



Power

Reliance Power Limited

CIN: L40101MH1995PLC084687

Registered Office: Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001
Tel. +91 22 4303 1000, Fax: +91 22 4303 3166

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 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and other applicable provisions of the Act and Rules made thereunder, 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. Thomas Mathew (DIN: 05203948) 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. Thomas Mathew (DIN:05203948), 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 his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from December 25, 2024.

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 Neeraj Parakh (DIN: 07002249) as an Executive 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 152, 161, 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the provisions of the Articles of Association of the Company and subject to such sanctions, approvals and permissions as may be necessary Shri Neeraj Parakh (DIN: 07002249), who was appointed by the Board of Directors as an Additional Director and also designated as Executive Director and Chief Executive Officer of the Company with effect from January 20, 2025, 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 regularised as a Director, liable to retire by rotation and also appointed as an Executive Director and Chief Executive Officer of the Company and to hold office for a term of 3 (three) consecutive years with effect from January 20, 2025, as per the terms

and conditions including remuneration as set out in the Statement annexed to this Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of Directors, the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration payable to him during the tenure of his appointment subject to such increase being within the limits specified in the Act read with Schedule V 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 increment payable to the Shri Neeraj Parakh during tenure of his appointment in accordance with the Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and Senior Management adopted by the Board and subject to the same being in line with the limits set out under the Act, read with Schedule V thereto as amended from time to time and as approved by the shareholders.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, in the event of loss or inadequacy of profit in any financial year during his tenure, the remuneration of Rs. 225 lakhs per annum (and any annual increment thereon) shall be paid to Shri Neeraj Parakh as minimum remuneration.

RESOLVED FURTHER THAT Board 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 and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board 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 this resolution."

3. Alteration of the Articles of Association of the Company

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

"RESOLVED THAT in terms of the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Rules made there under, as amended from time to time approval of the members be and is hereby accorded to amend the Articles of Association of the Company by deleting Article Nos. 2(1)(b), 2(1)(c), 2(1)(f), 2(1)(h) and 94.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in this regard, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board of Directors of the Company shall be final and conclusive."

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: February 21, 2025
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. 10 /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") 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, February 14, 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 Saturday, February 22, 2025
End of voting:	05:00 P.M. (IST) on Sunday, March 23, 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_21022025.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 / Shri Khushit Jain, Scrutinizer for Postal Ballot, Reliance Power Limited, C/o. KFIN Technologies Limited, Selenium Building, Tower – B, Plot No. 31 & 32, Financial District, Nanakramguda, Hyderabad, Serilingampally, Rangareddi, Telangana 500 032, so as to reach on or before 05:00 P.M. (IST) on Sunday, March 23, 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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
14. The Scrutinizer 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 Sunday, March 23, 2025, and the results of the voting by postal ballot (including voting through electronic means) will be declared on or before Tuesday, March 25, 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 Scrutinizer'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., Sunday, March 23, 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:
- 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.
 - 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	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member's section. 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. Post successful authentication, you will be requested to select the name of the Company and the ESP. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Type of Members	Login Method
Securities held in demat mode with CDSL	<p>1. Existing user who has opted for Easi / Easiest:</p> <ul 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> <ul 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> <ul style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your Demat Account Number and PAN No. 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> <ul 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 portal 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. Thomas Mathew (DIN: 05203948) 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. Thomas Mathew (DIN: 05203948) as an Additional Director in the category of Independent Director of the Company for a term of five consecutive years effective from December 25, 2024. Pursuant to provisions of the Act and Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Dr. Thomas Mathew as an Independent Director is subject to approval of the members of the Company.

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

As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Dr. Thomas Mathew for the office of Director of the Company. Dr. Thomas Mathew 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 and also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority.

Details of Dr. Thomas Mathew as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) are provided in Annexure to item No 1 to the accompanying Notice.

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. Accordingly, the Board of Directors are of the view that Dr. Thomas Mathew possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director on the Board of the Company.

Keeping in view the above, consent of the Members for appointment of Dr. Thomas Mathew as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item

No. 1 of the accompanying Notice.

