

To
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 including e-voting

This has reference to my appointment as Scrutinizer by the Board of Directors of Reliance Power Limited ("the Company") vide resolution passed on February 28, 2018 as required under Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), for the time being in force for the purpose of scrutinizing the voting through electronic means and physical postal ballot in respect of the businesses contained in the Notice dated February 28, 2018 issued by the Company to all its Members.

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 Act read with Rules made thereunder, to the members of the Company whose names appeared in the Register of Members or List of beneficial owners maintained by the Depository Participant(s) / Registrar and Transfer Agent as on February 23, 2018 (being the cut-off date) and completed the dispatch on March 3, 2018:
 - a. In physical mode, the Postal Ballot Forms (PBFs) (bearing tamper proof security features like Postal Ballot number, EVEN (E-Voting Event Number), User ID and Password) and the above Notice, were sent through Registered Post and courier to all members whose e-mail IDs are not registered with the Depository Participant(s) / Registrar and Transfer Agent.
 - b. In electronic form, the Postal Ballot Forms (PBFs) and the above Notice were sent by e-mail through Karvy Computershare Private Limited, to those Members whose e-mail IDs are registered with the Depository Participant(s) / Registrar and Transfer Agent.
2. 201 physical Postal Ballot Forms were received from the members.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting and through Postal Ballot on the businesses contained in the Notice of the Postal Ballot.
4. The Company had appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules to provide remote e-voting facilities to the Members of the Company from



10:00 A.M. on March 4, 2018 to 5:00 P.M. on April 2, 2018. During the process of Voting by electronic means we have been assisted by and have relied upon the secured system provided by Karvy for validation of voting by electronic means. In compliance with Rule 20(4)(xii) of the Rules, after counting the votes cast by Physical Postal Ballot, reports for voting for the resolution have been generated from the e-voting website of Karvy Computershare Private Limited, by unblocking the data after 5.00 P.M. on April 2, 2018 in the presence of two witnesses, who were not in the employment of the Company. The Voting by electronic means was validated with software controls.

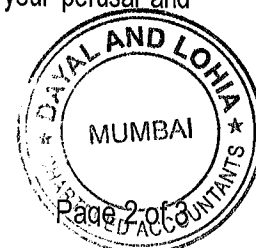
5. For the purpose of this Report, I have considered the votes as under:
 - a. In physical mode, Postal Ballot Forms received up to close of working hours on April 2, 2018, the last date and time fixed by the Company; and
 - b. In electronic mode, Votes casted up to 5:00 P.M. on April 2, 2018 the last date and time fixed by the Company.
6. 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.
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. All the related papers and details 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:

Special Resolution – Issue of securities through qualified institutions placement on a private placement basis to qualified institutional buyers ("QIBs").

Particulars	Aggregate of physical Ballot Forms and electronic voting	Number of votes cast	% of valid votes
Total votes received	821	2,23,48,57,380	-
Less : Total number of votes abstained	35	2,31,42,648	-
Total number of valid votes	*786	2,21,17,14,732	-
Assented to resolution	691	2,20,77,70,308	99.8217
Dissented to resolution	99	39,44,424	0.1783
Result	Carried with requisite majority		

* 4 members with 355 shares voted "Assented" and 136 shares "Dissented" to the resolution.

10. The Register giving full particulars of all Postal Ballot Forms received is enclosed for your perusal and record.



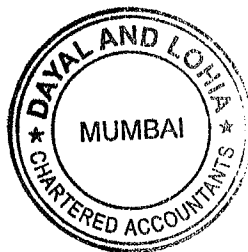
11. A Compact Disc (CD) containing Electronic data and other relevant records relating to remote e-voting has been kept in my safe custody and shall be retained until the minutes is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

You may accordingly declare the result of the Members' voting by Postal Ballot and E-voting, in respect of the Resolution given in the Notice dated February 28, 2018 issued under Section 110 of the Companies Act, 2013 and Rules made thereunder.

Yours faithfully,



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



Countersigned by:
For **Reliance Power Limited**



Murli Manohar Purohit
Vice President – Company Secretary &
Compliance Officer

Place: Mumbai.
Dated: April 3, 2018

Encl.: As Above.