RELIANCE

Reliance Power Limited
CIN: L40101MH1995PLC084687

2nd Floor, Reliance Centre
19, Walchand Hirachand
Marg, Ballard Estate
Mumbai 400 001
Tel: +91 22 30327000
Fax: +91 22 30327699
www.reliancepower.co.in

CORPORATE ACTION INFORMATION FORM

(For Debt instruments - Allotment)

Ref. No. : RPower/CA/NSDL **Date: March 22, 2016**

National Securities Depository Limited
Trade World, A Wing
Kamala Mills Compound, Lower Parel
Mumbai – 400013.

We wish to execute corporate action to **credit** the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE614G07014
Security Description	Series II 11.50% Rated Secured Redeemable Non-Convertible Debentures
Allotment Date	March 22, 2016
Face Value per security	Rs. 10,00,000
Distinctive Numbers	1 - 2500

Allotment Details	*No. of records*	*No. of Securities (Quantity)*
Electronic Form – NSDL	1	2500
Electronic Form – CDSL	Nil	Nil
Physical Form	Nil	Nil
Total Allotted	1	2500

I, Ramaswami Kalidas, Company Secretary of Reliance Power Limited declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities.

The allotment is in terms of Board Resolution dated March 18, 2016.

For Reliance Power Limited

Ramaswami Kalidas
Company Secretary & Manager

Reliance Power Limited

Encl.: Allotment letter
Board Resolution dated March 18, 2016
In principle approval from Stock Exchanges

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LETTER OF ALLOTMENT

March 22, 2016

To
Axis Bank Limited
Axis House,
Bombay Dyeing Mills Compound
Worli, Mumbai

Dear Sirs

Sub: Intimation of allotment of 2500 – Series II 11.50% Rated Secured Redeemable Non-Convertible Debentures (NCDs)

We are in receipt of your application forms for the above issue and are pleased to allot to you debentures as detailed below, on the terms and conditions of the issue as stipulated in the Shelf Disclosure Document circulated by us.

Sr. No	Name of the Subscribers / Beneficial Owner(s) or Debenture-holder(s)	Face Value (Amt in Rs.) per NCD	No of NCDs allotted	Total amt subscribed (Rs in Crore)	(a) Rate of Interest (% p.a.) And (b) Mode of payment	(a) Date of Allotment And (b) Tenor	*(a) Date of Redemption And (b) Mode of Redemption
1.	Axis Bank Limited	10,00,000	2500	250	(a) 11.50% (b) Fund Transfer /RTGS	(a) 22-03-2016 (b) 360 days	*(a)17-03-2017 (b) Fund Transfer/ RTGS
	TOTAL		**2500**	**250**			

* Call Option available on : 21st June, 2016 (91 days from the date of Allotment)
20th September, 2016 (182 days from the date of Allotment)
20th December, 2016 (273 days from the date of Allotment)

We wish to inform you that the Company has already initiated steps to credit the above number of debentures to your account as per the details stated in the application forms.

This letter of Allotment should not be returned to the Company till such intimations are received.

Thanking you

Yours faithfully,

For **Reliance Power Limited**

Ramaswami Kalidas
Authorised Signatory

Subrajit Bhowmick
Authorised Signatory

Reliance Power Limited

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Certified true copy of the resolution passed at the meeting of the Board of Directors of Reliance Power Limited held on March 18, 2016

Sub. : Approval for the Issue and allotment of Secured/Unsecured Redeemable Non-Convertible Debentures (NCDs) for an amount not exceeding Rs. 1,000 crore to be issued on ongoing private placement basis

"RESOLVED THAT in supersession of the earlier resolutions passed by the Board of Directors and in accordance with and subject to the provisions of the Company's Articles of Association, approval of the Board be and is hereby granted to the Company for borrowing monies through the issue, offer and allotment from time to time of Secured/Unsecured Redeemable Non Convertible Debentures ("Debentures") up to an outstanding amount of Rs.1,000 Crore (Rupees One thousand crore) at any point of time, on Private Placement basis, on the terms and conditions to be mutually agreed upon with the respective allottees.

RESOLVED FURTHER THAT necessary entries be made in the Register of Debentureholders and that Letter(s) of Allotment be issued to the allottee(s) under the signature of any one of the following persons:

a. Shri N. Venugopala Rao, CEO,
b. Shri Ashutosh Agarwala, CFO,
c. Shri Ramaswami Kalidas, Company Secretary and Manager,
d. Shri Subrajit Bhowmick, President and
e. Shri Nandkumar Deo, Senior Vice President.

RESOLVED FURTHER THAT the said Debentures be credited in dematerialized form and that necessary application(s) be made to the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL), the Depositories to enable the Allotees to hold the debentures in dematerialized form and Shri. N. Venugopala Rao, CEO, Shri Ashutosh Agarwala, CFO, Shri Ramaswami Kalidas, Company Secretary and Manager, Shri Subrajit Bhowmick, President and Shri Nandkumar Deo, Senior Vice President, be and are hereby severally authorised to take necessary steps to induct the debentures to be issued and allotted from time to time into the Depository System.

RESOLVED FURTHER THAT applications, if required, be made to the National Stock Exchange of India Limited and/or the BSE Limited for seeking permission to deal in and for official quotation of the said Debentures and that Shri N. Venugopala Rao, CEO, Shri Ashutosh Agarwala, CFO, Shri Ramaswami Kalidas, Company Secretary and Manager, Shri Subrajit Bhowmick, President and Shri Nandkumar Deo, Senior Vice President, be and are hereby severally authorised to sign the required application forms/other documents and writings as may be necessary and to comply with all other formalities and requirements as may be laid down by the Stock Exchange(s) in connection with the listing of the Debentures as necessary and that the Common Seal of the Company be affixed, if necessary, to such documents and writings as necessary in terms of the Articles of Association of the Company.

