



Reliance Power Limited
CIN: L40101MH1995PLC084687

Registered Office:
Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai 400 001

Tel: +91 22 4303 1000
Fax: +91 22 4303 3166
www.reliancepower.co.in

April 24, 2022

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

BSE Scrip Code: 532939

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra Kurla Complex
Bandra (East), Mumbai 400 051

NSE Scrip Symbol: RPOWER

Dear Sirs,

Sub.: Dispatch of Postal Ballot Notice

Pursuant to Regulation 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that dispatch of the Postal Ballot Notice and the Postal Ballot Form has been completed on April 24, 2022. The same is being sent to the Members of the Company whose names appear in the Register of Members or the Register of Beneficial owners maintained by the depositories as of Friday, April 15, 2022 (Cut-off date) seeking their approval through Postal Ballot as per the requirements of Section 110 of the Companies Act, 2013 read with the Rules made thereunder.

In compliance with Ministry of Corporate Affairs Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021, the Postal Ballot Notice and the Postal Ballot Form is being sent only through electronic mode.

The Company has engaged the services of KFin Technologies Limited, Hyderabad, Registrar and Transfer Agent of the Company, for providing e-voting facility. E-voting period commences on Monday, April 25, 2022 at 10.00 AM. and ends on Tuesday, May 24, 2022 at 5.00 P.M. The result of Postal Ballot will be announced on or before 5.00 P.M on Thursday, May 26, 2022.



A Copy of Notice of Postal Ballot and Postal Ballot Form are enclosed. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company at www.reliancepower.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFIN Technologies Limited ('KFIN') at www.kfintech.com, the e-voting Service Provider (ESP).

Thanking you
Yours faithfully,

For Reliance Power Limited

Murli Manohar Purohit
Vice President - Company Secretary
& Compliance Officer

Encl.: As above

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E-mail:reliancepower.investors@relianceada.com,

Website: www.reliancepower.co.in

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Members of Reliance Power Limited (the Company), for seeking consent of Members of the Company for transacting the special business by passing the following resolutions through Postal Ballot including Electronic Voting (e-Voting) pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"):

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

1. Appointment of Dr. Thomas Mathew as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended from time to time, Dr. Thomas Mathew (DIN: 05203948), who was appointed as an Additional Director by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from February 26, 2022.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Shri Ashok Ramaswamy as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time Shri Ashok Ramaswamy (DIN: 00233663), who was appointed as an Additional Director by

the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from April 22, 2022.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the Listing Regulations, Shri Ashok Ramaswamy be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding that on 16th August 2024 he attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board
For Reliance Power Limited

Murli Manohar Purohit
Vice President - Company Secretary
& Compliance Officer

Date: April 22, 2022

Place: Mumbai

Registered Office:

Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN : L40101MH1995PLC084687
Website: www.reliancepower.co.in

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. Details of Directors whose appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure.

2. The Postal Ballot Notice along with Postal Ballot Form containing the process and instructions 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 April 15, 2022.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on April 15, 2022, will be considered for the purpose of voting. A person who is not a Member as on April 15, 2022 i.e. the 'cut-off date' for reckoning voting rights should treat this Notice for information purpose only.
4. Members may note that the Postal Ballot Notice will be available on the Company's website www.reliancepower.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFIN Technologies Limited ('KFIN') at www.kfintech.com, the e-Voting Service Provider (ESP).
5. The Board of Directors have appointed Shri Anil Lohia, or in his absence Shri Khushit Jain, Partners, M/s. Dayal & Lohia, Chartered Accountants, as Scrutinizer for conducting voting process in a fair and transparent manner.
6. Members who wish to vote through Physical Form may download the Postal Ballot Form from the link provided in the e-mail or from the link <https://evoting.kfintech.com/showallevents.aspx> and send the duly completed and signed Postal Ballot Form to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Power Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Telangana 500 032 so as to reach on or before 5.00 P.M. May 24, 2022.
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on all the resolutions set forth in this Notice.

