

# RELIANCE

**Reliance Power Limited**  
CIN: L40101MH1995PLC084687

Reliance Centre,  
Near Prabhat Colony,  
Off. Western Express Highway,  
Santacruz (East),  
Mumbai 400 055, India  
Dir: +91 22 3303 1000  
Fax: +91 22 3303 3662  
www.reliancepower.co.in

Date : March 03, 2018

The Manager  
Dept. of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
**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  
**NSE Symbol : RPOWER**

Dear Sir(s),

**Sub: POSTAL BALLOT**

Further to our letter dated February 28, 2018 and pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a copy of the Postal Ballot Notice and Postal Ballot Form sent to the shareholders seeking their approval through Postal Ballot as per the requirements of Sections 108 and 110 of the Companies Act, 2013 read with the rules made thereunder in respect of enabling resolution for issue of securities through Qualified Institutions Placement (QIP) on a private placement basis to the Qualified Institutional Buyers ("QIB").

We request you to inform your members accordingly.

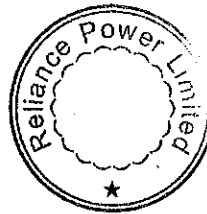
Thanking you.

Yours faithfully,

For Reliance Power Limited



**Murli Manohar Purohit**  
**Vice President – Company Secretary and**  
**Compliance Officer**



Encl: 1. Postal Ballot Notice

2. Postal Ballot Form

The logo for Reliance Power, featuring the word "RELIANCE" in a bold, white, sans-serif font, with a stylized triangle above the letter 'A', all contained within a black rectangular box.

**Power**

**Reliance Power Limited**

CIN: L40101MH1995PLC084687

**Registered Office :**

H Block, 1st Floor

Dhirubhai Ambani Knowledge City

Navi Mumbai 400 710

Tel: +91 22 3303 1000, Fax: +91 22 3303 3662

E-mail: [reliancepower.investors@relianceada.com](mailto:reliancepower.investors@relianceada.com)

Website: [www.reliancepower.co.in](http://www.reliancepower.co.in)

**Notice pursuant to Section 110 of the Companies Act, 2013**

Notice is hereby given, to the members of Reliance Power Limited ("the Company") for seeking consent of Members of the Company for transacting the following special business by passing the following resolution through Postal Ballot pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):

**1. Issue of securities through qualified institutions placement on a private placement basis to the Qualified Institutional Buyers ("QIBs")**

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution:**

- "a) RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (together the "Act"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time and applicable provisions of other laws, rules, regulations and guidelines and applicable provisions of the Memorandum of Association and the Articles of Association of the Company and subject to any approval, consent, permission or sanction of the Central Government, Securities and Exchange Board of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, including stock exchanges where the securities of the Company are currently listed (hereinafter collectively referred to as the "Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "Requisite Approvals"), which may be agreed to by the board of directors of the Company (hereinafter called the "Board" which term shall include any duly constituted committee of the Board), the Board be and is hereby authorized to create, issue, offer and allot equity shares and/or any other convertible securities, which are convertible into equity shares on such date or dates as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as "QIP Securities"), through qualified institutions placement, on a private placement basis in accordance with Section 42 of the Act to Qualified Institutional Buyers ("QIBs") as defined in the SEBI ICDR Regulations, whether or not such QIBs are

members of the Company, on the basis of placement document(s), at such time or times in one or more tranches, at par or at such price or prices including at a permissible discount or premium to market price(s) in terms of applicable regulations and on such terms and conditions and in such manner as the Board may, at its absolute discretion determine, in consultation with the lead managers, advisors and/ or other intermediaries appointed in this regard, such that the issue of QIP Securities as above shall not result in increase of the issued and subscribed equity share capital of the Company by not more than Rs. 2,000 Crore of the then issued and subscribed equity share capital of the Company.

