

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of Reliance Power Limited ("the Company") by passing Resolutions through Postal Ballot:

1. To appoint Dr. Yogendra Narain as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and the applicable provisions of the Listing Agreement, Dr. Yogendra Narain, (DIN: 01871111) Director of the Company who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to two consecutive years from the date of coming into effect of this resolution."

2. To appoint Shri D. J. Kakalia as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and the applicable provisions of the Listing Agreement, Shri D. J. Kakalia (DIN: 00029159) who was appointed as an Additional Director under the provisions of Section 260 of the Companies Act, 1956, which corresponds to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to three consecutive years from the date of coming into effect of this resolution."

3. To appoint Ms. Rashna Khan as an Independent Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), and the applicable provisions of the Listing Agreement, Ms. Rashna Khan (DIN: 06928148), in respect of whom the Company has received a notice in writing from a member pursuant to the requirements of Section 160 of the Act proposing her candidature for appointment as a Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to three consecutive years from the date of coming into effect of this resolution."

4. To appoint Shri Sateesh Seth as a Director liable to retire by rotation

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), Shri Sateesh Seth (DIN: 00004631) who was appointed as an Additional Director pursuant to Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a Special notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

5. Issue of Securities to Qualified Institutional Buyers

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"a) RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI

ICDR"), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable rules, regulations, guidelines or laws and/or any approvals, consents, permissions or sanctions of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called 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 the power conferred by this resolution), the Board be and is hereby authorised to create, issue, offer and allot equity shares/fully convertible debentures/partly convertible debentures/non convertible debentures with warrants/any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers (QIBs) as per the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranche or tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not result in increase of the issued and subscribed equity share capital of the Company by more than 25% of the then issued and subscribed equity shares of the Company.

- b) RESOLVED FURTHER THAT the Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decide to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date").
- c) RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari passu with the then existing equity shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- d) RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.
- e) RESOLVED FURTHER THAT the issue to the holders of the Securities with equity shares underlying such securities shall be inter alia, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, de-merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- f) RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR Regulations.
- g) RESOLVED FURTHER THAT the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the prevalent SEBI ICDR Regulations.
- h) RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised 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 entering into of underwriting, marketing and institution / trustees / agents and similar agreements / and to remunerate the Managers, underwriters and all other agencies / intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- i) RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to create, issue, offer and allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage / hypothecation / charge on the Company's assets under Section 180(1)(a) of the said Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any 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.
- j) RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by GOI / RBI / SEBI / Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, offer, allotment and listing thereof and as agreed to by the Board.

- k) RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

6. Private Placement of Non-Convertible Debentures

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the listing agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and/or any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and / or any other statutory / regulatory authority / body, and subject to the provisions of the Memorandum and Articles of Association of the Company, 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 the powers conferred by this Resolution) be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and/or in one or more series, Secured / Unsecured/ Redeemable Non-Convertible Debentures (hereinafter referred to as the "NCDs"), on private placement basis, provided that the aggregate amount of such NCDs shall be within the overall borrowing limits of the Company, as approved by the Members from time to time under Section 180(1)(c) or other applicable provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine in its absolute discretion the terms and quantum of issue including the consideration and utilisation of proceeds, class of investors and to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution."

7. Borrowing limits of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members on September 1, 2007 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and provisions of the Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to borrow any sum or sums of money, in Indian Rupees and / or in any foreign currency from time to time, at its discretion, for the purpose of the business of the Company or such other approved purpose, which together with the monies already borrowed by the Company (apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed up to three times of the then paid up share capital of the Company and its Free Reserves and that the Board be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute such agreements, undertakings and other documents and to do all such acts, deeds and things as may be necessary for giving effect to this resolution."

8. Creation of Charge / Mortgage on assets of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the ordinary resolution passed by the Members on September 1, 2007 and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules, if any, made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws and provisions of the Articles of Association of the Company, 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 the powers conferred by this Resolution) be and is hereby authorised to mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company, in such form and manner and with such ranking and at such times and on such terms as the Board may in its absolute discretion determine, on all or any of the moveable and / or immovable properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s) and other bodies/persons, to secure the borrowings of the Company and / or the Company's subsidiaries / affiliates / associate companies, availed / to be availed by way of loan(s) (in foreign currency and/or Rupee currency) and / or securities (comprising of fully / partly Convertible Debentures and / or Non Convertible Debentures with or without detachable or non-detachable Warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Act, together with interest at the respective agreed rates, additional interest,

