



Power

Reliance Power Limited

CIN: L40101MH1995PLC084687

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Tel. +91 22 4303 1000, Fax: +91 22 4303 3166

Email: 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, ("the Act") read with Rule 20 and 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with other relevant circulars, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force):

1. Appointment of Dr. Vijayalakshmy Gupta (DIN: 08636754) 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, as amended from time to time, Dr. Vijayalakshmy Gupta (DIN: 08636754), who was appointed as an Additional Director in the category of an Independent Director, by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her 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 with effect from November 15, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the Listing Regulations, Dr. Vijayalakshmy Gupta be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding that on December 26, 2026 she attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Shri Harmanjit Singh Nagi (DIN: 07490762) as a Non-Executive Non-Independent Director

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules"), the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Shri Harmanjit Singh Nagi (DIN: 07490762), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from November 15, 2024, and in respect of whom the Company has received a notice in writing under Section 160(1) 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 a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

3. Appointment of Shri Sachin Mohapatra (DIN: 07791421) as a Non-Executive Non-Independent Director

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (the "Rules"), the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Shri Sachin Mohapatra (DIN: 07791421), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from November 15, 2024, and in respect of whom the Company has received a notice in writing under Section 160(1) 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 a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

4. Appointment of Shri Ashok Kumar Pal (DIN: 08313292) as an Executive Director

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder read with Schedule V and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Shri Ashok Kumar Pal (DIN: 08313292), who was appointed by the Board of Directors as an Additional Director and also designated as Executive Director of the Company with effect from November 12, 2024, and in respect of whom the Company has received a notice in writing under Section 160(1) 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 Executive Director of the Company, liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from November 12, 2024, as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Reliance Power Limited**

Ramandeep Kaur
Company Secretary

Registered Office:

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

Date: November 15, 2024
Place: Mumbai

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, ("the Act") in respect of the Special Business to be transacted is annexed hereto.
2. The Ministry of Corporate Affairs (MCA"), vide its General Circular No. 09/2024 dated September 19, 2024 read with General Circulars No. 20/2020 dated May 5, 2020, No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, No. 11 /2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars"), has allowed the Companies to transact items through Postal Ballot (electronic mode only) till September 30, 2025.
3. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")s and in terms of SEBI Master circular dated November 11, 2024 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically, through the Electronic Voting (e-voting) services provided by KFIN Technologies Limited ('KFintech') the e-voting Service Provider (ESP), on all the resolutions set forth in this Notice.
4. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, January 03, 2025 ("**Cut-Off Date**") and whose e-mail address is registered with Reliance Power Limited ("the Company") / Registrar and Transfer Agent / Depository Participants ("DPs") / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off date, will be considered for the purpose of voting and any person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
6. 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 KFintech at www.kfintech.com, the ESP.
7. 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.
8. Members may vote on the postal ballot during the following period:

Commencement of voting:	10:00 A.M. (IST) on Sunday, January 12, 2025
End of voting:	05:00 P.M. (IST) on Monday, February 10, 2025

After the voting period, the e-voting portal shall be disabled by KFintech.
9. Kindly note that the Members holding shares in Demat form can vote only through e-voting.
10. Members holding shares in Physical form can opt for any one mode of voting, i.e., by physical postal ballot or by e-voting. In case such Members cast their vote by both physical postal ballot and e-voting, vote cast by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid..
11. The Postal Ballot Form for voting by physical postal ballot may be downloaded from the link provided in the e-mail or from the link https://www.reliancepower.co.in/documents/2181716/14914049/Postal_Ballot_Form_2025.pdf. Please read the instruction carefully, and send the duly completed and signed Postal Ballot Form with the Assent (FOR) or Dissent (AGAINST) to the Scrutinizer by post or courier at Shri Anil Lohia / Mr. 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, Serilingampally, Rangareddi, Telangana – 500 032, so as to reach on or before 05:00 P.M. (IST) on Monday, February 10, 2025, to be eligible for being considered, failing which it will be considered that no reply has been received from such Member.
12. 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. Individual demat account holders would be able to cast their vote without having to register again with the ESP thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
13. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

