6:-

Special Resolution for re-appointment of Smt. Rashna Khan as an Independent Director.

(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
1,118	50,308	99.8710

(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
1	65	0.1290

(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. 7:-

Ordinary Resolution for appointment of Shri K Ravikumar as an Independent Director.

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

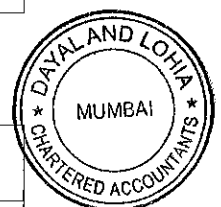
Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1,118	50,308	99.8710

(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
1	65	0.1290

(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. 8:-

Special Resolution for appointment of Shri N Venugopala Rao as the Whole-time Director.

(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
1,118	50,308	99.8710

(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
1	65	0.1290

(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. 9:-

Special Resolution for Private Placement of Non-Convertible Debentures.

(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
1,118	50,308	99.8710

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

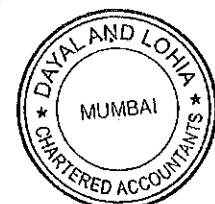
Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	65	0.1290

(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. 10:-

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2018.



(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
1,118	50,308	99.8710

(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
1	65	0.1290

(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. 11:-

Special Resolution to adopt new Articles of Association 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
1,118	50,308	99.8710

(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
1	65	0.1290

(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. 12:-

Special Resolution to approve borrowing limits 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
1,118	50,308	99.8710



(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
1	65	0.1290

(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

5. 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.
6. 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 : September 26, 2017

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 23rd Annual General Meeting of Reliance Power Limited (the "Company") held on September 26, 2017 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

Shri Anil D. Ambani
Chairman
Reliance Power Limited
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai 400 710

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 (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 April 13, 2017 (the Notice) of the 23rd Annual General Meeting of the Members of Reliance Power Limited (the "Company") held on September 26, 2017 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).
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 means and through Poll on the business contained in the Notice of the 23rd AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Computershare 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 22, 2017 to 5:00 P.M. on September 25, 2017.



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 Karvy 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, 2017 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, 2017 and the report of the Auditors thereon.

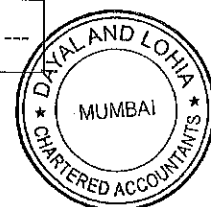
	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	525	1,118	1,643	2,33,44,07,773	50,308	2,33,44,58,081	99.9997
Against	26	1	27	6,317	65	6,382	0.0003
Total	551	1,119	1,670	2,33,44,14,090	50,373	2,33,44,64,463	100.0000
Invalid / Abstained	14	0	14	2,07,50,227	0	2,07,50,227	---

Based on the aforesaid results, Ordinary Resolution No.1 of the Notice dated April 13, 2017 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 a Director in place of Shri Sateesh Seth (DIN: 00004631), 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	450	1,118	1,568	2,27,49,38,854	50,308	2,27,49,89,162	97.4103
Against	100	1	101	6,04,80,586	65	6,04,80,651	2.5897
Total *	549	1,119	1,668	2,33,54,19,440	50,373	2,33,54,69,813	100.0000
Invalid / Abstained	16	0	16	2,07,49,927	0	2,07,49,927	---



* 1 shareholder with 15 shares voted “in favour” of, and 10 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No.2 of the Notice dated April 13, 2017 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 ratify the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants as Auditors.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	489	1,118	1,607	2,33,10,26,261	50,308	2,33,10,76,569	99.8119
Against	62	1	63	43,93,216	65	43,93,281	0.1881
Total *	550	1,119	1,669	2,33,54,19,477	50,373	2,33,54,69,850	100.0000
Invalid / Abstained	15	0	15	2,07,49,895	0	2,07,49,895	---

* 1 shareholder with 15 shares voted “in favour” of, and 10 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No.3 of the Notice dated April 13, 2017 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 appoint M/s. B.S.R. & Co. LLP, Chartered Accountants as Auditors and to fix their remuneration.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	497	1,118	1,615	2,33,54,10,982	50,308	2,33,54,61,290	99.9996
Against	53	1	54	8,453	65	8,518	0.0004
Total *	549	1,119	1,668	2,33,54,19,435	50,373	2,33,54,69,808	100.0000
Invalid / Abstained	16	0	16	2,07,49,927	0	2,07,49,927	---

* 1 shareholder with 15 shares voted “in favour” of, and 10 shares “against”, the resolution.



