

**RELIANCE**

Power

**Annual Report  
2014-15  
(Abridged)**



## **Dhirubhai H. Ambani**

(28th December, 1932 - 6th July, 2002)

Reliance Group - Founder and Visionary

# Profile

Reliance Power Limited (RPower) is a constituent of the Reliance Group, one of the leading business houses in India.

RPower has developed and constructed a large portfolio of power generation projects and a coal mine in India.

RPower presently has 5,945 MW of operational capacity.

Our projects are diverse in geographic location, fuel source and offtake.

RPower strongly believes in clean green power and our projects are / will be using technologies with minimum environment impact.

## Mission: Excellence in Power Generation

- To attain global best practices and become a leading power generating Company.
- To achieve excellence in project execution, quality, reliability, safety and operational efficiency.
- To relentlessly pursue new opportunities, capitalizing on synergies in the power generation sector.
- To consistently enhance our competitiveness and deliver profitable growth.
- To practice highest standards of corporate governance and be a financially sound Company.
- To be a responsible corporate citizen nurturing human values and concern for society.
- To improve the lives of local community in all our projects.
- To be a partner in nation building and contribute towards India's economic growth.
- To promote a work culture that fosters learning, individual growth, team spirit and creativity to overcome challenges and attain goals.
- To encourage ideas, talent and value systems and become the employer of choice.
- To earn the trust and confidence of all stakeholders, exceeding their expectations.
- To uphold the guiding principles of trust, integrity and transparency in all aspects of interactions and dealings.

*This Report is printed on environment friendly paper.*



## Letter to Shareowners



My dear fellow shareowners,

It gives me great pleasure to share with you the highlights of another growth-filled and successful year.

You will be pleased to know that our operational capacity has touched nearly 6,000 MW this year from 4,525 MW during the last year. In addition to our 1,200 MW power plant at Rosa, Uttar Pradesh, the 600 MW capacity at Butibori, Maharashtra, and 185 MW of renewable portfolio, we have fully commissioned the 3,960 MW Sasan Ultra Mega Power Project (UMPP). Sasan UMPP is the world's largest integrated coal mine and power project at a single location. The project has been completed almost one year ahead of the scheduled completion date.

The operating performance of our plants during the year was also extremely satisfactory. The 1,200 MW Rosa power plant located in Uttar Pradesh reported very good performance. The coal based plant generated 8,592 million units operating at an availability of 94 per cent for the year. The 600 MW Butibori Power Plant located in Maharashtra, has successfully completed its first year of full commercial operations with an availability of 85 per cent. One unit of the Butibori Power plant achieved creditable distinction of operating continuously for 310 days, demonstrating excellence in operations. The 40 MW Solar PV plant located in Rajasthan, generated 72 million units of electricity operating at availability of 98 per cent and the 45 MW wind power project located in Maharashtra generated 78 million units operating at availability of 91 per cent.

The most significant accomplishment this year was the successful completion of the 3,960 MW Sasan UMPP. The plant is now fully commissioned and supplying reliable power to fourteen distribution companies located in seven states benefitting 42 crore citizens living in these states. The Moher and Moher Amlohri captive coal block of Sasan UMPP is already operational. I am confident that the Sasan UMPP will set new benchmarks in operational excellence for power plants and coal mining in the country.

Your Company is also committed towards sustainable development for a greener tomorrow. In our quest to become one of India's largest renewable energy companies we have entered into an MoU with the Government of Rajasthan to develop 6,000 MW of Solar Power Projects. We are also actively looking at developing more Solar based power capacities.

### Performance Review

The highlights of the Company's consolidated financial performance for the year are:

- Total income of ₹ 7,202 crore as compared to ₹ 5,546 crore in the previous year.
- Net profit of ₹ 1,028 crore as compared to ₹ 1,027 crore in the previous year.
- Earnings Per Share (EPS) (basic and diluted) of ₹ 3.68 as compared to ₹ 3.66 in the previous year.

### Corporate Governance

Your Company has always maintained the highest governance standards and practices by adopting, as is the norm for all constituent companies of the Group, the "Reliance Group - Corporate Governance Policies and Code of Conduct". These Policies and Code prescribe a set of systems, processes and principles, which conform to the highest international standards and are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of investors, both local and global, and all other stakeholders.

### Social Commitments

We are developing a large portfolio of projects which require substantial use of natural resources such as land, water and minerals. We take adequate care in designing our power generation plants in a manner that optimises the utilisation of land, thereby bringing down the aggregate land requirement and minimising the potential for disruption and displacement of local communities. We are also adopting cleaner technologies related to power generation that reduce the consumption of fuel and water required for plant operations, thereby conserving precious natural resources and contributing to a greener and healthier environment.

Many of the areas in which we are implementing projects are not very well developed, and it is our mission to contribute towards improving the quality of life of the communities living in these areas. Indeed, we believe that our success in executing large-scale generation projects is critically dependent on following a participatory development-oriented approach that strengthens our bond with the local population.

As a responsible corporate citizen, as part of our initiatives towards discharge of our corporate social responsibilities (CSR), we have made significant outlays in healthcare, education and livelihood opportunities for the communities.

### Our Commitment

Our founder, the legendary Shri Dhirubhai Ambani, gave us a simple mantra: to aspire to the highest global standards of quality, efficiency, operational performance and customer care. We remain committed to upholding that vision.

Thank you, shareowners, for your continued support in our journey of delivering consistent, competitive, profitable and responsible growth.

**Anil Dhirubhai Ambani**  
Chairman

# Reliance Power Limited

## Notice

Notice is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of **Reliance Power Limited** will be held on Wednesday, September 30, 2015 at 4.00 P. M. or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, to transact the following business:

### Ordinary Business:

1. To consider and adopt:
  - a) the audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon, and
  - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.
2. To appoint a Director in place of Shri Sateesh Seth (DIN: 00004631), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) and M/s. Price Waterhouse, Chartered Accountants (Firm Registration No. 301112E) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors."

### Special Business:

#### 4. Private Placement of Non-Convertible Debentures

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and/or any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and / or any other statutory / regulatory authority / body, and subject to the provisions of the Memorandum and Articles of Association of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to create, offer, invite to subscribe, issue and allot, from time to time, in one or more tranches and / or in one or more series, Secured / Unsecured / Redeemable Non-Convertible Debentures (hereinafter referred to as the "NCDs"), on private placement basis, provided that the aggregate amount of such NCDs shall be within the overall borrowing limits of the Company,

as approved by the Members from time to time under Section 180(1)(c) or other applicable provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine in its absolute discretion the terms and quantum of issue including the consideration and utilisation of proceeds, class of investors 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."

#### 5. Issue of Securities to Qualified Institutional Buyers

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"a) RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the Act) and enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreement entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR"), the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, applicable Rules, Regulations, Guidelines or laws and/ or any approvals, consents, permissions or sanctions of the Central Government, Reserve Bank of India and any other appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities") and subject to such conditions as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions (hereinafter referred to as the "requisite approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to create, issue, offer and allot equity shares / fully convertible debentures / partly convertible debentures / non convertible debentures with warrants / any other securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"), to the Qualified Institutional Buyers (QIBs) as per the SEBI ICDR, whether or not such QIBs are Members of the Company, on the basis of placement document(s), at such time or times in one or more tranches, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the Lead Managers, Advisors or other intermediaries, provided however that the aggregate amount raised by issue of QIP Securities as above shall not result in increase of the issued and subscribed equity share capital of the Company by more than 15% of the then issued and subscribed equity shares of the Company.

### Notice

- b) RESOLVED FURTHER THAT the Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date on which the Board of the Company decides to open the proposed issue, or the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares, as the case may be ("Relevant Date").
- c) RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, and all such shares shall rank *pari passu* with the then existing equity shares of the Company in all respects, as may be provided under the terms of the issue and in the offering document.
- d) RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of law.
- e) RESOLVED FURTHER THAT the issue to the holders of the Securities with equity shares underlying such securities shall be *inter alia*, subject to suitable adjustment in the number of shares, the price and the time period, etc., in the event of any change in the equity capital structure of the Company consequent upon any merger, de-merger, amalgamation, takeover or any other re-organisation or restructuring in the Company.
- f) RESOLVED FURTHER THAT the Board may at its absolute discretion issue Equity Shares at a discount of not more than five per cent or such other discount as may be permitted under the applicable regulations to the QIP Floor Price as determined in accordance with the SEBI ICDR Regulations.
- g) RESOLVED FURTHER THAT the QIP Securities shall be issued and allotted within twelve months from the date of this resolution or such other time as may be allowed under the prevalent SEBI ICDR Regulations.
- h) RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of QIP Securities or instruments representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into of underwriting, marketing and institution / trustees / agents and similar agreements / and to remunerate the Managers, underwriters and all other agencies / intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.
- i) RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to creation, issue, offer and allotment of QIP Securities and utilisation of the issue proceeds including but without limitation, to the creation of such mortgage / hypothecation / charge on the Company's assets under Section 180(1)(a) of the said Act in respect of the aforesaid QIP Securities either on *pari passu* basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.
- j) RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by GOI / RBI / SEBI / Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to issue, offer, allotment and listing thereof and as agreed to by the Board.
- k) RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution."
6. **Payment of remuneration to Cost Auditors for the financial year ending March 31, 2016**
- To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:
- "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), M/s. V.J. Talati & Company, Cost Accountants (Firm Registration Number R/00213) appointed as the Cost Auditors for audit of the cost accounting records of the Company in respect of the operations of its 45 MW Windfarm Power Project at Vashpet, Maharashtra, for the financial year ending March 31, 2016, be paid a remuneration of ₹ 15,000/- (Rupees fifteen thousand only) excluding service tax and out of pocket expenses, if any.
- RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Ramaswami Kalidas  
Company Secretary

Registered Office:  
H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
CIN: L40101MH1995PLC084687  
Website: www.reliancepower.co.in  
May 26, 2015

## Reliance Power Limited

### Notice

#### Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to items of special business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of herself/himself and the proxy need not be a Member of the Company. The instrument appointing proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not later than forty eight hours before the commencement of the Meeting. A Proxy form is sent herewith.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the annual report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Relevant documents referred to in the accompanying Notice, are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting. The certificate from the Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014 with respect to the Company's ESOS Plans will be available for inspection at the Meeting.
9. The Company's Register of Members and Transfer Books will remain closed from Saturday, September 19, 2015 to Wednesday, September 30, 2015, (both days inclusive) for the purpose of the Meeting.
10. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares held in electronic form.
11. Members holding shares in physical form are requested to advise any change of address and other mandates immediately to the Company/Registrar and Transfer Agent, Karvy Computershare Private Limited.
12. As Section 125 of the Companies Act, 2013, has not yet been notified, pursuant to Section 205(C) of the Companies Act, 1956,
  - i. the Company has transferred, the unpaid or unclaimed amounts of the unsuccessful applicants under the Company's IPO made in the year 2008 to the Investor Education and Protection Fund (IEPF) established by the Central Government on February 28, 2015;
  - ii. The unpaid or unclaimed fractional bonus warrants to the members in lieu of their fractional entitlements to bonus shares pursuant to the bonus shares allotted to them on June 11, 2008, will be transferred to the Investor Education and Protection Fund (IEPF) within the stipulated period during the current financial year; and
  - iii. The unpaid or unclaimed amounts due to the shareholders of Reliance Natural Resources Limited ('RNRL') against the sale proceeds arising out of the consolidation and disposal of their fractional entitlements consequent upon the Composite Scheme of Arrangement between Reliance Natural Resources Limited ('RNRL') and Reliance Power Limited ('the Company' or 'RPower') and others, as approved by the Hon'ble High Court of Judicature at Bombay, vide its order dated October 15, 2010, will be transferred to the Investor Education and Protection Fund (IEPF) within the stipulated period;

Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of the unpaid and unclaimed amounts transferred to the said fund on the website of the Company ([www.reliancepower.co.in](http://www.reliancepower.co.in)) as also on the website of the Ministry of Corporate Affairs.
13. Non-resident Indian Members are requested to inform Karvy Computershare Private Limited immediately on:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank accounts maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
14. Re-appointment of Director  
At the ensuing Annual General Meeting, Shri Sateesh Seth, Director of the Company retires by rotation under the provisions of the Companies Act, 2013 and being eligible offers himself for re-appointment. The details pertaining to Shri Sateesh Seth pursuant to requirements of Clause 49 of the Listing Agreement are furnished in the statement on Corporate Governance forming part of this Annual Report.
15. Members are advised to refer to the section titled "Investor Information" provided in this Annual Report.
16. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Information'



### Notice

- section on the Company's website [www.reliancepower.co.in](http://www.reliancepower.co.in) to aid the Company in its constant endeavour to enhance the standards of service to investors.
17. The Statement containing the salient features of the balance sheet, the statement of profit and loss, cash flow statement and Auditors' Report on the Abridged Financial Statement, is sent to the members, along with the Abridged Consolidated Financial Statements. Any member interested in obtaining a copy of the full Annual Report, may write to the Registrar and Transfer Agent of the Company.
  18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
  19. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH 13 duly filled in to Karvy Computershare Private Limited, Karvy Selenium, Tower – B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032, Telengana, India, Toll free no. (India) : 1800 4250 999, Tel no. : +91 40 6716 1500, Fax no. : +91 40 6716 1791 or on e-mail to [rpower@karvy.com](mailto:rpower@karvy.com). The prescribed form in this regard may also be obtained from Karvy Computershare Private Limited at the address mentioned above. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
  20. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Transfer Agent for consolidation into a single folio.
  21. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses so that they can receive the Annual Report and other communication from the Company electronically.
  22. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is offering e-voting facility to all Members of the Company through Notice dated May 26, 2015 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cutoff date i.e. September 23, 2015 only shall be entitled to avail the facility of remote e-voting/voting. Karvy Computershare Private Limited, our Registrar and Transfer Agent will be facilitating remote e-voting to enable the Members to cast their votes electronically. The Members can cast their vote online from 10.00 A.M. on September 27, 2015 to 5.00 P.M. on September 29, 2015. The Members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip.
- The facility for voting shall also be available at the meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their votes again at the meeting.
- The Board of Directors have appointed Shri Anil Lohia, Partner, M/s. Dayal & Lohia, Chartered Accountants as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of voting will be announced after the meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at [www.reliancepower.co.in](http://www.reliancepower.co.in) as also on the website of Karvy Computershare Private Limited.

### Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated May 26, 2015

#### Item No. 4 - Private Placement of Non-Convertible Debentures

As per the provisions of Section 42 of the Companies Act, 2013 read with the Rules made there under ("the Act"), a Company offering or making an invitation to subscribe to securities on a private placement basis is required to obtain the approval of the Members by way of a Special Resolution. The Act provides that such approval can be obtained once in a year for all the offers or invitations for Non-Convertible Debentures (NCDs) to be issued during the year.

In order to augment long term resources in the ordinary course of business for such purposes as may be deemed necessary including for general corporate purpose, the Company may offer or invite subscriptions for secured/unsecured NCDs in one or more series / tranches, on private placement basis.

Accordingly, consent of the Members is sought by way of a Special Resolution as set out in item No. 4 of the accompanying Notice. This resolution enables the Board of Directors of the Company to offer or invite subscription for NCDs as may be

required by the Company from time to time, for a year from the date of the said resolution coming into effect.

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

The Board accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

#### Item No. 5 - Issue of Securities to Qualified Institutional Buyers

The Company, in order to enhance its global competitiveness and its ability to compete with the peer groups in the domestic and international markets, needs to strengthen its financial position and net worth by augmenting its long term resources.

The Company to meet the requirements for the above purposes and for general corporate purpose, as may be decided by the Board from time to time, proposes to seek authorisation of the Members of the Company in favour of the Board

## Reliance Power Limited

### Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated May 26, 2015

of Directors ("Board" which expression for the purposes of this resolution shall include any Committee of Directors constituted / to be constituted by the Board), without the need for any further approval from the Members, to undertake the Qualified Institutional Placement ("QIP") with the Qualified Institutional Buyers ("QIB"), in accordance with the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI ICDR"), as set out in the special resolution at Item No.5 of the accompanying Notice.

In view of the above, the Board may, in one or more tranches, offer, issue and allot equity shares / fully convertible debentures / partly convertible debentures / non convertible debentures with warrants / any other securities, which are convertible into or exchangeable with equity shares on such date(s) as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred to as "QIP Securities"). The QIP Securities proposed to be issued by the Board shall be subject to the provisions of the SEBI ICDR including the pricing, which will not be less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the Relevant Date and premium / discount as may be decided by the Board. The Relevant Date for the determination of applicable price for the issue of the QIP Securities shall be the date of the meeting in which the Board of the Company decides to open the proposed issue or in case of securities which are convertible into or exchangeable with equity shares at a later date, the date on which the holder of such securities becomes entitled to apply for the said shares, as the case may be.

The pricing of the Equity Shares that may be issued to QIBs pursuant to SEBI ICDR shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR ("QIP Floor Price"). Further, the Board may also offer a discount of not more than 5 per cent or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR.

For the reasons aforesaid, an enabling special resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue. The QIP Securities issued pursuant to the offering would be listed on the Indian stock exchanges.

The proposed issue of QIP Securities as above may be made in one or more tranches such that the aggregate amount raised by the issue of QIP Securities shall not result in the increase of the issued and subscribed equity share capital of the Company by more than 15 per cent of the then issued and subscribed equity shares of the Company as on the Relevant Date. The proposed special resolution is only enabling in nature and the Board may from time to time consider the extent, if any, to which the proposed securities may be issued.

The QIP Securities issued pursuant to the offer, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalised by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. The security that may have to be created for the purposes of this issue, as above may come within the purview of Section 180(1) (a) of the Companies Act, 2013.

Necessary approval of the members under Section 180(1) (a) of the Act has already been obtained.

Section 62(1)(c) of the Companies Act, 2013 and Listing Agreement entered into with the Stock Exchanges, provide, *inter alia*, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares shall be offered to the persons, who on the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the Members decide otherwise. The Special Resolution seeks the consent and authorisation of the Members to the Board of Directors to offer, issue and allot the QIP Securities, in consultation with the Lead Managers, Legal Advisors and other intermediaries to any persons, whether or not they are members of the Company.

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

The Board accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

#### **Item No. 6 - Payment of remuneration to the Cost Auditors for the financial year ending March 31, 2016**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. V. J. Talati & Company, Cost Accountants (Firm Registration No. R/00213), as the Cost Auditors for audit of the cost accounting records of the Company in respect of the operations of its 45 MW Windfarm Power Project at Vashpat, Maharashtra for the financial year ending March 31, 2016, at a remuneration of ₹ 15,000/- (Rupees Fifteen thousand only) excluding service tax and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

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

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

By Order of the Board of Directors

Ramaswami Kalidas  
Company Secretary

Registered Office:  
H Block, 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400 710  
CIN: L40101MH1995PLC084687  
Website: www.reliancepower.co.in

May 26, 2015

## Directors' Report

Dear Shareowners,

Your Directors present the 21<sup>st</sup> Annual Report and the audited accounts for the financial year ended March 31, 2015.

### Financial Results

The performance of the Company (consolidated and standalone) for the financial year ended March 31, 2015, is summarised below:

Particulars	Financial Year ended March 31, 2015		Financial Year ended March 31, 2014	
	₹ in lakhs (Consolidated)	₹ In lakhs (Standalone)	₹ in lakhs (Consolidated)	₹ in lakhs (Standalone)
Total Income	7,20,200	36,932	5,54,591	36,612
Profit before tax	1,28,636	2,832	1,23,881	6,114
Less: Provision for taxation(Net)	25,804	322	21,214	466
Profit after tax	1,02,832	2,510	1,02,667	5,648

### Financial Performance

During the financial year under review, the total Income of the Company was ₹ 36,932 lakhs against ₹ 36,612 lakhs in the previous year on a standalone basis. The Company has earned a Profit after tax of ₹ 2,510 lakhs compared to ₹ 5,648 lakhs in the previous year on a standalone basis.

### Dividend

Your Directors have not recommended any dividend on equity shares for the year under review.

### Business Operations

During the year 2014-15, the most significant achievement was the successful commissioning of all the six units of 660 MW each of the Sasan Ultra Mega Power Project (UMPP).

We are pleased to inform you that this Power plant stands out as the largest integrated power plant in the world with dedicated coal mines to cater to its fuel requirements. The completion of the project ahead of its schedule bears testimony to the determination and hard work put in by our employees.

The 2X300 MW Butibori plant in Maharashtra was also fully commissioned last year and the unit is supplying power under a long term PPA for 25 years. The Concentrated Solar Power (CSP) plant in Rajasthan with a capacity of 100 MW was also commissioned last year. We now have an operating capacity of 5945 MW as against 4525 MW in the previous year.

We would report that the Company's wholly owned Subsidiary, Jharkhand Integrated Power Limited, which was developing the 3960 MW UMPP in the State of Jharkhand has issued a notice for terminating the Power Purchase Agreement (PPA) upon the Power Procurers on account of their failure to fulfill the conditions subsequent, as per the PPA entered into by the Company with them.

### Management Discussion and Analysis

Management Discussion and Analysis Report for the year under review as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India is presented in a separate section forming part of this Annual Report.

### Non-convertible Debentures

During the year under review, the Company has issued Unsecured Redeemable Non-convertible Debentures aggregating to ₹ 205 crores.

### Deposits

The Company has not accepted any deposits from the public which comes within the purview of Section 73 of the Companies Act, 2013 (The Act) read with the Companies (Acceptance of Deposits) Rules 2014.

### Particulars of Investments

Pursuant to the provisions of Section 186 of the Act, the details of Investments made are provided in the unabridged standalone financial statements under note nos. 3.11.1 and 3.11.2.

### Subsidiary and Associate Companies

The Company had as on March 31, 2015, 41 Subsidiaries under it. Reliance Geothermal Power Private Limited became a subsidiary of the Company during the year. The Company does not have any Associate Company.

The performance and the financial position of the major subsidiary companies, which are under operation have been discussed in the Management Discussion and Analysis Report forming a part of this Annual Report. In addition, the financial results of each of the subsidiary companies have been consolidated with that of the parent company in the consolidated financial statement. The Company's policy for determining material subsidiaries may be accessed on the Company's website at the link [http://www.reliancepower.co.in/1106/Policy\\_for\\_Determining\\_Material\\_Subsiary.pdf](http://www.reliancepower.co.in/1106/Policy_for_Determining_Material_Subsiary.pdf).

### Consolidated Financial Statement

The audited consolidated financial statement for the financial year ended March 31, 2015, based on the financial statements received from the subsidiary companies, as approved by their respective Boards of Directors have been prepared in accordance with Accounting Standard 21 (AS-21) on "Consolidated Financial Statements" read with the Accounting Standards and Rules as applicable.

### Directors

Dr. Yogendra Narain and Shri D. J. Kakalia, were appointed through postal ballot on September 27, 2014 as Independent Directors of the Company, respectively for a period of two years and three years from the date of their appointment. Smt. Rashna Khan was also appointed as an Independent woman Director through Postal Ballot on September 27, 2014 for a period of three years from the date of her appointment.

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of Independence as prescribed under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

The details of the programs drawn up for familiarisation of the Independent Directors, the nature of the industry in which the Company operates and related matters have been put up on the

# Reliance Power Limited

## Directors' Report

website of the Company at the link [http://www.reliancepower.co.in/2015/Familiarisation\\_Policy.pdf](http://www.reliancepower.co.in/2015/Familiarisation_Policy.pdf).