14. The Scrutiniser will submit his report to the Chairperson of the Board Meeting or any person authorized by the Chairperson of the Board Meeting after completion of the scrutiny after 5.00 P.M. (IST) on Monday, February 10, 2025, and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before 5.00 P.M. on Wednesday, February 12, 2025 and displayed at the Registered Office of the Company at Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai, Maharashtra 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 KFintech at www.kfintech.com and shall also be communicated to the Stock Exchanges where the Company's equity shares are listed.
15. The resolution shall be taken as passed on the last date specified by the Company for receipt of duly completed postal ballot form and e-voting, i.e., Monday, February 10, 2025.
16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the Cut-off Date. Members can vote for their entire voting rights as per their discretion.
17. Corporate/Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to provide legible certified true copy (in PDF Format) of the board resolution/power of attorney/authority letter etc., to the Scrutinizer. It is also requested to upload the same in the e-voting portal at their login.
18. The relevant documents referred to in the Notice will be available, electronically, for inspection by the Members without any fees by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to reliancepower.investors@relianceada.com
19. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
20. 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 with the Company or KFintech by providing the requisite details of their holdings and documents for registering their e-mail address in the prescribed form that be downloaded from the Company's website at www.reliancepower.co.in.
 - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
21. Voting through electronic mode:

The details of the process and manner for e-voting are explained herein below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Members	Login Method
Securities held in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> i. Visit URL: https://eservices.nsdl.com ii. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" iv. Click on Company name or e-voting Service Provider (ESP) i.e., KFintech and you will be re-directed to the ESP's website for casting the vote during the remote e-voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in point 1

Type of Members	Login Method
	<p>3. Alternatively, by directly accessing the e-voting website of NSDL:</p> <ol style="list-style-type: none"> i. Open URL: https://www.evoting.nsdl.com/ ii. Click on the icon "Login" which is available under 'Shareholder/Member's section. 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. iv. Post successful authentication, you will be requested to select the name of the Company and the ESP. v. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
<p>Securities held in demat mode with CDSL</p>	<p>1. Existing user who has opted for Easi / Easiest:</p> <ol style="list-style-type: none"> i. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com Click on New System Myeasi. ii. Click on New System Myeasi iii. Login with your registered User ID and Password. iv. The user will see the e-voting Menu. The Menu will have links of ESP i.e., KFintech e-voting portal. v. Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/ Easiest:</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1. <p>3. Alternatively, by directly accessing the e-voting website of CDSL:</p> <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN Number. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e-voting is in progress.
<p>Login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility. 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. iii. Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

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 send 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 send a request at evoting@cdslindia.com or contact at +91 22-23058738 / +91 23058542-43 Toll free no.: 1800 2255 33

II. Access to KFintech e-voting system in case of shareholders holding shares in physical form and non-individual shareholders in demat mode

(a) Members whose email IDs are registered with the Company/ DPs, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, 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 KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. 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 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
- vii. On the voting page, enter the number of share(s) (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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. 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.
- xii. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiii. Institutional / Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send legible scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's email id scrutinizeragl@gmail.com with a copy marked to evoting@kfintech.com. Such authorization shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "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. Temporarily get their email address and mobile number provided with KFinTech, by sending an e-mail to evoting@kfintech.com. 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.
- ii. Alternatively, Member may send an e-mail request at the email ID einward.ris@kfintech.com along with scanned copy of the signed 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 Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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

Item No. 1: Appointment of Dr. Vijayalakshmy Gupta (DIN: 08636754) as an Independent Director

Pursuant to the provisions of Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Dr. Vijayalakshmy Gupta (DIN: 08636754) as an Additional Director in the category of Independent Director of the Company for a term of five consecutive years effective from November 15, 2024. Pursuant to provisions of the Act and the Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Dr. Vijayalakshmy Gupta as an Independent Director is subject to approval of the members of the Company.

The Company has received a declaration from Dr. Vijayalakshmy Gupta confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board and based on the declaration of independence submitted by her, Dr. Vijayalakshmy Gupta fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for her appointment as an Independent Director and that she is independent of the management.

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

Details of Dr. Vijayalakshmy Gupta as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

The Nomination and Remuneration Committee while recommending her appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that she is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority. Accordingly, the Board of Directors are of the view that Dr. Vijayalakshmy Gupta possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint her as an Independent Director and her 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.

