

August 24, 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 Sirs,

**Sub: Notice of Annual General Meeting**

Further to our letter dated August 24, 2018, we submit a copy of the notice of the 24<sup>th</sup> Annual General Meeting scheduled to be held on September 18, 2018.

Thanking you.

Yours faithfully,

For Reliance Power Limited



**Murli Manohar Purohit**

**Company Secretary & Compliance Officer**



Encl. :- As above.

**Copy to:** a. National Securities Depository Limited, Mumbai  
b. Central Depository Services (India) Limited, Mumbai, and  
c. Karvy Computershare Private Limited, Hyderabad.

## Notice

Notice is hereby given that the 24th Annual General Meeting of the Members of **Reliance Power Limited** will be held on Tuesday, September 18, 2018 at 12.00 noon or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the following business:

### Ordinary Business:

1. To consider and adopt:
  - a) the audited financial statement of the Company for the financial year ended March 31, 2018 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, 2018 and the report of the Auditors thereon.
2. To appoint a Director in place of Shri Sateesh Seth (DIN: 00004631), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To confirm holding of office by Auditor for remaining term and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No. 107783W) as the Statutory Auditors of the Company which was approved by the Members at the 22nd Annual General Meeting (AGM), to hold office from the conclusion of the 22nd Annual General Meeting for a term of 5 (five) consecutive years till the conclusion of the 27th Annual General Meeting, be and is hereby confirmed to hold office for the said period."

4. To confirm holding of office by Auditor for remaining term and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the relevant Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No.101248W/W-100022), as the Statutory Auditors of the Company which was approved by the Members at the 23rd Annual General Meeting (AGM), to hold office from the conclusion of the 23rd Annual General Meeting for a term of 5 (five) consecutive years till the conclusion of the 28th Annual General Meeting, be and is hereby confirmed to hold office for the said period."

### Special Business:

5. **Payment of remuneration to Cost Auditors for the financial year ending March 31, 2019**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. R00213) appointed as the Cost Auditors in respect of its 45 MW Wind farm Power Project at Vashpet, Dist. Sangli, Maharashtra, for the financial year ending March 31, 2019, be paid a remuneration of ₹ 15,000/- (Rupees fifteen thousand only) excluding applicable taxes and out of pocket expenses, if any;

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

6. **Appointment of Shri K Raja Gopal as the Whole-time Director**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the relevant Rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Articles of Association of the Company, Shri K Raja Gopal (DIN: 00019958), who was appointed as an Additional Director by the Board of Directors of the Company at their Meeting held on April 13, 2018 with effect from July 1, 2018, in the capacity of a Whole-time Director, based on the recommendation of the Nomination and Remuneration Committee of the Board and who holds office as such up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Act proposing his candidature for appointment as a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act read with Schedule V to the Act as amended and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to such other sanctions as may be necessary, approval of the members be and is hereby accorded to the appointment of Shri K Raja Gopal as a Whole-time Director of the Company for a period of three years commencing from July 1, 2018 as per the terms and conditions including the remuneration as shall

be decided from time to time by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) and that the Board be and is hereby authorized to alter and vary the terms and conditions including the remuneration payable to him during the tenure of his appointment such that the remuneration payable to him shall not exceed the limits specified in the Act read with Schedule V of the Act as amended thereto.

**RESOLVED FURTHER THAT** the Board, based on the recommendation of the Nomination and Remuneration Committee of the Board, be and is hereby authorized to provide annual increases in the remuneration payable to the Whole-time Director during his above tenure of appointment, subject to such increases being within the limits specified in the Act read with Schedule V thereto as amended from time to time.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Shri K Raja Gopal as Whole-time Director, the remuneration and perquisites be paid or granted to him as minimum remuneration and perquisites provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the amount as approved by the Board from time to time, subject to the provisions of Schedule V of the Act, as amended.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to do all such acts, deeds, attend to such matters and things and take all steps as may be necessary, proper and expedient to give effect to this resolution."

### 7. Private Placement of Non-Convertible Debentures and/or other Debt Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable SEBI regulations and guidelines, and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable / Non-Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bonds, and/or other debt securities, etc., on a private placement basis, in one or more series / tranches, within the overall borrowing limits

of the Company, as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilisation of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard."

