

**Reliance Power Limited**  
**(CIN: L40101MH1995PLC084687)**

**Minutes of the proceedings of the 27<sup>th</sup> Annual General Meeting of the Members of Reliance Power Limited held on Tuesday, September 14, 2021 at 12:30 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**

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**Present in Person**

Shri Sateesh Seth : Chairman of the Meeting  
Shri K Raja Gopal : Director

**Present through VC**

Smt Chhaya Virani : Independent Director and Chairperson of Risk Management Committee  
Shri Bimal Julka : Independent Director and Chairperson of Corporate Social Responsibility Committee  
Shri Vijay Kumar Sharma : Independent Director and Chairperson of Stakeholder Relationship Committee and Nomination and Remuneration Committee

289 Members attended the meeting through Video Conferencing.

Shri Jigar Shah, Partner of M/s Pathak H D & Associates, Statutory Auditors and Shri Ajay Kumar of M/s. Ajay Kumar & Co., Secretarial Auditor were also present.

**In Attendance:**

Shri Sandeep Khosla : Chief Financial Officer  
Shri Murli Manohar Purohit : Company Secretary Cum Compliance Officer and Manager

Due to some exigencies, Shri Anil D. Ambani, Chairman, did not attend the meeting and he nominated, Shri Sateesh Seth, Vice Chairman to take the responsibility on his behalf.

**1. Chairman**

Shri Sateesh Seth took the Chair.

The Chairman welcomed the members to the 27<sup>th</sup> Annual General Meeting (AGM) of members of the Company and stated that:

- i) AGM is being held through the audio visual means in compliance with the provisions of the Companies Act, 2013 and circulars issued by Ministry of Corporate Affairs and the Securities & Exchange Board of India.

- ii) The requisite quorum was present;
- iii) Authorizations have been received for more than 84.70 Crore Equity Shares of Rs.10 each of the Company, which was nearly 24.92% of the paid up Equity Capital of the company. For this meeting, provisions for appointment of proxy is not applicable;
- iv) The Registers, Documents and Records as required by law for inspection by the members have been made available on the Company's website;

The Chairman introduced Smt Chhaya Virani, Shri Bimal Julka, Shri Vijay Kumar Sharma and Shri K Raja Gopal, Directors on the Board of the Company to the Members.

Thereafter the Chairman informed that the Annual Report for the financial year 2020-21 has already been circulated to the members through e-mails and the same is also available on the website of the Company, Stock Exchanges i.e, BSE Limited and National Stock Exchange of India Limited and also on the website of the Registrar, M/s KFin Technologies Private Limited ([www.kfintech.com](http://www.kfintech.com)).

Thereafter, the Chairman requested the Company Secretary to read the relevant qualifications in the Auditors Report and the explanation given in the Board's report.

## **2. Business Highlights by Chairman**

The Chairman briefed on the Company's business and covered the following aspects:

### **a) Current State of Power sector**

- Chairman stated that India's Power Sector continues to face challenges of low capacity utilization of thermal plants; above targeted Aggregate Technical & Commercial (AT&C) losses; lower tariffs as compared to its actual cost of supply; creation of huge Regulatory Assets: precarious financial condition of Discoms which has led to ever mounting dues of generating and transmission companies and bankruptcy of a large number of thermal generation assets.
- Regulatory logjam in the sector is evident from long pendency of number of petitions / appeals, which do not reach finality, even after 6 to 7 years of legal proceedings.
- COVID-19 has further aggravated financial crisis facing Discoms as the average realization and collections have fallen drastically and worsened liquidity challenges across the power supply chain.

- The demand for electricity, which contracted due to lockdown measures imposed to contain spread of COVID-19 pandemic, has nearly bounced back to normal levels in keeping with the resumption of economic activities since easing of lockdown in various States.