8. Members may vote on the postal ballot from April 25, 2022 to May 24, 2022. In terms of the requirements of SEBI Circular, the e-Voting period begins at 10.00 A.M. (IST) on Monday, April 25, 2022 and ends at 5.00 P.M. (IST) on Tuesday, May 24, 2022. Thereafter, the e-Voting module shall be disabled by KFIN.
9. Pursuant to SEBI Circular, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
10. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
11. 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.
12. 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 sent directly to the Scrutiniser as per the address mentioned in the Postal Ballot Notice, so as to reach the Scrutiniser not later than 5.00 P.M. on May 24, 2022 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 5.00 P.M. on May 26, 2022 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 Thursday, May 26, 2022 at the Registered Office of the Company at Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001, by placing it along with the Scrutiniser's report on its notice board, Company's website, www.reliancepower.co.in and on the website of the agency KFIN at www.kfintech.com and shall also be communicated to the Stock Exchanges.
13. The resolutions shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-Voting.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on April 15, 2022. Members can vote for their entire voting rights as per their discretion.
15. 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.
16. 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. upto May 24, 2022.
17. Members whose email address is not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail ID on the Company's website at <https://www.reliancepower.co.in/web/reliancepower/shareholder-registration> by providing the requisite details of their holdings and documents for registering their e-mail address; and
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants 'DPs' for receiving all communications from the Company electronically.
18. In case of Individual Shareholders holding securities in demat mode and who became a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under 'Login method for e-Voting for Individual shareholders holding securities in demat mode.'

19. 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:

Step 1 Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 Access to KFIN e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nSDL.com</p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nSDL.com</p> <p>II. Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFIN.</p> <p>On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e- Voting is in progress.</p>

Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password.

They will have to follow the following process:

1. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
2. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6556, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-Voting, you can use your existing User ID and password for casting the vote.
3. After entering these details appropriately, click on "LOGIN".
4. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact

5. details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
8. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
10. You may then cast your vote by selecting an appropriate option and click on "Submit".
11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting

period, Members can login any number of times till they have voted on the Resolution(s).

11. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-Voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id scrutinizeragl@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-Voting instructions cannot be serviced, will have to follow the following process:
 - i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-Voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFIN, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
 - ii. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-Voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - iii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-Voting instructions.

Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Item No 1: Appointment of Dr. Thomas Mathew as an Independent Director.

Dr. Thomas Mathew was appointed as an additional Director in the capacity of an Independent Director of the Company by the Board with the recommendation of the Nomination and Remuneration Committee, for a term of 5 (five) consecutive years commencing from February 26, 2022, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the 'Act').

The Company has received a declaration from Dr. Thomas Mathew confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). In the opinion of the Board and based on the declaration of independence submitted by him, Dr. Thomas Mathew fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and that he is independent of the management.

The Nomination and Remuneration Committee (NRC) has considered amongst others, leadership capabilities, expertise in governance, legal compliance, finance management, administrative knowledge & experience and global experience/ international exposure as the skills required for this role. In view of the above, the NRC and the Board of Directors are of the view that Dr. Thomas Mathew possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Dr. Thomas Mathew for the office of Director of the Company. Dr Thomas Mathew is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Keeping in view the above and in terms of Listing Regulations, consent of the members for appointment of Dr. Thomas Mathew as an Independent Director, not liable to retire by rotation,

is sought by way of special resolution, as set out in the resolution in Item No. 1 of the accompanying Notice.

Dr. Thomas Mathew is interested in the resolution set out in Item No 1. of the notice with regard to his appointment.

The relatives of Dr. Thomas Mathew may be deemed to be interested in the resolution set out in Item No 1 of the notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

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

Item No 2: Appointment of Shri Ashok Ramaswamy as an Independent Director.

Shri Ashok Ramaswamy was appointed as an additional Director in the capacity of an Independent Director of the Company by the Board with the recommendation of the Nomination and Remuneration Committee, for a term of 5 (five) consecutive years commencing from April 22, 2022, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 (the 'Act').

The Company has received a declaration from Shri Ashok Ramaswamy confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). In the opinion of the Board and based on the declaration of independence submitted by him, Shri Ashok Ramaswamy fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and that he is independent of the management.

The Nomination and Remuneration Committee (NRC) has considered amongst others, leadership capabilities, expertise in governance, legal compliance, finance management, administrative knowledge & experience and global experience/ international exposure as the skills required for this role. In view of the above, the NRC and the Board of Directors are of the view that Shri Ashok Ramaswamy possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director and his continuation on the Board of the Company as an Independent Director even after attaining the age of 75 years will be in the interest of the Company.