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compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / deed(s) and Agreement(s) / Debenture Trust Deed(s) or any other document(s), entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s), in respect of the said loans / borrowings / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

9. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), M/s. V. J. Talati & Company, Cost Accountants (Firm Registration Number R/00213) appointed as the Cost Auditors of the Company for audit of the cost accounting records of the Company for the financial year ending March 31, 2015, be paid a remuneration of Rs. 15,000/- (Rupees fifteen thousand only) excluding service tax and out of pocket expenses, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Reliance Power Limited**

Ramaswami Kalidas
Company Secretary
FCS No. 2440

Registered Office:

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in

Place : Mumbai

Date : August 18, 2014

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members /List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 14, 2014.
3. The Board of Directors have appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically. **Kindly note that the Members can opt for only one mode of voting, i. e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their votes by both physical postal ballot and e-voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-voting will be treated as invalid.** M/s. Karvy Computershare Private Limited ("Karvy"), our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.
5. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer not later than close of working hours on September 26, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on September 27, 2014, at the registered office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710.

6. The resolutions shall be taken as passed effectively on the date of declaration of the result. The results of the Postal Ballot will be posted on the website of the Company at www.reliancepower.co.in.
7. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose email ID's are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on August 14, 2014. Members can vote for their entire voting rights as per their discretion.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. up to September 25, 2014.
10. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive the Annual Report and other communication from the Company electronically.

Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated August 18, 2014.**Item Nos. 1 to 3 - Appointment of Independent Directors**

Dr. Yogendra Narain is a Director of the Company liable to retire by rotation. Shri D. J. Kakalia was appointed by the Board of Directors as an Additional Director on September 13, 2013, pursuant to the provisions of Section 260 of the Companies Act, 1956 which corresponds to Section 161 of the Companies Act, 2013 ("the Act"). The above named directors are Independent Directors within the meaning of Clause 49 of the Listing Agreement.

As per the provisions of Section 149(1) of the Companies Act, 2013, read with Rule 3 in the Companies (Appointment and Qualifications) Rules, 2014, the Company should have at least one woman director. In view of the above, the Board of Directors have, based on the recommendations of the Nomination and Remuneration Committee proposed the appointment of Ms. Rashna Khan as an Independent Director, not liable to retire by rotation, for a period of three years from the date of coming into effect of this resolution. The Company has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Rashna Khan for the office of Director of the Company.

As per the Board Charter, an Independent Director shall hold office for a maximum period of 9 years. Notwithstanding the above, an Independent Director will retire upon completing the age of 75 years. Dr. Narain has already completed seven years in office as an Independent Director. In line with the Board Charter referred to above, and in accordance with the provisions of the Companies Act, 2013, it is proposed to appoint him as an Independent Director, not liable to retire by rotation, for a period of two consecutive years from the date of coming into effect of the resolution for his proposed appointment. The Company has received a notice in writing from a member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Dr. Narain for the office of Director of the Company. The Nomination and Remuneration Committee of the Board, has recommended the appointment of Dr. Yogendra Narain as an Independent Director for a period of two years from the date of coming into effect of the resolution for his proposed appointment.

In accordance with the provisions of Section 260 of the Companies Act, 1956 which corresponds to Section 161 of the Companies Act, 2013, Shri Kakalia holds office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Shri D. J. Kakalia for the office of Director of the Company. The Nomination and Remuneration Committee of the Board, has recommended the appointment of Shri D. J. Kakalia as an Independent Director, not liable to retire by rotation, for a period of three years from the date of coming into effect of the resolution for his proposed appointment.

Pursuant to the provisions of Section 149 of the Act, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation and shall hold office for a term up to five consecutive years on the Board at a time.

The above named persons are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have also given their consent to act as Independent Directors.

In the opinion of the Board, all the above persons fulfil the conditions specified in the Act and Rules made there under for their appointment as Independent Directors of the Company and that they are independent of the management.

A brief profile of the Independent Directors to be appointed is given below:

Dr. Yogendra Narain, 72, is a former Secretary-General, Rajya Sabha - the Upper House of the Parliament of India. Dr. Yogendra Narain retired from the Indian Administrative Services after serving for over 42 years. He has worked in various capacities in administration in the State of Uttar Pradesh and the Government of India. He served as Principal Secretary, Power and Irrigation, Uttar Pradesh. He also served as the Principal Secretary to the Governor, Uttar Pradesh; as Secretary, Ministry of Surface Transport, Government of India; Chief Secretary, Government of Uttar Pradesh and Defence Secretary

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to the Government of India. He is also the founder-Chairman of the Greater NOIDA Industrial Development Authority and the founder-Chairman of the National Highways Authority of India. Dr. Narain holds degrees such as B.Sc., M.A. (Political Science), Diploma in Development Economics, M. Phil and Ph. D.