## **b) Current State of the Business**

- Chairman shared the update on Company's Power Generation business, which is an Essential Service to the Country.
- Company continues to be one of India's top 3 private power generation companies with operating portfolio of around 6000 MW.
- The combined Plant Load Factor of Company's Sasan and Rosa thermal power plants stood at 89% compared to the national average of about 53% for the year ending March 2021.
- Sasan Power Limited, country's largest integrated power plant, with 3,960 Mega Watt generation capacity and 20 Million Metric Tonnes Per Annum (MTPA) production capacity coal mine, has consistently been ranked as the best performing plant.
- During the year ending March-2021, the Sasan Power plant achieved highest Plant Load Factor (PLF) of 96% in the country, well above the Plant Load Factor of second best plant of 94%, a distinction achieved for the third successive year in its operational history of 6 years.
- During the year, Sasan coal mine handled 84.57 Million Bank Cubic Meter (MBCM) of volume in terms of overburden & retaining the distinction of the largest coal mine by volume handled in the country.
- With annual coal production of 18.6 Million Metric Tonnes, Sasan coal mine is the largest private sector coal producer in the country.
- Sasan Power supplies power at a highly competitive tariff of Rs. 1.52 per unit to 7 states - Madhya Pradesh, Uttar Pradesh, Punjab, Haryana, Delhi, Rajasthan and Uttarakhand with 47 Crore people.
- Reiterating Company's commitment to cleaner and greener power by reducing emissions, we have planned capex of nearly Rs. 3,200 crore to install Flue Gas Desulfurization (FGD's) in Company's coal based plants.
- Company's renewable projects operated with ~96 percent availability.

- During the year, 600 Mega Watt (MW) Butibori Plant remained out of operation due to operational and financial challenges resulting from protracted delays in issuance of regulatory orders and lack of fuel supply for one of the units.

**c) Monetisation of Gas based Power Project**

- Development of Phase-1 (750 MW) of gas based power project near Dhaka in Bangladesh is on track. The strength underlying this project stands further enhanced with partnership with JERA, the largest Power utility in Japan.
- Samalkot Power has signed Equipment Supply Contract in March 2020 to sell one module for development of the Phase-1 project in Bangladesh. All the equipment have been exported and nearly all the proceeds have been received which have been utilized to reduce substantial part of its debt.
- Company's focus is on the development of Phase-2 of 1500 Mega Watt (MW) in Bangladesh, in line with the Memorandum of Understanding signed for development of 3000 Mega Watt (MW) gas based Power project.

**d) Preferential issue by the Company to Reliance Infrastructure Limited**

- As informed in the last Annual General Meeting that the promoters will be increasing their shareholding in the Company. As you are aware in July 2021, Company's shareholders approved with over 94% votes in favour, the preferential issue of equity shares to promoters.
- The preferential issue of 59.50 Crores Equity Shares of Rs. 10 each and 73 Crores Warrants, convertible into equity shares of Rs. 10 each amounting to Rs. 1325 Crores.
- The preferential allotment was against conversion of Reliance Infrastructure Limited loan to the Company.
- With this, Reliance Infrastructure Limited and other promoters shareholding in the Company has gone up to 24.98% and would further increase to 38.24% post conversion of warrants.

**e) Debt Reduction**

- Company continues to remain conservatively financed. In spite of challenging COVID-19 pandemic year, Company reduced debt by nearly Rs. 3,100 crore in Financial Year 2020-21 with Debt: Equity ratio of ~2.08 : 1.

- Further, Company expects to reduce debt of nearly Rs. 3,200 in Financial Year 2021-22 which will improve Debt: Equity ratio 1.80 : 1, among the lowest in the power sector.

#### **f) CONCLUSION**

- Company's presence in power sector which is an essential sector for the country puts a greater responsibility to emerge rapidly from the crisis and to contribute to building a new India.
- With shareholders continued support and strong leadership team along with professionals are fully committed and dedicated to create long term value for all stakeholders.

After the Company's update, Chairman invited the members to seek clarifications, if any, and offer their comments.