Dr. Thomas Mathew is interested in the resolution set out in Item No. 1 of the accompanying notice with regard to his appointment. The relatives of Dr. Thomas Mathew may be deemed to be interested in the resolution set out in Item No. 1 of the accompanying 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 Neeraj Parakh (DIN: 07002249) as an Executive Director

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 Neeraj Parakh (DIN: 07002249) as an Additional Director and also designated him as Executive Director and Chief Executive Officer of the Company, liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from January 20, 2025. Pursuant to provisions of the Act and the Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the appointment of Shri Neeraj Parakh as an Executive Director is subject to approval of the members of the Company.

Shri Neeraj Parakh 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 (except holding 27 equity shares of the Company) either directly or indirectly or through any other statutory structures.

Shri Neeraj Parakh will be considered as Whole Time Director pursuant to the provisions of Section 2(94) of the Act. Further, his appointment as an Executive Director and Chief Executive Officer will be considered as Key Managerial Personnel in compliance of the provisions of Section 203 of the Act.

Shri Neeraj Parakh fulfils the conditions for eligibility of the appointment as contained in Part I of Schedule V of the Act. The 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 Neeraj Parakh for the office of Director of the Company. Shri Neeraj Parakh 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 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.

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.

Details of Shri Neeraj Parakh as per the requirement of Schedule V of the Act, Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) is provided in Annexure to item No 2 to the accompanying Notice.

Keeping in view the above, consent of the Members for appointment of Shri Neeraj Parakh as an Executive Director, liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 2 of the accompanying Notice.

Shri Neeraj Parakh is interested in the resolution set out in Item No. 2 of the accompanying notice with regard to his appointment. The relatives of Shri Neeraj Parakh may be deemed to be interested in the resolution set out in Item No. 2 of the accompanying notice, to the extent of their equity shareholding interest, if any, in the Company.

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

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

Item No. 3: Alteration of Articles of the Association of the Company

The Articles of Association of the Company currently contain certain provisions as regards special rights in favour of Shri Anil D. Ambani as the Promoter. Considering his application for reclassification to public category in terms

of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), it is proposed to amend the Articles of Association of the Company by deleting the said provisions and to align the Articles of Association with the applicable legal and regulatory requirements.

In terms of the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, alteration of the Articles of Association requires approval of Members by way of a special resolution. The Articles of Association reflecting the proposed amendment are being uploaded on the Company's website, https://www.reliancepower.co.in/documents/2181716/14914049/Articles_of_Association_with_proposed_amendments_21022025.pdf, for perusal by the Members.

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

The Board accordingly recommends the Special Resolution set out at Item No. 3 of the accompanying Notice for 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: L40101MH199FiPLC084687
Website: www.reliancepower.co.in

Date: February 21, 2025

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. Thomas Mathew, whose appointment is proposed, are as follows:.

Name of the Director	Dr. Thomas Mathew
Director Identification Number	05203948
Age	69 years
Date of first appointment on Board	Appointed as an Additional Director in the Capacity of Independent Director at the Meeting of the Board of Directors held on December 25, 2024 He was also the Independent Director of the Company from February 26, 2022 till his resignation with effect from September 09, 2022.
Brief resume including qualification, experience and Expertise in specific functional areas	Dr. Thomas Mathew holds a bachelor's degree in arts from the University of Delhi and a bachelor's degree in law from Campus Law Centre-II, Faculty of Law. He also holds a master's degree in arts, a degree of master of philosophy, and a degree of doctor of philosophy from Jawaharlal Nehru University. He has experience of working with the Ministry of Finance and the Ministry of Defence amongst other. He has represented India as the leader of the delegation in several conferences and meetings. He has addressed/ presented papers in several fora including those in the United States Department of Defence and Stanford University, USA. He also spearheaded several new reforms in the Ministry of Defence. He has published scores of articles, Opeds, etc. in leading newspapers like the Times of India, Economic Times, The Indian Express, The Hindu, etc. He has also edited book on India-US Strategic Ties contributing it lead chapter. As the Additional Secretary to the 13th President of India, Shri Pranab Mukherjee, he authored two books, "The Winged Wonders of Rashtrapati Bhavan" and "Abode Under the Dome". These books were regularly presented by the Indian President to the visiting Heads of States and other world leaders who called on him.
Other Directorships	1. Reliance Infrastructure Limited 2. Eraaya Lifespaces Limited 3. Reliance General Insurance Company Limited
Chairmanship/Membership of Committees of Other Boards	1. Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility and Sustainability Committee of Reliance Infrastructure Limited. 2. Member of Nomination and Remuneration Committee of Eraaya Lifespaces Limited 3. Member of Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility Committee and Investment Committee of Reliance General Insurance Company Limited.
Listed entities from which the Director has resigned in the past three years	Reliance Infrastructure Limited Reliance Power Limited
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	1,03,594 equity shares of ₹10/ - each