He is a Member of Audit Committee, the Stakeholder Relationship Committee (Formerly known as Shareholders / Investors Grievance Committee), Nominations and Remuneration Committee and Employees Stock Option Scheme (ESOS) Compensation Committee, of the Company. He is the Chairman of the Corporate Social Responsibility Committee (Formerly known as Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee) of the Company. He is also Chairman of Sasan Power Limited as a nominee of Reliance Power Limited. He is also the Chairman of the Audit Committee in the said Company.

Dr. Narain does not hold any shares in the Company as of March 31, 2014.

Shri D. J. Kakalia, 65, has obtained Commerce Degree (B. Com) from Siddharth College of Commerce & Economics, Mumbai, and Law Degree (LL.B) from Government Law College, Mumbai. He was enrolled as an Advocate of the Bombay High Court in 1973 and qualified as a Solicitor from Bombay in 1976. He also qualified as a Solicitor of the Supreme Court of England in 1982.

He is a partner of Mulla & Mulla & Craigie Blunt & Caroe, Advocates and Solicitors.

He commenced his practice as a commercial Lawyer having built an extensive transaction practice and court practice having an extensive background in corporate commercial matters, setting up of Joint Ventures, Mergers and Acquisitions, ADRs and GDRs as well as real estate transactions and disputes and litigations related to these sectors and areas of practice and has also extensive experience in power sector.

He specializes in the power sector litigation and Projects, acting for large Power Companies and has advised consortium for the bids with respect to the 4,000 MW Ultra Mega Power Projects that have been proposed by the Power Finance Corporation of India. Has regularly appeared before the MERC, the Bombay High Court and in the Supreme Court of India with respect to various litigations in relation to disputes including in the power sector.

He was a Lecturer in law at K. C. Law College (University of Bombay) and was also appointed as an examiner by the University of Bombay.

He is Director of Companies of repute including Aditya Birla Finance Limited and Reliance Broadcast Network Limited.

He is a Member of Audit Committee, the Stakeholder Relationship Committee (Formerly known as Shareholders / Investors Grievance Committee), Nomination and Remuneration Committee, Employees Stock Option Scheme (ESOS) Compensation Committee, of the Company and Corporate Social Responsibility Committee (Formerly known as Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee) of the Company. He is also Member of Audit Committee of Aditya Birla Finance Limited and Member of Stakeholders Relationship Committee of Reliance Broadcast Network Limited.

Shri Kakalia does not hold any shares in the Company as of March 31, 2014.

Ms. Rashna Khan, 51, a Law graduate from Government Law College Mumbai (University of Bombay) and qualified as a Solicitor with the Bombay Incorporated Law Society and Law Society London.

Ms. Khan has worked with Mulla & Mulla & Craigie Blunt & Caroe, Advocates and Solicitors and with Dhruve Liladhar & Co., Advocates and Solicitors, in various capacity before she became partner of Mulla & Mulla & Craigie Blunt & Caroe, Advocates and Solicitors, since the year 2009.

She specializes in the field of civil litigation including attending matters in the high Court, Supreme Court, Company Law Board, Income Tax Tribunal, Arbitration, Customs, Excise and Service Tax Appellate Tribunal, Opinion and documentation work.

She is also on the Board of The Supreme Industries Limited. She does not hold any shares in the Company as of the date of this notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of these directors as Independent Directors are now being proposed to the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays between 11.00 A.M. and 1.00 P.M. up to Thursday, September 25, 2014.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Dr. Yogendra Narain, Shri D. J. Kakalia and Ms. Rashna Khan are interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice in regard to their respective appointments.

The relatives of Dr. Yogendra Narain, Shri D. J. Kakalia and Ms. Rashna Khan may be deemed to be interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, the Manager, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested in the above appointments.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 1 to 3 of the Notice for approval of the members.

Item No. 4 - Appointment of Shri Sateesh Seth as a Director liable to retire by rotation

Shri Sateesh Seth, was appointed by the Board of Directors as an Additional Director, based on the recommendations of the Nomination and Remuneration Committee of the Board, with effect from July 18, 2014, in accordance with the provisions of Section 161 of the Companies Act, 2013.

In accordance with the above provisions, Shri Sateesh Seth holds office only up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Shri Sateesh Seth for the office of Director of the Company.