### **3. Question & Answer Session for Members**

The following members sought clarifications on the matters noted below:

1. Smt Shobhana Mehta
2. Shri Praveen Rai
3. Shri Anoop Seth
4. Shri Prakash Kothari
5. Smt Celestian G. Mascarenhas
6. Shri Gautam Tiwari
7. Smt Smita Bharat Shah
8. Shri Anil Parikh

Questions:

- Status of Bangladesh and Samalkot Project ?
- Why our Company is unable to exploit captive coal mine for commercial coal mining. When are we planning to start that because this proposal and regulation is already cleared by the Government of India ?
- What is the timeframe planned by the Company for the monetization of Samalkot two units ?
- Are we rolling over on any green energy project and increasing the total holding of our green energy portfolio ?
- What is the current holding of Reliance infrastructure in our Company ? What are the plans to increase the stake ?
- What are the group's long-term commitments to the Company ?
- What will be the effect of reduction of interest outgo on account of debt reduction. What is the plant load factor of our Sasan and Rosa Power projects ?
- What will be the book value of shares of our Company and our plans to increase the shareholders valuation ?

- How many people were affected by Covid in our Company ? How many recovered ? Any fatalities and status of vaccination to our employees ?
- What is the current development in the resolution regarding the Butibori Thermal Plant ?
- Can we increase the power generation of solar PV plant ? What measures were taken for increasing the efficiency ?
- What is the future roadmap for the next three years especially from Capex side, funding of the Capex with Covid protocol ?
- What are Company's expansion plans in the field of green energy solar, wind and gas project for power generation when Company becomes debt-free in the future ?
- What is the status of the arbitration award received through Singapore court for our Indonesian mines and when Company expect to receive these 450 crores and where these proceeds will be utilised ?

In response to the queries received, the Chairman replied as under:

- Maximum questions were on the Samalkot and the gas-based power project. Chairman stated that this was one of the most challenging tasks for the team. They have performed excellently well for the 3000 megawatt MOU. Company have been able to establish 750 megawatt first module. This project is under construction. Company has entered into MOU with JERA Japan. Company own 51% of the Bangladesh project and 49% will be held by JERA. Gas will be supplied by Bangladesh government. This project is a cost plus project that means the fuel cost is passed through plus the operational expenses, the fixed cost is reimbursed along with the minimum guaranteed rate. Company is working with the government of Bangladesh for setting up the project.
- Company's book value of the shares is 44 rupees and Debt equity ratio as on 31st March 2021, is 2.08 to 1, it is going to come down to 1.8 to 1 which will be the lowest in the power sector. The reduction in the debt will approximately reduce the interest burden of the Company by Rs. 300 crores annually.
- The combined PLA achieved by both Sasan and Rosa power plant is about 89%. Members should be happy that Sasan performed exceedingly well even during the given Covid 19 situation
- The current shareholding of the promoter group is 24.98%. On conversion of the warrant, it will rise to 38.24% which will happen in a period of 18 months from the date of the issue
- The Company is focused to bring down the debt to most minimal level and increase its balance sheet strength.
- Company is examining, evaluating various opportunities in the green energy sector, and we may take a decision in the future which will be most beneficial for the Company.
- The arbitration award execution in Indonesia is similar to what is followed in our country. Company had registered the award with the central Jakarta district court. Unfortunately, the

concerned person Mr. Cocos against whom the award was given has passed away due to sudden cardiac arrest. And the whole of the execution process has to be undertaken de novo and will be taken in the name of his legal heirs. So it will take more time than what Company expected but its on track.

#### **4. Provision of Remote E-voting and E-voting Facility**

The Chairman stated that the Company had provided remote e-voting facility to all its members for the period from 10.00 A.M on September 10, 2021 to 5.00 P.M on September 13, 2021 in accordance with the MCA Circular No. 20/2020 dated May 05, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, under the provisions of the Companies Act, 2013 and the rules made thereunder and also in compliance with the listing agreement with the Stock Exchanges.

The voting rights of the members shall be in proportion to the number of shares held by them as on the cut-off date being September 07, 2021. The E-voting facilities had also been made available to the members who were present at the meeting and who did not cast their vote earlier. The e voting closed 15 minutes after conclusion of all businesses.