By Order of the Board of Directors

Murli Manohar Purohit  
Company Secretary & Compliance Officer

Registered Office:  
H Block, 1st Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
CIN: L40101MH1995PLC084687  
Website: www.reliancepower.co.in

August 10, 2018

### Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), relating to items of Special Business to be transacted at the Annual General Meeting (the 'Meeting') is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of herself / himself, and the proxy need not be a Member of the Company. The instrument appointing proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the commencement of the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder. The holder of proxy shall prove his identity at the time of attending the meeting.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified copy of their Board resolution authorising their representative(s) together with their specimen signature(s) to attend and vote on their behalf at the Meeting.

## Notice

5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed to the report.
6. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
8. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. 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 the date of the Meeting. The aforesaid documents will also be available for inspection by Members at the Meeting.
10. The Company's Register of Members and Transfer Books will remain closed from Saturday, September 15, 2018 to Tuesday, September 18, 2018 (both days inclusive) in connection with the above Meeting.
11. Non-Resident Indian members are requested to inform Karvy Computershare Private Limited (Karvy), Company's Registrar and Transfer Agent immediately on:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Re-appointment of Director:
 

At the ensuing Annual General Meeting, Shri Sateesh Seth (DIN: 00004631), Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company has recommended the re-appointment.

Shri Sateesh Seth, 62 years, is a Fellow Chartered Accountant and a Law Graduate. He has vast experience in general management.

He has been appointed as a Director of the Company with effect from July 18, 2014. He has attended all seven Board Meetings held during the financial year 2017-18. He is also on the Board of Reliance Infrastructure Limited and Reliance Naval and Engineering Limited. He is a Member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee of the Company.

In terms of Section 152(6) of the Act, he was appointed as a Non-Executive Director at the Annual General Meeting held on September 26, 2017 liable to retire by rotation.

Shri Sateesh Seth holds 29 equity shares in the Company. He does not hold any relationship with Directors and Key Managerial Personnel of the Company.

The details pertaining to Shri Sateesh Seth pursuant to the requirements of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') are furnished in the Corporate Governance Report forming part of this Annual Report.
13. In terms of Notification No. S.O. 1883(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs, Government of India, the requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM has since been done away. Members at the AGM held on September 27, 2016 and September 26, 2017 had approved the appointment of M/s. Pathak H.D. & Associates and M/s. B S R & CO. LLP respectively, as Statutory Auditors of the Company for a term of five consecutive years. Keeping in view that appointment of above Statutory Auditors was subject to ratification at every AGM, resolutions set out at Item No. 3 and 4 are proposed as an abundant caution, seeking confirmation of the Members for the above Statutory Auditors to continue to hold office for their respective remaining terms. Both the above Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.
14. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
15. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
16. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Information' section on the Company's website [www.reliancepower.co.in](http://www.reliancepower.co.in) to aid the Company in its constant endeavors to enhance the standards of service to investors.
17. The Statement containing the salient features of the balance sheet, the statement of profit and loss and Auditors' Report on the Abridged Financial Statement, is sent to the Members, along with the Abridged Consolidated Financial Statement. Any member interested in obtaining a copy of the full Annual Report, may write to the Company or the Registrar and Transfer Agent of the Company.
18. Members holding shares in physical mode:
  - a. are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy, if not registered with the Company as mandated by SEBI.
  - b. are advised to register the nomination in respect of their shareholding in the Company. Nomination

## Notice

- Form (SH-13) is put on the Company's website and can be accessed at link <http://reliancepower.co.in/Download-Forms.aspx>.
- c. are requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.
19. Members holding shares in electronic mode:
- a. are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- b. are advised to contact their respective DPs for registering the nomination.
- c. are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
20. The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company / its registrar and transfer agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or Karvy Computershare Private Limited (Karvy), the Company's Registrar and Transfer Agent. **Form for updating PAN / Bank details is provided as a part of this Annual Report. Members are requested to send duly filled form along with (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.**
21. Members who hold shares in physical form, in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
22. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company through Notice dated August 10, 2018 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cutoff date i.e. September 11, 2018 only shall be entitled to avail the facility of remote e-voting / voting. Karvy Computershare Private Limited will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10:00 A.M. (IST) on September 14, 2018 to 5:00 P.M. (IST) on September 17, 2018. The Members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip. The facility for voting shall also be available at the meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their votes again at the meeting. The Board of Directors have appointed Shri Anil Lohia or in his absence Shri Rinkit Kiran Uchat, Partners, M/s. Dayal and Lohia, Chartered Accountants as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
- The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at [www.reliancepower.co.in](http://www.reliancepower.co.in) and on the website of Karvy Computershare Private Limited.



## Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 10, 2018

### Item No. 5 - Payment of remuneration to the Cost Auditors for the financial year ending March 31, 2019

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. V. J. Talati & Co., Cost Accountants (Firm Registration No. ROO213), as the Cost Auditors in respect of its 45 MW Wind farm Power Project at Vashpet, Sangli District, Maharashtra for the financial year ending March 31, 2019, at a remuneration of ₹ 15,000/- (Rupees Fifteen thousand only) excluding applicable taxes and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in this resolution set out in Item no. 5 of the Notice.

Board accordingly recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

### Item No. 6 - Appointment of Shri K Raja Gopal, as the Whole-time Director

Shri K Raja Gopal was appointed as Chief Executive Officer of the Company by the Board with effect from May 2, 2018.

At its Meeting held on April, 13, 2018, the Board of Directors has appointed Shri K Raja Gopal as an Additional Director and has also appointed him to the position of a Whole-time Director for a period of three years effective from July 1, 2018. The above appointment is based on the recommendation of the Nomination and Remuneration Committee of the Board.

The Board has also approved the remuneration payable to him subject to the consent of the shareholders.

As an Additional Director, Shri Gopal holds office only up to the date of the ensuing Annual General Meeting as per the provisions of the Act.

Shri Gopal has given his consent for the appointment and has also confirmed that he is not in any way disqualified from the appointment as per the provisions of the Act. He will be liable to retire by rotation during the above tenure of his appointment.

The details pertaining to Shri Gopal, pursuant to the requirements of Section 152 (5) of the Act, Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings are furnished in the report on Corporate Governance forming part of this Annual Report.

The Company has also received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Shri Gopal, for the office of Director of the Company.

Shri K Raja Gopal is not related to any other director or Key Managerial Personnel of the Company.

Shri Gopal is functioning in a professional capacity and he does not have any interest in the capital of the Company or in any of its subsidiary companies either directly or indirectly or through any other statutory structures. He is not related to the directors or promoters of the Company or any of its subsidiaries at any time during the last two years before this appointment.

He possesses M.E. and MBA qualifications. He has rich and diversified experience of over 35 years in the power industry, having acquitted himself creditably by holding senior positions.

In view of the above, pursuant to the amended provisions of Schedule V to the Act, no approval of the Central Government is called for in respect of the remuneration paid / proposed to be paid to Shri Gopal during the tenure of this appointment.

Shri Gopal fulfills the conditions for eligibility for the appointment as contained in part I of Schedule V of the Act.

In terms of the requirements of Schedule V of the Act, the following information is provided in connection with the special resolution proposed to be passed in respect of the remuneration payable to Shri K Raja Gopal.

The Company has not made any default in repayment of its debts or debentures or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of the Whole-time Director.

### General Information

1. Nature of industry – Generation and distribution of electricity
2. Date or expected date of commencement of commercial production:

Reliance Power Limited is, *inter-alia*, the Holding Company of the following operational Special Purpose Vehicles all of which are its 100% subsidiaries. These subsidiaries are operating power plants with different operating capacities at different locations as detailed below:-

- Rosa Power Supply Company Limited – installed capacity – 1,200 MW. The thermal plant which is located in Shahjahanpur district of UP comprises of four units of 300 MW each and commenced commercial operations in the year 2012.
- Sasan Power Limited – installed capacity – 3,960 MW. This plant which is located in Singrauli district of Madhya Pradesh is an integrated Ultra Mega Power Plant (UMPP) six units with a generating capacity of 660 MW each. This plant is the largest integrated power plant in the world with its dedicated coal mine. The last of the units in the Plant became commercially operational in the year 2015. The plant provides quality, efficient and competitive power to 7 states in the Country.
- Vidarbha Industries Power Limited – installed capacity – 600 MW. This plant is located in Butibori, Maharashtra and the entire power generated is distributed in Mumbai city under a 25 year Power Purchase Agreement.
- Dhursar Solar Power Private Limited – installed capacity – 40 MW. This solar Photovoltaic (PV) plant is located in Pokhran District, Rajasthan.
- Rajasthan Sun Technique Energy Private Limited – installed capacity – 100 MW Concentrated Solar Power (CSP) plant located in Pokhran District, Rajasthan.