Keeping in view the above, consent of the Members for appointment of Dr. Vijayalakshmy Gupta 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. Vijayalakshmy Gupta is interested in the resolution set out in Item No. 1 of the notice with regard to her appointment. The relatives of Dr. Vijayalakshmy Gupta 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 Harmanjit Singh Nagi (DIN: 07490762) as a Non-Executive Non-Independent Director

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri Harmanjit Singh Nagi (DIN: 07490762) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effective from November 15, 2024. Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Harmanjit Singh Nagi as Non-Executive Non-Independent Director is subject to approval of the members 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 Harmanjit Singh Nagi for the office of Director of the Company. Shri Harmanjit Singh Nagi has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act .

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Details of Shri Harmanjit Singh Nagi as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Keeping in view the above, consent of the Members for appointment of Shri Harmanjit Singh Nagi as a Non-Executive Non-Independent Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution in Item No. 2 of the accompanying Notice.

Shri Harmanjit Singh Nagi is interested in the resolution set out in Item No. 2 of the notice with regard to his appointment. The relatives of Shri Harmanjit Singh Nagi 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 Ordinary Resolution set out in Item No. 2 of the accompanying Notice for the approval of the members.

Item No. 3: Appointment of Shri Sachin Mohapatra (DIN: 07791421) as a Non-Executive Non-Independent Director

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 ("the Act") and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Shri Sachin Mohapatra (DIN: 07791421) as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effective from November 15, 2024. Pursuant to provisions of the Act and Regulation 17(1C) of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Sachin Mohapatra as Non-Executive Non-Independent Director is subject to approval of the members 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 Sachin Mohapatra for the office of Director of the Company. Shri Sachin Mohapatra has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Details of Shri Sachin Mohapatra as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Keeping in view the above, consent of the Members for appointment of Shri Sachin Mohapatra as a Non-Executive Non-Independent Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution in Item No. 3 of the accompanying Notice.

Shri Sachin Mohapatra is interested in the resolution set out in Item No. 3 of the notice with regard to his appointment. The relatives of Shri Sachin Mohapatra may be deemed to be interested in the resolution set out in Item No. 3 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 Ordinary Resolution set out in Item No. 3 of the accompanying Notice for the approval of the members.

Item No. 4: Appointment of Shri Ashok Kumar Pal (DIN: 08313292) as an Executive Director

Shri Ashok Kumar Pal is acting as a Chief Financial Officer of the Company with effect from January 29, 2023 and termed as a Key Managerial Personnel in accordance with the provisions of Section 203 of the Companies Act, 2013 ("the Act"). Pursuant to the provisions of Section 152, 161, 196, and 197 of the Act and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Shri Ashok Kumar Pal (DIN: 08313292) as an Additional Director and also designated as Executive Director of the Company with effective from November 12, 2024. Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Ashok Kumar Pal as Executive Director is subject to approval of the members of the Company.

Shri Ashok Kumar Pal will be considered as Whole Time Director pursuant to the provisions of Section 2(94) of the Act. Further, he shall continue to be a Key Managerial Personnel in accordance with the provisions of Section 203 of the Act.

As an Executive Director of the Company Shri Ashok Kumar Pal will be drawing NIL Remuneration. Hence, the details pertaining to Shri Ashok Kumar Pal pursuant to requirements of Schedule V of the Act, are not applicable. The other terms and conditions set out for appointment, may be altered and varied from time to time by the Board on the recommendation of Nomination and Remuneration Committee as it may, at its discretion deems appropriate.

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 Kumar Pal for the office of Director of the Company. Shri Ashok Kumar Pal has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in governance, legal compliance, administrative knowledge and experience as the skills required for this role and also confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Details of Shri Ashok Kumar Pal as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure.

Keeping in view the above, consent of the Members for appointment of Shri Ashok Kumar Pal as an Executive Director, liable to retire by rotation, is sought by way of ordinary resolution, as set out in the resolution in Item No. 4 of the accompanying Notice.

Shri Ashok Kumar Pal is interested in the resolution set out in Item No. 4 of the notice with regard to his appointment. The relatives of Shri Ashok Kumar Pal may be deemed to be interested in the resolution set out in Item No. 4 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 Ordinary Resolution set out in Item No. 4 of the accompanying Notice for the approval of the members.

