

**Scrutinizer's Report on remote e-voting in connection with 22<sup>nd</sup> Annual General Meeting of the Members of Reliance Power Limited held on the 27<sup>th</sup> September, 2016 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.**

**Shri Anil D. Ambani**

**Chairman**

**Reliance Power Limited**

H Block, 1<sup>st</sup> Floor,

Dhirubhai Ambani Knowledge City,

Navi Mumbai 400 710

Dear Sir,

1. The Board of Directors of Reliance Power Limited (the "Company") has appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) which has been carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations), on the business contained in the Notice dated May 27, 2016 (the Notice) for the 22<sup>nd</sup> Annual General Meeting of the Members of the Company, held on 27<sup>th</sup> September, 2016, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).
2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder and SEBI LODR Regulations, in the matter of voting through remote e-voting on the business contained in the Notice of the AGM of the Members of the Company.
3. The Members of the Company as on the "cut-off date" fixed for the purpose i.e. 20<sup>th</sup> September, 2016 were entitled to vote on the business as set out in the Notice of the AGM of the Members of the Company.
4. The Company had appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facilities to the Members of the Company from 10:00 A.M. on 24<sup>th</sup> September, 2016 to 5:00 P.M. on 26<sup>th</sup> September, 2016.
5. 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.



6. On the completion of remote e-voting period, in compliance with the Rule 20(4)(xii) of the Rules, after counting the votes cast at the AGM, I unblocked the votes cast through remote e-voting on 27<sup>th</sup> September, 2016, in the presence of two witnesses, who were not in the employment of the Company.
7. I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the Karvy's remote e-voting system.
8. Thereafter, Karvy generated the list of Members, who voted "In Favour" or "Against" each of the resolutions, from the remote e-voting system and based on such list, the result of the remote e-voting is 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, 2016 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, 2016 and the reports of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
<b>401</b>	<b>1922468135</b>	<b>99.9996</b>

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
<b>21</b>	<b>7005</b>	<b>0.0004</b>

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
<b>419*</b>	<b>1922475140</b>

\* 3 shareholders with 360 shares voted "in favour" and 98 shares "against" the resolution.



(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
<b>13</b>	<b>21232064</b>

**Item No. 2:-**

Ordinary Resolution to confirm the Interim Dividend of Re. 1 per equity share already paid as final dividend for the financial year ended March 31, 2016.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
<b>400</b>	<b>1923475047</b>	<b>99.9997</b>

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
<b>23</b>	<b>5233</b>	<b>0.0003</b>

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
<b>421*</b>	<b>1923480280</b>

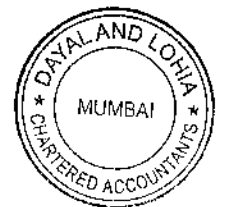
\* 2 shareholders with 327 shares voted "in favour" and 80 shares "against" the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
<b>11</b>	<b>21231964</b>

**Item No. 3:-**

Ordinary Resolution to appoint a Director in place of Dr. V. K. Chaturvedi (DIN: 01802454), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.



(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
369	1923346169	99.9930

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
54	134180	0.0070

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
420*	1923480349

\* 3 shareholders with 316 shares voted "in favour" and 197 shares "against" the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
12	21231989

**Item No. 4:-**

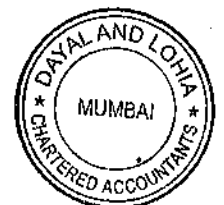
Ordinary Resolution to appoint M/s. Price Waterhouse as Auditors and to fix their remuneration

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
371	1920024096	99.8203

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
50	3456053	0.1797



(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
<b>419*</b>	<b>1923480149</b>

\* 2 shareholders with 349 shares voted "in favour" and 101 shares "against" the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
<b>13</b>	<b>21232189</b>

**Item No. 5:-**

Ordinary Resolution to appoint M/s. Pathak H. D. & Associates as Auditors and fixing their remuneration

(i) **Voted in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
<b>383</b>	<b>1923472221</b>	<b>99.9996</b>

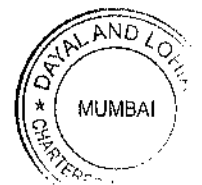
(ii) **Voted against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
<b>40</b>	<b>8090</b>	<b>0.0004</b>

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
<b>420*</b>	<b>1923480311</b>

\* 3 shareholders with 433 shares voted "in favour" and 179 shares "against" the resolution.



