



Reliance Power Limited

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15th February, 2013

The Manager
Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Telephone: 2272 8013 / 8015 / 8058 / 8307
Fax : 2272 2037 / 39 / 41 / 3121/ 3719
Email. : corp.relations@bseindia.com
BSE Scrip Code : 532939

The Asst Vice President
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051
Telephone: 2659 8235 / 8236 / 8458
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Email : cmlist@nse.co.in
NSE Symbol : RPOWER

Dear Sir,

Sub: Details of RPower Employees Stock Option Scheme

We refer to your Circular No.CIR/CFD/DIL/3/2013 dated 17th January, 2013 as regards amendments made to the SEBI (Employee Stock Option Scheme and Employee Stock Purchases Scheme) Guidelines, 1999 and Equity Listing Agreement and as desired, we submit the details of our Scheme in the format provided with the aforesaid Circular.

We confirm that the Company is taking active steps including convening meetings of the ESOS Committee, modifying the Trust Deed / Scheme, etc. and shall be fully compliant with the Revised Guidelines.

Kindly take the same on records.

Thanking you.

Yours faithfully,
For Reliance Power Limited

Sd/-
Ramaswami Kalidas
Company Secretary

Encl. :- As above.

Required details as per prescribed format

Sr. No.	Particulars	Details
1.	Name of the Issuer	Reliance Power Limited
2.	Name of the Scheme	Reliance Power Limited – Employees Stock Option Scheme
3.	Date of Implementation	May 8, 2010
4.	Mode of Implementation(Trust/Direct)	Through Trust
5.	<p>Brief Particulars about the Scheme (Modus Operandi)</p> <p>Details of Trust, Trustees, and their relationship with Promoters or Directors of the Company</p>	<p>Brief Particulars about the Scheme</p> <p>a. The Maximum number of Options to any single Employee (including any non executive or independent Director) during any one Year, under any one or more plans under the ESOS, shall not exceed 1% of the issued and paid up Equity Shares of the Company as on September 28, 2007, i.e. up to 1,00,00,000 Equity Shares; provided however that the aggregate Securities issued / granted to all the Employees under all the plans under the ESOS collectively shall not exceed 5% of the issued and paid up Equity Shares of the Company as on September 28, 2007 i.e. up to 5,00,00,000 Options convertible into Equity Shares of the Company.</p> <p>b. The following persons shall be eligible to participate in the ESOS.</p> <p>(a) Persons as are in the permanent employment of the Company or holding company or subsidiary companies in such grade and with such experience / association with the Company, as may be decided by the Board of Directors/ESOS Compensation Committee.</p> <p>(b) Directors (including whole-time Directors) of the Company and its holding/subsidiary companies.</p> <p>(c) Such other persons, as may from time to time, be allowed under prevailing laws and regulations and as may be approved by the Board of Directors or ESOS Compensation Committee for this purpose.</p> <p>c. The Process</p> <p>(1) The Company has a formal performance appraisal system established wherein the performance of the Employees is assessed each year on the basis of various functional and managerial parameters. The appraisal process may be</p>

		<p>revised at regular intervals as decided by the ESOS Compensation Committee.</p> <p>(2) Subject to the provisions contained herein, the Employees will be granted Options based on one or more eligibility criteria and performance-linked parameters such as work performance, technical knowledge, period of service, designation, leadership qualities, merit, future potential, contribution, conduct of the Employee and such other appropriate relevant factors. Different criteria may be applied to different Plan(s), as may be determined by the ESOS Compensation Committee, from time to time.</p> <p>(3) The ESOS Compensation Committee may also extend the benefits of the ESOS to a new entrant or any existing Employee on such other basis as it may, in its absolute discretion, deem fit.</p> <p>(4) All Employees to whom the ESOS Compensation Committee has granted Options would be informed by way of a separate communication by way of letter or an electronic mail.</p> <p>(5) On Exercise of the Options by the Employee in accordance with the ESOS, one Equity Share for each Option would be issued and allotted by the Company.</p> <p>(6) The Options, which have been granted whether vested or not shall be adjusted appropriately in case of any change made to the Equity Share Capital of the Company by reason of consolidation, sub-division, or conversion of shares into stock or otherwise, so as to reflect such change without any way affecting the rights of the said Option holders.</p> <p>(7) In the event of any changes of outstanding ordinary shares by way of a bonus issue, right issue, split, reduction, combinations and exchange of shares, re-capitalisation, sale of division, amalgamation, and demerger of the Company, the ESOS Compensation Committee empowered to appropriately adjust the exercise price and / or the number of Options granted to the eligible Employees.</p> <p>d. Under ESOS Plan 2010, Options are at price of Rs. 162 for each category viz. Founder Plan, Pioneer Plan and Growth Plan.</p>
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e. Vesting period will commence on expiry of one year from the grant date.

f. Minimum percentage of vested options to be exercised are as under:

Year	Minimum Cumulative % to be exercised	Year	Minimum Cumulative % to be exercised
1	-	6	30
2	5	7	60
3	10	8	60
4	15	9	60
5	30	10	100

g. Failure to exercise minimum percentage shall lead to lapse of such unexercised Options.

Name of Trust

Reliance Power ESOS Trust

Names of Trustees

From 24.03.2010 to 14.02.2011

- 1) Shri S L Rao,
- 2) Shri J L Bajaj and
- 3) Dr. Yogendra Narain
 (Independent Directors of Reliance Power Limited)

W.e.f. 14.02.2011 - RPower Trustee Company Private Limited is a Trustee to the above Trust.

As on date the following are the Trustees of the RPower ESOS Trust

- 1. Shri J .L. Bajaj
- 2. Dr. Yogendra Narain
- 3. RPower Trustee Company Private Limited

Shri Bajaj and Dr. Yogendra Narain are Independent directors of Reliance Power Limited.

Relationship with promoter or Directors of the Company

The Trustees of the Reliance Power ESOS Trust are independent and the promoters of the Company have no control over the trust or its trustees.

6.	Whether Promoters / Persons belonging to the Promoter group / directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements.	No.
7.	No. of Shares held by Trust / any other agency managing the scheme as on the date of the circular	85,00,000 equity shares are held by the Trust as on the date of the Circular dated 17 th January, 2013.
8.	How the Trust/ agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013.	The entire existing shareholding of Reliance Power ESOS Trust stands for the benefit of the Employees. The same shall solely be utilized towards allotment in terms of the Company's ESOS Scheme(s) / Plan(s). No further shares shall be purchased from the market by Reliance Power ESOS Trust. Sale / disposal of shares, if required shall be taken up after obtaining SEBI's guidance as to timing and mode of sale / disposal.

9. Details of persons who are entitled to shares or benefits accruing out of shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:

Name of the employee	Whether falling under Promoter/ Promoter group/directors	No. of entitled Shares	% of such entitlement over the Paid- up Share Capital	No. of Shares transferred/ allotted to them/benefits of which is passed on to them out of (3)
(1)	(2)	(3)	(4)	(5)
Nil				

10. Details of secondary market purchases/sales by the Company/ Trust/ any other agency managing the scheme if any, since April 01, 2012 in the following format:

SL	Date/time	Type of Transaction (purchase/ sale)	No. of Securities	Price at which purchased / sold
Nil				

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