Based on the aforesaid results, Ordinary Resolution No.4 of the Notice dated April 13, 2017 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 re-appointment of Shri D.J. Kakalia as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	495	1,118	1,613	2,33,51,31,724	50,308	2,33,51,82,032	99.9877
Against	54	1	55	2,87,689	65	2,87,754	0.0123
Total *	548	1,119	1,667	2,33,54,19,413	50,373	2,33,54,69,786	100.0000
Invalid / Abstained	17	0	17	2,07,49,954	0	2,07,49,954	---

* 1 shareholder with 5 shares voted “in favour” of, and 20 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No.5 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

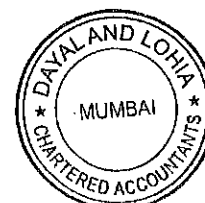
Item No. 6:-

Special Resolution for re-appointment of Smt. Rashna Khan as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	497	1,118	1,615	2,33,54,08,462	50,308	2,33,54,58,770	99.9995
Against	52	1	53	10,946	65	11,011	0.0005
Total *	548	1,119	1,667	2,33,54,19,408	50,373	2,33,54,69,781	100.0000
Invalid / Abstained	17	0	17	2,07,49,954	0	2,07,49,954	---

* 1 shareholder with 5 shares voted “in favour” of, and 20 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No.6 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 7:-

Ordinary Resolution for appointment of Shri K Ravikumar as an Independent Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	504	1,118	1,622	2,33,54,11,252	50,308	2,33,54,61,560	99.9996
Against	44	1	45	8,137	65	8,202	0.0004
Total *	547	1,119	1,666	2,33,54,19,389	50,373	2,33,54,69,762	100.0000
Invalid / Abstained	18	0	18	2,07,49,973	0	2,07,49,973	---

* 1 shareholder with 5 shares voted “in favour” of, and 20 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No.7 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

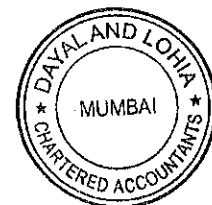
Item No. 8:-

Special Resolution for appointment of Shri N Venugopala Rao as the Whole-time Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	507	1,118	1,625	2,33,54,11,315	50,308	2,33,54,61,623	99.9996
Against	42	1	43	8,111	65	8,176	0.0004
Total *	548	1,119	1,667	2,33,54,19,426	50,373	2,33,54,69,799	100.0000
Invalid / Abstained	17	0	17	2,07,49,946	0	2,07,49,946	---

* 1 shareholder with 5 shares voted “in favour” of, and 20 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No.8 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 9:-

Special Resolution for Private Placement of Non-Convertible Debentures.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	469	1,118	1,587	2,21,55,92,847	50,308	2,21,56,43,155	99.7103
Against	67	1	68	64,36,436	65	64,36,501	0.2897
Total *	535	1,119	1,654	2,22,20,29,283	50,373	2,22,20,79,656	100.0000
Invalid / Abstained	30	0	30	13,41,40,093	0	13,41,40,093	---

* 1 shareholder with 49 shares voted “in favour” of, and 100 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No.9 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

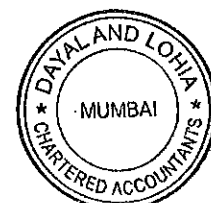
Item No. 10:-

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2018.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	515	1,118	1,633	2,33,54,12,088	50,308	2,33,54,62,396	99.9997
Against	39	1	40	7,475	65	7,540	0.0003
Total *	552	1,119	1,671	2,33,54,19,563	50,373	2,33,54,69,936	100.0000
Invalid / Abstained	13	0	13	2,07,49,794	0	2,07,49,794	---

* 2 shareholders with 25 shares voted “in favour” of, and 25 shares “against”, the resolution.

Based on the aforesaid results, Ordinary Resolution No.10 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.



Item No. 11:-

Special Resolution to adopt new Articles of Association 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	505	1,118	1,623	2,32,95,19,111	50,308	2,32,95,69,419	99.7621
Against	45	1	46	55,55,697	65	55,55,762	0.2379
Total *	549	1,119	1,668	2,33,50,74,808	50,373	2,33,51,25,181	100.0000
Invalid / Abstained	16	0	16	2,10,94,564	0	2,10,94,564	---

* 1 shareholder with 20 shares voted “in favour” of, and 5 shares “against”, the resolution.

Based on the aforesaid results, Special Resolution No.11 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

Item No. 12:-

Special Resolution to approve borrowing limits 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	483	1,118	1,601	2,21,87,10,277	50,308	2,21,87,60,585	99.8788
Against	52	1	53	26,92,011	65	26,92,076	0.1212
Total	535	1,119	1,654	2,22,14,02,288	50,373	2,22,14,52,661	100.0000
Invalid / Abstained	30	0	30	13,47,67,074	0	13,47,67,074	---

Based on the aforesaid results, Special Resolution No.12 of the Notice dated April 13, 2017 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

- In terms of the Notice for the AGM dated April 13, 2017, the Members who have already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, 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

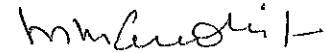
(Firm Registration No.102200W)

Place : Mumbai.

Dated : September 26, 2017.

Countersigned by:

For Reliance Power Limited



Chairman / Authorised Person