

September 27, 2014

**The Chairman,
Board of Directors,
Reliance Power Limited,**
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai – 400 710

Dear Sir,

Report on Postal Ballot

This has reference to my appointment as Scrutinizer by the Board of Directors of the Company at their meeting held on July 18, 2014 in terms of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, for voting by Electronic means and Postal Ballots received, in respect the Notice dated August 18, 2014 issued by Reliance Power Limited (the Company) to all the shareholders of the Company.

In this connection, I hereby submit my report as under:

1. The Company had sent Postal Ballot Forms (PBFs) along with Notice pursuant to Section 110 of the Companies Act, 2013, read with rules made there under, to the members of the Company whose names appeared in the Register of Members as on August 14, 2014, and completed the dispatch on August 27, 2014:
 - a. In physical mode, the Postal Ballot Forms (PBFs) (bearing tamper proof security features like bar codes, serial number, Electronic Voting Sequence Number (EVSN), User ID and Password) and the above Notice, through Registered Post and courier to those shareholders whose e-mail IDs are not registered with the Company and;
 - b. In electronic form, the Postal Ballot Forms (PBFs) (providing Electronic Voting Sequence Number (EVSN), User ID and Password) and the above Notice by e-mail through Karvy Computershare Private Limited, Registrar and Transfer Agent of the Company to those shareholders whose e-mail IDs are registered with the Company.

2. Details of PBFs dispatched vide physical and electronic mode is given below:

Particulars	Quantity	
	Physical	Electronic
No. of PBFs generated	26,64,521	11,82,561
No. of Requests for Duplicate	0	0
No. of Undelivered cases	0	0

3. The Postal Ballot Forms received back from the members were kept under safe custody in sealed and tamper proof ballot boxes. All the envelopes received were serially numbered and dated before being put into the sealed ballot boxes.
4. We have considered, for the purpose of our Report, all the Postal Ballot Forms received up to the close of working hours on September 26, 2014, and votes cast through electronic mode up to 6.00 P.M. on September 23, 2014, the last date and time fixed by the Company for receipt of the Postal Ballot Forms and voting by electronic means respectively.



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5. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by the Company's Registrar and Transfer Agent 'Karvy Computershare Private Limited' for validation of voting by electronic means. Reports for voting for each resolution have been generated from the e-voting website of Karvy Computershare Private Limited, by unblocking the data after 6.00 P.M. on September 23, 2014 in presence of two witnesses. The Voting by electronic means was validated with software controls.
6. All the Postal Ballot Forms received up to the close of working hours on September 26, 2014 the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were scrutinized and the signatures were verified with the specimen signatures recorded with the Company or details furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company and the particulars thereof were entered in the Register of Postal Ballot.
7. Till the time of submitting this report, no further postal ballot forms have been received after the last date fixed for receiving such forms.
8. The Postal Ballot Forms and all other related papers are kept under my safe custody. I shall return them in due course by a separate letter for safe preservation till the resolution is given effect to.
9. Details of Postal ballot forms received / votes cast are as under:

Resolution No.1 - Ordinary Resolution to appoint Dr. Yogendra Narain as an Independent Director

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,225	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,225	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	12	1,389	-
(B) Total number of valid votes	478	2,16,47,77,822	-
Total valid postal ballot / Votes received *** (A + B)	507	2,18,61,07,047	100.000%
Assented to resolution	457	2,18,60,99,200	99.999%
Dissented to resolution	51	7,847	0.001%
Result	Carried with requisite majority		

Note: ***01 postal ballot has been received with 80 shares assenting and 69 shares dissenting.

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Resolution No.2 - Ordinary Resolution to appoint Shri D.J. Kakalia as an Independent Director

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,226	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,226	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	13	1,434	-
(B) Total number of valid votes	477	2,16,47,77,777	-
Total valid postal ballot / Votes received *** (A + B)	506	2,18,61,07,003	100.000%
Assented to resolution	448	2,18,60,98,635	99.999%
Dissented to resolution	59	8,368	0.001%
Result	Carried with requisite majority		

Note: *** 01 postal ballot has been received with 80 share assenting and 69 shares dissenting.