As required under Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Shri Ashok Ramaswamy for the office of Director of the Company. Shri Ashok Ramaswamy is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Keeping in view the above and in terms of Listing Regulations, consent of the members for appointment of Shri Ashok Ramaswamy as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 2 of the accompanying Notice.

Shri Ashok Ramaswamy is interested in the resolution set out in Item No 2 of the notice with regard to his appointment.

The relatives of Shri Ashok Ramaswamy may be deemed to be interested in the resolution set out in Item No 2 of the notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out in Item No 2 of the accompanying Notice for the approval of the members.

Annexure to Item No 1 & 2 of the Notice

Details of Director whose appointment is proposed required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are as follows:

Name of the Director	Dr. Thomas Mathew	Shri Ashok Ramaswamy
Age	65 years	72 years
Date of first appointment on Board	February 26, 2022	April 22, 2022
Brief resume including qualification, experience and expertise in specific functional areas	<p>Dr. Thomas Mathew, holds a bachelor's degree in arts from the University of Delhi and a bachelor's degree in law from Campus Law Centre-II, Faculty of Law. He also holds a master's degree in arts, a degree of master of philosophy, and a degree of doctor of philosophy from Jawaharlal Nehru University. He has experience of working with the Ministry of Finance and the Ministry of Defence. He represented India as the leader of the delegation in several conferences and meetings. Dr. Thomas Mathew has addressed/presented papers in several fora including those in the United States Department of Defence and Stanford University, USA. He also spearheaded several new reforms in the Ministry of Defence. He published scores of articles, Opeds, etc. in leading newspapers like the Times of India, Economic Times, The Indian Express, The Hindu, etc. He has also edited book on India-US Strategic Ties contributing it lead chapter. As the Additional Secretary to the 13th President of India, Mr. Pranab Mukherjee, he authored two books, "The Winged Wonders of Rashtrapati Bhavan" and "Abode under the Dome". These books were regularly presented by the Indian President to the visiting Heads of States and other world leaders who called on him.</p>	<p>Shri R Ashok is a former Civil Servant with over 40 years experience in the areas of Financial Control and Management, General Administration, Vigilance Inquiry and administration, procurement, regulation and information technology.</p> <p>Shri R Ashok has leadership capabilities, expertise in governance, legal compliance, finance management, administrative knowledge & experience and global experience/international exposure.</p> <p>Shri R Ashok retired as a Secretary level official from Govt. of India and subsequently was appointed as Member, TRAI – a statutory appointment.</p> <p>Shri R Ashok holds Masters Degree in Science, Management and Public Administration and in the early part of his career was intimately involved in application of information technology to computer aided management information system design and implementation.</p> <p>Most positions held by him required deep comprehension in the subject and knowledge on allied areas and tested analytical and inferential skills</p> <p>Shri R Ashok has travelled widely around the world and is generally familiar with the foreign environment and culture.</p>
Other Directorships	<p>Reliance General Insurance Company Limited</p> <p>Reliance Nippon Life Insurance Company Limited</p> <p>Reliance Infrastructure Limited</p>	<p>Mumbai Metro One Private Limited</p> <p>Reliance Home Finance Limited</p>

<p>Chairmanship/ Membership of Committees in Companies in which position of Director is held</p>	<p>Reliance Power Limited</p> <ul style="list-style-type: none"> ● Audit Committee – Chairperson ● Corporate Social Responsibility (CSR) Committee – Chairperson ● Nomination and Remuneration Committee – member ● Risk Management Committee – member ● Stakeholder Relationship Committee – member <p>Reliance Nippon Life Insurance Company Limited</p> <ul style="list-style-type: none"> ● Audit Committee – member ● Nomination and Remuneration Committee – member ● Risk Management Committee – member ● Corporate Social Responsibility (CSR) Committee – member ● Investment Committee – member ● Share Transfer and Allotment Committee – member <p>Reliance General Insurance Company Limited</p> <ul style="list-style-type: none"> ● Audit Committee – member ● Nomination and Remuneration Committee – member ● Risk Management Committee – member ● Corporate Social Responsibility (CSR) Committee – member ● Investment Committee – member <p>Reliance Infrastructure Limited</p> <ul style="list-style-type: none"> ● Audit Committee – member ● Stakeholder Relationship Committee – Chairperson ● Nomination and Remuneration Committee – member ● Corporate Social Responsibility (CSR) Committee – member ● Risk Management Committee – member 	<p>Reliance Home Finance Limited</p> <ul style="list-style-type: none"> ● Audit Committee – member ● Corporate Social Responsibility (CSR) Committee – member ● Risk Management Committee – member
<p>Listed entities from which the Director has resigned in the past three years</p>	<p>Reliance Capital Limited</p>	<p>Not applicable</p>

