

## Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: Reliance Power Limited
2. Quarter ending: December 31, 2015

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms.)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent /Nominee) &	Date of Appointment in the current term/ cessation	Tenure*	No. of Director ship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Anil Dhirajlal Ambani	<u>DIN:</u> 00004878	Chairperson - Non - Executive	30/09/2007	-	4	1	-
Mr.	Vijay Kumar Chaturvedi	<u>DIN:</u> 01802454	Non – Executive	30/09/2007	-	2	3	-
Mr.	Sateesh Seth	<u>DIN:</u> 00004631	Non - Executive	18/07/2014	-	2	2	0
Mr.	Yogendra Narain	<u>DIN:</u> 01871111	Independent	27/09/2014	2 Years	1	2	2
Mr.	Darius Jehangir Kakalia	<u>DIN:</u> 00029159	Independent	27/09/2014	3 Years	2	2	0
<b>Composition of Board of Directors</b>								

Title (Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent /Nominee) <sup>&amp;</sup>	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mrs.	Rashna Hoshang Khan	<u>DIN:</u> 06928148	Independent	27/09/2014	3	2	2	-

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) <sup>§</sup>
1. Audit Committee	(i) Mr. Yogendra Narain (ii) Mr. Vijay Kumar Chaturvedi (iii) Mr. Sateesh Seth (iv) Ms. Rashna Hoshang Khan (v) Mr. Darius Jehangir Kakalia	Chairperson Member Member Member Member
2. Nomination and Remuneration Committee	(i) Mr. Darius Jehangir Kakalia (ii) Mr. Vijay Kumar Chaturvedi (iii) Mr. Sateesh Seth (iv) Mr. Rashna Hoshang Khan (v) Mr. Yogendra Narain	Chairperson Member Member Member Member

3. Risk Management Committee	(i) Mr. Yogendra Narain (ii) Ms. Rashna Hoshang Khan (iii) Mr. Vijay Kumar Chaturvedi (iv) Mr. Darius Jehangir Kakalia (v) Mr. Ashutosh Agarwala (vi) Mr..Shrikant.D.Kulkarni	Chairperson Member Member Member Member Member
4. Stakeholders Relationship Committee	(i) Mr. Yogendra Narain (ii) Mr. Vijay Kumar Chaturvedi (iii) Ms. Rashna Hoshang Khan (iv) Mr. Sateesh Seth (v) Mr. Darius Jehangir Kakalia	Chairperson Member Member Member Member
<sup>a</sup> Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		

<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	
August 11, 2015	November 03, 2015, November 09, 2015	84 Days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
(i) <u>Audit Committee:</u> November 03, 2015	Yes (All the members were present)	August 11, 2015	84 Days
November 09, 2015	Yes	-	-
(ii) <u>Nomination and Remuneration Committee:</u> October 13, 2015	Yes (All the members were present)	-	-
(iii) <u>Risk Management Committee:</u> November 03, 2015	Yes (All the members were present)	August 10, 2015	85 Days
(iv) <u>Stakeholders Relationship Committee:</u> November 03, 2015	Yes (All the members were present)	August 10, 2015	85 Days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b> refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	

**Note**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee#
  - b. Nomination and remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report will be placed before the Board of Directors. Any comments/observations/advice of the Board of Directors will be reported in the next quarter report.

# The Composition of the Audit Committee as on December 31, 2015 was in the line with the requirements of Clause 49 in the Equity Listing Agreement. The Committee will be restructured by the board at its ensuing meeting on January 19, 2016 to fall in line with Regulation 18(1) of the SEBI (Listing Obligation & Disclosure Requirements) (LODR) Regulations, 2015.