Reliance Power Limited

RELIANCE

RESOLVED FURTHER THAT Shri N. Venugopala Rao, CEO, Shri Ashutosh Agarwala, CFO, Shri Ramaswami Kalidas, Company Secretary and Manager, Shri Subrajit Bhowmick, President and Shri Nandkumar Deo, Senior Vice President, be and are hereby severally authorised to take all such actions, steps and to give such directions as may be deemed necessary in regard to the offer, issue, allotment and redemption of the Debentures within the stipulated time period, create charge on all or any of the movable / immovable assets of the Company, present and future, for securing the said Debentures, as may be deemed necessary and to appoint Trustees and finalise and settle various documents in consultation with the subscribers / holders / trustees / solicitors of the Company, and to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution including the powers to delegate authority as deemed appropriate to executives of the Company / others to take steps to create security and to sign, execute and amend any deeds / documents / agreements / papers / writings, as may be required in this regard, if necessary, under the Common Seal of the Company or otherwise.

RESOLVED FURTHER THAT the Common Seal of the Company, if necessary, be permitted to be taken outside the Registered Office of the Company temporarily for facilitating the execution of the required documents including documents for creation of the required security in connection with the above."

Certified to be true

For **Reliance Power Limited**

Ramaswami Kalidas
Company Secretary

Reliance Power Limited

Date: March 22, 2016

DCS/COMP/RK/IP-PPDI/388/15-16
March 18, 2016

The Company Secretary
Reliance Power Limited
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai - 400 710

Dear Sir/Madam,

Re: **Private Placement of 2500 - Series II 11.50% Rated Secured Redeemable Non-Convertible Debentures of Rs.10,00,000/- each for cash at par aggregating to Rs.250 crores.**

We acknowledge receipt of your application via online portal on March 18, 2016 seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application and execution of Listing Agreement.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations directions of the Exchange or any statutory authorities, documentary requirements from time to time.

This In Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,

Certified True Copy
For Reliance Power Limited

Bhushan Mokashi
Dy. Gen Manager

R Kalidas
Company Secretary

Rupal Khandelwal
Manager

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NIFTY 50
Stock of the nation

Ref.No.: NSE/LIST/ 66282

March 21, 2016

The Company Secretary
Reliance Power Limited
H Block, 1st Floor,
Dhirubhai Ambani Knowledge City,
Navi Mumbai - 400 710

Kind Attn.: Mr. Ramaswami Kalidas

Dear Sir,

Sub : In-principle approval for listing of Secured, Redeemable, Non-convertible Debentures to be issued on private placement basis

This is with reference to your application for In-principle approval for listing of 2500 - Series II 11.50% Rated Secured Redeemable Non-Convertible Debentures (NCDs or Debentures) of Rs. 10 lakh each for cash at par aggregating to Rs.250.00 Crores (Rupees Two Hundred Fifty Crores Only). proposed to be issued on private placement basis, on the Debt Segment of the Exchange. In this regard, the Exchange is pleased to grant in-principle approval for the said issue.

Kindly note that these debt instruments may be listed on the Exchange after the allotment process has been completed provided the securities of the issuer are eligible for listing on the Exchange as per our listing criteria and the issuer fulfills the listing requirements of the Exchange. The issuer is responsible to ensure compliance with all the applicable guidelines issued by appropriate authorities from time to time including SEBI (Issue and Listing of Debt Securities) Regulations, 2008.

Yours faithfully,

For National Stock Exchange of India Limited

Divya Poojari
Manager

Certified True Copy
For Reliance Power Limited

R Kalidas
Company Secretary

RELIANCE

Term sheet

Issuer	Reliance Power Limited
Issue Size	Rs. 250 Crore
Instrument	Series II 11.50% Listed, Secured, Redeemable, Non-Convertible Debenture
Purpose of the issue	Issue proceeds will be utilized to carry on the businesses of the company, regular capital expenditure, augment funds for medium to long term capital, general corporate purpose, refinancing of existing debt and working capital for ordinary course of business and for extending loans and advances to group companies for meeting their operating requirements and debt repayment. Funds raised from the issue shall not be directly or indirectly utilised in any manner that would violate RBI Guidelines, Companies Act 2013 or any other provisions of applicable Law or regulations. The Issuer shall adhere to all regulations as may be applicable for the facility specified by RBI and / or any other Regulatory Agency.
Rating	A1 by ICRA
Coupon	11.50 % p.a. payable at the end of every 91 days
Tenor	360 Days
Call Option	At the end of every 91 days ie. 21st June, 2016, 20th September, 2016, 20th December, 2016
Put Option	None
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Deemed Date of Allotment	March 22, 2016
Maturity date	March 17, 2017
Notice period for Call option	10 business days before issuance of Call Notice ie. 7th June, 2016, 2nd September, 2016, 5th December, 2016
Face value	Rs. 10,00,000 each
Issue / Redemption Price	At par
Issuance Mode	Dematerialized
Interest payment	At the end of every 91 days
Interest payment date	21st June, 2016, 20th September, 2016, 20th December, 2016, 17th March, 2017
Interest Calculation	The interest payable shall be calculated as under: (Number of Days for which interest is due in a year * Coupon Rate * Principal Amount)/Total Number of Days in a year
Debenture Trustee	IDBI Trusteeship Services Limited
Listing	BSE and NSE
Business days	Mumbai
Mode of Issue	Private placement
Day Count Basis	Actual / Actual

Reliance Power Limited