In accordance with the provisions of the Act, Shri Sateesh Seth, Non-Executive Director retires by rotation and being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting (AGM).

A brief resume of Shri Sateesh Seth along with the information regarding the nature of his expertise in specific functional areas and names of the companies in which he holds directorship and / or membership / chairmanships of Committees of the respective Boards, shareholding and relationship between Directors inter se as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges in India, is given in the section on Corporate Governance Report forming part of this Annual Report.

### Key Managerial Personnel

During the year, Shri N. Venugopala Rao, Chief Financial Officer and Shri Ramaswami Kalidas, Company Secretary and Manager were designated by the Board as the Key Managerial Personnel of the Company pursuant to the requirements of the Act. Consequent upon Shri N. Venugopala Rao being elevated to a higher role within the organisation, Shri Ashutosh Agarwala was appointed as the Chief Financial Officer of the Company and designated as Key Managerial Personnel with effect from September 26, 2014.

### Evaluation of Directors, Board and Committees

The Company has devised a policy for performance evaluation of its individual directors, the Board and the Committees constituted by it, which includes criteria for performance evaluation.

In line with the requirements of the Act and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, working of the Committees, and the directors individually. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of processes and information provided to the Board, etc.

A separate meeting of the Independent Directors was also held during the year for evaluation of the performance of the non Independent Directors, the Board as a whole and that of the Chairman.

The Nomination and Remuneration Committee has also reviewed the performance of the individual directors based on their knowledge, level of preparation and effective participation in meetings, understanding of their roles as Directors, etc.

### Policy on appointment and Remuneration for Directors, Key Managerial Personnel and Senior Management employees

The Nomination and Remuneration Committee of the Board has devised a policy for selection and appointment of Directors, Senior Management and their remuneration. The Committee has formulated the criteria for determining the qualifications, positive attributes and independence of a Director, which has been put up on the Company's website. Further, the Committee has also devised a policy relating to remuneration for Key Managerial Personnel and senior management employees, as the Company does not have any Whole-time Director/ Managing Director on its Board at present. All the directors, being non-executive, were paid only sitting fees for attending the meetings of the Board and its Committees. The policy on the above is attached as Annexure - A.

### Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of the Act with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual financial statements for the financial year ended March 31, 2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual financial statements for the financial year ended March 31, 2015 on a 'going concern' basis;
- v. The Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; and
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### Contracts and Arrangements with Related Parties

All contracts / arrangements / transactions entered into by the Company during the financial year under review with related parties were at an arm's length basis and in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions were placed before the Audit Committee for approval. Omnibus approvals of the Audit Committee were obtained for the transactions which were of a repetitive nature. Transactions entered into pursuant to the omnibus approval so granted were reviewed and statements giving details of all related party transactions were placed before the Audit Committee on a quarterly basis. The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website at the link [http://www.reliancepower.co.in/1106/Policy\\_for\\_Related\\_Party\\_Transactions.pdf](http://www.reliancepower.co.in/1106/Policy_for_Related_Party_Transactions.pdf).

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

### Material Changes and Commitments, if any, affecting the financial position of the Company

There were no material changes and commitments which materially affect the financial position of the Company between the financial year ended on March 31, 2015 and the date of this report.

### Meetings of the Board

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year, six Meetings of the Board were held, details of which are given in the Corporate Governance Report.

### Audit Committee

The Audit Committee of the Board consists of Independent Directors namely Dr. Yogendra Narain, as the Chairman,

**Directors' Report**

Shri D. J. Kakalia and Smt. Rashna Khan, and non-independent Directors, Shri Sateesh Seth and Dr. V. K. Chaturvedi, as members. During the year, all the recommendations made by the Audit Committee were accepted by the Board.

**Auditors and Auditors' Report**

M/s. Price Waterhouse and M/s. Chaturvedi & Shah, Chartered Accountants, the Auditors of the Company hold office until the conclusion of the ensuing AGM and are eligible for re-appointment.

The Company has received letters from M/s. Price Waterhouse and M/s. Chaturvedi & Shah, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3) of the Act and that they are not disqualified from appointment as statutory auditors of the Company.

The observations and comments given by the Auditors in their report read together with notes on financial statements are self explanatory and hence do not call for any further comments under Section 134 of the Act.

**Cost Auditors**

Pursuant to the provisions of the Act and Companies (Audit and Auditors) Rules, 2014, the Board of Directors have appointed M/s. V. J. Talati & Co., Cost Accountants, as the Cost Auditors for conducting cost audit of the cost records maintained by the Company in respect of the operations at its 45 MW Wind Farm Power project at Vashpet, Maharashtra for the financial year ending March 31, 2016, subject to the remuneration being ratified by the members at the ensuing AGM of the Company.

**Secretarial Audit**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. Ajay Kumar and Co., Company Secretaries in Practice to undertake the Secretarial Audit of the Company. There are no qualifications, reservations or adverse remarks in their Audit Report. The Audit Report of the Secretarial Auditor is attached herewith as Annexure - B.

**Extract of Annual Return**

Extract of the Annual Return of the Company in form MGT-9 is attached herewith as Annexure - C.

**Employees Stock Option Scheme**

During the year under review, the Company has not granted any Options to the employees of the Company. Employees Stock Option Scheme (ESOS) has been approved and implemented by the Company and options were granted in earlier years to the employees in accordance with the earlier guidelines applicable to such ESOS.

The ESOS Compensation Committee of the Board monitors the Scheme and plans which are in line with the SEBI guidelines in this regard. The existing ESOS Scheme is in compliance with the Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014 (SEBI Regulations).

The required disclosures in accordance with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 as on March 31, 2015 are as follows:

a.	Options granted	85,00,000
b.	Options vested	85,00,000. As per the Scheme, the vested options are exercisable any time during the duration of the Scheme.
c.	Options exercised	Nil
d.	Total number of shares arising out of the exercise of the options	Nil
e.	Options lapsed	Nil
f.	Exercise price	₹ 162 per Equity Share.
g.	Variations of terms of options	By a variation made during the year 2014-15, to the ESOS plan (2010), the options granted have become exercisable for a maximum period of 9 years from the dates of the grant and no portion of the options granted shall lapse till the expiry of the above period.
h.	Money realised by exercise of options	Nil
i.	Total number of options in force	85,00,000
j.	Employee wise details of options granted to:- (i) Key Managerial Personnel (ii) Any other employee who receives a grant of options in any one year of option amounting to five per cent or more of options granted during that year (iii) Identified employees who were granted option, during any one year equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil

The Company has received a certificate from the Auditors of the Company that the ESOS Plan 2010 has been implemented in accordance with the SEBI Regulations and as per the resolution passed by the Members of the Company authorizing the issuance of the said options.

**Particulars of Employees and related disclosures**

In terms of the provisions of Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of limits set out in the said Rules are provided in Annexure to the Directors' Report. However, having regard to the provisions of Section 136 of the Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. The said

# Reliance Power Limited

## Directors' Report

information is available for inspection at the registered office of the Company on all working days, except Saturdays between 11:00 a.m. and 1:00 p.m. up to the date of AGM and any member interested in obtaining the same may write to the Company Secretary. Upon such request the information shall be furnished.

Disclosures relating to the remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in Annexure - D.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The particulars as required to be disclosed in terms of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, are given in the Annexure - E forming part of this Report.

### **Corporate Governance**

The Company has adopted "Reliance Group-Corporate Governance Policies and Code of Conduct" which sets out the systems, process and policies conforming to the international standards. The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchanges is presented in a separate section forming part of this Annual Report.

A Certificate from the auditors of the Company M/s. Price Waterhouse and M/s. Chaturvedi & Shah, Chartered Accountants conforming compliance to the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is enclosed to this Report.

### **Vigil Mechanism**

In accordance with Section 177 of the Act and the Listing Agreement, the Company has formulated a Vigil Mechanism to address the genuine concerns, if any, of the directors and employees. The details of the same have been stated in the Report on Corporate Governance and the policy can also be accessed on the Company's website.

### **Risk Management**

Pursuant to the requirements of Clause 49 of the Listing Agreement, the Company, during the year under review, has re-constituted a Risk Management Committee consisting of majority of directors and senior managerial personnel. The details of the Committee and its terms of reference, etc. are set out in the Corporate Governance Report forming part of this Report.

The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The risks are assessed for each project and mitigation measures are initiated both at the project as well as the corporate level.

### **Compliance with provisions of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company is committed to uphold and maintain the dignity of women employees and it has in place a policy which provides

for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the financial year no such complaints were received.

### **Corporate Social Responsibility**

The Company has constituted Corporate Social Responsibility Committee in compliance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014. The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR policy) indicating the activities to be undertaken by the Company. The CSR policy may be accessed on the Company's website at the link; [http://www.reliancepower.co.in/2015/CSR\\_Policy.pdf](http://www.reliancepower.co.in/2015/CSR_Policy.pdf).

The CSR Committee of the Board consists of Dr. Yogendra Narain as Chairman, Shri Sateesh Seth, Dr. V. K. Chaturvedi, Shri D. J. Kakalia and Smt. Rashna Khan were its members.

The disclosures with respect to CSR activities forming part of this report is given as Annexure - F.

### **Orders, if any, passed by regulators or courts or tribunals**

No orders have been passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations.

### **Internal Financial Controls and their adequacy**

The Company has in place adequate internal financial controls across the organization. The same is subject to review periodically by the Internal Audit Cell for its effectiveness. The control measures adopted by the Company have been found to be effective and adequate to the Company's requirements.

### **Business Responsibility Statement**

SEBI has mandated top 100 listed entities, based on market capitalisation on BSE Limited and National Stock Exchange of India Limited on March 31, 2012, to include Business Responsibility Report ("BRR") as part of the Annual Report. In view of FAQs issued by SEBI, the BRR has been uploaded on the website of the Company [www.reliancepower.co.in](http://www.reliancepower.co.in). Any shareholder interested in obtaining physical copy of the BRR may write to the Company Secretary at the Registered Office of the Company.

### **Acknowledgements**

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from shareholders, debenture holders, debenture trustee, bankers, financial institutions, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance of the Company during the year.

**For and on behalf of the Board of Directors**

Mumbai  
May 26, 2015

**Anil Dhirubhai Ambani**  
Chairman

#### Policy on appointment and remuneration for Directors, Key Managerial Personnel and Senior Management employees

Following is the summary of the policy on the above as approved by the Nomination and Remuneration Committee of the Board:

#### 1. Introduction

- 1.1 The Company considers human resources as an invaluable asset. The policy is intended to harmonise the aspirations of the Directors / employees with the goals and objectives of the Company;
- 1.2 As a part of a progressive HR philosophy, it is imperative for the Company to have a comprehensive compensation policy which is in sync with the industry trends and is also employee friendly.

#### 2. Objective

- 2.1 Broad objective is to attract and retain high performing resources.
- 2.2 The remuneration policy aims at achieving the following specific objectives:
  - 2.2.1 To attract highly competent human resources to sustain and grow the Company's business;
  - 2.2.2 To build a performance culture by aligning performance of individuals with the business objectives of the Company;
  - 2.2.3 To ensure that annual compensation review considers industry/business outlook & strategies adopted by industry peers, differentiates employees based on their performance and also adequately protects employees, especially those in junior cadres, against inflationary pressures;
  - 2.2.4 To retain high performers at all levels and those who are playing critical roles in the Company.

#### 3. Scope and Coverage

In accordance with the provisions of the Companies Act, 2013, a "Nomination and Remuneration Committee" of the Board has been constituted, *inter alia*, to recommend to the Board the appointment and remuneration of Directors, KMPs and persons belonging to the Senior Management cadre.

#### 4. Definitions

- 4.1 "Director" means a director appointed to the Board of the Company.
- 4.2 "Key Managerial Personnel" in relation to a Company means –
  - i) the Chief Executive Officer or the Managing Director or the Manager
  - ii) the Company Secretary
  - iii) the Whole-time Director
  - iv) the Chief Financial Officer; and
  - v) such other officer as may be prescribed under the Companies Act, 2013.
- 4.3 "Senior Management" refers to personnel of the Company who are members of its core management team excluding the Board of Directors and comprises of all members of the management, one level below the executive directors, if any.

#### 5. Policy

- 5.1 Remuneration i.e. Cost-to-Company (CTC) shall comprise of two broad components; fixed and variable.
- 5.2 Fixed portion comprises of Base pay and Choice pay components.
- 5.3 Variable pay termed as Performance Linked Incentive (PLI) comprises of a pre-determined maximum that can be paid as % at the end of the performance year based on the composite score achieved during the relevant performance year.
- 5.4 Performance Year shall be 1 April – 31 March.
- 5.5 PLI is based on the following dimensions with indicated weightages for computing the Composite score based on:
  - (a) Individual performance rating;
  - (b) Function/Project Annual Operating Plan (AOP) achievement rating;
  - (c) Company AOP achievement rating; and
  - (d) Group performance on identified parameters.

#### 6. Payout mechanism

- 6.1 Fixed pay gets paid on a monthly basis, net of retivals and taxes
- 6.2 Retivals are 12% of basic for provident fund purpose and 4.81% of basic towards gratuity.
- 6.3 All payments are done with TDS implemented.

#### 7. Annual Compensation Review

The compensation review year will be 1 July to 30 June. The annual compensation review, as part of the performance management system (PMS) cycle, shall be guided by:

- 7.1 Industry/business outlook;
- 7.2 Strategies adopted by industry peers;
- 7.3 Employee differentiation based on individual performance rating (achieved during the applicable performance year); and
- 7.4 Protection of employees, especially those in junior cadres, against inflationary pressures

#### 8. Retention Features as part of Compensation Package

- 8.1 Based on the organizational need for retaining high performing employees and also those who are playing critical roles, from time to time, certain retention features may be rolled out as part of the overall compensation package. These may take form of Retention Bonuses (RBs); Special Monetary Programs (SMPs), Long-term Incentives (LTIs), etc.
- 8.2 While attracting talent in critical positions also such retention features could be incorporated as part of the compensation package.

#### 9. Modifications / Amendments / Interpretation:

The policy is subject to modifications, amendments and alterations by the management at any time without assigning any reasons or without giving any prior intimation to the employees. In case of any ambiguity, the interpretation provided by the Corporate HR team shall be final.

**Form No. MR- 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
Reliance Power Limited  
H Block 1<sup>st</sup> Floor  
Dhirubhai Ambani Knowledge City  
Navi Mumbai 400710

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Reliance Power Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent of their applicability to the Company;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (not applicable during the audit period)
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (not applicable during the audit period) and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(not applicable during the audit period)
- vi) OTHER LAWS SPECIFICALLY APPLICABLE TO THE COMPANY
  - a) The Electricity Act, 2003 and the Rules & Regulations made thereunder;
- vii) OTHER LAWS APPLICABLE TO THE COMPANY

The adequate systems and processes are in place to monitor and ensure compliance with general laws like labour laws, environmental laws, etc. to the extent of their applicability to the Company.

I am not offering any comments on compliance of Secretarial Standards issued by The Institute of Company Secretaries of India as the same were not notified during the financial year ended on 31<sup>st</sup> March, 2015.

I have examined compliance with the listing agreement entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



**Directors' Report**

I further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The Company did not have any Executive Director during the audit period. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii) All decisions at Board Meetings & Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committees of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, Regulations and Guidelines.

I further report that during the audit period:

- i) the Company has issued & allotted unsecured redeemable non-convertible debentures;
- ii) The scheme of amalgamation between Reliance Clean Power Private Limited (Transferor Company) & Reliance Power Limited (Transferee Company) was sanctioned on 09.05.2014 by High Court, Bombay;
- iii) The Company has borrowed money pursuant to Section 179 of the Companies Act, 2013.

(Ajay Kumar)  
Ajay Kumar & Co.  
FCS No. 3399  
C.P. No. 2944

Date: 25.05.2015

Place: Mumbai

# Reliance Power Limited

## Directors' Report

Annexure C

Form No. MGT-9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i. CIN	L40101MH1995PLC084687
ii. Registration Date	January 17, 1995
iii. Name of the Company	Reliance Power Limited
iv. Category / Sub-Category of the Company	Public Company / Limited by Shares
v. Address of the Registered office and contact details	H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400710 Tel : +91 22 3032 7648, Fax: +91 22 3032 7719 E-mail: reliancepower.investors@relianceada.com Website: www.reliancepower.co.in
vi. Whether listed company Yes / No	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No. 31 & 32, Survey No. 116/22, 115/24, 115/25, Financial District, Nanakramguda, Hyderabad 500 032, Telangana, India Toll Free No. (India) : 1800 4250 999 Tel: +91 40 6716 1500, Fax: +91 40 6716 1791 E-mail: rpower@karvy.com Website : www.karvy.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 per cent or more of the total turnover of the Company shall be stated:-

Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
Power Generation	3510	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
1.	Vidarbha Industries Power Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U23209MH2005PLC158371	Subsidiary	100.00%	2(87)
2.	Rosa Power Supply Company Limited 7 <sup>th</sup> Floor, B-Wing, Raheja Point-I, Jawaharlal Nehru Nagar, Vakola Market, Santa Cruz (East), Mumbai 400 055	U31101MH1994PLC243148	Subsidiary	100.00%	2(87)
3.	Sasan Power Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40102MH2006PLC190557	Subsidiary	100.00%	2(87)
4.	Jharkhand Integrated Power Limited 7 <sup>th</sup> Floor, Raheja Point-I, Jawaharlal Nehru Marg, Vakola Market, Santa Cruz (East), Mumbai 400 055	U74999DL2007GOI157245	Subsidiary	100.00%	2(87)
5.	Coastal Andhra Power Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40102MH2006GOI188622	Subsidiary	100.00%	2(87)
6.	Maharashtra Energy Generation Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U67190MH2005PLC154361	Subsidiary	100.00%	2(87)
7.	Chitrangi Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40101MH2007PTC173904	Subsidiary	100.00%	2(87)

## Reliance Power Limited

### Directors' Report

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
8.	Reliance Geothermal Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U10101MH2010PTC209925	Subsidiary	75.00%	2(87)
9.	Siyom Hydro Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40101MH2007PTC173913	Subsidiary	100.00%	2(87)
10.	Tato Hydro Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40102MH2007PTC173907	Subsidiary	100.00%	2(87)
11.	Kalai Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40102MH2007PTC174507	Subsidiary	100.00%	2(87)
12.	Urthing Sobhla Hydro Power Private Limited Plot No. 56, 1 <sup>st</sup> Floor, City Centre, Kochar Complex, Rajpur Road, Dehradun, Uttarakhand 248 001	U74999UR2007PTC032472	Subsidiary	88.91%	2(87)
13.	Amulin Hydro Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40105MH2009PTC193856	Subsidiary	100.00%	2(87)
14.	Emini Hydro Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40103MH2009PTC193874	Subsidiary	100.00%	2(87)
15.	Mihundon Hydro Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40105MH2009PTC193855	Subsidiary	100.00%	2(87)
16.	Reliance Coal Resources Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U85110MH2006PTC165903	Subsidiary	100.00%	2(87)
17.	Reliance CleanGen Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40100MH1995PLC084688	Subsidiary	100.00%	2(87)
18.	Moher Power Limited (Formerly known as Bharuch Power Limited) H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U74990MH2008PLC186727	Subsidiary	100.00%	2(87)
19.	Samalkot Power Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40103MH2010PLC206084	Subsidiary	100.00%	2(87)
20.	Reliance Solar Resources Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40105MH2010PTC209921	Subsidiary	100.00%	2(87)
21.	Reliance Wind Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40106MH2010PTC209942	Subsidiary	100.00%	2(87)
22.	Reliance Green Power Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40106MH2010PTC209947	Subsidiary	100.00%	2(87)
23.	Rajasthan Sun Technique Energy Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U74990MH2009PTC195625	Subsidiary	100.00%	2(87)
24.	Coastal Andhra Power Infrastructure Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U11100MH2005PLC158364	Subsidiary	100.00%	2(87)
25.	Reliance Prima Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U11100MH2008PLC186720	Subsidiary	100.00%	2(87)
26.	Atos Trading Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U11100MH2010PTC198818	Subsidiary	100.00%	2(87)
27.	Atos Mercantile Private Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U11100MH2010PTC198817	Subsidiary	100.00%	2(87)

## Reliance Power Limited

### Directors' Report

Sl. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
28.	Reliance Natural Resources Limited H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U64200MH2000PLC125260	Subsidiary	100.00%	2(87)
29.	Dhursar Solar Power Private Limited (Formerly known as Dahanu Solar Power Private Limited) H Block, 1 <sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710	U40102MH2000PTC127479	Subsidiary	100.00%	2(87)
30.	Reliance Natural Resources (Singapore) Pte Ltd	NA	Subsidiary	100.00%	2(87)
31.	Purthi Hydro Power Private Limited Bharata Sadan, Opp. SBI Zonal Office, Vikas Nagar, Kasumpti, Shimla 171 009	U40101HP2011PTC031647	Subsidiary	100.00%	2(87)
32.	Teling Hydro Power Private Limited 7 <sup>th</sup> Floor, B-Wing, Raheja Point-I, Jawaharlal Nehru Nagar, Vakola Market, Santa Cruz (East), Mumbai 400 055	U40101HP2011PTC031650	Subsidiary	100.00%	2(87)
33.	Shangling Hydro Power Private Limited 7 <sup>th</sup> Floor, B-Wing, Raheja Point-I, Jawaharlal Nehru Nagar, Vakola Market, Santa Cruz (East), Mumbai 400 055	U40101HP2011PTC031648	Subsidiary	100.00%	2(87)
34.	Lara Sumta Hydro Power Private Limited 7 <sup>th</sup> Floor, B-Wing, Raheja Point-I, Jawaharlal Nehru Nagar, Vakola Market, Santa Cruz (East), Mumbai 400 055	U40101HP2011PTC031646	Subsidiary	100.00%	2(87)
35.	Sumte Kothang Hydro Power Private Limited 7 <sup>th</sup> Floor, B-Wing, Raheja Point-I, Jawaharlal Nehru Nagar, Vakola Market, Santa Cruz (East), Mumbai 400 055	U40101HP2011PTC031649	Subsidiary	100.00%	2(87)
36.	Reliance Power Netherlands BV Oranje Nassaulaan 55-1, 1075 AK Amsterdam, The Netherlands.	NA	Subsidiary	100.00%	2(87)
37.	PT Heramba Coal Resources DBS Bank Tower, 28 <sup>th</sup> Floor, Ciputra World 1, Jl. Prof. Dr. Satrio kav. 3-5, Jakarta Selatan	NA	Subsidiary	100.00%	2(87)
38.	PT Avaneesh Coal Resources DBS Bank Tower, 28 <sup>th</sup> Floor, Ciputra World 1, Jl. Prof. Dr. Satrio kav. 3-5, Jakarta Selatan	NA	Subsidiary	100.00%	2(87)
39.	PT Brayan Bintang Tiga Energi DBS Bank Tower, 28 <sup>th</sup> Floor, Ciputra World 1, Jl. Prof. Dr. Satrio kav. 3-5, Jakarta Selatan	NA	Subsidiary	100.00%	2(87)
40.	PT Sriwijaya Bintang Tiga Energi DBS Bank Tower, 28 <sup>th</sup> Floor, Ciputra World 1, Jl. Prof. Dr. Satrio kav. 3-5, Jakarta Selatan	NA	Subsidiary	100.00%	2(87)
41.	PT Sumukha Coal Services DBS Bank Tower, 28 <sup>th</sup> Floor, Ciputra World 1, Jl. Prof. Dr. Satrio kav. 3-5, Jakarta Selatan	NA	Subsidiary	99.60%	2(87)

