

**dayal and lohia**  
chartered accountants

**Scrutinizer's Report on remote e-voting in connection with 26<sup>th</sup> Annual General Meeting of the Members of Reliance Power Limited held on June 23, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

**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 (the "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 (the "Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), on the business contained in the Notice dated May 08, 2020 (the "Notice") for the 26<sup>th</sup> Annual General Meeting (the "AGM") of the Members of the Company held on June 23, 2020, through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
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. June 16, 2020 were entitled to vote on the business as set out in the Notice of the AGM.
4. The Company had appointed M/s. KFin Technologies Private Limited ("Kfintech"), 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 June 19, 2020 to 5:00 P.M. on June 22, 2020.
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 Kfintech.

varma chambers, 213, 2nd floor, homji street, next to bnp paribas, off. sir p.m. road, fort, mumbai - 400 001.

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branch : 401, sheetal enclave, b/h. tangent furniture mall, chincholi bunder, off. link road, malad (w), mumbai 400064

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 June 23, 2020.
7. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the Kfintech's remote e-voting system.
8. Thereafter, Kfintech 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, 2020 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, 2020 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
543	55,25,98,236	88.9878

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
80	6,83,84,114	11.0122

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
* 620	62,09,82,350

\* 3 shareholders with 306 shares voted "in favour" of, and 169 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
26	10,32,03,189

**Item No. 2:-**

Ordinary Resolution to appoint Shri Sateesh Seth, 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
534	72,01,72,462	99.4817

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
95	37,52,166	0.5183

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
* 626	72,39,24,628

\* 3 shareholders with 356 shares voted "in favour" of, and 118 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
20	2,60,932

**Item No. 3:-**

Ordinary Resolution for payment of remuneration to Cost Auditors for the financial year ending March 31, 2021.

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

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
558	72,24,12,006	99.7903

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

Number of members voted	Number of votes cast against	% of total number of valid votes cast
73	15,18,283	0.2097

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under valid votes
* 629	72,39,30,289

\* 2 shareholders with 99 shares voted "in favour" of, and 151 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	2,55,240

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.



**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 e-voting conducted at the 26<sup>th</sup> Annual General Meeting of  
the Members of Reliance Power Limited (the "Company") held on June 23, 2020,  
through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

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 scrutinizing the e-voting process (the "e-voting") which has been carried out, as per MCA Circular No. 20/2020 dt 5<sup>th</sup> May, 2020, on the below mentioned resolutions, at the 26<sup>th</sup> Annual General Meeting (the "AGM") of the Members of the Company, held on June 23, 2020, through Video Conferencing (VC) / Other Audio Visual Means (OAVM), submit my report as under:

1. The Company, through KFin Technologies Private Limited, the Registrar and Transfer Agent of the Company ("Registrar") ("Kfintech"), has provided the e-voting facility to the members to cast their vote through the e-voting system during the meeting.
2. After the time fixed for closing of the e-voting during the AGM, the electronic system recording the votes was unblocked.
3. The e-voting results were reconciled with the records maintained by Kfintech, and the authorizations lodged, through emails, with the Company / the Registrar.
4. The result of the e-voting conducted at the AGM 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, 2020 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, 2020 and the report of the Auditors thereon.

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

Number of members attended and voting	Number of votes cast in favour	% of total number of valid votes cast
17	67,423	99.8874

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

Number of members attended and voting	Number of votes cast against	% of total number of valid votes cast
3	76	0.1126

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	24

**Item No. 2:-**

Ordinary Resolution to appoint Shri Sateesh Seth, 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 attended and voting	Number of votes cast in favour	% of total number of valid votes cast
17	67,433	99.9007

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

Number of members attended and voting	Number of votes cast against	% of total number of valid votes cast
2	67	0.0993

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	23

**Item No. 3:-**

Ordinary Resolution for payment of remuneration to Cost Auditors for the financial year ending March 31, 2021.

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

Number of members attended and voting	Number of votes cast in favour	% of total number of valid votes cast
18	67,428	99.8978





**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and e-voting conducted at the 26<sup>th</sup> Annual General Meeting of Reliance Power Limited (the "Company") held on June 23, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).**

**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 (the "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 (the "SEBI LODR Regulations"); and
  - (ii) process of voting through electronic voting system during the AGM (the "e-voting") under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules,

on each of the business contained in the Notice dated May 08, 2020 (the "Notice") of the 26<sup>th</sup> Annual General Meeting (the "AGM") of the Members of Reliance Power Limited held on June 23, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

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 e-voting during the AGM on the business contained in the Notice of the 26<sup>th</sup> AGM of the Members of the Company.
3. The Company has appointed M/s. KFin Technologies Private Limited ("Kfintech"), 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 June 19, 2020 to 5:00 P.M. on June 22, 2020.

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branch : 401, sheetal enclave, b/h. tangent furniture mall, chincholi bundar, off. link road, malad (w), mumbai 400064

4. My responsibility as a scrutinizer for the voting process (by remote e-voting and e-voting during the AGM), was restricted to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" on each of the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Kfintech and based on the result of e-voting conducted during the AGM.
5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the e-voting conducted during 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 e-voting 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, 2020 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, 2020 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	543	17	560	55,25,98,236	67,423	55,26,65,659	88.9889
Against	80	3	83	6,83,84,114	76	6,83,84,190	11.0111
Total *	620	18	638	62,09,82,350	67,499	62,10,49,849	100.0000
Invalid / Abstained	26	2	28	10,32,03,189	24	10,32,03,213	---

\* 5 shareholders with 324 shares voted "in favour" of, and 178 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated May 08, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

Ordinary Resolution to appoint Shri Sateesh Seth, 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	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	534	17	551	72,01,72,462	67,433	72,02,39,895	99.4817
Against	95	2	97	37,52,166	67	37,52,233	0.5183
Total *	626	18	644	72,39,24,628	67,500	72,39,92,128	100.0000
Invalid / Abstained	20	1	21	2,60,932	23	2,60,955	---

\* 4 shareholders with 357 shares voted "in favour" of, and 118 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated May 08, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

**Item No. 3:-**

Ordinary Resolution for payment of remuneration to Cost Auditors for the financial year ending March 31, 2021.

	Number of members			Number of votes contained in			
	Remote e-voting	e-voting during the AGM	Total	Remote e-voting	e-voting during the AGM	Total	%
In favour	558	18	576	72,24,12,006	67,428	72,24,79,434	99.7903
Against	73	2	75	15,18,283	69	15,18,352	0.2097
Total *	629	18	647	72,39,30,289	67,497	72,39,97,786	100.0000
Invalid / Abstained	17	2	19	2,55,240	26	2,55,266	---

\* 4 shareholders with 109 shares voted "in favour" of, and 166 shares "against", the resolution.

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated May 08, 2020 has been passed by the Members through e-voting during the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated May 08, 2020, 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 e-voting during the AGM 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**

Digitally signed by ANIL LOHIA  
DN: cn=ANIL LOHIA,  
ou=DAYAL AND LOHIA,  
o=DAYAL AND LOHIA,  
c=IN

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

Place : Mumbai  
Dated : June 24, 2020

Countersigned by:  
**For Reliance Power Limited**



**Chairman / Authorised Person**