- b) RESOLVED FURTHER THAT in accordance with Regulation 81 of the SEBI ICDR Regulations, the "relevant date" for determination of applicable price for the issue of the QIP Securities shall be: (i) in case of allotment of equity shares, the date on which the Board of the Company decides to open the proposed issue, or (ii) in case of allotment of eligible convertible securities, either the date on which the Board decides to open the proposed issue or the date on which the holders of the securities which are convertible into equity shares at a later date, becomes entitled to apply for equity shares.
- c) RESOLVED FURTHER THAT in accordance with Regulation 86 of the SEBI ICDR Regulations, a minimum of 10% of the QIP Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.
- d) RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any QIP Securities referred to in paragraph above or as may be necessary in accordance with the terms of the offering, all such shares shall rank *pari passu* with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- e) RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.
- f) RESOLVED FURTHER THAT the issue to the holders of the QIP Securities with equity shares underlying such securities shall be, *inter alia*, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon capitalisation of profits (other than by way of dividend on shares), rights issue of equity shares, consolidation of its outstanding equity shares into smaller number of shares, etc.
- g) RESOLVED FURTHER THAT the Board may at its absolute discretion offer discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the price of the QIP Securities as determined in accordance with the SEBI ICDR Regulations.
- h) RESOLVED FURTHER THAT the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations and that no subsequent qualified institutions placement shall be made

until the expiry of six months from the date of the qualified institutions placement approved by way of this resolution.

- i) RESOLVED FURTHER THAT subject to the applicable laws, for the purpose of giving effect to the issuance of QIP Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the QIP Securities, including, without limitation to:
- (i) decide the date for the opening and closing of the issue of QIP Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the QIP Securities are to be issued and allotted, number of QIP Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of QIP Securities by the Company;
  - (ii) finalisation of the allotment of the QIP Securities on the basis of the subscriptions received;
  - (iii) finalisation of and arrangement for the submission of the preliminary and final placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
  - (iv) approval of the preliminary and final offering circulars or placement document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the lead manager(s)/ underwriter(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;
  - (v) appoint, in its absolute discretion, managers (including lead managers), merchant bankers, underwriters, guarantors, financial and/or legal advisors and all other agencies, whether in India or abroad, entering into or execution of all such agreements/ arrangements/ memorandum of understanding/ documents with any such agencies, in connection with the proposed offering of the QIP Securities;
  - (vi) authorisation to any director or directors of the Company or other officer or officers of the Company, including by the grant of powers of attorney, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the QIP Securities;
  - (vii) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India and any other consent that may be required in connection with the issue and allotment of the QIP Securities; and
  - (viii) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

- j) RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the issue, offer and allotment of QIP Securities and utilisation of the issue proceeds including but without limitation to the creation of such mortgage / hypothecation / charge on the Company's assets under Section 180(1)(a) of the Act in respect of the aforesaid QIP Securities either on *pari passu* basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- k) RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modifications in the proposal as may be required or imposed by the Appropriate Authorities at the time of according/ granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as may be agreed to by the Board.
- l) RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to this resolution."

**By Order of the Board of Directors**

**Murli Manohar Purohit**  
**Vice President – Company Secretary &**  
**Compliance Officer**

**Registered Office :**

H Block, 1st Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
Tel: +91 22 3303 1000, Fax: +91 22 3303 3662  
E-mail: [reliancepower.investors@relianceada.com](mailto:reliancepower.investors@relianceada.com)  
Website: [www.reliancepower.co.in](http://www.reliancepower.co.in)

February 28, 2018

## NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning above item of business to be transacted is annexed hereto.
2. The Postal Ballot Notice is being sent to all the members, whose names appear in the register of members / list of beneficial owners as received from National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") on Friday, February 23, 2018. A person who is not a member on Friday, February 23, 2018, i.e., the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. The Board of Directors have appointed Shri Anil Lohia, Partner or in his absence Shri Rinkit Kiran Uchat, Partner, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its members to enable them to cast their votes on the resolution electronically.

**Kindly note that the members can opt for only one mode of voting, i.e. either by physical postal ballot or by e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid.** Karvy Computershare Private Limited ('**Karvy**'), our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically.

5. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (**FOR**) or dissent (**AGAINST**) and signed should be returned in the enclosed self addressed postage prepaid reply envelope directly to the Scrutiniser so as to reach the Scrutiniser not later than 5.00 P.M. on Monday, April 02, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The Scrutiniser will submit his report to the Chairman of the Board or any person authorized by him after completion of the scrutiny on or before Wednesday, April 04, 2018 and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Wednesday, April 04, 2018 at the Registered Office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710, by placing it along with the Scrutiniser's report on its notice board, Company's website, [www.reliancepower.co.in](http://www.reliancepower.co.in) and on the website of the agency (Karvy), [www.karvy.com](http://www.karvy.com) and shall also be communicated to the Stock Exchanges.
6. The resolution shall be taken as passed effectively on the date of declaration of the result.
7. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose email IDs are registered with the Company / Depository Participant(s). For members who request for physical copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.

8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on Friday, February 23, 2018. Members can vote for their entire voting rights as per their discretion.
9. Member(s) can cast their vote electronically **from 10.00 A.M. on Sunday, March 04, 2018 to 5.00 P.M. on Monday, April 02, 2018**. The e-voting module shall be disabled by Karvy for voting thereafter.
10. Corporate / Institutional members (i.e. other than individuals, HUF, NRI etc.) opting for physical ballot are also required to send certified true copy of the board resolution / power of attorney / authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
11. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P. M. up to **Monday, April 02, 2018**.
12. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

**Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Notice dated February 28, 2018**

With a view to strengthening the financial position of the Company by reduction of debt of the Company and of its subsidiaries, it is proposed to issue further capital by way of a qualified institutions placement. The proceeds of the proposed qualified institutions placements of securities of the Company shall be deployed, *inter alia*, for reduction of debt and for general corporate purposes. The capital raising exercise is expected to enhance the company's capital and strengthen its financial position and net worth.

In order to meet the requirements for the above purposes, as may be decided by the Board from time to time, it is proposed to seek authorisation of the members of the Company in favour of the Board of Directors ("Board" or "Board of Directors" which expression for the purposes of this resolution shall include any duly constituted committee of Directors), without the need for any further approval from the members, to undertake the proposed issue of securities through qualified institutions placement on private placement basis to qualified institutional buyers ("QIBs"), in accordance with the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations") and other applicable laws, regulations, rules and guidelines, as set out in the Special Resolution at Item No. 1 of the accompanying Notice.

In view of above, the Board may, in one or more tranches, issue and allot equity shares and/or any other convertible securities, which are convertible into equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment or such other time period as may be prescribed under law (collectively referred to as "QIP Securities") to QIBs on a private placement basis. The proposed issue of QIP Securities ("QIP") shall be subject to the provisions of applicable laws, including the SEBI ICDR Regulations, including in relation to the pricing of the QIP Securities. The "Relevant Date" for the determination of applicable price for the issue of the QIP Securities shall be (a) in case of allotment of equity shares the date of the meeting in which the Board of the Company decides to open the proposed QIP, or (b) in case of allotment of eligible convertible securities which are convertible into equity shares at a later date, the date on which the Board decides to open the proposed issue or the date on which the holders of such securities becomes entitled to apply for equity shares, as the case may be.

The pricing of the QIP Securities that may be issued shall be determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP Floor Price"). Further, the Board may offer a discount of not more than five per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations.

For the reasons aforesaid, an enabling Special Resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the QIP. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not exceed an aggregate amount of the issued and subscribed equity share capital of the Company by not more than ₹ 2,000 Crore of the then issued and subscribed equity shares of the Company as on the Relevant Date. The proposed Special Resolution is only enabling in nature and the Board may from, time to time, consider the extent, if any, to which the QIP Securities may be issued.



The QIP Securities issued pursuant to the QIP, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders/ Trustees in favour of Security Holders/ Trustees for the holders of the said securities. The security that may have to be created for the purposes of this issue, as above may come within the purview of Section 180(1)(a) of the Act. Necessary approval is also being sought by way of a Special Resolution under Section 180(1)(a) of the Act.