The Board of Directors have appointed Shri Anil Lohia, Partner, M/s Dayal and Lohia, Chartered Accountants, as the scrutinizer to scrutinize the voting process.

The Chairman stated that the result of the voting would be declared within two working days from the conclusion of the meeting and the same along with the scrutinizer's report would be uploaded on the website of the Company ([www.reliancepower.co.in](http://www.reliancepower.co.in)) and on the website of the Registrar, M/s KFin Technologies Private Limited ([www.kfintech.com](http://www.kfintech.com))

#### **Ordinary Business:**

##### **Item No.1**

**Adoption of Stand-alone and consolidated audited financial statements of the Company for the financial year 2020-21 and the Report of the Board of Directors and Auditors thereon.**

- a) "RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended March 31, 2021, together with the Directors' Report and the Auditors' Report thereon be and are hereby received, considered and adopted."

- b) "RESOLVED THAT the Consolidated Audited Financial Statement of the Company for the Financial Year ended March 31, 2021, together with the Auditors' Report thereon be and are hereby received, considered and adopted."

The item was put to vote through remote e-voting.

**Item No.2**

**Reappointment of Shri K Raja Gopal (DIN: 00019958) as a Director of the Company, liable to retire by rotation.**

"RESOLVED THAT Shri K Raja Gopal (DIN: 00019958), who retires by rotation under the provisions of Companies Act, 2013 and being eligible for re-appointment be and is hereby re-appointed as Non Executive Director of the Company liable to retire by rotation."

The item was put to vote through remote e-voting.

**Item No.3**

**To reappoint Auditors and fix their remuneration.**

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Pathak H.D.& Associates, LLP, Chartered Accountants (Firm Registration No. 107783W/ W100593), who have confirmed their eligibility for the re-appointment pursuant to Section 141 of the Act as Statutory Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd AGM, at such remuneration as shall be fixed by the Board of Directors of the Company."

The item was put to vote through remote e-voting.

**Special Business:**

**Item.No.4**

**Appointment of Smt. Chhaya Virani as an Independent Director**

**Proposed as an Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Chhaya



Virani (DIN: 06953556), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing 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 up to 5 (five) consecutive years commencing from September 26, 2020.”

The item was put to vote through remote e-voting.

#### **Item.No.5**

#### **Appointment of Shri Bimal Julka as an Independent Director**

#### **Proposed as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Bimal Julka (DIN: 03172733), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 5 (five) consecutive years commencing from September 26, 2020.”

The item was put to vote through remote e-voting.

#### **Item.No.6**

#### **Appointment of Shri Vijay Kumar Sharma as an Independent Director**

#### **Proposed as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vijay Kumar Sharma (DIN: 02449088), who qualifies for being appointed as an Independent

Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 5 (five) consecutive years commencing from September 26, 2020.”

The item was put to vote through remote e-voting.

**Item.No.7**

**Payment of remuneration to the Cost Auditors for the financial year ending March 31, 2022**

**Proposed as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. R00213) appointed as the Cost Auditors in respect of its 45 MW Wind farm Power Project at Vashpet, Dist. Sangli, Maharashtra, for the financial year ending March 31, 2022, be paid a remuneration of Rs 15,000/- (Rupees fifteen thousand only) excluding applicable taxes and out of pocket expenses, if any; RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The item was put to vote through remote e-voting.

**Item.No.8**

**Appointment of Shri Murli Manohar Purohit as Manager**

**Proposed as an Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Schedule V, Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval be and is hereby accorded for the appointment of Shri Murli Manohar Purohit as Manager of the Company for a period of 3 (three) consecutive years with effect from August 10, 2021 as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting;

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorised to file the necessary document(s) /

form(s) with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

The item was put to vote through remote e-voting.

**Vote of thanks**

The business of the meeting having been completed, the Meeting concluded at 01:45 PM with a vote of thanks to the Chairman.

**Date of Recording the Minutes**

**Date of Signature**

**Chairman**