# Reliance Power Limited

## Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 10, 2018

Apart from the above plants, Reliance Power operates under its own umbrella, a 45 MW Wind Farm project which is located in the Sangli district of Maharashtra.

In addition, the Reliance Power through its subsidiary is also in the process of setting up a combined cycle gas power project in Bangladesh which is proposed to be set up in phases.

Apart from the above, Reliance Power has certain other projects which are in the drawing board and in different stages of conceptualization.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable.
4. Financial performance based on given indicators

₹ in Lakhs

Particulars	Consolidated	Standalone
<b>Financial year ended 31-03-2018</b>		
Total income	10,12,290	49,431
Profit before tax	1,23,134	546
Provision for tax	19,653	321
Profit after tax	1,03,481	225
<b>Financial year ended 31-03-2017</b>		
Total income	10,89,168	47,662
Profit before tax	1,42,542	7,106
Provision for tax	32,126	680
Profit after tax	1,10,416	6,426
<b>Financial year ended 31-03-2016</b>		
Total income	10,62,152	1,58,224
Profit before tax	1,35,322	1,29,944
Provision for tax	45,777	120
Profit after tax	89,545	1,29,824

5. Foreign investments or collaborations, if any – **Not Applicable.**

### Information about the appointee:

1. Background details:

Shri K Raja Gopal, ME, MBA having over thirty-five years of industry and leadership experience in both public and private domains. A well acknowledged leader in power industry circles of the country known for deep insight, vision, team building capability, fostering strong relationships and a proven track record of execution and operation of large IPPs. Most recently chaired the 'Association of Power Producers' (APP) and also was a member of National Committee on Power at CII and FICCI at New Delhi. In the past he has remained to be the member of Board & CEO of Lanco Group, CEO of LVS Power Limited, General Manager & Head – Project, Best Power Limited and also worked with Hindustan Cables Limited

2. Past remuneration – ₹ 278.31 Lakhs

3. Recognition or awards –

While working as a Board member and Chief Executive Officer of Lanco Group strategized several winning PPA bids & executed projects to become no. 1 IPP in the nation, established and grew Power Trading business to reach no. 2 position in the country, started O&M business and built teams that delivered excellent performance and won several awards.

While working as a Chief Executive Officer of LVS Power Limited evolved legal strategy that won PPA litigation against the State Discoms, set up O&M team that won appreciation from MANN B&W(OEM), Germany

Most recently lead the Association of Power Producers, New Delhi as Chairman, the trade body of IPPs in the Country and Served as Member of National Committee on Power at CII and FICCI, New Delhi for several years.

4. Job profile and his suitability

As Shri Gopal has the requisite professional qualification and experience, he is eminently suited for the position.

5. Remuneration proposed –

Present remuneration is ₹ 300 Lakhs per annum which comprises of salary, allowances and other perquisites inclusive of Performance Linked Incentive of ₹ 75 lakhs. This has been approved by the Board based on the recommendation of the Nomination and Remuneration Committee of the Board under Section 178 of the Act. Shri K Raja Gopal is entitled for annual increment / performance linked incentive, as may be decided by the Board of Directors pursuant to recommendation of the Nomination and Remuneration Committee based on the performance of the Company and as per the Company's policy as applicable.

The perquisites and allowance payable to Shri K Raja Gopal will include House Rent Allowance (part of his salary), reimbursement of expenses and / or allowances, medical insurance, such other perquisites and / or allowance within the amount specified above. The said perquisites and allowances shall be evaluated wherever applicable as per the provisions of the Income Tax Act, 1961 or any Rules made there under including any statutory modification(s) thereto, for the time being in force.

Since, Shri Gopal has completed the superannuation age pursuant the Company's policy, therefore, he has not opted for the contribution to Provident Fund, Superannuation / Annuity Fund and Gratuity. Shri K Raja Gopal shall be eligible for an annual increment of such amount as may be determined by the Board based on the recommendation of the Nomination and Remuneration Committee.