By Order of the Board of Directors
For **Reliance Power Limited**

Ramandeep Kaur
Company Secretary

Registered Office:

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

Date: November 15, 2024

Place: Mumbai

Annexure to Item No. 1 of the Notice

Details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 of Dr. Vijayalakshmy Gupta, whose appointment is proposed, are as follows:

Name of the Director	Dr. Vijayalakshmy Gupta
Director Identification Number	08636754
Age	73 years
Date of first appointment on Board	November 15, 2024.
Brief resume including qualification, experience and Expertise in specific functional areas	<p>Dr. Vijayalakshmy K Gupta, is a retired Secretary Defence Finance & Former Member-TRAI.</p> <p>She did her MPhil from University of Madras in 1999 and PhD from Barkatullah University, Bhopal in 2010. She was awarded Gold Medal.</p> <p>She started her career as Indian Defence Accounts Service Officer in 1974. She has rich experience in Finance, Internal Audit, Accounts and General Administration.</p> <p>She has served at various key positions during her career including:</p> <ol style="list-style-type: none"> i. Joint Secretary and Additional Financial Advisor, Ministry of Defence, Government of India, ii. Principal Advisor/Financial Advisor, Organizing Committee, Commonwealth Games 2010, iii. Additional Secretary, Ministry of Women and Child Development, Government of India, iv. Member Finance (Telecom Commission and ex officio Secretary to the Government of India) and v. Secretary-Defence Finance (Ministry of Defence, Government of India)
Other Directorships	<ol style="list-style-type: none"> 1. BSES Yamuna Power Limited 2. BSES Rajdhani Power Limited 3. V V Holdings Private Limited 4. Rosa Power Supply Company Limited 5. Sasan Power Limited
Chairmanship/Membership of Committees of Other Boards	<ol style="list-style-type: none"> 1. Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Investment Committee of BSES Yamuna Power Limited. 2. Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Investment Committee of BSES Rajdhani Power Limited. 3. Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee of Rosa Power Supply Company Limited. 4. Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility (CSR) Committee of Sasan Power Limited.
Listed entities from which the Director has resigned in the past three years	Nil

Relationship with other Directors, Managers and Key Managerial Personnel (KMP) of the Company	Not related to any of the directors or KMP of the Company
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	30 equity shares of 10/- each
No. of board meetings attended during the financial year 2024-25 (till the date of Postal Ballot Notice)	Not Applicable
Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
The remuneration last drawn by such person from the Company (if applicable)	Not Applicable
Details of Remuneration sought to be paid	She will be paid sitting fees of ₹ 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.

Annexure to Item No. 2 of the Notice

Details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 of Shri Harmanjit Singh Nagi, whose appointment is proposed, are as follows:

Name of the Director	Shri Harmanjit Singh Nagi
Director Identification Number	07490762
Age	59 years
Date of first appointment on Board	November 15, 2024.
Brief resume including qualification, experience and Expertise in specific functional areas	<p>Shri Harmanjit Singh Nagi has completed his B.Tech (Electrical) from Jamia Millia University, New Delhi in year 1989 and further done Advanced Management Programme from Essec Business School (France) in year 2015. He is a seasoned executive with over 30 years of experience across the Power, Energy, and Environmental sectors, specializing in strategic leadership, project development, and business development. Currently serving as President of Corporate Development at Reliance Power, where he leads initiatives in green energy, including large-scale solar and hydroelectric projects. Previously, as CEO & Country Head at EDF India, he successfully spearheaded diverse projects in nuclear, hydro, smart metering, and renewable energy across India, Nepal, and Bangladesh.</p> <p>Known for his strong analytical skills, interpersonal communication, and negotiation expertise, he has driven significant business growth, secured multimillion-dollar contracts, and fostered high-level relationships with government agencies, multinational corporations, and industry leaders. With an in-depth understanding of P&L management, he has consistently delivered value in complex, multicultural, and high-stakes environments.</p>
Other Directorships	Nil
Chairmanship/Membership of Committees of Other Boards	Nil

Listed entities from which the Director has resigned in the past three years	Nil
Relationship with other Directors, Managers and Key Managerial Personnel (KMP) of the Company	Not related to any of the directors or KMP of the Company
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
No. of board meetings attended during the financial year 2024-25 (till the date of Postal Ballot Notice)	Not Applicable
Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
The remuneration last drawn by such person from the Company (if applicable)	Not Applicable
Details of Remuneration sought to be paid	He will be paid sitting fees of ₹ 40,000/- per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.