(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
<b>12</b>	<b>21231989</b>

**Item No. 6:-**

Special Resolution to appointment of Dr. Yogendra Narain as an Independent Director.

(i) **Voted in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
<b>365</b>	<b>1921234174</b>	<b>99.8832</b>

(ii) **Voted against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
<b>59</b>	<b>2246132</b>	<b>0.1168</b>

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
<b>420*</b>	<b>1923480306</b>

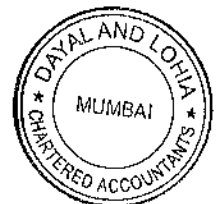
\* 4 shareholders with 356 shares voted "in favour" and 263 shares "against" the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
<b>12</b>	<b>21231989</b>

**Item No. 7:-**

Special Resolution for Private Placement of Non-Convertible Debentures.



(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
360	1919938035	99.8159

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
59	3542052	0.1841

(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
417*	1923480087

\* 2 shareholders with 420 shares voted "in favour" and 30 shares "against" the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
15	21232251

**Item No. 8:-**

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2017.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast in favour	% of total number of valid votes cast
382	1923471836	99.9996

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast against	% of total number of valid votes cast
41	8513	0.0004



(iii) **Valid Votes:**

Total number of members whose votes were valid	Total number of votes cast under Valid votes
420*	1923480349

\* 3 shareholders with 491 shares voted "in favour" and 159 shares "against" the resolution.

(iv) **Invalid / Abstained Votes:**

Total number of members who have not cast votes "In Favour" or "Against"	Total number of votes
12	21231989

9. A Compact Disc (CD) containing details of Equity Shareholders who voted through remote e-voting, "In Favour" or "Against" and "Invalid" votes for each of the resolutions is specified in Annexure I enclosed to this report.
10. 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 of the AGM are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



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



Place: Mumbai.

Dated: 27<sup>th</sup> September, 2016.

Countersigned by:  
For **Reliance Power Limited**



Chairman / Authorised Person



**dayal and lohia**  
chartered accountants

**FORM No. MGT-13**  
**Report of Scrutinizer**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]*

**Shri Anil D. Ambani**  
**Chairman**  
**Reliance Power Limited**  
H Block, 1<sup>st</sup> Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai 400 710

**Report of the Scrutinizer on the 22<sup>nd</sup> Annual General Meeting of the Members of  
Reliance Power Limited (the "Company") held on 27<sup>th</sup> September, 2016, at Birla  
Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.**

Dear Sir,

I, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company, held on 27<sup>th</sup> September, 2016, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 6 ballot boxes kept for polling were locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, the Registrar and Share Transfer Agent of the Company ("Karvy"), and the authorizations and proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or otherwise found defective, have been treated as invalid and kept separately.
4. The result of the poll is as under:

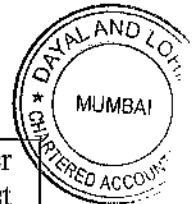
**Item No. 1:-**

Ordinary Resolution to consider and adopt :

- a) the audited financial statement of the Company for the financial year ended March 31, 2016 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, 2016 and the reports of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1104	371395133	99.9999



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	29	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 2:-**

Ordinary Resolution to confirm the Interim Dividend of Re. 1 per equity share already paid as final dividend for the financial year ended March 31, 2016.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1104	371395133	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	29	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 3:-**

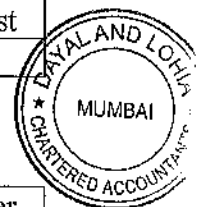
Ordinary Resolution to appoint a Director in place of Dr. V. K. Chaturvedi (DIN: 01802454), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1104	371395133	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	29	0.0001



(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 4:-**

Ordinary Resolution to appoint M/s. Price Waterhouse as Auditors and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1103	371394991	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
2	171	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 5:-**

Ordinary Resolution to appoint M/s. Pathak H. D. & Associates as Auditors and fixing their remuneration.