In the event of loss or inadequacy of profits in any financial year during the currency of the above appointment of Shri K Raja Gopal as Whole-time Director, the remuneration and perquisites to be paid as minimum remuneration shall not exceed the amount as may be approved by the Board from time to time subject to the provisions of Schedule V to the Act, as amended.

## Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 10, 2018

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)
- The remuneration proposed to the appointee is comparable with persons holding similar positions in the industry. The proposed remuneration is commensurate to the size and extent of operation of the Company.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any – None

### Other information

- i. Reasons of loss or inadequate profits
- The Company operates through its subsidiaries and has built diversified portfolio of projects in terms of source of fuel; business model; power purchasers; etc. of the power projects in its portfolio, some are operational while the other power projects are under various stages of development. The Company has undertaken measures for monetisation of assets of the subsidiaries, where projects could not be executed/ made operational due to regulatory and / or other reasons, which would unlock the investments held up therein. Increase in finance costs and lower than expected realisation of monetisation proceeds has primarily contributed to inadequate profit during the year.
- ii. Steps taken or proposed to be taken for improvement
- As mentioned in the foregoing, monetisation proceeds shall be used for deleveraging and thereby attaining reduction in finance cost. The continued focus on operational excellence in terms of availability and efficiency of power plants of operating subsidiaries will further boost cash flows, thereby enabling enhanced income on the Company's investment in such subsidiaries.
- iii. Expected increase in productivity and profits in measurable terms
- The combined effect of enhanced cash flows in operating subsidiaries and realization of monetisation proceeds will lead to enhanced profits, for the Company in the medium-term, which is difficult to measure.

### Disclosures

The disclosures required under Schedule V of the Act have been incorporated in the Directors' Report under Corporate Governance section.

Shri Gopal will be liable to retire by rotation in accordance with the provisions of the Act.

The relatives of Shri K Raja Gopal may be deemed to be interested in the resolution set out in Item no. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Shri K Raja Gopal, none of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Board accordingly recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

### Item No. 7 – Private Placement of Non-Convertible Debentures and/or other Debt Securities.

As per the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, a company offering or making an invitation to subscribe to Secured / Un-Secured / Redeemable / Non-Redeemable Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year.

In order to augment resources in the ordinary course of business for such purposes as may be deemed necessary including for general corporate purposes, the Company may offer or invite subscriptions for secured/unsecured NCDs in one or more series / tranches, on private placement basis.

The Board of Directors at its meeting held on July 21, 2018 has considered the proposal to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing AGM for all the offers or invitations for NCDs to be made during the year.

It is proposed to obtain an enabling approval of shareholders to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and / or other debt securities, etc., on private placement basis, at appropriate time in one or more series/ tranches, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security, or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, the Board would act on the basis of the enabling resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Section 42, 71 and other applicable provisions, if any, of the Act and its Rules thereunder as set out in Item No. 7 appended to this notice.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for the approval of the Members.

By Order of the Board of Directors

Murli Manohar Purohit  
Company Secretary & Compliance Officer

Registered Office:  
H Block, 1st Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
CIN: L40101MH1995PLC084687  
Website: www.reliancepower.co.in

August 10, 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. no. : +91 22 3303 1000, Fax no.: +91 22 3303 3662

Website: www.reliancepower.co.in, E-mail id: reliancepower.investors@relianceada.com

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

**ATTENDANCE SLIP**

.DP Id*		Name & Address of the registered Shareholder
.Regd. Folio No./ *Client Id		
No. of Share(s) held		

(Applicable for Members holding Shares in electronic form\*)

I hereby record my presence at the **24<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **Reliance Power Limited** held on Tuesday, September 18, 2018 at 12.00 noon or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020

Member's/ Proxy's Signature

TEAR HERE

**PROXY FORM****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 no.: +91 22 3303 1000, Fax no.: +91 22 3303 3662

Website: www.reliancepower.co.in, E-mail id: reliancepower.investors@relianceada.com

**FORM NO. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-mail Id:	
*DP Id.	
Regd. Folio No./ *Client Id.	

(\*Applicable for Members holding Shares in electronic form)