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2014)				No. of Shares held at the end of the year (March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	2212425	-	2212425	0.08	2212425	-	2212425	0.08	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2101182579	-	2101182579	74.91	2101182579	-	2101182579	74.91	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>2103395004</b>	<b>-</b>	<b>2103395004</b>	<b>74.98</b>	<b>2103395004</b>	<b>-</b>	<b>2103395004</b>	<b>74.98</b>	<b>-</b>

## Reliance Power Limited

### Directors' Report

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2014)				No. of Shares held at the end of the year (March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	-	-	-	-	-	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>2103395004</b>	-	<b>2103395004</b>	<b>74.98</b>	<b>2103395004</b>	-	<b>2103395004</b>	<b>74.98</b>	-
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	13999835	99185	14099020	0.50	20794980	99135	20894115	0.74	0.24
b) Banks / FI	15781327	27460	15808787	0.56	14789612	27410	14817022	0.53	-0.04
c) Central Govt.	158972	226628	385600	0.01	173117	210148	383265	0.01	0.00
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	117705675	780	117706455	4.20	117650737	718	117651455	4.19	0.00
g) FIIs	180673571	27229	180700800	6.44	149006947	27167	149034114	5.31	-1.13
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	<b>328319380</b>	<b>381282</b>	<b>328700662</b>	<b>11.72</b>	<b>302415393</b>	<b>364578</b>	<b>302779971</b>	<b>10.79</b>	<b>-0.92</b>
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	47875249	119390	47994639	1.71	41346451	118881	41465332	1.48	-0.23
ii) Overseas	24866	7471	32337	0.00	24203	7471	31674	0.00	0.00
iii) Esop	-	-	-	0.00	8500000	-	8500000	0.30	0.30
<b>b) Individuals</b>									
i. Individual shareholders holding nominal sharecapital up to Rs.1 Lakh.	283730001	8144094	291874095	10.41	297408268	7812797	305221065	10.88	0.48
ii. Individual shareholders holding nominal sharecapital in excess of Rs.1 Lakh.	24944128	-	24944128	0.89	33985369	-	33985369	1.21	0.32
<b>c) Others (specify)</b>									
i) NRIs	7002648	597728	7600376	0.27	8591158	560197	9151355	0.33	0.06
<b>Sub-Total (B)(2):</b>	<b>363576892</b>	<b>8868683</b>	<b>372445575</b>	<b>13.28</b>	<b>389855449</b>	<b>8499346</b>	<b>398354795</b>	<b>14.20</b>	<b>0.92</b>
<b>Total Public Shareholding</b>	<b>691896272</b>	<b>9249965</b>	<b>701146237</b>	<b>25.00</b>	<b>692270842</b>	<b>8863924</b>	<b>701134766</b>	<b>24.99</b>	<b>0.00</b>

## Reliance Power Limited

### Directors' Report

Category of Shareholders	No. of Shares held at the beginning of the year (April 1, 2014)				No. of Shares held at the end of the year (March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(B)=(B)(1)+(B)(2)</b>									
C. Shares held by Custodian for GDRs	585225	-	585225	0.02	596696	-	596696	0.02	-
<b>Grand Total (A+B+C)</b>	<b>2795876501</b>	<b>9249965</b>	<b>2805126466</b>	<b>100.00</b>	<b>2796262542</b>	<b>8863924</b>	<b>2805126466</b>	<b>100.00</b>	<b>-</b>

### ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year (April 1, 2014)			Share holding at the end of the year (March 31, 2015)			% change in shareholding during the year
	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
Reliance Infrastructure Limited	1183998193	42.21	6.68	1183998193	42.21	15.82	-
Reliance Project Ventures and Management Private Limited	537387901	19.16	-	537387901	19.16	10.25	-
Reliance Infradevelopment Private Limited (Formerly known as AAA International Capital Private Limited)*	267776331	9.55	-	375552662	13.39	-	3.84
Reliance Enterprises and Ventures Private Limited*	107776331	3.84	-	-	-	-	-3.84
Reliance Capital Limited	4117823	0.15	-	4117823	0.15	-	-
Kokila D. Ambani	916461	0.03	-	916461	0.03	-	-
Anil D. Ambani	465792	0.02	-	465792	0.02	-	-
Jai Anmol A. Ambani	417439	0.01	-	417439	0.01	-	-
Tina A. Ambani	412708	0.01	-	412708	0.01	-	-
REL Utility Engineers Limited	125000	0.00	-	125000	0.00	-	-
Reliance Innoventures Private Limited	1000	0.00	-	1000	0.00	-	-
Shri Jai Anshul A. Ambani	25	0.00	-	25	0.00	-	-
<b>Total</b>	<b>2103395004</b>	<b>74.98</b>	<b>6.68</b>	<b>2103395004</b>	<b>74.98</b>	<b>26.07</b>	<b>-</b>

\* Pursuant to Scheme of Amalgamation of Reliance Enterprises and Ventures Private Limited with Reliance Infradevelopment Private Limited, as sanctioned by the Hon'ble High Court of Judicature at Bombay vide order dated September 26, 2014, effective on November 19, 2014.

### iii) Change in Promoters' Shareholding (Please specify, if there is no change)

	Shareholding at the beginning of the year (April 1, 2014)		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Reliance Enterprises and Ventures Private Limited</b>				
At the beginning of the year	<b>107776331</b>	3.84	<b>107776331</b>	3.84
Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	<b>(107776331)</b>	(3.84)	0	0
At the end of the year	0	0	0	0

## Reliance Power Limited

### Directors' Report

	Shareholding at the beginning of the year (April 1, 2014)		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>Reliance Infradevelopment Private Limited</b> (Formerly known as AAA International Capital Private Limited)				
At the beginning of the year	<b>267776331</b>	9.55	<b>267776331</b>	9.55
Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc):	<b>107776331 Transfer*</b>	3.84	375552662	13.39
At the end of the year	<b>375552662</b>	13.39	<b>375552662</b>	13.39

\* Pursuant to Scheme of Amalgamation of Reliance Enterprises and Ventures Private Limited with Reliance Infradevelopment Private Limited, as sanctioned by the Hon'ble High Court of Judicature at Bombay vide order dated September 26, 2014, effective on November 19, 2014.

#### iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top Ten Shareholders	Shareholding at the beginning of the year (April 1, 2014)		Increase / Decrease	Shareholding at the end of the year (March 31, 2015)	
		No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1.	Life Insurance Corporation Of India	113045638	4.03	-	113045638	4.03
2.	Abu Dhabi Investment Authority	15488806	0.55	(15488806)	-	-
3.	Vanguard Funds	15339516	0.55	(321671)	15017845	0.54
4.	Blackrock Funds	15157389	0.54	(15157389)	-	-
5.	Dimensional Funds	13462874	0.48	(3631171)	9831703	0.35
6.	Lotus Global Investments Limited	13401980	0.48	(12500)	13389480	0.48
7.	APMS Investment Fund Limited	12026007	0.43	(23938)	12002069	0.43
8.	Reliance Capital Trustee Company Limited-A/C	9191655	0.33	7113382	16305037	0.58
9.	Rpower Trustee Company Private Limited	8500000	0.30	-	8500000	0.30
10.	Cresta Fund Limited	8013547	0.29	-	8013547	0.29
11.	Morgan Stanley Asia (Singapore) Pte.	-	-	8376046	8376046	0.30
12.	Cophall Mauritius Investment Limited	-	-	7220680	7220680	0.26

Note: The datewise increase or decrease in shareholding of the top ten shareholders is available on the 'Investors Information' Section of the website of the Company at [www.reliancepower.co.in](http://www.reliancepower.co.in).

#### (v) Shareholding of Directors and Key Managerial Personnel (KMPs)

- Shri Anil D. Ambani, Chairman of the Company holds 4,65,792 (0.02%) shares including 1,000 shares jointly with Reliance Project Ventures and Management Private Limited at the beginning and end of the year.
- Shri Sateesh Seth and Smt. Rashna Khan, Directors of the Company hold 27 (0%), and 285 (0%) shares respectively at the beginning and end of the year.
- Shri J. L. Bajaj, who relinquished office as Independent Director on August 13, 2014, held 27 (0%) shares at the beginning of the year till his relinquishment of office as Director.
- Shri N. Venugopala Rao, who was the Chief Financial Officer of the Company till his transfer to a subsidiary Company on September 26, 2014 held 54 (0%) shares.
- Shri Ashutosh Agarwala, who joined the Company on June 25, 2014 as President (Finance) was redesignated by the Board as the Chief Financial Officer of the Company with effect from September 26, 2014 and Shri Ramaswami Kalidas, Company Secretary and Manager do not hold any shares of the Company.

## Reliance Power Limited

### Directors' Report

#### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

₹ in Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i. Principal Amount	43,821	3,32,540	-	3,76,361
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	178	760	-	938
<b>Total (i+ii+iii)</b>	<b>43,999</b>	<b>3,33,300</b>	<b>-</b>	<b>3,77,299</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	52,720	3,11,339	-	3,64,059
· Reduction	10,737	2,74,112	-	2,84,849
Net Change	41,983	37,227	-	79,210
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	85,820	3,63,829	-	4,49,649
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	162	6,698	-	6,860
<b>Total (i+ii+iii)</b>	<b>85,982</b>	<b>3,70,527</b>	<b>-</b>	<b>4,56,509</b>

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ in Lakhs

Sr no.	Particulars of Remuneration	Shri Ramaswami Kaildas, Company Secretary and Manager			
1.	Gross salary				
	(a) Salary as per provisions contained u/s. 17(1) of the Income-tax Act, 1961			50	
	(b) Value of perquisites u/s. 17(2) of the Income-tax Act, 1961			-	
	(c) Profits in lieu of salary u/s. 17(3) of the Income-tax Act, 1961			-	
2.	Stock Option			-	
3.	Sweat Equity			-	
4.	Commission			-	
5.	Others, please specify			-	
	<b>Total (A)</b>			<b>50</b>	
	Ceiling as per the Act			311	

##### B. Remuneration to other directors:

₹ in Lakhs

Sr no.	Particulars of Remuneration	Name of Director				Total Amount
1.	Independent Directors	<b>Dr. Yogendra Narain</b>	<b>Shri D. J. Kakalia</b>	<b>Smt. Rashna Khan</b>	<b>Shri J. L. Bajaj</b>	
	● Fee for attending board / committee meetings	8.40	8.40	4.40	2.80	24.00
	● Commission	-	-	-	-	-
	● Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>8.40</b>	<b>8.40</b>	<b>4.40</b>	<b>2.80</b>	<b>24.00</b>
2.	Other Non-Executive Directors	<b>Shri Anil D. Ambani</b>	<b>Shri Sateesh Seth</b>	<b>Dr. V. K. Chaturvedi</b>		
	● Fee for attending board / committee meeting	2.20	6.00	8.40	-	16.60
	● Commission	-	-	-	-	-
	● Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>2.20</b>	<b>6.00</b>	<b>8.40</b>	<b>-</b>	<b>16.60</b>
	<b>Total (B)=(1+2)</b>					<b>40.60</b>
	<b>Total Managerial Remuneration (A+B)</b>					<b>90.60</b>
	<b>Overall Ceiling as per the Act</b>					<b>311</b>



Directors' Report

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

₹ in Lakhs

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Shri N. Venugopala Rao, Chief Financial Officer (up to September 26, 2014)	Shri Ashitosh Agarwala, Chief Financial Officer (w.e.f. September 26, 2014)	Shri Ramaswami Kalidas, Company Secretary and Manager	
	Gross salary				
(a)	Salary as per provisions contained u/s. 17(1) of the Income-tax Act, 1961	49	99	50	198
(b)	Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	-	-	-	-
(c)	Profits in lieu of salary u/s. 17(3) of the Income-tax Act, 1961	-	-	-	-
	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total</b>	<b>49</b>	<b>99</b>	<b>50</b>	<b>198</b>

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishments or compounding of offences to the Company, Directors and other Officers of the Company during the year ended March 31, 2015.

# Reliance Power Limited

## Directors' Report

### Annexure – D

#### Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Company does not have a Managing Director or Whole-time Director. It has appointed Chief Financial Officer, Manager and Company Secretary as on March 31, 2015.

Sr. No.	Requirement	Disclosure												
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.	Not Applicable. All the directors of the Company are Non Executive Directors and only received sitting fees during the Financial Year 2014-15												
(ii)	The percentage increase in remuneration of each director, CEO, CFO, Company Secretary, if any, in the Financial Year.	There was no increase in the salary of Key Managerial Personnel in the financial year 2014-15.												
(iii)	The percentage increase in the median remuneration of employees in the Financial Year	There was no review on employee compensation during the year. Hence, there was an average reduction of 3 per cent in remuneration.												
(iv)	Number of permanent employees on the rolls of the Company.	66												
(v)	The explanation on the relationship between average increase in remuneration and Company's performance.	Not Applicable. Please refer to disclosure at Serial No. (iii) above.												
(vi)	Comparison of the remuneration of the key managerial personnel against the performance of the Company (Standalone).	The remuneration paid to the Key Managerial Personnel was consistent with the Company's performance.												
(vii)	Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current and previous financial year.	<table border="1"> <thead> <tr> <th>Date</th> <th>Market Capitalisation (₹ in crore)</th> <th>P/E Ratio in ₹</th> </tr> </thead> <tbody> <tr> <td>31.3.2015</td> <td>15,863</td> <td>782</td> </tr> <tr> <td>31.3.2014</td> <td>19,734</td> <td>283</td> </tr> <tr> <td>Change</td> <td>-3871</td> <td>-499</td> </tr> </tbody> </table>	Date	Market Capitalisation (₹ in crore)	P/E Ratio in ₹	31.3.2015	15,863	782	31.3.2014	19,734	283	Change	-3871	-499
Date	Market Capitalisation (₹ in crore)	P/E Ratio in ₹												
31.3.2015	15,863	782												
31.3.2014	19,734	283												
Change	-3871	-499												
(viii)	Percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.	Decrease - 86 per cent against the Initial Public Offer made in February 2008.												
(ix)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Not Applicable. Please refer to disclosure in Serial No. (iii) above.												
(x)	Key parameters for any variable component of remuneration availed by the Directors.	Not Applicable. All the directors of the Company are Non Executive Directors and only received sitting fees during the year.												
(xi)	The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	Not Applicable. All the directors of the Company are Non Executive Directors and only received sitting fees during the year.												
(xii)	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes												

**Disclosure under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014****A. Conservation of energy****i. The steps taken or impact on conservation of energy**

The Company has specified the energy consumption standards for the equipment used which consumes, generates, transmits or supplies energy. Labels on equipment are maintained to indicate the extent of conservation of energy. The measures have helped in improving the overall output.

**ii. The steps taken by the Company for utilizing alternate sources of energy;**

Since the project uses the renewable wind energy towards generation of electricity, utilization of no other alternative sources of energy was explored.

**iii. The capital investment on energy conservation equipments**

No additional investment was made for the above purpose.

**B. Technology absorption**

- i. The efforts made towards technology absorption;
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution;
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):  
**N.A.**
  - a. the details of technology imported
  - b. the year of import
  - c. whether the technology have been fully absorbed;
  - d. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof, and
- iv. the expenditure incurred on Research and Development.

Wind Turbines installed as part of wind farm are sourced from an Indian entity which in-turn sourced critical components from overseas locations, mainly Europe. No efforts were made to absorb the technology. Similarly, no cost was incurred towards Research and Development.

**C. Foreign Exchange earnings and outgo**

Total Foreign Exchange earnings : ₹ 847 Lakhs

Total Foreign Exchange outgo : ₹ 1,190 Lakhs

# Reliance Power Limited

## Directors' Report

### ANNEXURE – F

#### Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2014-15

**1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

As a responsible corporate citizen, our mission is to contribute towards the improvement of the quality of life of the communities living in the vicinity of the Company's / its subsidiaries project locations where the basic infrastructure is inadequate and the socio-economic profile is relatively weak. We have therefore undertaken / shall continue to undertake appropriate measures towards CSR which will have a direct, measurable and positive economic, social and environmental impact on the community.

The Company believes that its success in executing and operation large scale generation projects is critically dependent on following a participatory development-oriented approach which strengthens our bond with the local population. Our CSR policy is placed on our website at the link: [http://www.reliancepower.co.in/2015/CSR\\_Policy.pdf](http://www.reliancepower.co.in/2015/CSR_Policy.pdf).

**2. Composition of the CSR Committee:**

Dr. Yogendra Narain, Chairman (Independent Director)  
 Shri D. J. Kakalia (Independent Director)  
 Shri Sateesh Seth (Non Independent Non-executive Director)  
 Dr. V. K. Chaturvedi (Non Independent Non-executive Director)  
 Smt Rashna Khan (Independent Director)

**3. Average net profit of the Company for last three financial years:**

Average net profit of ₹ 293.76 Crore.

**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

The Company is required to spend ₹ 5.87 Crore towards CSR.

**5. Details of CSR spent during the financial year:**

- a. Total amount spent for the financial year : ₹ 5.87 crore  
 b. Amount unspent, if any : Nil  
 c. Manner in which the amount spent during the financial year is detailed below: ₹ in crore

1.	2.	3.	4.	5.	6.	7.	8.
Sr. No.	CSR Projects or activities identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount Outlay (Budget) project or programs wise	Amount Spent on the project or programs (1) Direct expenditure on projects or programs (2) Overheads	Cumulative Expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1.	Setting up of day care Oncology Centres in rural areas of Maharashtra	Health care	Parbhani district, Maharashtra	25**	5.87	5.87	Through a non-profit centre specialised in the provision of health care
<b>Total</b>				<b>25</b>	<b>5.87</b>	<b>5.87</b>	

\* under implementation in phased manner.

\*\*approx. being the total cost of setting up one day care centre

**6. In case the company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

Not applicable.

**7. A Responsibility Statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.**

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy is in compliance with CSR objectives and policy of the Company.

May 26, 2015

**Ashutosh Agarwala**  
 Chief Financial Officer

**Dr. Yogendra Narain**  
 Chairman, CSR Committee

## Management Discussion and Analysis

### Forward looking statements

Statements in this Management Discussion and Analysis of Financial Condition and Results of Operations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events.

The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward-looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include cost of fuel, determination of tariff and such other charges and levies by the regulatory authority, changes in government regulations, tax laws, economic developments within the Country and such other factors.

The financial statements are prepared under historical cost convention, on accrual basis of accounting, and in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the accounting standards notified under Section 211 (3C) of the Act read with Companies (Accounting Standards) Rules, 2006. The management of Reliance Power Limited ("Reliance Power" or "the Company") has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit for the year.

The following discussions on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the Annual Report.

Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "Reliance" or "Reliance Power" are to Reliance Power Limited and/or its subsidiary Companies.

### Economic Outlook

The Indian Economy is estimated to have grown at a rate of 7.4 per cent during the year 2014-15. Indian Economy's return to the high-growth path has been a result of a number of factors such as lower fiscal and Current Account deficits, falling inflation, falling commodity prices and structural reforms to boost investments. Reform measures like de-regulation of diesel price, direct transfer of subsidy on national scale, reform of the coal sector through auctioning of coal blocks, increasing the FDI ceiling in defence have acted as a catalyst to ensure achievement of the targeted GDP growth rate.

### Power Sector

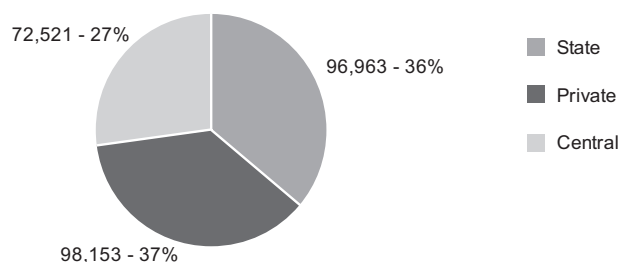
As is widely acknowledged, there is a very high degree of correlation between power sector growth and economic growth. Therefore it is imperative that power sector needs to grow for sustainable economic growth. India's electricity generation touched the 1 trillion units mark during 2014-15 for the first time, registering a growth of 8.4 per cent compared to 6 per cent in 2013-14. Due to huge capacity addition along with higher generation and improved transmission capacity, the electrical energy shortage reduced to 3.6 per cent from 7 - 11 percent during the last two decades.

A number of issues have been impacting the sector such as availability of fuel, delays in approvals and clearances, financial condition of distribution companies and others. However, the current government which came into power with a strong mandate at the beginning of fiscal year 2014-15, has taken several positive steps to address these issues. The Electricity (Amendment) Bill 2014 has been introduced ushering in next-gen reforms in the power sector, steps have been taken to augment domestic coal production. Liquefied Natural Gas (LNG) has been allotted through a bidding process and steps have also been taken by the government for expediting various clearances and intensive monitoring of project implementation is being done.

### Installed generation capacity

The total installed power generation capacity of India as on March 31, 2015 was 267 GW, of which over 36 per cent is contributed by the private sector.

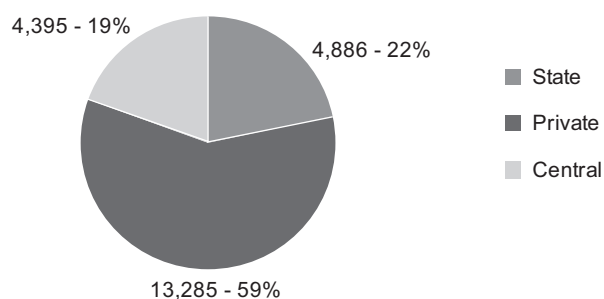
#### Sector wise generation capacity (in MW) as on March 31, 2015\*



\* Excluding captive generation capacity connected to grid  
Source: CEA

India added generation capacity of 22,566 MW in FY 2014-15, a 27 per cent increase over capacity addition in FY 2013-14. The private sector was the biggest contributor accounting for 59 percent of the total capacity added in FY 2014-15.

#### Sector wise generation capacity added (in MW) in FY 2014-15\*



\* Excluding captive generation capacity

Source: CEA

# Reliance Power Limited

## Management Discussion and Analysis

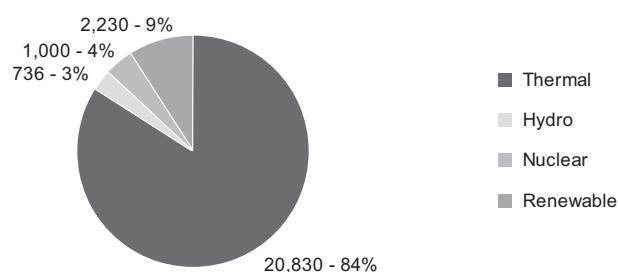
India has been traditionally dependent on thermal power as a source of power generation, which constitutes about 71 per cent of the current capacity. The balance is contributed by hydroelectric power (15 per cent), nuclear (2 per cent), and renewable energy (12 per cent).

### Fuel wise generation capacity (in MW) as on March 31, 2015\*

Fuel	Installed Capacity (MW)	Share of installed capacity as %
Thermal	1,88,898	70.6
Coal	1,64,636	61.5
Gas	23,062	8.6
Diesel	1,200	0.5
Hydroelectric	41,267	15.4
Nuclear	5,780	2
Renewable energy	31,692	12
<b>Total</b>	<b>2,67,637</b>	<b>100.0</b>

\* Excluding captive generation capacity connected to grid  
Source: CEA

### Fuel wise generation capacity added (in MW) in FY 2014-15\*



\* Excluding captive generation capacity Source: CEA

With over three-fourth of the capacity added last year coming from coal based projects and with the capacities under construction being biased towards coal based projects, India is expected to continue to remain reliant on coal for achieving its power needs. Consequently, shortage of coal represents the biggest impediment for power generation in India.