(i) Voted **in favour** of the resolution:

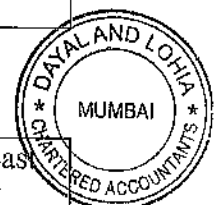
Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1104	371395133	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	29	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 6:-**

Special Resolution to appointment of Dr. Yogendra Narain as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1104	371395133	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	29	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 7:-**

Special Resolution for Private Placement of Non-Convertible Debentures.

(i) Voted **in favour** of the resolution:

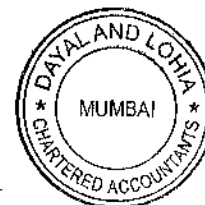
Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1103	371394991	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
2	171	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



**Item No. 8:-**

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2017.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour	% of total number of valid votes cast
1104	371395133	99.9999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against	% of total number of valid votes cast
1	29	0.0001

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "In Favour", "Against" and "Invalid" votes for each of the resolutions is specified in Annexure I enclosed to this report.
6. The poll papers and all other relevant records have been kept in my safe custody and shall be retained until the minutes of the AGM are approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



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



Place : Mumbai.

Dated : 27<sup>th</sup> September, 2016.

Countersigned by:  
For **Reliance Power Limited**

  
Chairman / Authorised Person

**dayal and lohia**  
chartered accountants

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 22<sup>nd</sup> Annual General Meeting of Reliance Power Limited (the "Company") held on 27<sup>th</sup> September, 2016 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.**

**Shri Anil D. Ambani**  
**Chairman**  
**Reliance Power Limited**  
H Block, 1<sup>st</sup> Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai 400 710

Dear Sir,

1. The Board of Directors of the Company appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the :
  - (i) 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations); and
  - (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated 27<sup>th</sup> May, 2016 (the Notice) of the 22<sup>nd</sup> Annual General Meeting of the Members of Reliance Power Limited (the "Company") held on 27<sup>th</sup> September, 2016 at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 (AGM).

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act, Rules and SEBI LODR Regulations relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 22<sup>nd</sup> AGM of the Members of the Company.
3. The Company has appointed M/s. Karvy Computershare Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules and SEBI LODR Regulations, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on 24<sup>th</sup> September, 2016 to 5:00 P.M. on 26<sup>th</sup> September, 2016.



4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare 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 remote e-voting system provided by Karvy and based on the result of 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 business contained in the Notice to 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, 2016 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, 2016 and the reports of the Auditors thereon.

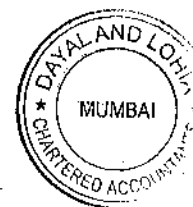
	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	401	1104	1505	1922468135	371395133	2293863268	99.9997
Against	21	1	22	7005	29	7034	0.0003
Total *	419	1105	1524	1922475140	371395162	2293870302	100.0000
Invalid / Abstained	13	0	13	21232064	0	21232064	--

\* 3 shareholders with 360 shares voted "in favour" and 98 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.1 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

Ordinary Resolution to confirm the Interim Dividend of Re. 1 per equity share already paid as final dividend for the financial year ended March 31, 2016.



