



Reliance Power Limited
CIN: L40101MH1995PLC084687

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

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

May 29, 2024

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai 400 001

BSE Scrip Code : 532939

National Stock Exchange of India Ltd

Exchange Plaza, C-1, Block G

Bandra-Kurla Complex, Bandra (East)

Mumbai 400 051

NSE Symbol: RPOWER

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2024, duly issued by M/s. Ajay Kumar & Co, Practicing Company Secretaries.

Please take the same on record.

Yours faithfully,

For **Reliance Power Limited**

Ramandeep Kaur

Company Secretary cum Compliance Officer

AJAY KUMAR & CO.

PRACTISING COMPANY SECRETARIES

Off.: 103, A.S. Dias Building, 1st floor, 268/272, Dr. Cawasji Hormasji Street, Marine Lines, Mumbai - 400 002.

Tel.: (O) 22078438 • Fax : 22076151 • (R) : 24171151 • Mobile : 9821227358 • E-mail : ajay_199@yahoo.com • Website : www.csajaykumar.com

Secretarial compliance report of RELIANCE POWER LIMITED for the year ended 31st March, 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by RELIANCE POWER LIMITED (hereinafter referred as 'the listed entity'), having its Registered office at Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400001. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

- (a) all the documents and records made available to us and explanation provided by Reliance Power Limited [CIN: L40101MH1995PLC084687] ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

Ajay Kumar



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; [Not applicable during the review period]
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; [Not applicable during the review period]
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period;

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr No	Compliance Requirement (Regulations/Circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Observations made in Secretarial Compliance report for the year ended	Comments of the practicing company secretary on the actions taken by the listed entity	Remedial Actions if any taken by Listed Entity	Management Response	Remarks
1	Regulation 31(1)(b) read with Regulation 98 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Regulation 31(1)(b) read with Regulation 98 of SEBI (LODR) Regulations, 2015	Delay of 1 day for submission of shareholding pattern for the quarter ended June 30, 2022	BSE & NSE	Fine	The Company has filed shareholding pattern for the quarter ended June 30, 2022 on July 22, 2022 which was delayed by 1 day. The company has received an email from BSE Limited & NSE on August 16, 2022 for imposing fine of Rs. 2000/- for delay in filing shareholding pattern by 1 day.	Rs. 2,000	Fine has been paid	2022-23	Fine has been paid	Fine has been paid	Delay was inadvertent and company is committed to compliance.	



2	Regulation 57(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Regulation 57(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Delay of 4 days in filing of disclosures of payment of interest/repayment of principal amount of Non-convertible Debentures for the month of March 2023.	BSE	Fine	Delay of 4 days in filing of disclosures of payment of interest/repayment of principal amount of Non-convertible Debentures for the month of March 2023. The company has received email from BSE Limited on May 02, 2023 imposing fine of Rs. 8000/-	Rs. 8000	Fine has been paid	2022-23	Fine has been paid	Fine has been paid	Delay was inadvertent and company is committed to compliance.
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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD/114/2019 dated October 18, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an Auditor [NOT APPLICABLE]		
	(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No such event during the review period.
	(ii) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or		
	(iii) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the		



	audit report for such financial year		
2.	Other conditions relating to resignation of statutory auditor		
	<p>(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	NA	No such event during the review period.
	<p>(ii) Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by auditor.</p>	NA	No such event during the review period.
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No such event during the review period.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks of the Practicing Company Secretary
1.	Secretarial Standard: The compliances of listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI 	Yes	
3.	Maintenance and disclosures of Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies	Yes	

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ARAVIND KUMAR & CO.
C.P. No. 2944
F.C.S. No. 3589

	(b) Disclosure requirement of material as well as other subsidiaries		
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) The listed entity has provided detailed reasons along with confirmations whether the transactions were subsequently approved/ ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as stated below:</p>	Yes	

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	The company has received email from BSE Limited (BSE) on December 05, 2022 imposing fine of Rs. 10,000/- for one day delay in submission of record date in terms of Regulation 60(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the month of March 2021. In compliance with the same, inter alia, the fine has been paid by the company on March 04, 2024 and no further action is required in this regard.		
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Signature:

Ajay Kumar
AJAY KUMAR
 Ajay Kumar & Co.
 Practising Company Secretary
 FCS No. 3399

Date: 25-5-2024
Place: Mumbai

C.P. No. 2944
UDIN: F003399F000447801
Peer Review Certificate No. 1119/2021



Ajay Kumar

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