Section 62(1)(c) of the Act provides, *inter alia*, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the members decide otherwise. The proposed special resolution seeks the consent and authorisation of the members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the lead managers, legal advisors and other intermediaries, to any persons, whether or not they are members of the Company.

The Board accordingly recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors of the Company, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company, if any, or to the extent that any of the Directors or Key Managerial Personnel of the Company are also Directors or members of any financial institutions or banking companies, to whom monies may be repaid, in full or in part, from the proceeds of the QIP.

**By Order of the Board of Directors**

**Murli Manohar Purohit**  
**Vice President – Company Secretary &**  
**Compliance Officer**

**Registered Office :**

H Block, 1st Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
Tel: +91 22 3303 1000, Fax: +91 22 3303 3662  
E-mail: [reliancepower.investors@relianceada.com](mailto:reliancepower.investors@relianceada.com)  
Website: [www.reliancepower.co.in](http://www.reliancepower.co.in)

February 28, 2018

**RELIANCE****Power****Reliance Power Limited**

CIN: L40101MH1995PLC084687

**Registered Office:** H Block, 1<sup>st</sup> Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai 400 710

Tel: +91 22 3303 1000 Fax: +91 22 3303 3662

E-mail: [reliancepower.investors@relianceada.com](mailto:reliancepower.investors@relianceada.com)Website: [www.reliancepower.co.in](http://www.reliancepower.co.in)**POSTAL BALLOT FORM**

Despatch No:

Postal Ballot No:

1. Name and registered address of the sole / :  
first named Member (IN BLOCK LETTERS)2. Name(s) of the joint Member(s), if any, :  
(IN BLOCK LETTERS)3. Registered Folio Number / DP ID No. / :  
Client ID No. \*

4. Number of Share(s) held :

(\*Applicable to investors holding share(s) in dematerialized form)

I/ We, hereby exercise my / our vote in respect of the following Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated Wednesday, February 28, 2018 of Reliance Power Limited ("the Company") by sending my / our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (✓) at the appropriate column below:

| Item<br>(Resolution)<br>No. | Description of Business Item                                                                                                                                        | No. of Equity<br>Share(s) Held | I/We assent to<br>the Resolution<br>(FOR) | I/We dissent<br>to the<br>Resolution<br>(AGAINST) |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------------------------|---------------------------------------------------|
| 1                           | <b>Special Resolution :</b><br>Issue of securities through qualified institutions placement on a private placement basis to qualified institutional buyers ("QIBs") |                                |                                           |                                                   |

Place :

Date :

\_\_\_\_\_  
(Signature of Member)

E-mail: \_\_\_\_\_ Tel. No. / Mobile No: \_\_\_\_\_

**ELECTRONIC VOTING PARTICULARS**

| Electronic Voting Sequence Number<br>(EVSN) | User ID | Password |
|---------------------------------------------|---------|----------|
|                                             |         |          |