	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	400	1104	1504	1923475047	371395133	2294870180	99.9998
Against	23	1	24	5233	29	5262	0.0002
Total *	421	1105	1526	1923480280	371395162	2294875442	100.0000
Invalid / Abstained	11	0	11	21231964	0	21231964	--

\* 2 shareholders with 327 shares voted "in favour" and 80 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.2 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 3:-**

Ordinary Resolution to appoint a Director in place of Dr. V. K. Chaturvedi (DIN: 01802454), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	369	1104	1473	1923346169	371395133	2294741302	99.9942
Against	54	1	55	134180	29	134209	0.0058
Total *	420	1105	1525	1923480349	371395162	2294875511	100.0000
Invalid / Abstained	12	0	12	21231989	0	21231989	--

\* 3 shareholders with 316 shares voted "in favour" and 197 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.3 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 4:-**

Ordinary Resolution to appoint M/s. Price Waterhouse as Auditors and to fix their remuneration.





	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	371	1103	1474	1920024096	371394991	2291419087	99.8494
Against	50	2	52	3456053	171	3456224	0.1506
Total *	419	1105	1524	1923480149	371395162	2294875311	100.0000
Invalid / Abstained	13	0	13	21232189	0	21232189	--

\* 2 shareholder with 349 shares voted "in favour" and 101 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No.4 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 5:-**

Ordinary Resolution to appoint M/s. Pathak H. D. & Associates as Auditors and fixing their remuneration.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	383	1104	1487	1923472221	371395133	2294867354	99.9996
Against	40	1	41	8090	29	8119	0.0004
Total *	420	1105	1525	1923480311	371395162	2294875473	100.0000
Invalid / Abstained	12	0	12	21231989	0	21231989	---

\* 3 shareholders with 433 shares voted "in favour" and 179 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No. 5 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 6:-**

Special Resolution to appointment of Dr. Yogendra Narain as an Independent Director.



	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	365	1104	1469	1921234174	371395133	2292629307	99.9021
Against	59	1	60	2246132	29	2246161	0.0979
Total *	420	1105	1525	1923480306	371395162	2294875468	100.0000
Invalid / Abstained	12	0	12	21231989	0	21231989	--

\* 4 shareholders with 356 shares voted "in favour" and 263 shares "against" the resolution.

Based on the aforesaid results, Special Resolution No. 6 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 7:-**

Special Resolution for Private Placement of Non-Convertible Debentures.

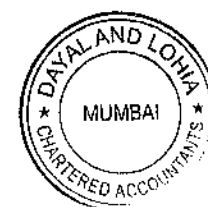
	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	360	1103	1463	1919938035	371394991	2291333026	99.8456
Against	59	2	61	3542052	171	3542223	0.1544
Total *	417	1105	1522	1923480087	371395162	2294875249	100.0000
Invalid / Abstained	15	0	15	21232251	0	21232251	--

\* 2 shareholders with 420 shares voted "in favour" and 30 shares "against" the resolution.

Based on the aforesaid results, Special Resolution No. 7 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 8:-**

Ordinary Resolution to consider and approve payment of remuneration to Cost Auditors for the financial year ending March 31, 2017.



	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	382	1104	1486	1923471836	371395133	2294866969	99.9996
Against	41	1	42	8513	29	8542	0.0004
Total *	420	1105	1525	1923480349	371395162	2294875511	100.0000
Invalid / Abstained	12	0	12	21231989	0	21231989	--


\* 3 shareholders with 491 shares voted "in favour" and 159 shares "against" the resolution.

Based on the aforesaid results, Ordinary Resolution No. 8 of the Notice dated May 27, 2016 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

6. In terms of the Notice for the AGM dated May 27, 2016, the Members who had already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members through poll at the meeting who had already voted at remote e-voting were treated as invalid.
7. A Compact Disc (CD) 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 AGM is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



**Anil Lohia**

Practicing Chartered Accountant

Membership No.31626

Partner

**Dayal and Lohia**

Chartered Accountants

(Firm registration No.102200W)

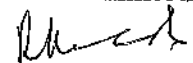


Place : Mumbai.

Dated : 27<sup>th</sup> September, 2016.

Countersigned by:

For **Reliance Power Limited**



**Chairman / Authorised Person**