SEPTEMBER 6, 2015 Pg. No. 11

RELIANCE
Power

NOTICE TO THE MEMBERS

Notice is hereby given that the 21st Annual General Meeting (AGM) of the Members of Reliance Power Limited (the "Company") is scheduled to be held on Wednesday, September 30, 2015 at 4.00 P.M. or soon after the conclusion of the AGM of Reliance Infrastructure Limited convened on the same date, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the items of business set out in the notice.

The abridged Annual Report containing, *inter alia*, the notice convening the AGM setting out the business to be transacted thereat, abridged Balance Sheet as at March 31, 2015, abridged Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date, the Independent Auditors' Report thereon and the report of the Board of Directors along with Consolidated Financial Statement and remote e-voting form have been despatched to the Members of the Company.

The items of business set out in the Notice of AGM may be transacted through voting by electronic means. The Annual Report and remote e-voting form have also been sent electronically to those members, who have registered their e-mail addresses. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with Karvy Computershare Private Limited ("Karvy"), Registrar and Transfer Agent of the Company.

A member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on poll instead of herself / himself and the Proxy need not be a member of the Company. The instrument appointing Proxy to be valid should, however, be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the AGM.

Pursuant to 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 from time to time and Clause 35B of the Listing Agreement, the Company is offering remote e-voting facility to its members. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on September 23, 2015 (Cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM.

Any person, who becomes a member of the Company after the date of despatch of Annual Report and holds shares as on the Cut-off date can send a requisition quoting Regd. Folio No. / DP Id. / Client Id. to the Registrar and Transfer Agent - Karvy Computershare Private Limited, for obtaining copy of the Notice, Annual Report and e-voting form and attend the meeting.

The remote e-voting shall commence on September 27, 2015 (10:00 A.M. IST) and end on September 29, 2015 (5:00 P.M. IST), after which remote e-voting shall not be allowed. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution/s is cast by the Member through remote e-voting, she / he shall not be allowed to change it subsequently. Remote e-voting is Optional. Details of the manner of casting of votes is available in the Notice of the AGM, displayed on the website of the Company viz. www.reliancepower.co.in and on the website of the remote e-voting agency viz. https://evoting.karvy.com.

Voting either through electronic voting system or ballot or polling paper shall also be made available to those members who attend the AGM and who have not already cast their vote by remote e-voting. A member may participate in the AGM even after exercising her / his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

The Board of Directors have appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as the scrutinizer to scrutinize the voting process.

The result of the voting will be declared and the same along with the Scrutinizers Report will be uploaded on the website of the Company (www.reliancepower.co.in) and website of the Karvy Computershare Private Limited within three days from the conclusion of the AGM and same shall be communicated to BSE Limited and National Stock Exchange of India Limited.

The abridged and full annual report containing, *inter alia*, the full sets of financial statements and reports are also available on request in writing by any person, who is otherwise entitled to receive such documents under Section 136 of the Act. For this purpose, the member may write to the Company at its Registered Office address or Registrar and Transfer Agent - Karvy Computershare Private Limited (Unit: Reliance Power Limited), Karvy Selenium, Tower – B, Plot No. 31 & 32, Survey No.116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032, Telangana, India. The full annual report may also be accessed from the Company's website : www.reliancepower.co.in.

Notice is also hereby given pursuant to Section 91 of the Act and Rule 10 of the Companies (Management and Administration) Rules, 2014 that the Register of Members and Share Transfer Books for equity shares of the Company shall be closed from Saturday, September 19, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of AGM.

Queries / grievances with regard to remote e-voting may be addressed to the Company Secretary at the Registered Office address of the Company or through e-mail at : reliancepower.investors@relianceada.com.

For Reliance Power Limited

Ramaswami Kalidas
Company Secretary

Place : Navi Mumbai
Date : September 5, 2015

Reliance Power Limited
Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710
Tel: +91 22 3032 7648, Fax: +91 22 3032 7719
Website: www.reliancepower.co.in, E-mail: reliancepower.investors@relianceada.com
CIN: L40101MH1995PLC084687