### Power generation

The total power generation in India during FY 2014-15 was 1,048 billion units 8.4 per cent higher than the one achieved in FY 2013-14 and was 2.5 percent higher than the target estimates set for FY 2014-15.

### Sector wise power generation performance in FY 2014-15

Sector	Power generation (Billion units)	Percentage share
State sector	367	35%
Central sector	395	38%
Private sector	281	27%
Others	5	0%
<b>Total</b>	<b>1,048</b>	<b>100%</b>

### Fuel wise power generation performance in FY 2014-15

Fuel	Power generated (Billion units)	Share in generation as %	Share in generation capacity as %
Thermal	878	84	70.6
Hydroelectric	129	12	15.4
Nuclear	36	3.5	2.0
Others	5	0.5	0
<b>Total</b>	<b>1,048</b>	<b>100</b>	

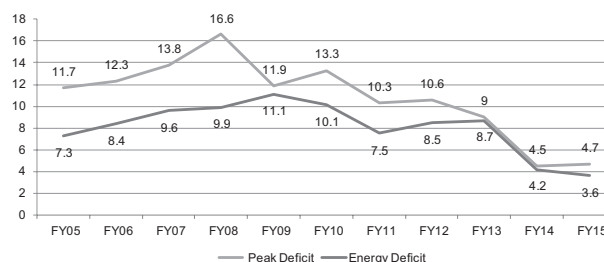
Source: CEA

### Power Sector Outlook

#### Demand and supply outlook

The year 2014-15 turned out to be a better year for the Indian economy with GDP growth rate expected at 7.4 percent compared to 6.9 percent in 2013-14. The expected high growth is due to a number of reforms that have already been undertaken and more that are being planned for. Energy deficit came down to 3.6 per cent as compared to 4.2 per cent in FY 2013-14 and peak deficit also fell to 4.7 per cent in FY 2014-15. However, with the revival of the economy, demand for power is likely to increase from the current levels. The long-term demand outlook for power therefore is quite optimistic. The following chart highlights the deficit situation in the last few years:

#### Power deficit scenario - All India in the period FY 2005-14 (in %)



Source: CEA

### Opportunities and threats

The Government has been taking a number of policy initiatives to attract investments in power sector. One of the key initiatives of the government has been to promote setting up of Renewable Energy capacity. The Government of India has announced an ambitious target of creating 1,75,000 MW of renewable energy capacity by the year 2022. Out of this nearly 1,00,000 MW is planned to be Solar power.

Renewable power generation therefore provides a significant opportunity for growth in the power sector.

The government is also focussed on opening up of coal mining sector for private participation. In this regard it has already passed the Coal Mines (Special Provisions) Act 2015, under which coal mines can be allocated to beneficiaries through a transparent bidding process. Allocation of 29 coal mine blocks has been successfully done through the bidding process. More coal mine blocks are likely to be put up for auctioning in the future, providing an opportunity for players in the sector to secure fuel for their power plants.

## Management Discussion and Analysis

### Key risks and concerns

Power sector is a highly capital intensive business with long gestation periods before commencement of revenue streams. Coal based power projects have development and construction period of 7-8 years and an even longer operating period (over 25 years). Since most of the projects have such a long time frame, there are some inherent risks in both the internal and external environment. The Company monitors the external environment and manages its internal environment to mitigate the concerns on a continuous basis. Some of the key concerns being faced by the sector currently are:

#### 1. Coal supply position

Almost 60 per cent of India's generation capacity is coal based. According to the Integrated Energy Policy, by FY 2031-32, India would require 2,040 million tonnes of coal for power generation, more than five times its current consumption levels. The shortage of coal is so acute that many of the power plants have to depend upon imported coal for meeting a significant portion of their coal requirements.

The total imported non coking coal quantity has increased more than three times within the last five years and may go up further due to the continuing shortage in domestic coal availability. There is an urgent need to augment domestic coal availability to mitigate the present problems being faced by the generating companies.

#### 2. Gas availability position

Natural gas production in the Country has been falling continuously over the last few years. This has seriously impacted the viability of existing as well as upcoming gas based power plants. The government is trying to resolve the problems faced by these projects.

#### 3. Weak financial condition of electricity distribution Companies

The financial health of electricity Distribution Companies (Discoms) is another area of concern threatening the very viability of the power sector. The inability of Discoms to generate adequate resources is affecting their ability to make capital investment in enhancing and improving distribution networks so that they operate efficiently. This is resulting in high Aggregate Technical and Commercial (AT&C) losses of the utilities. Also, losses of the utilities are mounting with increasing power purchase costs without commensurate increase in tariffs.

The government has been taking policy measures to improve the condition of the distribution sector including making changes in the Electricity Act.

#### 4. Execution risk

Power projects are highly capital intensive and have a long development and construction phase thus exposing them to various macroeconomic as well as project specific risks. During the development phase, a project faces the following key risks:

- Delays in statutory approvals and clearances from the authorities
- Delays in land acquisition

- Non-availability or delays in obtaining fuel, water and transmission linkages
- Availability and cost of capital - both equity and debt funding

During the construction stage which covers the period from the commencement of construction till the commissioning of projects, the key risks that need to be monitored are:

- Delays leading to time over-runs
- Increase in project costs leading to cost over-runs
- Challenges in transportation/logistics of equipment
- Hydrological and geological risks in case of hydroelectric projects

During the construction phase, ensuring that all the supply and erection contracts are placed on time and within the cost estimates is a critical challenge and thereafter ensuring that all the vendors and contractors perform their responsibilities as envisaged is a key risk.

#### Internal control systems and their adequacy

The Company has put in place internal control systems and processes commensurate with its size and scale of operations. An Enterprise Resource Planning System developed by SAP has been implemented in the Company. The system has control processes designed to take care of various control and audit requirements. In addition, the Company has a robust Internal Audit process, which oversees the implementation and adherence to various systems and processes and preparation of Financial Statements as per Generally Accepted Principles and Practices. The internal audit team is supported by reputed audit firms to undertake the exercise of Internal Audit at various project locations. The report of the Internal Auditors is placed at the Audit Committee Meetings of the Board.

The Company has also put in place a Risk Management Framework, both at the corporate as well as at the project level, which provides a process of identifying, assessing, monitoring, reporting and mitigating various risks at all levels at periodic intervals. The Risk Management process is supervised by the Risk Management Committee of the Board. The above Committee has been constituted in line with the requirements of clause 49 of the Listing Agreement with Stock Exchanges. The Committee undertakes a review of the risks as well as the status of the mitigation plans on a quarterly basis.

#### Discussion on Operations of the Company

The Company is in the business of setting up and operating power projects and in the development of coal mines associated with such projects. The Company has identified a large portfolio of power projects and is also developing coal mines. Reliance Power's vision is to become one of the largest integrated power generation and coal resources company. Of the power projects which the Company is developing, some are operational while the other power projects are under various stages of development.

#### i. Sasan Ultra Mega Power Project, a 3,960 MW pithead coal-based Project in Madhya Pradesh

The 3,960 MW Sasan Ultra Mega Power Project (UMPP) is fully operational. The project also has associated coal mines and coal production from these mines has already commenced. The power generated from Sasan UMPP is sold to fourteen distribution companies in seven states under the Long-term Power Purchase Agreement (PPA).

# Reliance Power Limited

## Management Discussion and Analysis

### ii. Rosa, a 1,200 MW coal-based power project in Uttar Pradesh

The Rosa power plant completed another year with excellent operational and financial performance. In its third year of operations, the plant generated 8592 million units of electricity. The entire electricity generated from the project is sold to Uttar Pradesh on a regulated tariff basis.

### iii. Butibori, a 600 MW coal-based power project in Maharashtra

The 600 MW Butibori power plant in Nagpur, Maharashtra is fully operational and is supplying power under the Long Term Power purchase agreement approved by Maharashtra Electricity Regulatory Commission (MERC).

### iv. Vashpet, 45 MW wind farm in Maharashtra

Reliance Power has set up a 45 MW Wind farm in Sangli district of Maharashtra. During FY 2014-15 the project generated 79 million units of electricity.

### v. Dhursar, a 40 MW Solar Photovoltaic (PV) power project in Rajasthan

Dhursar Solar Power Private Limited has set up a 40 MW Solar PV Plant in Jaisalmer district of Rajasthan. Electricity from this project is sold under a PPA for a period of 25 years. During FY 2014-15, project generated 72 Million Units of electricity.

### vi. 100 MW Solar CSP in Rajasthan

Rajasthan Sun Technique Energy Private Limited (RSTEPL), a wholly-owned subsidiary, has commissioned the 100 MW Concentrated Solar Power Project (CSP) in Jaisalmer, Rajasthan.

### vii. Krishnapatnam Ultra Mega Power Project, a 3,960 MW imported coal-based Project in Andhra Pradesh

Coastal Andhra Power Limited (CAPL), a wholly owned subsidiary of the Company is developing the project. Reliance Power was awarded the Krishnapatnam project following an International Competitive Bidding process and it will be selling power to 11 procurers comprising five states. However, the project is facing issues consequent upon changes in regulations in Indonesia from where coal was intended to be imported for the Project. The Company had issued notice to the procurers for an amicable resolution of the issues under the Power Purchase Agreement (PPA). Since the procurers did not respond to the notice for dispute resolution, the Company has raised a dispute. The procurers on the other hand have initiated the process for terminating the PPA against which the Company is pursuing its appeal in the Delhi High Court and the matter is sub-judice. The Company has also referred the dispute regarding validity of termination notice issued by the procurers to the Indian Council of Arbitration. The Company has also filed a petition before the Central Electricity Regulatory Commission seeking appropriate relief without prejudice to the proceedings pending before the Delhi High Court and the arbitration process already initiated.

### viii. 3,960 MW coal-based power project in Madhya Pradesh

Chitrangi Power Private Limited (CPPL), a wholly owned subsidiary of Reliance Power, has plans to develop a 3,960 MW coal-based power project at Madhya Pradesh. The Company intends to sell the power generated from this project through long term contracts.

### ix. Samalkot Power Project, a 2,400 MW gas based project, in Andhra Pradesh

The Company is implementing the 2,400 MW Samalkot project in Andhra Pradesh. The project is awaiting allocation of gas from the government for generating power.

### x. Tilaiya Ultra Mega Power Project, a 3,960 MW Pithead Coal based project in Jharkhand

The Company has issued a notice for terminating the PPA upon the Power Procurers on account of their failure to fulfill the conditions subsequent as per the PPA entered into by the Company with them.

### xi. Hydroelectric Power Projects

The Company is developing various hydroelectric power projects located in Arunachal Pradesh, Himachal Pradesh and Uttarakhand. These projects are in different stages of development. Hydroelectric power projects by nature have long gestation periods and require clearances from various authorities before commencement of construction activities. Some of these projects have achieved significant milestones and are likely to be developed in the next few years.

### Coal Mines

The Company has been allocated coal mines in India along with the Ultra Mega Power Projects. The Company has also acquired coal mine concessions in Indonesia for which it is finalising plans to produce up to 30 MTPA. One of the coal mines, the Moher and Moher Amlohri Extension coal block has already started producing coal. The development of the other mines are in different stages.

### Coal Bed Methane (CBM) Blocks

The Company has stakes in four Coal Bed Methane (CBM) blocks. Drilling work has been completed in one of the CBM blocks.

### Clean Development Mechanism (CDM)

Clean Development Mechanism (CDM) encouraged project developers, in the developing countries, to adopt environmental friendly technologies and/or fuels so that the GHG emissions can be reduced. Such reduced Green House Gas (GHG) emissions will enable the developers of those projects to generate Certified Emission Reductions (CERs) and abate GHG emissions in a cost-effective manner.

The Company has successfully registered its projects which use Super-Critical technology, Wind project at Vashpet, Solar Photo-Voltaic (PV) and Concentrated Solar Power (CSP) projects at Dhursar with CDM Executive Board.

### Health, safety and environment and Corporate Social Responsibility (CSR)

The Company attaches utmost importance to safety standards at all its installations. Necessary steps are regularly undertaken to ensure the safety of employees and equipment. Both external and internal safety audits are regularly conducted. Mock drills are conducted to gauge emergency and crisis management preparedness.

The Company, as a responsible corporate Citizen, is conscious of its responsibility to the society and to the environment. The Company has made significant differences to the lives of the people that live in the vicinity of our project sites. Provision of free education, pension to the aged and dependent, sanitation and hygiene, health care and provision of vocational training and self employment Schemes are some of the significant initiatives



### Management Discussion and Analysis

taken by the Company at its project location. The Company and its subsidiary have also made contribution to a non-profit centre for the development of day care oncology centre in rural Maharashtra for cancer treatment. In line with the requirements of the Companies Act, 2013, the Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee has been renamed as Corporate Social Responsibility Committee. The Committee inter-alia functions as per the mandates prescribed under the Companies Act 2013 and Rules made thereunder.

#### Human Resources

The Company has been successfully building up its Human Resources for the implementation and operations of its large power capacity addition program. The Company currently has nearly 1,900 professionals. Teams are put in place both at Corporate Office and in all the project locations. The Company has adopted a strategy of putting senior professionals with domain expertise as Project Leaders and Functional Heads and teams are built around them. The Company also has Graduate Engineer Trainee program and Junior Executive Trainee program under which Graduate Engineers and Diploma Engineers are recruited and trained for working in Power Plants and Mines. The selection process involves academic and technical screening of the candidates followed by personal interviews. The Company has simulators at various Power Plant and Mine locations, where training is being provided.

#### Discussion on Financial Condition and Financial Performance

##### Financial Condition

Reliance Power is the Holding Company with a Wind Project in Vashpet, Maharashtra and has the following subsidiary companies which have developed/are developing various power projects.

Company	Project
Sasan Power Limited	Sasan UMPP
Rosa Power Supply Company Limited	Rosa Stage I and Stage II
Vidarbha Industries Power Limited	Butibori
Dahanu Solar Power Private Limited	Solar PV
Rajasthan Sun Technique Energy Private Limited	Solar CSP
Coastal Andhra Power Limited	Krishnapatnam UMPP
Chitrangi Power Private Limited	Chitrangi
Samalkot Power Limited	Samalkot
Jharkhand Integrated Power Limited	Tilaiya UMPP
Siyom Hydro Power Private Limited	Siyom
Urthing Sobla Hydro Power Private Limited	Urthing Sobla
Tato Hydro Power Private Limited	Tato II
Kalai Power Private Limited	Kalai II
Amulin Hydro Power Private Limited	Amulin
Emini Hydro Power Private Limited	Emini
Mihundon Hydro Power Private Limited	Mihundon
Samalkot Power Limited	Samalkot

An extract of the Consolidated Balance Sheet is placed below:

Particulars	₹ in Lakhs	
	2014-15	2013-14
Shareholders' Fund	2,063,350	1,946,993
Long Term Borrowings	2,822,055	2,625,351
Other Non Current Liabilities	309,579	285,522
Current Liabilities	1,007,603	704,721
<b>Total</b>	<b>6,202,587</b>	<b>5,562,587</b>
Fixed Assets	4,916,429	4,609,365
Long Term loans and Advances	312,431	295,751
Other Non Current Assets	158,694	21,877
Current Investments	86,092	14,138
Other Current Assets	7,28,941	621,456
<b>Total</b>	<b>6,202,587</b>	<b>5,562,587</b>

Long term borrowings have increased to ₹ 2,822,055 lakhs from ₹ 2,625,351 lakhs in the previous year.

Fixed assets have increased to ₹ 4,916,429 lakhs from ₹ 4,609,365 lakhs last year.

Current investments were at ₹ 86,092 lakhs in FY 15 end as compared to ₹ 14,138 lakhs in FY 14 end.

##### Financial Performance

An extract of the Consolidated Statement of Profit and Loss is placed below:

Particulars	₹ in Lakhs	
	2014-15	2013-14
<b>Income</b>		
Revenue from operations	690,342	517,475
Other Income	29,858	37,116
<b>Total</b>	<b>720,200</b>	<b>554,591</b>
<b>Expenditure</b>		
Cost of Fuel consumed	398,251	277,406
Purchase of energy	-	22,647
Other Operating Expenditure	2,621	1,780
Employee Benefit Expenses	6,559	7,791
General, Administration & Other Expenses	24,342	16,259
Depreciation / Amortization	52,371	36,387
Finance Cost	107,420	68,440
<b>Total</b>	<b>591,564</b>	<b>430,710</b>
PBT	128,636	123,881
Taxes	25,804	21,214
PAT	102,832	102,667
EPS (basic and diluted)	3.68	3.66

# Reliance Power Limited

## Corporate Governance Report

### Our corporate governance philosophy

Reliance Power follows the highest standards of corporate governance principles and best practices by adopting the "Reliance Group – Corporate Governance Policies and Code of Conduct" as is the norm for all constituent companies in the group. These policies prescribe a set of systems and processes guided by the core principles of transparency, disclosure, accountability, compliances, ethical conduct and the commitment to promote the interests of all stakeholders. The policies and the code are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of our stakeholders.

### Governance practices beyond regulatory requirements

Our governance practices go beyond the mere letter of statutory and regulatory requirements. With this in mind, we have formulated a number of policies and introduced the following set of governance practices:

#### A. Values and commitments

We have set out and adopted a policy document on 'Values and Commitments' of Reliance Power. We believe that any business conduct can be ethical only when it rests on the nine core values viz. honesty, integrity, respect, fairness, purposefulness, trust, responsibility, citizenship and caring.

#### B. Code of ethics

Our policy document on 'Code of Ethics' demands that our employees conduct the business with impeccable integrity and by excluding any consideration of personal profit or advantage.

#### C. Business policies

Our 'Business Policies' cover a comprehensive range of issues such as fair market practices, insider information, financial records and accounting integrity, external communication, work ethics, personal conduct, policy on prevention of sexual harassment, health, safety, environment and quality.

#### D. Separation of the Board's supervisory role from the executive management

In line with the best global practices, we have adopted the policy of separating the Board's supervisory role from the executive management.

#### E. Prohibition of insider trading policy

This document contains the policy on prohibiting trading in the equity shares of the Company, based on insider or privileged information.

#### F. Policy on prevention of sexual harassment

Our policy on prevention of sexual harassment aims at promoting a productive work environment and protects individual rights against sexual harassment.

#### G. Whistle Blower policy

Our Whistle Blower policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personnel action.

It is affirmed that no personnel has been denied access to the Audit Committee.

#### H. Environment and Corporate Social Responsibility

The Company is committed to achieving excellence in environmental performance, preservation and promotion of clean environment. These are the fundamental concern in all our business activities. The Company has also developed a CSR policy which is intended to contribute towards improving

the quality of life of the communities living in the vicinity of the Company's project sites.

#### I. Risk Management

Our risk management procedures ensure that the Management controls various business related risks through means of a properly defined framework. The Risk Management Committee of the Board has been constituted during the year which comprises of majority of Directors and also members of the Senior Management.

#### J. Boardroom practices

##### i. Chairman

In line with the highest global standards of corporate governance, the Board has separated the Chairman's role from that of an executive in managing day-to-day business affairs.

##### ii. Board charter

The Board of Directors has adopted a comprehensive charter, which sets out clear and transparent guidelines on matters relating to the composition of the Board, the scope and functions of various Board Committees, etc.

##### iii. Board committees

Pursuant to the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has, *inter alia*, constituted the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee (previously known as Shareholders / Investors Grievance Committee), Corporate Social Responsibility (CSR) Committee (previously known as Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee), Risk Management Committee and the Employees Stock Options Scheme (ESOS) Compensation Committee.

The Board rotates the Chairman of these Committees.

##### iv. Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent persons having an independent standing in their respective fields/professions, and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment as Independent Directors on the Board. The Committee, *inter alia*, considers qualifications, positive attributes, areas of expertise and number of Directorships and Memberships held in various committees of other companies by such persons. The Board considers the Committee's recommendation and takes appropriate decision.

Every Independent Director, at the first meeting of the Board in which she/he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that she/he meets with the criteria of independence as provided under the statute.

##### v. Tenure of Independent Directors

Tenure of independent directors on the Board of the Company shall not exceed the time period as per provisions of the Companies Act, 2013, the Listing Agreement entered into with the Stock Exchanges, as amended from time to time.

## Corporate Governance Report

### vi. Independent director's interaction with stakeholders

Member(s) of the Stakeholders Relationship Committee interact with the stakeholders on their suggestions and queries, if any, which are forwarded to the Company Secretary.

### vii. Lead Independent Director

Recognizing the need for a representative and spokesperson for the independent directors, the Board has appointed Shri D. J. Kakalia, as the lead Independent Director.

### viii. Familiarization of the board members

Directors are periodically updated on the business environment and operations of the Company. The Directors are facilitated to get familiar with the Company's functions at the operational levels. Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, the macro Industry business environment, business strategy and risks involved. The Board members are also provided with the necessary documents / brochures, reports and policies to enable them to familiarize themselves with the Company's procedures and practices.

Periodic updates and programs for Board members are also carried out on relevant statutory changes and on important issues impacting the Company's business environment.

The details of the programme for familiarisation of independent directors has been put up on the website of the Company at the link: [http://www.reliancepower.co.in/2015/Familiarisation\\_Policy.pdf](http://www.reliancepower.co.in/2015/Familiarisation_Policy.pdf).

### ix. Meeting of Independent Directors with operating teams

The Independent Directors of the Company meet in executive sessions with the various operating teams as and when they deem necessary. These discussions may include topics such as, operating policies and procedures, risk management strategies, measures to improve efficiencies, performance and compensation, strategic issues for Board consideration, flow of information to directors, management progression and succession and others as the independent directors may determine. During these executive sessions, the independent directors have access to members of management and other advisors, as they may deem fit.

### x. Subsidiaries

All the subsidiaries of the Company are managed by their respective boards. Their boards have the rights and obligations to manage their companies in the best interest of their stakeholders. The Company monitors performance of subsidiary companies.

### xi. Commitment of Directors

The meeting dates for the entire financial year are scheduled at the beginning of the year and an annual calendar of meetings of the Board and its Committees is circulated to the Directors. This enables the Directors to plan their commitments and facilitates their attendance at the meetings of the Board and its Committees.

### K. Governance practices being followed to promote the interests of our stakeholders

We have introduced several trend setting governance practices to improve stakeholders satisfaction. Some of the major ones among them are:

#### i. Employees

Our endeavour has been to create a high performing and engaged organization. Accordingly, the Company roles out from time to time several initiatives. The organisational design, work flows and processes are revisited and automation is constantly enhanced to ensure the existence of an effective, efficient and productive organization.

One of the key factors for our success has been the capability and commitment of our employees.

The HR policies, processes and procedures are periodically reviewed to make them more transparent, friendly and automated.

There is a continuous focus on learning and development and capacity building of our employees. This has facilitated their professional and personal growth.

#### ii. Shareholders

The Company recognizes the importance of two-way communication with shareholders and of giving a balanced report of results and progress and responds to questions and issues raised in a timely and consistent manner. To ensure this, the Company's corporate website; [www.reliancepower.co.in](http://www.reliancepower.co.in) has information for institutional and retail shareholders alike. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting.

#### iii. Lenders

The Company has been prompt in honouring all debt obligations to its lenders.