No. of board meetings attended during the financial year 2024-25 (till the date of Postal Ballot Notice)	1 out of 3 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)	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. 2 of the Notice

Details pursuant to Schedule V of the Act, Regulation 36(3) of the Listing Regulations and SS-2 of Shri Neeraj Parakh, whose appointment is proposed, are as follows:

Name of the Director	Shri Neeraj Parakh
Director Identification Number	07002249
Age	53 years
Date of first appointment on Board	Appointed as an Additional Director and also designated as Executive Director and Chief Executive Officer of the Company at the Meeting of the Board of Directors held on January 20, 2025
Brief resume including qualification, experience and Expertise in specific functional areas / Background Details	<p>Shri Neeraj Parakh joined the Reliance Group 21 years ago, in June 2004, as an Additional Manager in the Central Technical Services team at Reliance Infrastructure (Reliance Infra). Over the years, he has steadily taken on increasingly challenging roles and responsibilities. From his initial focus on planning, project monitoring, technical services, and project execution, he advanced to operations and maintenance roles in both Reliance Power Limited and Reliance Infra. He later transitioned to the Central Procurement Group and Indirect Taxation, gaining diverse experience that has honed his leadership skills and developed his expertise across technology, commercial operations, and taxation.</p> <p>With 29 years of professional experience, including more than 20 years with Reliance, he has been instrumental in delivering numerous large-scale projects such as Yamuna Nagar, Hisar, Rosa, Sasan, Butibori, Damodar Valley Corporation, and renewable energy ventures like Solar PV and Solar CSP. These projects collectively contribute over 10 GW of power generation at a capital expenditure of ₹50,000 crore.</p> <p>An engineering graduate in Production Engineering from YCCE Nagpur (1993) and a postgraduate in Business Administration (MBA) from Welingkar Institute of Management, Mumbai (1996), he combines technical expertise with a strategic mindset. His contributions span technology selection, vendor localization, regulatory compliance, and cross-functional leadership, making him a well-rounded professional with deep insights into the power sector.</p> <p>He has significantly reduced the organization's reliance on imports by successfully localizing procurement for power plants and mining projects. He has built a robust network of local vendors, ensuring operational self-reliance and long-term sustainability. His leadership in technology selection, procurement, and contract management has driven efficiencies across the Power portfolio of the Group.</p> <p>Additionally, his expertise extends to navigating complex regulatory requirements and tax matters, enabling the Reliance Group to maintain compliance across multiple domains while ensuring smooth project operations. Known for his collaborative and assertive leadership style, he has built strong relationships with internal and external stakeholders while fostering team growth and development.</p>
Other Directorships	Utility Powertech Limited

Chairmanship/Membership of Committees of Other Boards	Nil
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board and 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 directors in the listed entity, including shareholding as a beneficial owner	27 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) / Past remuneration	Nil
Details of Remuneration sought to be paid / Remuneration proposed	<p>The remuneration proposed is Rs. 175 lakh per annum as fixed pay.</p> <p>He is also entitled for House Rent Allowance medical reimbursements, leave travel concession for self and his family including dependents, medical insurance and such other perquisites and/or allowances 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 thereunder including any statutory modification(s) thereto, for the time being in force.</p> <p>In addition to the remuneration, perquisites and allowances as stated above, he is also entitled to performance linked incentive based on the performance of the Company upto Rs. 50 Lakhs (Rupees Fifty lakhs only) per annum.</p> <p>The Company's contribution to Provident Fund, Superannuation or Annuity Fund to the extent these singly or together are not taxable under the Income Tax Act, 1961 are included in the computation of limits for the remuneration mentioned above. Further, Gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company shall also be paid.</p> <p>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 Neeraj Parakh is also entitled for annual increment, as may be decided by the Board pursuant to recommendation of the Nomination and Remuneration Committee based on his performance and the performance of the Company and as per the Company Policy.</p> <p>In the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Neeraj Parakh as Executive Director and Chief Executive Officer, the remuneration and perquisites set out as aforesaid be paid or granted to him as minimum remuneration and perquisites.</p>
Recognition or awards	Nil