A brief profile of Shri Sateesh Seth is given below:

Shri Sateesh Seth, 59, is a Fellow Chartered Accountant and a law graduate. He has vast experience in general management. Shri Sateesh Seth is also on the Board of Reliance Telecom Limited, Reliance Infrastructure Limited, Reliance Anil Dhirubhai Ambani Group Limited, Tech Barrack Solutions Private Limited and Mumbai Metro One Private Limited.

He is a Member of Audit Committee, the Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Employees Stock Option Scheme (ESOS) Compensation Committee, of the Company. He is the Chairman of Audit Committee of Reliance Telecom Limited.

Shri Sateesh Seth does not hold any shares in the Company as of the date of this notice.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. The relatives of Shri Sateesh Seth may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Shri Sateesh Seth, none of the other Directors, the Manager, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

Item No. 5 - Issue of Securities to Qualified Institutional Buyers

The Company, in order to enhance its global competitiveness and its ability to compete with the peer groups in the domestic and international markets, needs to strengthen its financial position and net worth by augmenting its long term resources.

The Company to meet the requirements for the above purposes and for general corporate purpose, as may be decided by the Board from time to time, proposes to seek authorisation of the Members of the Company in favour of the Board of Directors ("Board" which expression for the purposes of this resolution shall include any Committee of Directors constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the special resolution at Item No.5 of the accompanying Notice.

In view of above, the Board may, in one or more tranches, issue and allot equity shares / fully convertible debentures/ partly convertible debentures/ non convertible debentures with warrants / any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"). The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date and premium/ discount as may be decided by the Board. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

The pricing of the Equity Shares that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5 per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not result in the increase of the issued and subscribed equity share capital of the Company by more than 25 per cent of the then issued and subscribed equity shares of the Company as on the Relevant Date. The proposed special resolution is only enabling in nature and the Board may from time to time consider the extent, if any, to which the proposed securities may be issued.

The QIP Securities issued pursuant to the offer, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. The security that may have to be created for the purposes of this issue, as above may come within the purview of Section 180(1)(a) of the Companies Act, 2013.

Necessary approval of the members is being sought by way of a special resolution under Section 180(1)(a) of the Act under Item No.8 of the accompanying Notice for Postal Ballot.

Section 62(1)(c) of the Companies Act, 2013 and Listing Agreement entered into with the Stock Exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are members of the Company.

Reliance Power Limited

None of the Directors, the Manager, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Companies / institution in which they are directors or members.

The Board accordingly recommends the special resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Item No. 6 - Private Placement of Non-Convertible Debentures

As per the provisions of Section 42 of the Companies Act, 2013 read with the Rules made there under ("the Act"), a Company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for Non-Convertible Debentures (NCDs) to be issued during the year.

In order to augment long term resources in the ordinary course of business for such purposes as may be deemed necessary including for general corporate purpose, the Company may offer or invite subscriptions for secured/unsecured NCDs in one or more series/tranches, on private placement basis.

Accordingly, consent of the Members is sought by way of a Special Resolution as set out in item No. 6 of the accompanying Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for NCDs as may be required by the Company from time to time, for a year from the date of the said resolution coming into effect.

None of the Directors, the Manager, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings in the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

Item Nos. 7 and 8 - Borrowing limits of the Company and Creation of Charge / Mortgage on assets of the Company

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act"), provide that the Company shall not except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital and its free reserves, and sell lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

The Members by way of an Ordinary Resolution at the Annual General Meeting held on September 1, 2007, had, inter alia, authorised the Board to borrow up to ten times of the aggregate of the paid up capital of the Company and its free reserves.

Keeping in view its fund requirements, the Company needs enhanced debt funds and to secure the same by creating a charge on its assets.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item No. 7 & 8 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business), which may exceed up to three times of the then paid up share capital and the free reserves of the Company and also to secure the same by creating mortgage(s) / charge(s) on the whole or substantially the whole of the undertaking of the Company.

None of the Directors, the Manager, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings in the Company.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 7 and 8 of the accompanying Notice for the approval of the Members.

Item No. 9 - To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

The Board of Directors on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. V. J. Talati & Company, Cost Accountants (Firm Registration No. R/00213), as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending March 31, 2015, at a remuneration of Rs. 15,000/- (Rupees Fifteen thousand only) excluding service tax and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

None of the Directors, the Manager, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution as set out at Item No. 9 of this Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 9 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors
For **Reliance Power Limited**

Ramaswami Kalidas
Company Secretary
FCS No. 2440

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CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in

Place : Mumbai

Date : August 18, 2014