Resolution No.3 - Ordinary Resolution to appoint Ms. Rashna Khan as an Independent Director

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,225	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,225	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	15	1,464	-
(B) Total number of valid votes	475	2,16,47,77,747	-
Total valid postal ballot / Votes received *** (A + B)	504	2,18,61,06,972	100.000%
Assented to resolution	447	2,18,60,98,711	99.999%
Dissented to resolution	58	8,261	0.001%
Result	Carried with requisite majority		

Note: *** 01 postal ballot has been received with 80 share assenting and 69 shares dissenting.

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Resolution No.4 - Ordinary Resolution to appoint Shri Sateesh Seth as a Director liable to retire by rotation

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,226	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,226	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	12	1,389	-
(B) Total number of valid votes	478	2,16,47,77,822	-
Total valid postal ballot / Votes received *** (A + B)	507	2,18,61,07,048	100.000%
Assented to resolution	444	2,18,43,86,462	99.921%
Dissented to resolution	64	17,20,586	0.079%
Result	Carried with requisite majority		

Note: *** 01 postal ballot has been received with 70 share assenting and 79 shares dissenting.

Resolution No.5 - Special Resolution for Issue of Securities to Qualified Institutional Buyers

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,225	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,225	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	11	31,11,326	-
(B) Total number of valid votes	479	2,16,16,67,885	-
Total valid postal ballot / Votes received *** (A + B)	508	2,18,29,97,110	100.000%
Assented to resolution	331	2,11,05,78,750	96.683%
Dissented to resolution	179	7,24,18,360	3.317%
Result	Carried with requisite majority		

Note: *** 02 postal ballots have been received with 41,220 shares assenting and 67,461 shares dissenting.

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Resolution No.6 - Special Resolution for Private Placement of Non-Convertible Debentures

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,226	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,226	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	12	31,11,339	-
(B) Total number of valid votes	478	2,16,16,67,872	-
Total valid postal ballot / Votes received *** (A + B)	507	2,18,29,97,098	100.000%
Assented to resolution	422	2,17,85,41,153	99.796%
Dissented to resolution	87	44,55,945	0.204%
Result	Carried with requisite majority		

Note: *** 02 postal ballots have been received with 170 shares assenting and 129 shares dissenting.

Resolution No.7 - Special Resolution for Borrowing limits of the Company

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,233	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,233	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	7	1,253	-
(B) Total number of valid votes	483	2,16,47,77,958	-
Total valid postal ballot / Votes received *** (A + B)	512	2,18,61,07,191	100.000%
Assented to resolution	439	2,18,17,29,398	99.800%
Dissented to resolution	74	43,77,793	0.200%
Result	Carried with requisite majority		

Note: *** 01 postal ballot has been received with 120 shares assenting and 29 shares dissenting.

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Resolution No.8 - Special Resolution for Creation of Charge / Mortgage on assets of the Company

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,231	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,231	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	8	1,824	-
(B) Total number of valid votes	482	2,16,47,77,387	-
Total valid postal ballot / Votes received *** (A + B)	511	2,18,61,06,618	100.000%
Assented to resolution	425	2,18,17,27,676	99.800%
Dissented to resolution	88	43,78,942	0.200%
Result	Carried with requisite majority		

Note: *** 02 postal ballots have been received with 133 shares assenting and 109 shares dissenting.

Resolution No.9 - Ordinary Resolution to approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

Particulars	Aggregate of physical ballot forms and electronic voting	Number of votes cast	% of valid votes
Total number of Postal ballot forms received	29	2,13,29,232	-
Less : Total number of invalid postal ballot forms	0	0	-
(A) Total number of valid postal ballot forms	29	2,13,29,232	-
Total votes received by electronic mode	490	2,16,47,79,211	-
Less : Total number of invalid votes	8	1,651	-
(B) Total number of valid votes	482	2,16,47,77,560	-
Total valid postal ballot / Votes received *** (A + B)	511	2,18,61,06,792	100.000%
Assented to resolution	469	2,18,60,99,906	99.999%
Dissented to resolution	43	6,886	0.001%
Result	Carried with requisite majority		

Note: *** 01 postal ballot has been received with 60 shares assenting and 89 shares dissenting.

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10. The Register giving full particulars of all Postal Ballot Forms received / votes cast by electronic means is enclosed for your perusal and record.

You may accordingly declare the result of the Shareholders' voting by Postal Ballots, in respect of the Resolutions given in the Notice dated August 18, 2014 issued under Section 110 of the Companies Act, 2013 and Rules made there under.

Yours faithfully,


Anil Lohia
Partner
(Scrutinizer)

Encl.: as above.