#### iv. Society

The Company, in keeping with its Corporate Social Responsibility policy, focuses on healthcare, education, and other social initiatives.

### L. Role of the Company Secretary in Governance Process

The Company Secretary plays a key role in ensuring that the Board (including Committees constituted by it) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible, to ensure compliance with the applicable statutory requirements and is the interface between the Management and the regulatory authorities on governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

### M. Independent Statutory Auditors

The Company's Accounts are audited by a panel of two independent audit firms namely:

M/s. Price Waterhouse, Chartered Accountants

M/s. Chaturvedi & Shah, Chartered Accountants

# Reliance Power Limited

## Corporate Governance Report

### Compliance with the code and rules of Luxembourg Stock Exchange

The Global Depository Receipts (GDR) issued by the Company are listed on the Luxembourg Stock Exchange (LSE). The Company has reviewed the code on corporate governance of LSE and the Company's corporate governance practices conform to these codes and rules.

### Compliance with Clause 49 of the Listing Agreement

The Company is fully compliant with the mandatory requirements of Clause 49 of the Listing Agreement formulated by the Securities and Exchange Board of India.

We present our report on compliance of governance conditions specified in Clause 49 of the Listing Agreement:

#### I. Board of Directors

##### 1. Board Composition – Board strength and representation

Category	Names of Directors and DIN
Promoter, Non-Executive and Non-Independent Director	Shri Anil Dhirubhai Ambani, Chairman (DIN: 00004878)
Non-Executive and Non-Independent Directors	Shri Sateesh Seth* (DIN: 00004631) Dr. V. K. Chaturvedi (DIN: 01802454)
Independent Directors	Shri J. L. Bajaj# (DIN: 00004652) Dr. Yogendra Narain <sup>§</sup> (DIN: 01871111) Shri D. J. Kakalia@ (DIN: 00029159) Smt. Rashna Khan@ (DIN: 06928148)

\* Appointed as Director through postal ballot on September 27, 2014 as Director liable to retire by rotation.

# Relinquished office as an Independent Director effective from August 13, 2014, upon attaining the age of 75 years in accordance with the Company's Board Charter.

§ Appointed as Independent Director by shareholders by postal ballot on September 27, 2014 for a period of two consecutive years.

@ Appointed as Independent Director by shareholders by postal ballot on September 27, 2014 for a period of three consecutive years

Notes:

- No Director is related to any other director.
- No Director has any business relationship with the Company.
- No Director has received any loans and advances from the Company during the financial year.

The Independent Directors of the Company furnish a declaration at the time of their appointment as also confirm annually that they qualify the conditions of their being independent. Such declarations are placed before the Board.

Shri Ramaswami Kalidas, is the Company Secretary (Membership No. FCS 2440). He has also been made the Manager of the Company in terms of the provisions of the Companies Act, 1956, for a period of five years with effect from May 27, 2011.

##### 2. Conduct of Board proceedings

The day-to-day business is conducted by the executives and the business heads of the Company under the supervision of the Board led by the Chairman. The Board holds a minimum of four meetings every year to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

The Board performs the following specific functions in addition to overseeing the business and the management:

- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance; and overseeing major capital expenditures, acquisitions and divestments.
- Monitoring the effectiveness of the Company's governance practices and making changes as needed.
- Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.
- Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders.
- Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board.
- Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.
- Ensuring the integrity of the Company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- Overseeing the process of disclosure and communications.
- Monitoring and reviewing Board Evaluation framework.

##### 3. Board meetings

The Board held six meetings during the financial year 2014-15 on the following dates:

May 19, 2014, July 18, 2014, July 19, 2014, September 26, 2014, November 12, 2014 and February 14, 2015.

The maximum time gap between any two meetings during the year under review was 93 days and the minimum gap being nil. The meetings are normally held in Mumbai.

The Board periodically reviews compliance reports of all laws applicable to the Company as well as the steps to rectify instances of non compliance, if any.

##### 4. Standards issued by ICSI

Pursuant to the provisions of Section 118(10) of the Companies Act 2013, compliance with the requirements of two secretarial standards, one relating to holding of

## Corporate Governance Report

Meetings of the Board and its Committees (SS-1) and the other on conduct of general meetings (SS-2) issued by the Institute of Company Secretaries of India, shall become mandatory from July 1, 2015.

Notwithstanding the above, the Company has been adhering voluntarily to the standards issued by the Institute of Company Secretaries of India (ICSI) in the past on various matters.

### 5. Attendance of Directors and other Directorships

Attendance of the Directors at the Board Meetings held during FY 2014-15 and the last Annual General Meeting (AGM), details of directorships calculated as per provisions of Sections 165 of the Companies Act, 2013, Committee Memberships and the Committee Chairmanships, held by the directors as on March 31, 2015 were as under:

Name of Director	Number of Board Meetings attended out of six meetings held during the FY/Tenure of Director	Attendance at the Last AGM held on September 30, 2014	No. of Directorships (including RPower)	Committee(s) position (including RPower)	
				Member	Chairman
Shri Anil Dhirubhai Ambani	6 out of 6	Present	15	1	Nil
Shri J. L. Bajaj@	3 out of 3	N.A.	-	-	-
Dr. Yogendra Narain	6 out of 6	Present	2	3	3
Dr. V. K. Chaturvedi	6 out of 6	Present	2	3	Nil
Shri D. J. Kakalia	6 out of 6	Present	4	5	1
Shri Sateesh Seth*	5 out of 5	Present	9	3	Nil
Smt. Rashna Khan**	2 out of 2	Present	3	3	1

@ Relinquished office as an Independent Director effective from August 13, 2014, upon attaining the age of 75 years.

\* Appointed as an Additional Director w.e.f. July 18, 2014

\*\* Appointed as an Independent Director w.e.f. September 27, 2014

Notes:

- None of the directors hold directorships in more than 20 companies of which directorship in public companies does not exceed 10 in line with the provisions of Section 165 of the Act.
- No director holds membership of more than 10 committees of board, nor, is a chairman of more than 5 committees of Board across companies with which he is associated as a Director.
- The information provided above pertains to the following committees in accordance with the provisions of Clause 49 of the listing agreement: (i) Audit Committee, and (ii) Stakeholders' Relationship Committee.
- Membership of Committees includes chairmanships, if any.

Pursuant to the requirements of the Companies Act, 2013 and the listing agreement, a meeting of the Independent Directors was held during the year without involving the attendance and participation of non Independent Directors and Members of the Management.

### 6. Details of Directors

The abbreviated resumes of all directors is furnished hereunder:

**Shri Anil D. Ambani**, 56 years, is the Chairman of our Company, Reliance Capital Limited, Reliance Infrastructure Limited and Reliance Communications Limited. He is also on the Board of Directors of Reliance Defence Limited. He is the President of the Dhirubhai Ambani Institute of Information and Communication Technology, Gandhinagar, Gujarat. He is a member of Stakeholders Relationship Committee of Reliance Communications Limited.

With a master's degree from the Wharton School of the University of Pennsylvania, Shri Ambani is credited with having spearheaded the Reliance Group's first forays into the overseas capital markets with international public offerings of global depository receipts, convertibles and bonds. Shri Ambani has been associated with a number of prestigious academic institutions in India and abroad:

- Member of Wharton Board of Overseers, the Wharton School, U.S.A.
- Member of the Presidents Global Counsel, New York University, U.S.A.

- Member of Advisory Board of Warwick Business School, UK
- One of the Founders of Indian School of Business (ISB), Hyderabad. ISB has established formal partnership with International Business Schools-Wharton and Kellogg.

The Prime Minister of India nominated Shri Ambani as the Co-Chair from the Indian side of the India-China CEO Forum, Member of the US-India CEO Forum, Member of the Indo-French CEO Forum, Member of the India-Canada CEO Forum.

Shri Anil D. Ambani holds 4,65,792 shares in the Company including 1,000 shares jointly with Reliance Project Ventures and Management Private Limited as on March 31, 2015.

**Shri Sateesh Seth**, 60 years, is a Fellow Chartered Accountant and a law graduate. He has vast experience in general management. Shri Sateesh Seth is also on the Board of Reliance Telecom Limited, Reliance Infrastructure Limited, Reliance Anil Dhirubhai Ambani Group Limited, Tech Barrack Solutions Private Limited, Reliance Defence and Aerospace Private Limited, Reliance Defence Systems Private Limited, Reliance Defence Technologies Private Limited and Reliance Defence Limited.

## Reliance Power Limited

### Corporate Governance Report

He is a Member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee and Employees Stock Option Scheme (ESOS) Compensation Committee of the Company. He is a member of the Audit Committee of Reliance Telecom Limited.

It is proposed to appoint Shri Sateesh Seth as a Director liable to retire by rotation at the ensuing AGM of the members.

Shri Sateesh Seth holds 27 shares in the Company as on March 31, 2015.

**Dr. Yogendra Narain**, 73 years, is a former Secretary-General, Rajya Sabha – the Upper House of the Parliament of India.

Dr. Yogendra Narain retired from the Indian Administrative Services after serving for over 42 years. He has worked in various capacities in administration in the State of Uttar Pradesh and the Government of India. He served as Principal Secretary, Power and Irrigation, Uttar Pradesh. He also served as the Principal Secretary to the Governor, Uttar Pradesh; as Secretary, Ministry of Surface Transport, Government of India; Chief Secretary, Government of Uttar Pradesh and Defence Secretary to the Government of India. He is also the founder-Chairman of the Greater NOIDA Industrial Development Authority and the founder-Chairman of the National Highways Authority of India. Dr. Narain holds degrees such as B.Sc., M.A. (Political Science), Diploma in Development Economics, M. Phil and Ph. D.

He is Chairman of Audit Committee, the Stakeholder Relationship Committee (Formerly known as Shareholders / Investors Grievance Committee), Risk Management Committee and Corporate Social Responsibility Committee (Formerly known as Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee) of the Company. He is a Member of the Nomination and Remuneration Committee and Employees Stock Option Scheme (ESOS) Compensation Committee of the Company. He is also Chairman of Sasan Power Limited a Material Unlisted Indian Subsidiary of the Company. He is also the Chairman of the Audit Committee in the said Company.

Dr. Narain has been appointed as an Independent Director not liable to retire by rotation for a period of two consecutive years by the share holders through postal ballot on September 27, 2014, effective from the said date.

Dr. Narain does not hold any shares in the Company as of March 31, 2015.

**Dr. V. K. Chaturvedi**, 72 years, is a former Chairman & Managing Director of Nuclear Power Corporation of India Limited. He has also been a Member of the Atomic Energy Commission, Government of India and Chairman of World Association of Nuclear Operators (WANO), Tokyo Centre and also a Governor in the International WANO Board, London for 2 years. Dr. Chaturvedi is a gold medalist in mechanical engineering (1965 batch) from Vikram University and later he did his post-graduation in nuclear engineering from BARC training school, Mumbai. He has over 47 years of experience in relation to design, construction, commissioning and operation of nuclear power plants. He was conferred the 'Padma Shri' in the year 2001, one of India's highest civilian awards. He is also a recipient of number of other prizes and awards.

He is presently Member of Audit Committee, Stakeholders Relationship Committee (Formerly known as Shareholders / Investors Grievances Committee), Employees Stock Option Scheme (ESOS) Compensation Committee, Risk Management Committee, Corporate Social Responsibility Committee (Formerly known as Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee) and Nomination and Remuneration Committee of the Company. He is also a Director in Reliance Infrastructure Limited and a Member of the said Company's Stakeholders Relationship Committee.

Dr. Chaturvedi does not hold any shares in the Company as of March 31, 2015.

**Shri D. J. Kakalia**, 66 years, is a Commerce and Law Graduate from the University of Bombay. He was enrolled as an Advocate of the Bombay High Court in 1973 and qualified as a Solicitor from Bombay in 1976. He also qualified as a Solicitor of the Supreme Court of England in 1982.

He is a partner of Mulla & Mulla & Craigie Blunt & Caroe, Advocates and Solicitors.

He commenced his practice as a commercial Lawyer having built an extensive transaction practice and court practice having an extensive background in corporate commercial matters, setting up of Joint Ventures, Mergers and Acquisitions, ADRs and GDRs as well as real estate transactions and disputes and litigations related to these sectors and areas of practice and has also extensive experience in power sector.

He specializes in the power sector litigation and Projects, acting for large Power Companies and has advised consortium for the bids with respect to the 4,000 MW Ultra Mega Power Projects that have been proposed by the Power Finance Corporation of India. Has regularly appeared before the MERC, the Bombay High Court and in the Supreme Court of India with respect to various litigations in relation to disputes including in the power sector.

He was a Lecturer in law at K. C. Law College (University of Bombay) and was also appointed as an examiner by the University of Bombay.

He is a Director of Companies of repute including Aditya Birla Finance Limited and Reliance Broadcast Network Limited. He is also Chairman of Rosa Power Supply Company Limited, a Material Unlisted Indian Subsidiary of the Company.

He is a Member of the Audit Committee, the Stakeholders Relationship Committee (Formerly known as Shareholders / Investors Grievance Committee), Risk Management Committee, Employees Stock Option Scheme (ESOS) Compensation Committee and Corporate Social Responsibility Committee (Formerly known as Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee) of the Company. He is the Chairman of the Nomination and Remuneration Committee of the Company w.e.f. October 1, 2014. He is also a Member of the Audit Committee of Aditya Birla Finance Limited, Member of Stakeholders Relationship Committee of Reliance Broadcast Network Limited and Chairman of Audit Committee of Rosa Power Supply Company Limited.

## Corporate Governance Report

Shri D. J. Kakalia has been appointed as an Independent Director of the company not liable to retire by rotation for a period of three years by the shareholders through postal ballot on September 27, 2014 effective from the said date.

Shri Kakalia does not hold any shares in the Company as of March 31, 2015.

**Smt. Rashna Khan**, 52 years, a Law graduate from Government Law College Mumbai (University of Bombay) and qualified as a Solicitor with the Bombay Incorporated Law Society and Law Society London.

Smt. Khan has worked with Mulla & Mulla & Craigie Blunt & Caroe, Advocates and Solicitors and with Dhruve Liladhar & Co., Advocates and Solicitors, in various capacity before she became partner of Mulla & Mulla & Craigie Blunt & Caroe, Advocates and Solicitors, since the year 2009.

She specializes in the field of civil litigation including attending matters in the high Court, Supreme Court, Company Law Board, Income Tax Tribunal, Arbitration, Customs, Excise and Service Tax Appellate Tribunal, Opinion and documentation work.

She is also on the Board of The Supreme Industries Limited. She is also Chairman of Vidarbha Industries Power Limited, a Material Unlisted Indian Subsidiary of the Company.

She is a Member of Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Risk Management Committee and Employees Stock Option Scheme (ESOS) Compensation Committee of the Company. She is the Chairman of Audit Committee of Vidarbha Industries Power Limited.

She was appointed as an Independent Director not liable to retire by rotation for a period of three consecutive years by the shareholders of the company through postal ballot resolution passed on September 27, 2014, effective from the said date.

She holds 285 shares in the Company as on March 31, 2015.

### 7. Insurance Coverage

The Company has obtained Directors and Officers liability insurance coverage in respect of any legal action that might be initiated against Directors and Officers.

### II. Audit Committee

In terms of Clause 49 of the listing agreement as well as Section 177 of the Companies Act, 2013, the Board has an Audit Committee. During the financial year 2014-15, the Audit Committee consisted of the following persons:

- a) Shri J. L. Bajaj, Chairman (up to August 13, 2014)
- b) Dr. Yogendra Narain, Chairman (w.e.f. September 26, 2014).
- c) Dr. V. K. Chaturvedi.
- d) Shri D. J. Kakalia.
- e) Shri Sateesh Seth (with effect from July 18, 2014)
- f) Smt. Rashna Khan (w.e.f. November 12, 2014)

The Audit Committee is chaired by Dr. Yogendra Narain. All Members of the Committee are financially literate. The Audit Committee, *inter alia*, advises the management on areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit can be improved. The minutes of the meetings of the Audit Committee are placed before the Board.

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the listing agreement, the Board has approved the terms of reference of the Audit Committee as under;

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of the auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with the Management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval with particular reference to:
  - a) matters required to be included in the Directors' responsibility statement to be included in the Boards' report in terms of Clause (c) of sub section 3 of Section 134 of the Companies Act 2013.
  - b) changes, if any, in accounting policies and practices and reasons for the same.
  - c) major accounting entries involving estimates based on the exercise of judgment by Management.
  - d) significant adjustments made in the financial statements arising out of audit findings.
  - e) compliance with listing and other legal requirements relating to financial statements.
  - f) disclosure of any related party transactions.
  - g) qualifications in the draft audit report.
5. Reviewing with the Management, the quarterly financial statements before submission to the board for approval.
6. Reviewing with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilised for purposes other than those stated in the offer documents / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter.
7. Review and monitor the auditors' independence and performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;

# Reliance Power Limited

## Corporate Governance Report

11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, the performance of statutory and internal auditors, adequacy of internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with the statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of the Chief Financial Officer (CFO) (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### The Audit Committee also has the following powers:-

- a. To investigate any activity within terms of reference
- b. To seek any information from any employee
- c. To obtain outside legal and professional advice
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary

### Attendance at the meetings of the Audit Committee held during 2014-15

The Audit Committee held its meetings on May 19, 2014, July 18, 2014, September 26, 2014, November 12, 2014 and February 14, 2015. The maximum gap between any two meetings was 93 days and the minimum gap was 46 days.

Members	Meetings held during the tenure	Meetings attended
Dr. Yogendra Narain, Chairman	5	5
Shri J. L. Bajaj <sup>@</sup>	2	2
Dr. V. K. Chaturvedi	5	5
Shri D. J. Kakalia	5	5
Shri Sateesh Seth*	3	3
Smt. Rashna Khan**	1	1

<sup>@</sup> Ceased to be a member of the Committee w.e.f. August 13, 2014.

\* Member of the Committee w.e.f. July 18, 2014.

\*\* Member of the Committee w.e.f. November 12, 2014.

Dr. Yogendra Narain was made Chairman of the Audit Committee on September 26, 2014. He was present at the last Annual General Meeting.

The Committee considered at its meetings all the issues as per its terms of reference at periodic intervals.

Shri Ramaswami Kalidas, Company Secretary, acts as the Secretary to the Audit Committee.

During the year, the Committee discussed with Company's auditors, the overall scope and plans for the audit. The Management had represented to the Committee that the Company's financial statements have been prepared in accordance with the existing laws and regulations. The Committee also discussed the Company's Audited financial statements, the rationality of significant judgement and the clarity of disclosures in the financial statements. Based on the review and discussions carried out with the Management and its auditors, the Committee believes that the Company's financial statements have been presented in conformity with the prevailing laws and regulations in all material aspects.

The Committee has also reviewed the internal control systems put in place to ensure that the accounts are properly maintained and that transactions are recorded in accordance with the prevailing laws and regulations. In carrying out such reviews, the Committee has not found any material discrepancy or weakness in the internal control systems. The Committee has also reviewed the financial policies of the Company and has expressed its satisfaction with the same. Upon review, the Committee has also expressed its satisfaction as regards the independence of both the statutory and internal auditors.

Pursuant to the requirements of Section 148 of the Companies Act, 2013, the Board has appointed Cost Auditors to audit the cost records of the Company, in respect of its Windfarm Power Project at Vashpet, Maharashtra.

### III. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board had been constituted by the Company in earlier years although this was only a non-mandatory requirement as per Clause 49 of the Listing Agreement. Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the listing agreement, the Committee comprises of Shri D. J. Kakalia, Dr. V. K. Chaturvedi, Dr. Yogendra Narain, Shri J. L. Bajaj (up to August 13, 2014), Shri Sateesh Seth and Smt. Rashna Khan. Shri Seth and Smt. Rashna Khan joined the Committee on July 18, 2014 and November 12, 2014, respectively. Shri D. J. Kakalia is the Chairman of the Committee w.e.f. October 1, 2014.

The constitution is in accordance with the provisions of the Companies Act, 2013.

The terms of reference of the committee are in accordance with provisions of the Companies Act 2013 and Clause 49 of the listing agreement. The terms of reference of the Committee, *inter alia* include the following:



## Corporate Governance Report

- Identifying the process for selection and appointment of new Directors.
- Recommending to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees. At present the Company does not have an executive Director on its Board.
- Formulating the criteria for determining the qualifications, positive attributes and independence of a Director.
- To identify persons who are qualified to become Directors and who may be appointed to the Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment and removal.
- To carry out the evaluation of every Directors' performance.
- To devise a policy on board diversity

Shri Ramaswami Kalidas, Company Secretary, acts as the Secretary to the Nomination and Remuneration Committee. The Chairman of the Committee was present at the last AGM to answer the shareholders queries.

The Committee met four times during the financial year on July 18, 2014, September 26, 2014, November 11, 2014 and February 13, 2015.

Name	Meetings held during the tenure	Meetings Attended
Dr. V. K. Chaturvedi	4	4
Shri J. L. Bajaj@	1	1
Dr. Yogendra Narain	4	4
Shri D. J. Kakalia	4	4
Shri Sateesh Seth*	3	3
Smt. Rashna Khan**	2	2

@ Ceased to be a member of the Committee w.e.f. August 13, 2014.

\* Member of the Committee w.e.f. July 18, 2014.

\*\* Member of the Committee w.e.f. November 12, 2014.

All the directors, being non-executive, were paid only sitting fees for attending the meetings of the Board and its Committees, as under:

### Details of Sitting Fees paid to Directors during the financial year 2014-15

(₹ in lakh)

Name	Position	Sitting Fees
Shri Anil D. Ambani	Chairman	2.20
Shri J. L. Bajaj@	Director	2.80
Dr. Yogendra Narain	Director	8.40
Dr. V. K. Chaturvedi	Director	8.40
Shri D. J. Kakalia	Director	8.40
Shri Sateesh Seth*	Director	6.00
Smt. Rashna Khan**	Director	4.40

@As per Board Charter, relinquished office as an Independent Director effective from August 13, 2014 upon attaining the age of 75 years.

\*Appointed as Additional Director on July 18, 2014.

\*\*Appointed as Independent Director on September 27, 2014 through Postal Ballot.

Notes:

- There were no other pecuniary relationships or transactions of non-executive directors vis-à-vis the Company.
- Pursuant to the limits approved by the Board, all non-executive directors were paid sitting fees of ₹ 20,000 for attending each meeting of the Board and its Committees. The sitting fee was revised to ₹ 40,000 for attending each Meeting of the Board and its Committees w.e.f. July 18, 2014.
- The Company did not pay any amount to directors by way of salary, perquisites and commission.
- The Company has so far not issued any stock options to its directors.

### IV. Stakeholders Relationship Committee

Pursuant to the provisions of Section 178 of the Act and Clause 49 of the listing agreement, the Committee has been renamed as the "Stakeholders Relationship Committee". The Committee shall in addition to its existing functions also consider and resolve the grievances of other stakeholders such as debenture holders, deposit holders, etc.

The Stakeholders Relationship Committee comprised of Shri J. L. Bajaj as Chairman (up to August 13, 2014), Dr. Yogendra Narain as Chairman (w.e.f. November 12, 2014) Dr. V. K. Chaturvedi, Shri D. J. Kakalia, Shri Sateesh Seth and Smt. Rashna Khan (w.e.f. November 12, 2014) as Members.

The Company has appointed Karvy Computershare Private Limited to act as the Registrar and Transfer Agent of the Company.