Relationship with other Directors, Managers and Key Managerial Personnel of the Company	Dr. Thomas Mathew does not have any relationship with other Directors, Managers and Key Managerial Personnel of the Company.	Shri Ashok Ramaswamy does not have any relationship with other Directors, Managers and Key Managerial Personnel of the Company.
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	1 Equity Share	Nil
No. of board meetings attended during the financial year (FY2022)	1 out of 1 board meeting held since his appointment	Not applicable
Terms and conditions of appointment including remuneration	As per the resolution set out in this Notice read with the Statement hereto.	As per the resolution set out in this Notice read with the Statement hereto.

By Order of the Board
For Reliance Power Limited

Murli Manohar Purohit
Vice President - Company Secretary
& Compliance Officer

Date: April 22, 2022

Place: Mumbai

Registered Office:

Reliance Centre, Ground Floor
19, Walchand Hirachand Marg
Ballard Estate, Mumbai 400 001
CIN : L40101MH1995PLC084687
Website: www.reliancepower.co.in

Reliance Power Limited

CIN: L40101MH1995PLC084687

Registered Office : Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001

Tel.: +91 22 4303 1000, Fax: +91 22 4303 3166, E-mail:reliancepower.investors@relianceada.com, Website: www.reliancepower.co.in

Postal Ballot Form

- 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 members 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 including Electronic Voting (e-Voting) for the Special Business stated in the Notice dated April 22, 2022, of Reliance Power Limited ("the Company") by sending my / our Assent (FOR) or Dissent (AGAINST) to the said Resolution by placing the tick mark (a) at the appropriate column below:

Description of Business Item	No. of Equity Share(s) Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Special Resolutions			
Appointment of Dr. Thomas Mathew as an Independent Director			
Appointment of Shri Ashok Ramaswamy as an Independent Director			

E-mail: _____ Tel. No. / Mobile No: _____

Place:

Date :

Signature of Member

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

Instructions and other information relating to Postal Ballot and e-voting are as under:

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, to the Scrutinizer by post or courier at Shri Anil Lohia / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Power Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Telangana 500 032.
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 her/his 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 does not 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; and
 - j. Member has made any amendment to the Resolution or imposed any condition while exercising her/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 May 24, 2022. 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 of the Board or any person authorised by him after completion of the scrutiny on or before 5.00 P.M. on Thursday, May 26, 2022 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Thursday, May 26, 2022 at the Registered Office of the Company by placing it along with the Scrutinizer's report on its notice board, Company's website www.reliancepower.co.in and on the website of KFIN Technologies Limited (KFIN), the agency at www.kfintech.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 / KFIN).
9. Members whose names appear on the Register of Members / List of Beneficial Owners as on April 15, 2022 will be considered for the purpose of voting. A person who is not a Member as on April 15, 2022 i.e. the "Cut-off date" for reckoning voting rights should treat this Notice for information purpose only.
10. 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.
11. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
12. 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 KFIN, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Telangana 500 032 or on Toll Free No. 1 800 309 4001 / E-mail: evoting@kfintech.com.
13. 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.
14. Members may vote on the postal ballot from April 25, 2022 to May 24, 2022. In terms of the requirements of SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the e-voting period begins at 10 A.M. (IST) on Monday, April 25, 2022 and ends at 5.00 P.M. (IST) on Tuesday, May 24, 2022. Thereafter the e-voting module shall be disabled by 'KFIN'.
15. Any queries pertaining to voting by postal ballot including the remote e-voting process can be addressed to Shri Praveen Chaturvedi, KFIN, Selenium Building, Tower - B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Telangana 500 032, Toll Free No. 1 800 309 4001, E-mail: rpower@kfintech.com. Members may also write to reliancepower.investors@relianceada.com