Job Profile and his suitability	Shri Neeraj Parakh's job profile is controlling and managing the affairs of the Company. He shall also manage and superintend the business of Reliance Power Group Companies including all subsidiaries, associates and joint ventures. As Shri Neeraj Parakh has the requisite professional qualification and experience, he is eminently suited for the position.			
Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed to be paid to Shri Neeraj Parakh is comparable with persons holding similar positions in the industry. The proposed remuneration commensurate with the size, scale and operations of the Company.			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	None			
Nature of industry	Power			
Date or expected date of commencement of commercial production	<p>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:</p> <ul style="list-style-type: none"> ● 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. ● 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. <p>In addition, the Reliance Power through its subsidiary is also in the process of setting up a combined cycle gas power project in Bangladesh and the project is anticipated to commence commercial operations by March 2025.</p> <p>Apart from the above, Reliance Power has certain other projects which are in the drawing board and in different stages of conceptualization.</p>			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators	₹ in Lakhs			
	Particulars (Consolidated Financials)	2023-24	2022-23	2021-22
	Total Income	8,26,023	7,85,396	7,68,673
	Profit before Tax	(1,85,435)	(33,898)	(87,089)
	Provision for Tax	21,403	6,391	4,373
	Profit After Tax (after share of associates and non-controlling interest)	(2,06,838)	(40,289)	(91,462)

<p>Foreign investments or collaborations, if any</p>	<p>The foreign wholly owned subsidiaries of the Company are as follows:</p> <ol style="list-style-type: none"> 1. Reliance Natural Resources (Singapore) Pte Ltd. 2. Reliance Power Netherlands BV 3. PT Heramba Coal Resources 4. PT Avaneesh Coal Resources 5. PT Brayan Bintang Tiga Energi 6. PT Sriwijaya Bintang Tiga Energi 7. PT Sumukha Coal Services 8. Reliance Power Holding FZC UAE 9. Reliance Chittagong Power Company Limited <p>As on December 31, 2024, the foreign shareholding in the Company is 14.41%.</p> <p>Further, Reliance Group has incorporated an associate company namely Reliance Enterprises Private Limited in Bhutan to collaborate with government-owned companies in Bhutan to implement infrastructure projects that support Bhutan's net-zero goals.</p>
<p>Reasons of loss or inadequate profits</p>	<p>The Company operates through its subsidiaries and has built diversified portfolio of projects in terms of source of fuel; business model; power purchasers; etc. Further, some of the power projects of the Company 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 operating costs and lower than expected realization of monetization proceeds has primarily contributed to inadequate profit during the year.</p>
<p>Steps taken or proposed to be taken for improvement</p>	<p>The Company has cleared its debt obligations and is now poised to venture into new horizons of growth. In particular, the Company intends to expand its presence in the renewable energy sector, directly and also through its special purpose vehicles and subsidiaries.</p> <p>Further, Reliance NU Suntech Private Limited, a subsidiary of the Company, won a landmark 930 MW solar energy contract with battery energy storage system project (BESS) of 1860 MWH from Solar Energy Corporation of India (SECI) in an e-reverse auction held on December 09, 2024.</p> <p>Additionally, the newly formed Reliance Enterprises Private Limited in Bhutan has partnered up with Druk Holding and Investments Limited (Druk Holding) to jointly develop a 500 MW solar power plant in Gelephu Mindfulness City, Bhutan. This ambitious project is set to be executed over the next two years in two phases of 250 MW each.</p> <p>In addition to the solar initiative, the Company and Druk Holding have announced plans to jointly develop the 770 MW Chamkharchhu-1 hydro project. It is classified as a run-of-the-river project.</p>
<p>Expected increase in productivity and profits in measurable terms</p>	<p>The combined effect of enhanced cash flows in operating subsidiaries and expansion of business will lead to enhanced profits, for the Company in the medium term, which will be measured in the future, contingent on certain factors.</p>