The Stakeholders Relationship Committee held its meetings on May 19, 2014, July 18, 2014, November 11, 2014 and February 14, 2015 and the maximum gap between any two meetings was 115 days and the minimum gap was 59 days.

The details of Investor complaints, resolutions, etc. is provided in Investor Information section forming part of this Report.

### Attendance of members at the meeting of the Stakeholders Relationship Committee held during FY 2014-15:

Members	Meetings held during the tenure of directors	Meetings attended
Shri J. L. Bajaj@	2	2
Dr. Yogendra Narain	4	4
Dr. V. K. Chaturvedi	4	4
Shri D. J. Kakalia	4	4
Shri Sateesh Seth*	2	2
Smt. Rashna Khan**	1	1

@ Ceased to be a member of the Committee w.e.f. August 13, 2014.

\* Member of the Committee w.e.f. July 18, 2014.

\*\* Member of the Committee w.e.f. November 12, 2014.

# Reliance Power Limited

## Corporate Governance Report

Shri Ramaswami Kalidas, Company Secretary and Manager, acts as the Secretary to the above Committee.

### V. Compliance Officer

Shri Ramaswami Kalidas, the Company Secretary and Manager is also the Compliance Officer for complying with the requirements of various provisions of the laws and regulations impacting the Company's business including SEBI Regulations and the Listing Agreements with the Stock Exchanges.

### VI. Employees Stock Option Scheme (ESOS) Compensation Committee

The ESOS Compensation Committee comprises of five directors:

1. Dr. Yogendra Narain
2. Shri D. J. Kakalia
3. Dr. V. K. Chaturvedi
4. Shri Sateesh Seth
5. Smt. Rashna Khan

Shri J. L. Bajaj was part of the committee till the date of his relinquishment of his office on August 13, 2014. Shri Seth and Smt. Khan joined the Committee from July 18, 2014 and November 12, 2014, respectively.

Dr. Yogendra Narain is the Chairman of the Committee. The Committee met once on May 19, 2014 during the financial year under review.

Shri Ramaswami Kalidas, Company Secretary acts as the Secretary to the above Committee.

### VII. Employee Stock Option Scheme

In order to share the growth in value and reward the employees for having participated in the success of the Company, our Employee Stock Option Scheme (the Scheme) has been implemented by the Company to the eligible employees based on specified criteria under Employee Stock Option Plan, which covers eligible employees of the Company and its subsidiaries.

The Plan has been prepared in due compliance of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share based employee benefits) Regulations, 2014.

### VIII Corporate Social Responsibility (CSR) Committee (Formerly known as Environment, Health, Safety, Security, Rehabilitation and Resettlement Committee):

The Committee comprises of the following Directors:

1. Dr. Yogendra Narain
2. Shri J. L. Bajaj (up to August 13, 2014)
3. Dr. V. K. Chaturvedi
4. Shri D. J. Kakalia
5. Shri Sateesh Seth (with effect from July 18, 2014)
6. Smt. Rashna Khan (with effect from November 12, 2014)

Dr. Yogendra Narain is the Chairman of the Committee.

Pursuant to Section 135 of the Companies Act, 2013, the Committee has formulated and recommended to the Board

the CSR policy indicating the activities to be undertaken. It has also recommended the amount of expenditure to be incurred by way of CSR initiatives. The CSR policy is also monitored by the Committee from time to time.

The Committee held two meetings during the year on November 11, 2014 and February 13, 2015. The meetings were attended by all the Members of the Committee.

Shri Ramaswami Kalidas, Company Secretary and Manager acts as the Secretary to the CSR Committee.

### IX Risk Management Committee

In accordance with the revised provisions of Clause 49 in the Listing Agreement, the Risk Management Committee (RMC) which previously consisted of only senior employees has been reconstituted. The Committee now consists of both Directors and senior employees of the Company with the Directors constituting the majority.

The Committee now comprises of the following Members:

1. Dr. Yogendra Narain (Chairman of the Committee)
2. Shri D. J. Kakalia, Director
3. Dr. V. K. Chaturvedi, Director
4. Smt. Rashna Khan, Director
5. Shri Ashutosh Agarwala, Chief Financial Officer, and
6. Shri Shrikant D. Kulkarni, Senior Executive Vice President.

Shri Ramaswami Kalidas, Company Secretary and Manager acts as the Secretary to the RMC.

The functions and terms of reference of the Committee have been realigned as per the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement to cover the following areas:-

- a. Identification of the risks impacting the projects of the Company and projects being implemented through its subsidiaries set up as Special Purpose Vehicles (SPVs):
- b. Evaluation of the risks in terms of their impact and probability of occurrence:
- c. To report on the business risks identified, covering the risks mitigated, risks which have aggravated and new risks which have been identified on a periodic basis:
- d. To oversee and approve the risk management policy, internal compliances and control procedures: and
- e. To provide guidance to the Board on the Company's risk management policies:

The re-constituted Committee as above met once on February 13, 2015, during the financial year 2014-15.

### X. Meeting of the Independent Directors

A meeting of the Independent Directors was held on February 13, 2015, in accordance with the provisions of the Companies Act, 2013 and the listing agreement.

## Corporate Governance Report

### XI. General Body Meetings

The Company held its last three Annual General Meetings as under:

Financial Year	Date and Time	Whether Special Resolution(s) passed or not
2013-14	September 30, 2014 - 2.00 P.M.	No
2012-13	August 27, 2013 - 2.00 P.M.	Yes Issue of equity shares to the Qualified Institutional Buyers
2011-12	September 4, 2012 - 2.00 P.M.	Yes Issue of equity shares to the Qualified Institutional Buyers

The Annual General Meetings as above were held at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

### XII. Postal Ballot

During the financial year, Ordinary and Special resolutions as proposed in Postal Ballot Notice dated August 18, 2014, were passed and announced on September 27, 2014. Shri Anil Lohia, Chartered Accountant, was appointed as the scrutinizer for overseeing the Postal Ballot process. The below resolutions have been passed with the requisite majority as per the following details:

Resolution No.	Particulars of Resolution	% of votes cast in favour of resolution
1.	Ordinary Resolution for Appointment of Dr. Yogendra Narain as an Independent Director	99.999
2.	Ordinary Resolution for Appointment of Shri D. J. Kakalia as an Independent Director	99.999
3.	Ordinary Resolution for Appointment of Smt. Rashna Khan as an Independent Director	99.999
4.	Ordinary Resolution for Appointment of Shri Sateesh Seth, as a Director liable to retire by rotation	99.921
5.	Special Resolution for issue of Securities to Qualified Institutional Buyers	96.683
6.	Special Resolution for Private Placement of Non-Convertible Debentures	99.796
7.	Special Resolution for Borrowing limits of the Company	99.800
8.	Special Resolution for Creation of Charge / Mortgage on assets of the Company	99.800
9.	Ordinary Resolution for Remuneration of the Cost Auditors for the financial year ending March 31, 2015	99.999

The Company has complied with the procedure for the postal ballot in terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

There is no proposal for passing any resolution through postal ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing of a special resolution through postal ballot.

### XIII. Means of communication

- a. **Quarterly Results:** Quarterly Results are published in one English newspaper circulating in the whole or substantially the whole of India and in one Marathi vernacular newspaper and are also posted on the Company's website [www.reliancepower.co.in](http://www.reliancepower.co.in).
- b. **Media Releases and Presentations:** Official media releases are sent to the Stock Exchanges before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on the Company's website.
- c. **Website:** The Company's website contains a separate dedicated section 'Investor Information'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered/ facilities extended by the Company to our investors, in an user friendly manner. The basic information about the Company as called for in terms of Clause 54 of the Listing Agreement with the Stock Exchanges is provided on the Company's website and the same is updated regularly.
- d. **Annual Report:** Annual Report containing, *inter alia*, notice of Annual General Meeting, Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website.

As the Companies Act, 2013 and the Rules thereunder facilitate the service of documents to members through electronic means, the Company has accordingly e-mailed to all those Members whose e-mail IDs are available with its Registrar and Transfer Agent, the soft copies of the Annual Report including the unabridged Financial Statements for the year ended March 31, 2015.

# Reliance Power Limited

## Corporate Governance Report

### e. NSE Electronic Application Processing System (NEAPS)

The NEAPS is web based system designed by NSE for corporates. The Shareholding Pattern, Corporate Governance Report, Corporate announcements, media releases, financial results, etc. are also filed electronically on NEAPS.

### f. BSE Corporate Compliance & Listing Centre (the "Listing Centre")

The Listing Centre of BSE is a web based application designed by BSE for corporates.

The Shareholding Pattern, Corporate Governance Report, Corporate announcements, media releases, financial results, etc. are also filed electronically on the Listing Centre.

### g. Unique Investor helpdesk: Exclusively for investor servicing, the Company has set up a unique investor Help Desk with multiple access modes as under:

Toll free no. (India) : 1800 4250 999

Telephone no. : +91 40 6716 1500

Fax no. : +91 40 6716 1791

E-mail : rpower@karvy.com

### h. Designated e-mail ID: The Company has also designated the e-mail-ID reliancepower.investors@relianceada.com exclusively for investor servicing.

### i. SEBI Complaints Redress System (SCORES)

The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralised database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

## XIV. Management Discussion and Analysis

A Management Discussion and Analysis Report forms part of this annual report and includes discussions on various matters specified under Clause 49(VIII)(D) of the listing agreement.

## XV. Subsidiaries

All the subsidiary companies are managed by their respective Boards. Their Boards have the rights and obligations to manage such companies in the best interest of their stakeholders.

The Board monitors the performance of its subsidiary companies, *inter alia*, by the following means:

- The minutes of the meetings of the Boards of the subsidiary companies are periodically placed before the Company's Board.
- Financial statements, in particular the investments made by the subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
- A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Audit Committee / Board.
- Quarterly review of Risk Management process is made by the Risk Management Committee / Audit Committee / Board.

One of the Independent Directors is nominated to the Board of the Subsidiaries as and when a Subsidiary becomes a "material unlisted subsidiary" within the meaning of the above expression in accordance with Clause 49 of the listing agreement. Keeping in view the above requirement, the Independent Directors have been nominated on the Boards of "material unlisted Indian subsidiary" viz. Shri J. L. Bajaj (up to August 13, 2014) and Dr. Yogendra Narain (w.e.f. November 11, 2014), on the Board of Sasan Power Limited, Shri D. J. Kakalia, Independent director on the Board of Rosa Power Supply Company Limited (w.e.f. September 26, 2014) and Smt. Rashna Khan, on the Board of Vidarbha Industries Power Limited (w.e.f. October 8, 2014). The Company's policy on determination of "material unlisted Indian subsidiary" has been posted in the Company's website.

## XVI. Disclosures

a. There has been no non-compliance by the Company on any matter relating to the capital markets in the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or any other regulatory authority.

### b. Related Party Transactions

During the financial year 2014-15, no transactions of material nature had been entered into by the Company that may have a potential conflict with interest of the Company. The related party transactions are disclosed in Notes to Accounts.

### c. Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards as prescribed under Companies (Accounting Standards) Rules, 2006, as applicable. The financial statements for the year have been prepared in accordance with and in compliance of the Schedule III of the Companies Act 2013. The Accounting Policies followed by the Company to the extent relevant, are set out elsewhere in this Annual Report.

### d. Code of Conduct

The Company has adopted the code of conduct and ethics for directors and senior management.

The code had been circulated to all the members of the Board and Senior Management personnel and the same has been put on the Company's website www.reliancepower.co.in. The Board members and the members of the Senior Management have affirmed their compliance with the code and a declaration signed by the Manager of the Company appointed in terms of the Companies Act, 2013, is given below:

"It is hereby declared that the Company has obtained from all members of the Board and senior management personnel affirmation that they have complied with the code of conduct for Directors and senior management of the Company for the year 2014-15."

**Ramaswami Kalidas**  
Manager

## Corporate Governance Report

### e. CEO/CFO Certification

Shri Ashutosh Agarwala, Chief Financial Officer and Shri Ramaswami Kalidas, Company Secretary and Manager of the Company, have given certification on financial reporting and internal controls to the Board as required under Clause 49(IX) of the Listing Agreement.

### f. Review of Directors' Responsibility Statement

The Board in its report has confirmed that the annual accounts for the year ended March 31, 2015 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

### XVII. Policy on insider trading

The Company has formulated the revised Code of Conduct for Prevention of Insider Trading ('the Code') in accordance with the provisions under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company Secretary is the Compliance Officer under the Code responsible for complying with the procedures, monitoring adherence to the rules for the preservation of price sensitive information, pre-clearance of trades, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board. The Company's Code, *inter alia*, prohibits purchase and/or sale of shares of the Company by an insider, while in possession of unpublished price sensitive information in relation to the Company and also during certain prohibited periods. The Company's updated Code is available on the Company's website.

### XVIII. Compliance with Clause 5A of the Listing Agreement

As per Clause 5A of the Listing Agreement, the Company reports the following details in respect of equity shares lying in suspense account relating to Initial Public Offer (IPO), Bonus Issue and the issue of shares pursuant to the Composite Scheme of Arrangement between the Company and Reliance Natural Resources Limited and Others.

#### i) Unclaimed Shares Suspense Accounts – IPO and Bonus Issue

The members may note that the Company has received claims from Shareholders for direct transfer of Unclaimed equity shares to their respective demat Accounts and that the same have been transferred to the demat accounts of the respective shareholders Accounts for the year ended March 31, 2015, as under:

Particulars	No. of Shareholders	No. of Shares
i. Aggregate number of shareholders and the outstanding shares lying in suspense account as on April 1, 2014	5,775	1,50,864
ii. Number of undelivered folios and shares were transferred to Unclaimed Suspense Account during the year.	0	0
iii. Number of shareholders who approached issuer for transfer of shares from suspense account during the financial year 2014-15	43	1,119
iv. Number of shareholders to whom shares were transferred from suspense account during the financial year 2014-15	43	1,119
v. Aggregate number of shareholders and the outstanding shares lying in suspense account as on March 31, 2015	5,732	1,49,745

#### ii) Unclaimed Shares Suspense Account – Arising out of Demerger of Reliance Natural Resources Limited

Particulars	No. of Shareholders	No. of Shares
i. Aggregate number of shareholders and the outstanding shares lying in suspense account as on April 1, 2014	89,659	10,08,116
ii. Number of undelivered folios and shares were transferred to Unclaimed Suspense Account during the year.	86	2,237
iii. Number of shareholders who approached issuer for transfer of shares from suspense account during the financial year 2014-15	644	18,529
iv. Number of shareholders to whom shares were transferred from suspense account during the year 2014-15	644	18,529
v. Aggregate number of shareholders and the outstanding shares lying in suspense account as on March 31, 2015	89,101	9,91,824

The voting rights on the shares outstanding in the Suspense Accounts as on March 31, 2015 shall remain frozen till the rightful owner of such shares claims the shares.

Wherever shareholders have claimed the shares, after proper verification, the share certificates were dispatched to them or the shares have been credited to the respective beneficiary account.

## Reliance Power Limited

### Auditors' Certificate regarding compliance of conditions of Corporate Governance

#### XIX. General shareholder information

The mandatory and various additional information of interest to investors are voluntarily furnished in a separate section on 'Investor Information' elsewhere in this Annual Report.

##### Auditor's certificate on corporate governance

The Auditor's certificate on compliance of Clause 49 of the listing agreement relating to corporate governance is published elsewhere in this report.

##### Review of governance practices

We have in this report attempted to present the governance practices and principles being followed at Reliance Power, as evolved over a period, and as best suited to the needs of our business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and to ensure that our standards are at par with the globally recognised practices of governance.

#### XX. Compliance with non-mandatory requirements

The Company is compliant with the non mandatory requirements of Clause 49 to the extent it is applicable to the Company.

##### 1. The Board

The Company has a non executive Chairman and he is entitled to maintain Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

##### 2. Audit Qualifications

There are no audit qualifications on the financial statements of the Company for the year 2014-15.

##### 3. Reporting of Internal Auditor

The internal auditor reports directly to the Audit Committee of the Company.

### Auditors' Certificate regarding compliance of conditions of Corporate Governance

To

The Members of Reliance Power Limited

We have examined the compliance of the conditions of Corporate Governance by Reliance Power Limited ('the Company'), for the year ended March 31, 2015 as stipulated in Clause 49(XI) of the Listing Agreements of the Company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

#### For Price Waterhouse

Firm Regn. No: 301112E  
Chartered Accountants

#### Uday Shah

Partner  
Membership No. 46061  
Place : Mumbai  
Date : May 26, 2015

#### For Chaturvedi & Shah

Firm Regn. No: 101720W  
Chartered Accountants

#### Vijay Napawaliya

Partner  
Membership No. 109859  
Place : Mumbai  
Date : May 26, 2015

## Investor Information

### IMPORTANT POINTS

#### Hold Securities in Dematerialized Form

Investors should hold their securities in dematerialized form as the same is beneficial due to the following:-

- A safe and convenient way to hold securities;
- Elimination of risks associated with physical certificates such as bad delivery, fake securities, delays, thefts, etc.
- Immediate transfer of securities;
- No stamp duty on electronic transfer of securities;
- Reduction in transaction cost;
- Reduction in paperwork involved in transfer of securities;
- No odd lot problem, even one share can be traded;
- Availability of nomination facility;
- Ease in effecting change of address as change with Depository Participants gets registered with all companies in which investor holds securities electronically;
- Easier transmission of securities as the same is done by Depository Participants for all securities in demat account;
- Automatic credit into demat account of shares, arising out of bonus/split/consolidation/merger, etc.

#### Hold Securities in Consolidated form

Investors holding shares in multiple folios are requested to consolidate their holdings in single folio. Holding of securities in one folio enables shareholders to monitor the same with ease.

#### Register for SMS alert Facility

Investors should register with Depository Participants for the SMS alert facility. Both National Securities Depository Limited and Central Depository Services (India) Limited alert investors through SMS of the debits and credits in their demat account.

#### Submit Nomination Form and avoid transmission hassle

Nomination helps nominees to get the shares transmitted in their favour without any hassles. Investors should get the nomination registered with the Company in case of physical holding and with their Depository Participants in case of shares held in dematerialized format.

Form may be downloaded from the Company's website, [www.reliancepower.co.in](http://www.reliancepower.co.in) under the section "Investor Information". However, if shares are held in dematerialised form, nomination has to be registered with the concerned Depository Participants directly, as per the format prescribed by the Depository Participants.

#### Deal only with SEBI Registered Intermediaries

Investors should deal only with SEBI registered intermediaries so that in case of deficiency of services, investor may take up the matter with SEBI.

#### Corporate Benefits in Electronic Form

Investors holding shares in physical form should opt for corporate benefits like split, bonus, etc. in electronic form by providing their demat account details to Company's Registrar and Transfer Agent (RTA).

#### Register e-mail address

Investors should register their email address with the Company / Depository Participants. This will help them in receiving all communications from the Company electronically at their email addresses. This also avoids delay in receiving communications from the Company. Prescribed form for registration may please be downloaded from the Company's website.

#### Facility for a Basic Services Demat Account (BSDA)

SEBI has stated that all the depository participants shall make available a BSDA for the shareholders who have only one demat account with (a) No Annual Maintenance charges if the value of holding is up to ₹ 50,000 and (b) Annual Maintenance charges not exceeding ₹ 100 for value of holding from ₹ 50,001 to ₹ 2,00,000. (Refer Circular No. CIR/MRD/DP/22/2012 dated 22nd August, 2012).

#### Permanent Account Number (PAN) for transfer of shares in physical form mandatory

SEBI has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for registration of such transfer of shares.

#### Annual General Meeting (AGM)

The 21st Annual General Meeting of the Members of the Company will be held on Wednesday, September 30, 2015 at 4.00 P. M. or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

#### Book closure dates for the purpose of AGM

Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 19, 2015 to Tuesday, September 30, 2015 (both days inclusive) for the purpose of AGM.

#### E-voting

The Members can cast their vote online from 10:00 A.M. on September 27, 2015 to 5:00 P.M. on September 29, 2015.

Facility of insta voting shall also be made available by the company at the venue of the Meeting.

#### Financial Year of the Company

The financial year of the Company is from April 1 to March 31, each year.

**Website:** The Company's website [www.reliancepower.co.in](http://www.reliancepower.co.in) contains a separate dedicated section called 'Investor Information'. It contains comprehensive data base of information of interest to our investors including the financial results, annual reports, any price sensitive information disclosed to the regulatory authorities from time to time, business activities and the services rendered/facilities extended to our investors.

**Dedicated e-mail ID for investors:** For the convenience of our investors, the Company has designed an e-mail ID for investors i.e. [reliancepower.investors@relianceada.com](mailto:reliancepower.investors@relianceada.com)

# Reliance Power Limited

## Investor Information

### Registrar and Transfer Agent (RTA)

Karvy Computershare Private Limited  
 Unit: Reliance Power Limited  
 Karvy Selenium, Tower – B, Plot No. 31 & 32  
 Survey No. 116/22, 115/24, 115/25  
 Financial District, Nanakramguda  
 Hyderabad 500 032, Telangana, India  
 Toll free no. (India) : 1800 4250 999  
 Tel no. : +91 40 6716 1500  
 Fax no. : +91 40 6716 1791  
 e-mail : rpower@karvy.com

Shareholders / Investors are requested to forward share transfer documents, dematerialisation requests and other related correspondence directly to Karvy Computershare Private Limited at the above address for speedy response.

### Share Transfer System

Shareholders / investors are requested to send share certificate(s) along with the share transfer deed in the prescribed Form SH 4 pursuant to Section 56 of the Companies Act, 2013 and the Rules made thereunder, duly filled in executed and affixed with the share transfer stamp, to the Company's RTA. If the transfer documents are in order, the transfer of shares is registered within 7 days from the date of receipt of transfer documents by Company's RTA.

### Unclaimed Amounts on company's IPO

In accordance with the provisions of Section 205C of the companies Act, 1956 which corresponds to Section 125 in the Companies Act, 2013 which provision has not yet been notified by the Central Government, the Company has deposited the unclaimed amount with the Investor Education and Protection fund maintained by the Central Government. Unsuccessful applicants to the company's IPO made in the year 2008 are requested to submit their claims for refund with the said fund after complying with the due procedure which is yet to be notified by the central Government.

### Shareholding Pattern

Category of Shareholders	As on March 31, 2015		As on March 31, 2014	
	Number of shares	%	Number of shares	%
A Shareholding of Promoter and Promoter Group				
i. Indian	210,33,95,004	74.98	210,33,95,004	74.98
ii. Foreign	-	-	-	-
<b>Total shareholding of Promoter and Promoter Group</b>	<b>210,33,95,004</b>	<b>74.98</b>	210,33,95,004	74.98
B Public Shareholding				
i. Institutions	30,27,79,971	10.80	32,87,00,662	11.72
ii. Non-Institutions	39,83,54,795	14.20	37,24,45,575	13.28
<b>Total Public Shareholding</b>	<b>70,11,34,766</b>	<b>25.00</b>	70,11,46,237	25.00
C Shares held by Custodians against which depository receipts have been issued	5,96,696	0.02	5,85,225	0.02
<b>Grand Total (A+B+C)</b>	<b>280,51,26,466</b>	<b>100.00</b>	280,51,26,466	100.00

### Unclaimed fractional bonus warrants

The Company had issued fractional bonus warrants to the members in lieu of their fractional entitlements to bonus shares pursuant to the bonus shares allotted to them on June 11, 2008. Members who have not so far encashed their fractional bonus warrants or have not received the fractional bonus warrants are requested to seek issuance of duplicate fractional bonus warrants. Members may write to Karvy Computershare Private Limited, the RTA of the Company for payment of the unclaimed amount against the fractional warrants.