Annexure to Item No. 3 of the Notice

Details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 of Shri Sachin Mohapatra, whose appointment is proposed, are as follows:

Name of the Director	Shri Sachin Mohapatra
Director Identification Number	07791421
Age	58 years
Date of first appointment on Board	November 15, 2024.
Brief resume including qualification, experience and Expertise in specific functional areas	<p>Shri Sachin Mohapatra is Whole Time Director and Chief Executive Office of Sasan Power Limited, a subsidiary of Reliance Power Limited, which stands as one of the world's largest integrated coal-based power plants combined with a captive coal mine. Sasan Power Limited has one of the best sustainable operating plants in the country. He is associated with the Group for last eight years. He started his career as a graduate engineer in NTPC and had a strong association with NTPC for nearly 18 years. Prior to joining Sasan Power, he was associated with Lanco Power and Essar Power.</p> <p>Mr. Mohapatra has completed his graduation in Mechanical Engineering from NIT, Jamshedpur and carried out Masters Degree in Power Generation Technology from IIT, Delhi. He has over 30 years of experience in various fields of power generation. Besides power plant operation and maintenance, his expertise includes engineering, erection and commissioning, and research and technology development in power generation.</p>
Other Directorships	Sasan Power Limited
Chairmanship/Membership of Committees of Other Boards	Nil

Listed entities from which the Director has resigned in the past three years	Nil
Relationship with other Directors, Managers and Key Managerial Personnel (KMP) of the Company	Not related to any of the directors or KMP of the Company
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	38,659 equity shares of 10/ – each
No. of board meetings attended during the financial year 2024-25 (till the date of Postal Ballot Notice)	Not Applicable
Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
The remuneration last drawn by such person from the Company (if applicable)	Not Applicable
Details of Remuneration sought to be paid	He will be paid sitting fees of ₹ 40,000/ – per meeting for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any.

Annexure to Item No. 4 of the Notice

Details pursuant to Regulation 36(3) of the Listing Regulations and SS-2 of Shri Ashok Kumar Pal, whose appointment is proposed, are as follows:

Name of the Director	Shri Ashok Kumar Pal
Director Identification Number	08313292
Age	48 years
Date of first appointment on Board	November 12, 2024.
Brief resume including qualification, experience and Expertise in specific functional areas	<p>Shri Ashok Kumar Pal is the Chief Financial Officer of the Company. He is a qualified Chartered Accountant with extensive hands-on experience of over 25 years. He has established record of success in the field of Finance, Accounts, Taxation and other compliances.</p> <p>He has leadership capabilities, expertise in Governance, Legal Compliances, Finance, Taxation, system implementation and cost control especially in Infrastructure, Chemicals, Logistics and Textiles sector. Shri Ashok Kumar Pal is associated with the Company for more than 7 years.</p> <p>Prior to joining Reliance Power Limited, he was associated with Deepak Nitrite Limited. He has also worked with Shrink Packaging Private Limited and Reliance Industries Limited.</p>
Other Directorships	Nil
Chairmanship/Membership of Committees of Other Boards	Nil

Listed entities from which the Director has resigned in the past three years	Nil
Relationship with other Directors, Managers and Key Managerial Personnel (KMP) of the Company	Not related to any of the directors or KMP of the Company
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	600 equity shares of 10/- each
No. of board meetings attended during the financial year 2024-25 (till the date of Postal Ballot Notice)	2 out of 2 meetings
Terms and conditions of appointment including remuneration	The terms of appointment are as per the resolution set out in this Notice read with the Statement hereto.
The remuneration last drawn by such person from the Company (if applicable)	No remuneration is paid to Shri Ashok Kumar Pal in the capacity of Executive Director of the Company.
Details of Remuneration sought to be paid	Nil