

dayal and lohia
chartered accountants

Consolidated Scrutinizer's Report on the results of the E-voting process and Poll conducted at the 21st Annual General Meeting of Reliance Power Limited (the Company) held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020.

To,
Shri Anil D. Ambani,
Chairman
Reliance Power Limited
Mumbai.

Dear Sir,

1. The Board of Directors of the Company has appointed me, Anil Lohia, a Chartered Accountant in practice, as a scrutinizer for the purpose of :
 - (i) Scrutinizing the 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 as amended (Rules), and
 - (ii) Poll taken under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice (the Notice) of the 21st Annual General Meeting (AGM) of the Members of the Company, held on 30th September, 2015 at Birla Matushri Sabhagar, 19 New Marine Lines, Mumbai 400 020.
2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through electronic means and through Poll on the resolutions contained in the Notice of the 21st Annual General Meeting of the Members of the Company.
3. The Company has appointed Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Members from 10:00 A.M. on 27th September, 2015 to 5:00 P.M. on 29th September, 2015.
4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to making 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 e-voting system provided by Karvy and based on the 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 resolutions contained in the Notice of 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, 2015, 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, 2015 and the report of the Auditors thereon.



	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	390	12	402	2169080142	2683	2169082825	99.953
Dissent	36	4	40	1012600	620	1013220	0.047
Abstained*	18	-	18	22358069	0	22358069	--
Invalid	-	5	5	0	14534	14534	--
Total #	440	21	461	2192450811	17837	2192468648	--

*Includes votes which were not cast "for" or "against" the resolution in remote e-voting.
4 members voted 1430139 votes as Assent and 1005103 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated May 26, 2015 has been passed with requisite majority.

Item No. 2:-

Ordinary Resolution to appoint a Director in place of Shri Sateesh Seth (DIN : 00004631), who retires by rotation and being eligible, offers himself for re-appointment

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	352	12	364	2171666965	2683	2171669648	99.911
Dissent	78	4	82	1941924	620	1942544	0.089
Abstained *	13	-	13	18841922	0	18841922	--
Invalid	-	5	5	0	14534	14534	--
Total #	440	21	461	2192450811	17837	2192468648	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.
3 members voted 1429989 votes as Assent and 1005053 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated May 26, 2015 has been passed with requisite majority.

Item No. 3:-

Ordinary Resolution to appoint Auditors and to fix their remuneration.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	343	13	356	2125268767	4683	2125273450	97.776
Dissent	86	4	90	48338284	620	48338904	2.224
Abstained *	13	-	13	18843760	0	18843760	--
Invalid	-	4	4	0	12534	12534	--
Total#	440	21	461	2192450811	17837	2192468648	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.
2 members voted 101 votes as Assent and 50 votes as Dissent.



Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated May 26, 2015 has been passed with requisite majority.

Item No. 4:-

Special Resolution to consider Private Placement of Non-Convertible Debentures.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	353	13	366	2170828848	4683	2170833531	99.872
Dissent	77	4	81	2778041	620	2778661	0.128
Abstained *	12	-	12	18843723	0	18843723	--
Invalid	-	4	4	0	12534	12534	--
Total#	440	21	461	2192450612	17837	2192468449	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.
2 members voted 121 votes as Assent and 30 votes as Dissent.

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated May 26, 2015 has been passed with requisite majority.

Item No. 5:-

Special Resolution to consider Issue of securities to the Qualified Institutional Buyers.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	362	13	375	2173595615	4683	2173600298	99.999
Dissent	68	4	72	13084	620	13704	0.001
Abstained *	12	-	12	18841913	0	18841913	--
Invalid	-	4	4	0	12534	12534	--
Total#	440	21	461	2192450612	17837	2192468449	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.
2 members voted 126 votes as Assent and 25 votes as Dissent.

Based on the aforesaid results, Special Resolution No. 5 of the Notice dated May 26, 2015 has been passed with requisite majority.

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Item No. 6:-

Ordinary Resolution to consider payment of remuneration to Cost Auditors for the financial year ending March 31, 2016.

	Number of members			No. of votes contained in			%
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	
Assent	385	13	398	2173598713	4683	2173603396	99.9996
Dissent	45	4	49	8375	620	8995	0.0004
Abstained *	12	-	12	18843723	0	18843723	--
Invalid	-	4	4	0	12534	12534	--
Total#	440	21	461	2192450811	17837	2192468648	--

*Includes votes which were not cast "for" or "against" the resolution in remote e voting.
2 members voted 101 votes as Assent and 50 votes as Dissent.

Based on the aforesaid results, Ordinary Resolution No. 6 of the Notice dated May 26, 2015 has been passed with requisite majority.

6. A Compact Disc 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 Annual General Meeting are approved and signed, and shall be handed over to the Company Secretary thereafter.

Thanking You,

Yours faithfully,




Anil Lohia
Practicing Chartered Accountant
Membership No.31626
Partner
Dayal & Lohia
Chartered Accountants
(Firms registration No.102200W)

Place : Mumbai.

Dated : 1st October, 2015

Countersigned by:

For Reliance Power Limited



Chairman / Authorised person