The amount remaining unclaimed for a period of 7 years from the date, on which the funds were made available for distribution amongst members entitled against fractional bonus shares is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).

### Unclaimed fractional warrants - Composite Scheme of Arrangement

The Company had issued to the shareholders of Reliance Natural Resources Limited ('RNRL') fractional warrants against the sale proceeds arising out of the consolidation and disposal of their fractional entitlements consequent upon the Composite Scheme of Arrangement between Reliance Natural Resources Limited ('RNRL') and Reliance Power Limited ('the Company' or 'RPower') and others, as approved by the Hon'ble High Court of Judicature at Bombay, vide its order dated October 15, 2010. Members who have not so far encashed their fractional warrants or have not received the fractional warrants are requested to seek issuance of duplicate fractional warrants by communicating with our RTA, Karvy Computershare Private Limited, for payment of their unclaimed amounts due.

The amount remaining unclaimed for a period of 7 years from the date, on which the funds were made available for distribution amongst members entitled against fractional share as per the Scheme, is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF).



**Investor Information**

**Distribution of shareholding**

Number of shares	Number of Shareholders as on March 31, 2015		Total shares as on March 31, 2015		Number of Shareholders as on March 31, 2014		Total shares as on March 31, 2014	
	Number	%	Shares	%	Number	%	Shares	%
1 – 500	37,15,687	97.45	18,45,10,195	6.57	39,82,512	97.91	19,41,34,922	6.93
501 – 5,000	91,897	2.41	11,12,39,681	3.97	81,073	1.99	9,38,18,675	3.34
5,001 – 1,00,000	4,844	0.13	6,58,74,592	2.35	3,698	0.09	5,24,79,392	1.87
1,00,001 and above	239	0.01	244,35,01,998	87.11	295	0.01	246,46,93,477	87.86
<b>Total</b>	<b>38,12,667</b>	<b>100.00</b>	<b>280,51,26,466</b>	<b>100.00</b>	<b>40,67,578</b>	<b>100.00</b>	<b>280,51,26,466</b>	<b>100.00</b>

**Dematerialisation of shares**

The Company has admitted its shares to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of shares. The International Securities Identification Number (ISIN) allotted to the Company is INE614G01033. The equity shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI).

The equity shares of the Company are actively traded on BSE and NSE.

**Status of Dematerialisation of Shares**

Out of total 280,51,26,466 equity shares, 279,62,62,542 equity shares constituting 99.68 per cent of total equity share capital are held in dematerialized form with NSDL and CDSL as on March 31, 2015.

**Investors' grievances attended**

Received from	Received during financial year		Redressed during financial year		Pending as on	
	2014-15	2013-14	2014-15	2013-14	March 31, 2015	March 31, 2014
Securities and Exchange Board of India	29	58	29	58	0	0
Stock Exchanges	21	7	21	7	0	0
NSDL/CDSL	0	4	0	4	0	0
Other (ROC)	2	0	2	0	0	0
Direct from investors	90	84	90	84	0	0
<b>Total</b>	<b>142</b>	<b>153</b>	<b>142</b>	<b>153</b>	<b>0</b>	<b>0</b>

**Analysis of Grievances**

Particulars	Number		%	
	2014-15	2013-14	2014-15	2013-14
Non receipt of Refund Orders / Credit of shares	0	5	0.00	3.27
Non receipt of Share Certificate	1	1	0.70	0.65
Non receipt of Refund Orders	66	82	46.48	53.59
Non Credit of Shares / Others	34	27	23.94	17.65
Non Credit of bonus Shares / Others	2	0	1.41	0.00
Non receipt of fractional warrants	17	30	11.97	19.61
Non receipt of Annual Report	21	8	14.79	5.23
Non receipt of dividend warrant	1	0	0.70	0.00
<b>Total</b>	<b>142</b>	<b>153</b>	<b>100.00</b>	<b>100.00</b>

There was no complaint pending as on March 31, 2015.

**Notes:**

1. The shareholder base was 38,12,667 as of March 31, 2015 and 40,67,578 as of March 31, 2014.
2. Investors' queries/ grievances are normally attended within a period of three days from the date of receipt thereof, except in cases involving external agencies or compliance with longer procedural requirements specified by the authorities concerned. The queries and grievances received correspond to 0.0037 percent of the total number of members as of March 31, 2015.

# Reliance Power Limited

## Investor Information

### Legal proceedings

There are certain pending cases relating to non-receipt of refund orders and non-credit of shares in demat account, in which the Company has been made a respondent. These cases are however, not material in value.

### Equity Capital Build-up

Dates	Particulars of issue	No. of shares (in '000)	Cumulative No. of shares (in '000)	Nominal value of shares (₹ in crore)
Up to 31.01.2008	Allotment(s) made prior to Initial Public Offering (IPO)	20,00,000	20,00,000	2,000.00
01.02.2008	Allotment of shares pursuant to Initial Public Offering (IPO)	2,60,000	22,60,000	2,260.00
11.06.2008	Issue of Bonus shares	1,36,800	23,96,800	2,396.80
12.11.2010	Allotment of shares pursuant to Scheme of Arrangement between Reliance Natural Resources Limited and the Company	4,08,283	28,05,083	2,805.08
25.03.2011	Allotment of shares pursuant to conversion of 4.928 per cent Foreign Currency Convertible Bond	43	28,05,126	2,805.13

### Stock Exchange Listings

#### 1. Stock Exchanges on which the shares of the Company are listed

- |   |  |
|---|--|
| <b>i. National Stock Exchange of India Limited (NSE)</b><br>Exchange Plaza, Plot No, C/1, G Block<br>Bandra-Kurla Complex, Bandra (East),<br>Mumbai 400 051<br>website : www.nseindia.com | <b>ii. BSE Limited (BSE)</b><br>Phiroz Jeejeebhoy Towers<br>Dalal Street<br>Mumbai 400 001<br>website : www.bseindia.com |
|---|--|

#### 2. Stock Exchange on which Company's Global Depository Receipts (GDRs) are listed (Effective from May 17, 2011)

Luxembourg Stock Exchange  
Societe de la Bourse de Luxembourg  
35A Boulevard Joseph II, L-1840 Luxembourg  
website : www.bourse.lu

#### 3. Depository for GDR holders

Depository	Custodian
Deutsche Bank Trust Company Americas, 60 Wall Street New York 10005	Deutsche Bank AG Mumbai Branch 222, Kodak House Post Box No.1142 Fort, Mumbai 400 001

### Stock Codes/Symbol

BSE Limited : 532939  
National Stock Exchange of India Limited : RPOWER  
ISIN for equity shares : INE614G01033

### Security Code for GDRs

	ISIN	CUSIP	Common Code
Rule 144A GDRs	US75950V1035	75950V103	056264027
Regulation S GDRs	US75950V2025	75950V202	056264019

Note : The GDRs have been admitted for listing on the official list of the Luxembourg Stock Exchange and for trading on the Euro MTF Market. The Rule 144A GDRs have been accepted for clearance and settlement through the facilities of the DTC, New York. The Regulation S GDRs have been accepted for clearance and settlement through the facilities of Euroclear and Clearstream, Luxembourg.

### Payment of Listing Fees

Annual listing fees for the year 2014-15 has been paid by the Company to the Stock Exchanges.

## Reliance Power Limited

### Investor Information

#### Stock Price and Volume

Monthly high and low quotations as also the volume of shares traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)

Financial Year 2014 - 15	BSE			NSE		
	High ₹	Low ₹	Volume No. of shares	High ₹	Low ₹	Volume No. of shares
April '14	76.15	67.75	2,41,75,326	76.20	67.70	9,22,04,934
May '14	107.25	66.55	6,71,57,114	107.15	66.95	24,03,88,356
June '14	113.20	95.10	6,27,50,654	113.30	95.00	23,79,15,885
July '14	110.90	89.25	4,19,53,427	110.90	89.15	17,37,22,564
August '14	93.40	74.25	2,26,29,421	93.45	74.10	9,28,06,266
September '14	78.90	68.30	3,00,35,817	78.95	68.25	11,85,54,605
October '14	76.80	68.35	1,37,98,850	76.80	68.30	6,71,44,386
November '14	80.80	66.00	2,65,34,937	80.75	65.75	17,84,33,237
December '14	67.90	58.40	2,64,48,221	67.90	58.35	12,02,86,685
January '15	65.90	58.90	2,19,31,235	65.90	58.85	9,22,22,966
February '15	66.90	55.00	2,82,33,815	66.85	54.95	11,20,70,837
March '15	63.70	53.70	2,13,05,740	63.40	53.70	7,52,24,479

#### An Index Scrip

The Equity shares of the Company are actively traded on bourses and included in almost all indices i.e. BSE-100, BSE-200, BSE-500, BSE Carbonex, BSE Power, BSE India Infrastructure, BSE AllCap, Dow Jones Global Index, S&P India Select Index, S&P Global BMI (US Dollar), S&P/IFCI Composite Price Index (US Dollar), S&P/IFCI Carbon Efficient (US Dollar), S&P Intrinsic Value Weighted Global Index (US Dollar), Dow Jones Sustainability World Diversified, CNX 500, CNX 200, CNX 100, CNX Infra, CNX Energy, CNX Service and Futures and Options Trading,

Share Price Performance in comparison with broad based indices - Sensex (BSE) and Nifty (NSE) as on March 31, 2015

Period	RPower	Sensex	Nifty
FY 2014-15	-20.03 per cent	24.89 per cent	26.65 per cent
2 years	-8.20 per cent	48.43 per cent	49.42 per cent
3 years	-51.67 per cent	60.64 per cent	60.34 per cent

Note: The equity shares of the Company were listed on BSE and NSE effective from February 11, 2008.

#### Debt Securities

Following Debt Securities were listed on the Wholesale Debt Market (WDM) segment of NSE and F Group Instrument segment of BSE.

Debentures	ISIN	Date of Allotment	Date of Maturity	Total Size (₹ in crore)
10.20% Rated Unsecured Redeemable Non-convertible Debentures	INE614G08020		July 24, 2015	160
10.20% Rated Unsecured Redeemable Non-convertible Debentures	INE614G08038		July 24, 2015	20

#### Debenture Trustee

IDBI Trusteeship Services Limited, Asian Building, Ground Floor, 17 R. Kamani Marg, Ballard Estate, Mumbai 400 001.

#### Key Financial Reporting Dates for the Year 2014-15

Unaudited Results for the First Quarter ending June 30, 2015	: On or before August 14, 2015
Unaudited Results for the Second Quarter / half year ending September 30, 2015	: On or before November 14, 2015
Unaudited Results for the Third Quarter ending December 31, 2015	: On or before February 14, 2016
Audited Results for the Financial Year 2015-16	: On or before May 30, 2016

# Reliance Power Limited

## Investor Information

### Depository Services

For guidance on depository services, shareholders may write to the Company's RTA or National Securities Depository Limited, Trade World, A Wing, 4<sup>th</sup> and 5<sup>th</sup> Floors, Kamala Mills Compound, Lower Parel, Mumbai 400 013, website: [www.nsdl.co.in](http://www.nsdl.co.in) or Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 17<sup>th</sup> Floor, Dalal Street, Mumbai 400023, website: [www.cdslindia.com](http://www.cdslindia.com)

### Communication to Members

The quarterly unaudited financial results of the Company are announced within 45 days of the end of the respective quarters. The Audited Accounts of the Company are announced within 60 days from the close of the financial year. The Company's media releases and details of significant developments are also made available on the Company's website. In addition, these are published in leading newspapers.

### Reconciliation of share capital audit

The Securities and Exchange Board of India has directed that all issuer companies shall submit a report reconciling the total shares held in both the depositories, viz. NSDL and CDSL and in physical form with the total issued/ paid up capital. The said certificate, duly certified by a qualified chartered accountant/ company secretary is submitted to the stock exchanges where the securities of the Company are listed within 30 days from the end of each quarter and the certificate is also placed before the Board of Directors of the Company.

### Plant Locations

The Company and its subsidiary companies have their plants located as under:

A. Name of the Company	Plant Capacity	Plant Location
i. Reliance Power Limited	45 MW Wind Power	Village : Vashpet, Maharashtra
B. Name of the Subsidiary Company	Plant Capacity	Plant Location
i. Sasan Power Limited	3,960 MW Coal Power (6 x 660 MW)	Near Village Sasan, Dist. Singrauli, Madhya Pradesh
ii. Rosa Power Supply Company Limited	1,200 MW Coal Power	Administrative Block, Hardoi Road, P.O. Rosar Kothi, Tehsil : Sadar, Rosar Kothi, Shahjahanpur, 242 401 U.P.
iii. Vidarbha Industries Power Limited	600 MW Coal Power (2 x 300 MW)	Butibori, Dist. Nagpur, Maharashtra
iv. Dhursar Solar Power Private Limited (Formerly Dahanu Solar Power Private Limited)	40 MW Solar Power	Village Dhursar, Dist. Jaisalmer, Rajasthan

In addition, the Company and its subsidiaries are in process of setting up power generation plants at various locations which are in different stages of implementation as given in detail in the Management Discussion and Analysis Report.

### Investors' correspondence may be addressed to the Registrar of the Company:

Shareholders / Investors are requested to forward documents related to share transfer, dematerialisation requests (through their respective Depository Participant) and other related correspondence directly to Karvy Computershare Private Limited at the below mentioned address for speedy response.

Karvy Computershare Private Limited  
Unit: Reliance Power Limited  
Karvy Selenium, Tower – B, Plot No. 31 & 32  
Survey No. 116/22, 115/24, 115/25,  
Financial District, Nanakramguda,  
Hyderabad 500 032, Telangana, India

### Shareholders / Investors can also send their complaints / grievances and other correspondence to the Compliance Officer of the Company at the following address:

Company Secretary and Manager  
Reliance Power Limited,  
H Block, 1<sup>st</sup> Floor,  
Dhirubhai Ambani Knowledge City,  
Navi Mumbai 400 710, India  
Tel : +91 22 3032 7648  
Fax : +91 22 3032 7719  
E-mail : [reliancepower.investors@relianceada.com](mailto:reliancepower.investors@relianceada.com)

# **FINANCIAL STATEMENT**

# Reliance Power Limited

## Independent Auditors' Report

### To the Members of Reliance Power Limited

#### Report on the Abridged Financial Statements

1. The accompanying abridged financial statements of Reliance Power Limited ("the Company") comprise the abridged balance sheet as at March 31, 2015, the abridged statement of profit and loss and abridged cash flow statement for the year then ended together with the related notes, which we have signed under reference to this report.
2. These abridged financial statements are derived from the statutory audited financial statements of the Company for the year ended March 31, 2015 prepared by the Company's Management in accordance with the Accounting Standards specified under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 covered by our attached report of even date to the Members of the company pursuant to section 143 of the Act, in which we have expressed an unmodified audit opinion.
3. The abridged financial statements do not contain all the disclosures required by the Accounting Standards referred to in specified under section 133 of the the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and Schedule III to the Act, applied in the preparation and presentation of the audited financial statements of the Company. Reading the abridged financial statements, therefore, is not a substitute for reading the audited financial statements of the Company.

#### Management's Responsibility for the Abridged Financial Statements

4. The Company's Management is responsible for the preparation of the abridged financial statements in accordance with Rule 10 of the Companies (Accounts) Rules, 2014 and are based on the audited financial statements for the year ended March 31, 2015, prepared in accordance with Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Company's Management (including Directors) are ultimately responsible for the designing, implementing and maintaining internal financial control relevant to the preparation and presentation of the abridged financial statements that are consistent with the audited financial statements and are free from material misstatement, whether due to fraud or error; and also includes appropriate interpretation and application of the relevant provisions of the Rules and the Act.
5. The Company's Management (including Directors) is also responsible for ensuring that the Company complies with the requirements of the Rules.

#### Auditors' Responsibility

6. Our responsibility is to express an opinion on the abridged financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, 'Engagements to Report on Summary Financial Statements', issued by the Institute of Chartered Accountants of India.

#### Opinion

7. In our opinion, the accompanying abridged financial statements, are consistent, in all material respects, with the audited statutory financial statements of the Company as at and for the year ended March 31, 2015 prepared in accordance with Schedule III to the act, covered by our attached report of even date to the Members of the Company pursuant to section 143 of the Act, in accordance with the Rules.

**For Price Waterhouse**  
Firm Regn. No: 301112E  
*Chartered Accountants*

**Uday Shah**  
*Partner*  
Membership No: 46061

Place: Mumbai  
Date: May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720W  
*Chartered Accountants*

**Vijay Napawaliya**  
*Partner*  
Membership No: 109859

Place: Mumbai  
Date: May 26, 2015

## Independent Auditors' Report

### To the Members of Reliance Power Limited

#### Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Reliance Power Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in

order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2015', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

## Reliance Power Limited

### Independent Auditors' Report

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at March 31, 2015 on its financial position in its standalone financial statements - Refer note 11.
  - ii. The Company has long-term contracts, but no derivative contracts as at March 31, 2015 for which there were no material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2015.

**For Price Waterhouse**  
Firm Regn. No: 301112E  
*Chartered Accountants*

**Uday Shah**  
*Partner*  
Membership No: 46061

Place: Mumbai  
Date: May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720W  
*Chartered Accountants*

**Vijay Napawaliya**  
*Partner*  
Membership No: 109859

Place: Mumbai  
Date: May 26, 2015



### Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Reliance Power Limited on the standalone financial statements as of and for the year ended March 31, 2015

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- ii. On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. No physical verification has been performed as at year end, as there is no closing balance.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of energy, goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified. During the year under audit, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service

tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. There are no undisputed amounts payable in respect of such applicable statutory dues as at March 31, 2015 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of any dispute.
- (c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
- x. In our opinion, and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks or financial institutions during the year, are not prejudicial to the interest of the Company.
- xi. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
- xii. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For Price Waterhouse**  
Firm Regn. No: 301112E  
*Chartered Accountants*

**For Chaturvedi & Shah**  
Firm Regn. No: 101720W  
*Chartered Accountants*

**Uday Shah**  
*Partner*  
Membership No: 46061

**Vijay Napawaliya**  
*Partner*  
Membership No: 109859

Place: Mumbai  
Date: May 26, 2015

Place: Mumbai  
Date: May 26, 2015

# Reliance Power Limited

## Abridged Balance Sheet as at March 31, 2015

(Statement containing salient features of Balance Sheet as per Section 136 (1) and Rule 10 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013.)

Particulars	As at March 31, 2015 Rupees in lakhs	As at March 31, 2014 Rupees in lakhs
<b>I Equity and liabilities</b>		
<b>(1) Shareholders' funds</b>		
(a) Paid-up share capital - equity	280,513	279,663
(b) Reserves and surplus		
(i) Capital reserves	1,958	1,958
(ii) Capital reserves (arisen pursuant to the scheme of amalgamation)	59,995	59,995
(iii) Securities premium account	1,104,823	1,091,741
(iv) General reserve	9,423	9,423
(v) General reserve (arisen pursuant to various schemes)	153,194	153,194
(vi) Debenture redemption reserve	3,420	4,539
(vii) Foreign currency monetary item translation difference account	28,384	29,407
(viii) Surplus in the Statement of Profit and Loss	56,406	52,777
	<u>1,698,116</u>	<u>1,682,697</u>
<b>(2) Non-current liabilities</b>		
(a) Long-term borrowings	63,147	21,135
(b) Other long-term liabilities	-	1,477
(c) Long-term provisions	257	286
	<u>63,404</u>	<u>22,898</u>
<b>(3) Current liabilities</b>		
(a) Short-term borrowings	384,829	228,540
(b) Trade payables	1,972	1,664
(c) Other current liabilities	11,050	137,729
(d) Short-term provisions	78	69
	<u>397,929</u>	<u>368,002</u>
<b>Total of (1) to (3)</b>	<u>2,159,449</u>	<u>2,073,597</u>
<b>II Assets</b>		
<b>(4) Non-current assets</b>		
(a) Fixed assets		
(i) Tangible assets (Original cost less depreciation)	32,090	40,572
(ii) Intangible assets (Original cost less depreciation/ amortisation)	121	269
(b) Non-current investments (Unquoted)	1,888,306	1,650,881
(c) Long-term loans and advances	38,189	132,527
(d) Other non-current assets	14,081	14,495
	<u>1,972,787</u>	<u>1,838,744</u>
<b>(5) Current assets</b>		
(a) Current investments (Unquoted)	-	3,161
(b) Trade receivables	5,382	473
(c) Bank balances	2,331	54,913
(d) Short-term loans and advances	156,646	159,560
(e) Other current assets	22,303	16,746
	<u>186,662</u>	<u>234,853</u>
<b>Total of (4) to (5)</b>	<u>2,159,449</u>	<u>2,073,597</u>

The notes are an integral part of these Abridged financial statements.

Note : Complete Balance Sheet, Statement of Profit and Loss, Other Statements and notes thereto prepared as per the requirements of Schedule III to the Companies Act, 2013 are available at the Company's website at [www.reliancepower.com](http://www.reliancepower.com)

Compiled from the Audited standalone financial statements of the Company referred to in our report dated May 26, 2015.

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

Place : Mumbai  
Date : May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

Place : Mumbai  
Date : May 26, 2015

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer

**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015

## Reliance Power Limited

### Abridged Statement of Profit and Loss for the year ended March 31, 2015

(Statement containing salient features of Statement of Profit and Loss as per Section 136 (1) and Rule 10 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013.)

Particulars	Year ended March 31, 2015 Rupees in lakhs	Year ended March 31, 2014 Rupees in lakhs
<b>Income</b>		
<b>Revenue from operations:</b>		
<b>Sales</b>		
Sale of energy	4,522	3,287
Sale of coal	3,768	5,321
<b>Other Operating income</b>		
Service income	5,330	530
Fuel handling and service charges	-	31
<b>Net revenue from operations</b>	<b>13,620</b>	9,169
<b>Other Income:</b>		
Dividend	1,095	440
Interest income	13,807	16,116
Net gain on sale/ accrual of income on investments	480	69
Gain on foreign exchange fluctuations (net)	7,918	7,367
Provision written back	-	3,450
Other non-operating income	12	1
<b>Other Income</b>	<b>23,312</b>	27,443
<b>Total Income</b>	<b>36,932</b>	36,612
<b>Expenditure</b>		
Purchase of coal	3,768	5,321
Employee benefits expense	3,632	4,125
Finance costs	18,976	11,490
Depreciation and amortisation expenses	1,987	1,601
Administration and other expenses	5,737	7,961
<b>Total Expenditure</b>	<b>34,100</b>	30,498
<b>Profit before tax</b>	<b>2,832</b>	6,114
<b>Provision for taxation</b>		
Current tax	550	466
Income tax for earlier years	(228)	-
<b>Profit for the year</b>	<b>2,510</b>	5,648
Earnings per equity share: (Face value of Rs. 10 each) Basic and Diluted (Rupees)	<b>0.09</b>	0.20

The notes are an integral part of these Abridged financial statements.