I/ We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him;
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail id: \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24<sup>th</sup> Annual General Meeting** of the Company, to be held on Tuesday, September 18, 2018 at 12.00 noon or soon after the conclusion of the annual general meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020 and at any adjournment thereof in respect of such resolution are indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	To consider and adopt: a. the audited financial statement of the Company for the financial year ended March 31, 2018 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, 2018 and the reports of the Auditors thereon.		
2.	To appoint a Director in place of Shri Sateesh Seth (DIN 00004631), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.		
3.	To confirm holding of office by M/s. Pathak H.D. & Associates, as the Statutory Auditors for the remaining term		
4.	To confirm holding of office by M/s. B S R & Co. LLP, as the Statutory Auditors for the remaining term		
5.	To consider and approve payment of remuneration to M/s. V.J.Talati & Co., Cost Auditors for the financial year ended March 31, 2019		
6.	To consider appointment of Shri K Raja Gopal as the Whole-time Director		
7.	To approve Private Placement of Non-Convertible Debentures and/or other Debt Securities		

Signed this ..... day of ..... 2018.

Signature of Shareholder(s) : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:**  
This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Despatch Ref. No.:

Reference 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)

Dear Member,

**Sub.: Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of 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, Reliance Power Limited ("RPower" or "the Company") is providing e-voting facility (remote e-voting) to its Members in respect of the items of business to be transacted at the 24<sup>th</sup> Annual General Meeting scheduled to be held on Tuesday, September 18, 2018 at 12:00 noon or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the authorised agency to provide e-voting facility. The remote e-voting particulars are set out below:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password / PIN</b>

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting : From 10:00 A.M. (IST) on Friday, September 14, 2018.

End of remote e-voting : Up to 5:00 P.M. (IST) on Monday, September 17, 2018.

The facility of remote e-voting will not be available beyond the aforesaid date and time and it will be disabled by Karvy upon expiry of aforesaid period. **The cut-off date for the purpose of remote e-voting for the 24<sup>th</sup> Annual General Meeting is Tuesday, September 11, 2018.**

**Please read the instructions printed overleaf before exercising your vote.** This communication forms an integral part of the Notice of the Company dated August 10, 2018 for the 24<sup>th</sup> Annual General Meeting scheduled to be held on Tuesday, September 18, 2018 which is being mailed to you with this communication.

The Notice for the 24<sup>th</sup> Annual General Meeting and this communication are also available on the website of the Company at [www.reliancepower.co.in](http://www.reliancepower.co.in)

Yours faithfully,

**For Reliance Power Limited**

Mumbai  
August 10, 2018

**Murli Manohar Purohit**  
**Company Secretary & Compliance Officer**

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

1. The Company is pleased to provide remote e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- i) Open your web browser during the remote e-voting period and navigate to "https://evoting.karvy.com".
- ii) Enter the login credentials (i.e., user-id and password) mentioned in the letter. Your Folio No. / DP ID No. / Client ID No. will be your User- ID.

User – ID	For Members holding shares in Demat Form:- For NSDL :- 8 Character DP ID followed by 8 Digits Client ID For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- Event Number followed by Folio No. registered with the Company
Password	Your unique password is printed overleaf / sent via e-mail forwarded through the electronic notice
Captcha	Please enter the Verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

- iii) Members can cast their vote on-line from Friday, September 14, 2018 at 10:00 A.M. (IST) to Monday, September 17, 2018 till 5:00 P.M. (IST).
  - 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 (@, #, \$, etc.). Kindly note that this password can be used by the Demat holders for voting in any other Company on which they are eligible to vote, provided that the other company opts for e-voting through Karvy e-Voting platform. System will prompt you to change your password and update your contact details like mobile number, e-mail 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 you 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 the 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 you do not wish to vote, please 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 whether partially or otherwise, you will not be allowed to modify your vote.
  - xii) Corporate / 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 'evoting@karvy.com'. The file / scanned image of the board resolution / authority letter should be in the naming format 'Corporate Name Event no.'.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
3. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Tuesday, September 11, 2018.
4. **The facility for voting shall also be available at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again at the meeting.**
5. In case of any query pertaining to e-voting, please visit Help and FAQs section available at Karvy's website <https://evoting.karvy.com> OR contact our toll free no. **1800 4250 999**.