**NOTE:** Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. A Member desirous of exercising her / his / their vote by Postal Ballot may complete this Postal Ballot Form and send the Form duly completed and signed, in the enclosed self-addressed prepaid Business Reply Envelope to the following address of the Scrutinizer by post / courier.  
**Shri Anil Lohia / Shri Rinkit Kiran Uchat**  
**Scrutinizer for Postal Ballot**  
**Reliance Power Limited**  
**C/o. Karvy Computershare Private Limited**  
**Karvy Selenium Tower B,**  
**Plot Number 31 & 32, Survey No. 116/22, 115/24, 115/25**  
**Financial District, Nanakramguda**  
**Hyderabad 500 032**  
**Website: www.karvy.com**
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint-holding, this Form must be completed and signed by the first named Member and in his / her absence, by the next named Member.
4. **Postal Ballot Forms with following deficiencies will be rejected:**
  - a. A form other than this form issued by the company has been used;
  - b. It has not been signed by or on behalf of the Member;
  - c. Signature on the postal ballot form doesn't match the specimen signatures with the Company;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent nor dissent is mentioned;
  - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - g. The envelope containing the postal ballot form is received after the last date prescribed;
  - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - j. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
5. The Scrutinizer's decision on the validity of the postal ballot / e-voting will be final.
6. The Postal Ballot / e-voting shall not be exercised by a proxy.
7. **Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Monday, April 02, 2018.** All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny on or before Wednesday, April 04, 2018 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before Wednesday, April 04, 2018, at the registered office of the Company at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710, by placing it along with the Scrutinizer's report on the Notice Board at Registered and Corporate office of the Company, by hosting on the website of the Company (www.reliancepower.co.in) and on the website of the Registrar and Transfer Agents viz. - Karvy Computershare Private Limited, ("RTA" or "Karvy") at www.karvy.com and shall also be communicated to the Stock Exchanges where the equity shares of the Company are listed.
8. In case of Shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorized signatories. (It is required only in case the signatories are other than the signatories whose specimen signatures are registered with the Company / the RTA at Karvy Selenium Tower B, Plot Number 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032).
9. **Members whose names appear on the Register of Members /List of Beneficial Owners as on Friday, February 23, 2018 will be considered for the purpose of voting.** A person who is not a Member as on Friday, February 23, 2018 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on Friday, February 23, 2018.
11. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. In case of non-receipt of the Postal Ballot Form/ request for a duplicate Postal Ballot Form or for any query related thereto, the Members may contact Karvy Computershare Private Limited ("RTA" or "Karvy"), the Company's Registrar and Transfer Agents, Karvy Selenium Tower B, Plot Number 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad - 500 032 or on Tel: +91 040 6716 1500; Toll Free No. 1800 4250 999 / E-mail: evoting@karvy.com.
14. The Members can opt for only one mode of voting. In case, Member(s) cast vote by sending physical form as well as vote through e-voting, then voting done through e-voting shall prevail and voting done by physical form shall be treated as invalid.
15. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Shri Trevor Alvaries, Assistant General manager, Karvy Computershare Private Limited ("RTA" or "Karvy"), the Company's Registrar and Transfer Agents, Karvy Selenium Tower B, Plot Number 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032; Tel.: +91 040 6716 1500, E-mail id: rpower@karvy.com. Members may also write to reliancepower.investors@relianceada.com
16. **Members can cast their votes electronically from 10.00 A.M. on Sunday, March 04, 2018 to 5.00. P.M. on Monday, April 02, 2018.** The e-voting module shall be disabled by 'Karvy' for voting thereafter.
17. **Voting through electronic mode**  
 The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The procedure and instructions for the same are as follows:
  - i) Open your web browser during the voting period and navigate to "https://evoting.karvy.com".
  - ii) Enter the login credentials (i.e., user-id and password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your User-ID.

|           |                                                                                                                                                                                                                                                                                        |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| User - ID | For Members holding shares in Demat Form:- Event number followed by NSDL:- 8 Character DP ID followed by 8 Digits Client ID<br>For CDSL :- 16 digits beneficiary ID<br>For Members holding shares in Physical Form:- Event number followed by Folio Number registered with the Company |
| Password  | Your Unique password is printed on the Postal Ballot Form / via email sent along with the notice                                                                                                                                                                                       |
| Captcha   | Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.                                                                                                                                                  |

  - iii) Please contact Karvy's toll free No. **1800 4250 999** for any further clarifications.
  - iv) After entering these details appropriately, click on "LOGIN".
  - v) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy e-Voting platform**. System will prompt you to change your password and update any contact details like mobile # number, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi) You need to login again with the new credentials.
  - vii) On successful login, system will prompt to select the 'Event' i.e., '**Company Name**'.
  - viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and have cast your vote earlier for any company, then your existing login id and password are to be used.
  - ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not wish to cast, select 'ABSTAIN'.
  - x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
  - xii) Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail at aql@dayalandlohia.com with copy marked to evoting@karvy.com. The file scanned image of the Board resolution / Authority letter should be in the naming format "Corporate Name Event no."