Compiled from the Audited standalone financial statements of the Company referred to in our report dated May 26, 2015

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

Place : Mumbai  
Date : May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

Place : Mumbai  
Date : May 26, 2015

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer

**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015

## Reliance Power Limited

### Abridged Cash Flow Statement for the year ended March 31, 2015

	Year ended March 31, 2015 Rupees in lakhs	Year ended March 31, 2014 Rupees in lakhs
Cash flows used in operating activities	(5,381)	(1,769)
Cash flows used in investing activities	(106,633)	(159,432)
Cash flows from financing activities	59,677	155,579
<b>Net Increase/ (Decrease) in cash and cash equivalents</b>	<b>(52,337)</b>	<b>(5,622)</b>
<b>Opening Balance of cash and cash equivalents:</b>		
- Balance in current account	3,583	4,290
- Remittance in transit	-	748
- Balance in fixed deposit	50,000	50,000
<b>Cash and cash equivalents acquired:</b>		
- Pursuant to the scheme of amalgamation with erstwhile Reliance Clean Power Private Limited	-	4,098
- Cash and bank balance with ESOS Trust	(69)	69
<b>Closing balance of cash and cash equivalents:</b>		
- Balance in current account	1,177	3,583
- Balance in fixed deposit	-	50,000

Previous year figures have been regrouped/ reclassified/ rearranged wherever necessary to make them comparable to those for the current year.

The notes are an integral part of these Abridged financial statements.

Compiled from the Audited standalone financial statements of the Company referred to in our report dated May 26, 2015.

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

Place : Mumbai  
Date : May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

Place : Mumbai  
Date : May 26, 2015

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer  
**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015

## Notes to the abridged financial statements for the year ended March 31, 2015

### 1) General information

Reliance Power Limited ("the Company") together with its subsidiaries ("Reliance Power group") is primarily engaged in the business of generation of power. The projects under development include coal, gas, hydro, wind and solar based energy projects. The portfolio of the Reliance Power group also includes ultra mega power projects (UMPP).

### 2) Abridged Financial Statement:

The abridged financial statements have been prepared pursuant to Section 136(1) and Rule 10 of the Companies (Accounts) Rules, 2014, of the Companies Act, 2013, and are based on the annual financial statements for the year ended March 31, 2015 approved by the Board of Directors at their meeting held on May 26, 2015.

### 3) (Note 2 of notes to financial statements)

#### Significant accounting policies:

#### (a) Basis of accounting

The Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the relevant provisions of the Companies Act, 2013 ("the Act") and the Accounting Standards notified under the Act. The Financial Statements are prepared on accrual basis under the historical cost convention.

#### (b) Use of estimates

The preparation and presentation of Financial Statements requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities as on the date of the Financial Statements and reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates is recognised in the period in which the results are known/ materialised.

#### (c) Tangible assets and Capital Work-in-Progress:

Tangible assets are stated at cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment of loss, if any. The cost of Tangible Assets comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use. Subsequent expenditure related to an item of tangible assets are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standards of performance.

Expenditure incurred on assets which are not ready for their intended use comprising direct cost, related incidental expenses and attributable borrowing costs are disclosed under Capital Work-in-Progress.

#### (d) Intangible assets:

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/ depletion and impairment loss, if any. The cost comprises of purchase price, borrowing costs and any cost directly attributable to bringing the asset to its working condition for the intended use and adjustment arising from exchange rate variation attributable to the intangible assets.

Expenditure incurred on acquisition of intangible assets which are not ready to use at the reporting date is disclosed under Capital Work-in-Progress.

#### (e) Impairment of assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss.

#### (f) Depreciation/ Amortisation:

##### (i) Tangible assets:

Depreciation on tangible assets is provided to the extent of depreciable amount on Straight Line Method (SLM) based on useful life of the assets as prescribed in Part C of Schedule II to the Companies Act, 2013 except in case of motor vehicles where the estimated useful life has been considered as five years based on a technical evaluation by the management.

##### (ii) Intangible assets:

Software expenses are amortised on a straight line basis over a period of three years.

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

#### (g) Investments

Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined of value of long-term investments and made for each investment individually. Current investments are valued at lower of cost and fair value.

#### (h) Provisions, Contingent Liabilities & Contingent Assets:

**Provisions:** Provisions are recognised when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation in respect of which reliable estimate can be made of the amount of the obligation.

**Contingent liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made as specified in Accounting Standard 29 – "Provisions, Contingent Liabilities and Contingent Assets".

**Contingent assets:** A contingent asset is neither recognised nor disclosed in the Financial Statements.

#### (i) Borrowing costs

Borrowing costs include costs that are ancillary and requires as per the terms of agreement. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

#### (j) Foreign currency transactions:

- (i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (ii) All exchange differences arising on reporting of short-term foreign currency monetary items other than derivative contracts at rates different from those at which they were initially recorded are recognised in the Statement of Profit and Loss.
- (iii) In respect of foreign exchange differences arising on revaluation or settlement of long-term foreign currency monetary items, the Company has availed the option available in the Companies (Accounting Standards) (Second Amendment) Rules, 2011, wherein:
  - Foreign exchange differences on account of depreciable asset, is adjusted in the cost of depreciable asset and would be depreciated over the balance life of asset.
  - In other cases, foreign exchange difference is accumulated in "foreign currency monetary item translation difference account" and amortised over the balance period of such long-term asset/ liabilities.
  - An asset or liability is designated as a long-term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of twelve months or more at the date of origination of the asset or the liability, which is determined taking into consideration the terms of the payment/ settlement as defined under the respective agreement/ memorandum of understanding.
- (iv) Non-monetary items denominated in foreign currency are stated at the rates prevailing on the date of the transactions/ exchange rate at which transaction is actually effected.

#### (k) Revenue recognition:

- (i) Revenue from sale of energy of 45 MW wind power project at Vashpet is recognised on an accrual basis in accordance with the provisions of Power Purchase Agreement (PPA)/ sale arrangements read with the regulations of Maharashtra Electricity Regulatory Commission.
- (ii) Revenue from sale of goods is recognised when significant risk and reward of ownership is transferred to the buyer as per the terms of contract.
- (iii) Service income represents income from support services recognised as per the terms of the service agreements entered into with the respective parties.

Notes to the abridged financial statements for the year ended March 31, 2015

- (iv) Profit on sale/ redemption of investments is accounted on sale/ redemption of such investments. Interest income on fixed and inter-corporate deposits is recognised on time proportionate basis. Dividend is recognised when the right to receive is established in Company's favour.
- (v) Dividend income from subsidiaries is recognised when the Company has established right to receive the same on or before the Balance Sheet date.

**(l) Employee benefits:**

Employee benefits consist of Provident Fund, Superannuation Fund, Gratuity Scheme and Leave Encashment.

- (i) Defined contribution plans:  
Contributions to defined contribution schemes such as provident fund and superannuation are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable, during the year in which the employee renders the related service.
- (ii) Defined benefit plans:  
The Company also provides employee benefits in the form of gratuity and leave encashment, the liability for which as at the year-end is determined by independent actuaries based on an actuarial valuation using the projected unit credit method. Such defined benefits are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable. Actuarial gain/ losses are recognised in the year in which they arise.
- (iii) Short-term/ Long-term employee benefits:  
All employee benefits payable wholly within twelve months of rendering the service including performance incentives and compensated absences are classified as Short-term employee benefits. The undiscounted amount of Short-term employee benefits expected to be paid in exchange for the services rendered by employees are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable. The employee benefits which are not expected to occur within twelve months are classified as Long-term benefits and are recognised as liability at the net present value.

**(m) Employee stock option scheme (ESOS)**

The employees of the Company and its subsidiaries are entitled for grant of stock options (equity shares), based on the eligibility criteria set in ESOS plan of the Company. The employee compensation expenses are accounted on the basis of "intrinsic value method". The excess, if any, of quoted market price over the exercise price on the date of grant would be recognised as compensation cost over the vesting period. The Company recognizes compensation cost on the basis of estimated number of stock options expected to vest. Subsequently, if there are any indications resulting in a difference in the number of stock options expected to vest, the Company revises its previous estimate and accordingly recognizes/ (reverses) compensation cost on employee service.

**(n) Accounting for taxes on income**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflects the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/ period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

**(o) Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**(p) Earnings per share**

Basic earnings per share are computed by dividing the net profit or loss by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share are the net profit for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

#### (q) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### (r) Commercial papers

Commercial papers are recognised as a liability at the face value at the time of issuance of instrument. The discount is amortised as an interest cost over the period of commercial paper at the rate implicit in the transaction.

#### Notes to the financial statements

#### 4) Contingent liabilities and commitments:

- Guarantees issued for subsidiary companies aggregating to ₹ 275,222 lakhs (Previous year: ₹ 236,129 lakhs). Refer note 12 (a) with respect to Coastal Andhra Power Limited.
- In respect of subsidiaries, the Company has committed/ guaranteed to extend financial support in the form of equity or debt as per the agreed means of finance, in respect of the projects being undertaken by the respective subsidiary, including any capital expenditure for regulatory compliance and to meet shortfall in the expected revenues/ debt servicing. Future cash flows in respect of the above matters can only be determined based on the future outcome of various uncertain factors.
- Estimated amount of contracts remaining unexecuted on capital account (net of advances paid) and not provided for ₹ 75 lakhs (Previous year: ₹ 59 lakhs).

#### 5) Details of remuneration to auditors:

	Rupees in lakhs	
	Year ended March 31, 2015	Year ended March 31, 2014
(a) As auditors		
-For statutory audit	76	87
-For others	85	39
(b) Out-of-pocket expenses	3	2
	<u>164</u>	<u>128</u>

#### 6) Expenditure in foreign currency:

	Rupees in lakhs	
	Year ended March 31, 2015	Year ended March 31, 2014
(a) Professional and consultation fees	-	106
(b) Interest and finance charges	679	757
(c) Others	511	565

#### 7) Capital reserve (arisen pursuant to scheme):

The Capital reserve of ₹ 59,995 lakhs had arisen pursuant to the scheme of amalgamation with erstwhile Reliance Clean Energy Private Limited (RCEPL), sanctioned by the Hon'ble High Court of Bombay vide order dated April 5, 2013. The scheme was effective from January 1, 2013.

#### 8) General reserve (arisen pursuant to various schemes):

- The General reserve of ₹ 111,503 lakhs had arisen pursuant to the composite scheme of arrangement between the Company, Reliance Natural Resources Limited, erstwhile Reliance Futura Limited and four wholly owned subsidiaries viz., Atos Trading Private Limited, Atos Mercantile Private Limited, Reliance Prima Limited and Coastal Andhra Power Infrastructure Limited. The said scheme has been sanctioned by Hon'ble High Court of Judicature at Bombay vide order dated October 15, 2010.
- The General reserve of ₹ 18,707 lakhs had arisen pursuant to the scheme of amalgamation with erstwhile Sasan Power Infrastructure Private Limited, sanctioned by the Hon'ble High Court of Bombay vide order dated April 29, 2011. The scheme was effective from January 1, 2011.
- The General reserve of ₹ 22,984 lakhs had arisen pursuant to the scheme of amalgamation with erstwhile Sasan Power Infrastructure Limited, sanctioned by the Hon'ble High Court of Bombay, vide order dated December 23, 2011. The scheme was effective from September 1, 2011.



## Notes to the abridged financial statements for the year ended March 31, 2015

All the above General Reserves are reserves which arose pursuant to the above schemes and shall not be and shall not for any purpose be considered to be a reserve created by the Company.

### 9) Scheme of amalgamation between Company and Reliance Clean Power Private Limited

Reliance Clean Power Private Limited (RCPPPL), a wholly owned subsidiary in business of development and operation of 45 MW wind power project at Vashpet, was amalgamated with the Company pursuant to the Scheme of Amalgamation (Scheme), sanctioned by the Hon'ble High Court of Judicature at Bombay vide its order dated May 9, 2014 with an appointed date of April 1, 2012.

### 10) Employee Stock Option Scheme (ESOS)

Pursuant to the approval accorded by the Shareholders on September 30, 2007 under Section 81(1A) of the Companies Act, 1956, the Company has administered and implemented Employee Stock Option Scheme (ESOS) in terms of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Guidelines). The Board of Directors of the Company has constituted its ESOS compensation committee to operate and monitor the ESOS scheme which is administered through Reliance Power ESOS Trust ("RPET").

The ESOS compensation committee of the Board of Directors of the Company approved a grant of 20,000,000 stock options to the eligible employees of the Company and its subsidiaries on May 8, 2010. The options are granted to the employees of the Company and its subsidiaries on satisfying the performance and other eligibility criteria set out in ESOS plan. In accordance with the scheme, each option entitles the employee to apply for one fully paid equity share of ₹ 10 each of the Company at an exercise price of ₹162 per share. Pursuant to the amendments made to the ESOS Scheme as approved by the ESOS Compensation Committee of the Board, effective from April 1, 2014, the Independent Directors of the Company shall not be eligible to participate in the Scheme. Further, the exercise period of the vested options may be different for different plans and shall not be longer than ten years from the date of vesting.

The Company has opted for accounting the Compensation expenses under "Intrinsic Value Method". The closing market price on the date of grant was ₹140.20 per share at National Stock Exchange (being the latest trading price with highest trading volume). As the exercise price of the share is more than market price, the Company has not accounted for any compensation cost.

The fair value of option granted was determined under Binomial Option Pricing – Hull & White Model. The details pertaining to number of options, weighted average price and assumptions considered for fair value are disclosed below:

Particulars	Option details	
Weighted average share price		₹ 140.20
Exercise price		₹ 162.00
Expected volatility		41.88%
Vesting period		One year
Exercise period		7.25 Years
Risk free interest rate		7.74%
Expected dividend		-
Fair Value of option		₹ 50.42
	<b>2014-15</b>	2013-14
Opening balance of options	8,500,000	8,500,000
Options granted during the year	-	-
Vested during the year	-	-
Exercised during the year	-	-
Closing balance of options	8,500,000	8,500,000

The expected volatility was determined based on the volatility of the equity share for the period of one year prior to issue of the option.

The Company had in earlier years given an advance of ₹14,000 lakhs to RPET for purchase of its shares from the open market, as per the ESOS plan of the Company. RPET had, in turn in earlier years purchased 8,500,000 equity shares of the Company. In accordance with SEBI (ESOS and ESPS) Guidelines, 1999 and as per the opinion issued in January, 2014 by Expert Advisory Committee (EAC) of the Institute of Chartered Accountants of India ("ICAI"), the Company had consolidated financial statement of RPET with the Company's financial statement as at March 31, 2014 and consequently as of and for the year ended March 31, 2014, face value of equity shares (held by RPET) was deducted from the paid up share capital and balance ₹13,082 lakhs (net of bank balance of RPET) was grouped under the securities premium account, with a corresponding adjustment to "Advance to RPET".

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

Pursuant to revised guidelines issued by SEBI on ESOS – Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 dated October 28, 2014, accounting for shared based schemes should be done based on the requirements of Guidance Note on Accounting for Share based Payments wherein consolidation of trust is prohibited. Consequently, considering the regulatory change, the Company has changed its accounting policy with respect to consolidation of RPET and restated the face value of equity shares (held by RPET) which was deducted from the paid up share capital and balance ₹ 13,082 lakhs (net of bank balance of RPET) which was grouped under the securities premium account, with a corresponding adjustment to "Advance to RPET".

#### 11) Status of Dadri Project

The Company proposed developing a 7,480 MW gas-fired power project to be located at the Dhirubhai Ambani Energy City in Dehra village, Dadri, Uttar Pradesh. The State of Uttar Pradesh in the year 2004 had acquired 2,100 acres of land and conveyed the same to the Company in the year 2005. The acquisition of further 400 acres of land by the state for the project was challenged by the land owners in the Allahabad High Court. Subsequent to the judgement of High Court on compliances and procedures relating to land acquisition the Company had filed an appeal with the Supreme Court. Before the pronouncement of judgement by the Supreme Court, the Company submitted an affidavit stating its inability to continue with the project because of the difficulty in securing gas. The Supreme Court in its order has disposed off the appeal and upheld the right of the Company to recover the amount paid towards the acquired land on its return to the state.

The Company has already conveyed its intent to return the acquired land to Government of Uttar Pradesh and raised the claim for the cost incurred on the land acquisition as well as other incidental expenditure thereto.

Considering the above facts, the Company has classified assets related to Dadri project under 'other current assets' as 'assets held for sale' and 'advance recoverable towards land', which were earlier shown as 'fixed assets' and 'capital advance', respectively.

#### 12) Project status of subsidiaries

##### (a) Coastal Andhra Power Limited (CAPL)

CAPL, a wholly owned subsidiary, has been set up to develop an Ultra Mega Power Project (UMPP) of 3,960 MW located in Krishnapatnam, District Nellore, based on imported coal.

CAPL had entered into a firm price fuel supply agreement with Reliance Coal Resources Private Limited (RCRPL), a wholly owned subsidiary of the Company. In view of below mentioned new regulation, RCRPL cannot supply coal at the already agreed price, because of which an element of uncertainty has arisen in the fuel supply for the CAPL project, whereas the power needs to be supplied at a pre-agreed tariff as per the terms of Power Purchase Agreement (PPA) dated March 23, 2007. The Government of Indonesia introduced a new regulation in September, 2010 which prohibits sale of coal, including sale to affiliate companies, at below Benchmark Price which is linked to international coal prices and requires adjustment of sale price every 12 months. This regulation also mandates to align all existing long-term coal supply contracts with the new regulations within one year i.e. by September, 2011. The said issue has been communicated to the power procurers and also to the Government of India through the Association of Power Producers to arrive at a suitable solution to the satisfaction of all the stakeholders.

Since no resolution could be arrived at CAPL invoked the dispute resolution provision of PPA. The procurers have also issued a notice for termination of PPA and have raised a demand for liquidated damages of ₹ 40,000 lakhs (including bank guarantee of ₹ 30,000 lakhs, which has been issued by the holding company on behalf of CAPL).

CAPL has filed a petition before the Hon'ble High Court at Delhi *inter-alia* for interim relief under Section 9 of the Arbitration and Conciliation Act, 1996. The Court vide its order dated March 20, 2012 has prohibited the procurers from taking any coercive steps against the Company. The single judge of the Delhi High Court vide order dated July 2, 2012 dismissed the petition and the appeal filed by CAPL against the said order is pending before the Division Bench of the Delhi High Court. The interim protection against encashing bank guarantees continues to be available.

CAPL has also filed a petition before the Central Electricity Regulatory Commission without prejudice to the proceedings pending before the Delhi High Court and the arbitration process has already been initiated. The Commission adjourned the Petition *sine a die* with permission to mention the matter after disposal of the appeal pending before the Division Bench of the Delhi High Court.

Based on the legal opinion obtained with regard to applicability of force majeure clause for the change in law in Indonesia and other impacts thereof on the implementation of the project and considering the nature of expenditure incurred till date at the project and its valuation done by the management of CAPL, no provision for diminution is considered in respect of investment made by the Company and demands raised by the procurers of power.

## Notes to the abridged financial statements for the year ended March 31, 2015

**(b) Samalkot Power Limited (SMPL)**

SMPL, a wholly owned subsidiary, is in the process of constructing a 2,262 MW (754 MW x 3) gas based power plant at Kakinada, which based on the current circumstances, has planned its construction work and consequential commercial operations thereafter progressively starting from 2016 – 2017, and it has incurred an aggregated cost of ₹ 868,791 lakhs as at March 31, 2015. SMPL has applied for allocation of gas and Ministry of Petroleum and Gas (MoPNG) is yet to allocate the gas linkage. Considering that the gas availability in the country has dropped significantly and also based on gas availability projected scenarios in subsequent years, SMPL is actively pursuing/ making representations with various government authorities to secure the gas linkage/ supply and is evaluating alternative arrangements/ various approaches to deal with the situation. Based on the business plans and valuation assessment done by the management of SMPL, it is confident that the carrying value of the net assets of SMPL is appropriate and consequently, there is no diminution in the value of investment made by the Company.

**(c) Jharkhand Integrated Power Limited (JIPL)**

JIPL, a wholly owned subsidiary, has been set up to develop Ultra Mega Power Project of 3,960 MW located in Tilaiya, Hazaribagh District, Jharkhand. 3,960 MW Tilaiya Ultra Mega Power Project (UMPP) the project being developed by JIPL was awarded to the Company through International Competitive Bidding (ICB), under the UMPP regime. Consequently, JIPL was handed over to Company on August 7, 2009 by Power Finance Corporation (PFC). JIPL has signed Power Purchase Agreement (PPA) with 18 procurers in 10 states for 25 years. For fuel security, the project was allocated Kerendari BC captive coal mine block.

As per the Power Purchase Agreement (PPA) between JIPL and procurers, the procurers were obligated to comply with conditions subsequent to entering the PPA which *inter-alia* required providing requisite land for the project within 6 months of the Project Transfer. The Company has not been handed over the possession of the land as stipulated in the PPA even after the lapse of more than 5 years and persistent efforts of the Company since the transfer of project. Considering the updates from the procurers at the meeting held after the year end and their failure to fulfill their obligation under PPA, the Company terminated the PPA on April 28, 2015 as per the option available therein.

Considering the nature of expenditure incurred till date at the project and internal assessment done by management of JIPL, no adjustments to the value of investments is considered necessary.

**13) Disclosure under Accounting Standard 15 (revised 2005) "Employee Benefits" (AS-15)**

The Company has classified various employee benefits as under:

**Defined contribution plans:**

- (a) Provident fund
- (b) Superannuation fund
- (c) State defined contribution plans
  - Employees' Pension Scheme, 1995

The provident fund and the state defined contribution plan are operated by the regional provident fund commissioner and the superannuation fund is administered by the trust. Under the schemes, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

The Company has recognised the following amounts in the Statement of Profit and Loss for the year:

	<b>Rupees in lakhs</b>	
	<b>Year ended March 31, 2015</b>	Year ended March 31, 2014
(a) Contribution to provident fund	137	169
(b) Contribution to employees' superannuation fund	14	24
(c) Contribution to employees' pension scheme, 1995	7	5

**Defined benefit plans:**

- (a) Gratuity
- (b) Leave encashment

Leave encashment is payable to eligible employees who have earned leave, during the employment and/ or on separation as per the Company's policy.

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

Valuations in respect of gratuity and leave encashment have been carried out by an independent actuary, as at the Balance Sheet date, based on the following assumptions:

	2014-2015		2013-2014	
	Gratuity	Leave encashment	Gratuity	Leave encashment
Discount rate (per annum)	7.85%	7.85%	8.90%	8.90%
Rate of increase in compensation levels	7.50%	7.50%	7.50%	7.50%
Rate of return on plan assets	8.25%	-	8.25%	-
Expected average remaining working lives of employees in number of years	9.69	-	8.31	-

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

Particulars	Rupees in lakhs			
	Gratuity		Leave encashment	
	2014-2015	2013-2014	2014-2015	2013-2014
<b>(i) Changes in present value of obligation</b>				
Opening balance of present value of obligation	613	576	315	353
Liability on transfer of employees within the group (net)	-	3	-	5
Liability acquired on amalgamation with RCPPL	-	@	-	12
Interest cost	59	53	32	34
Current service cost	98	113	83	97
Actuarial (gains)/ loss	(88)	(59)	(42)	(124)
Benefits paid	(99)	(73)	(119)	(62)
Closing balance of present value of obligation	583	613	269	315
<b>(ii) Changes in fair value of plan assets</b>				
Opening balance of present value of plan assets	573	555	-	-
Expected return on plan assets	47	46	-	-
Employer's contributions	-	48	119	62
Actuarial gains/ (loss) on plan assets	(4)	(3)	-	-
Benefits paid	(99)	(73)	(119)	(62)
Closing balance of fair value of plan assets	517	573	-	-
<b>(iii) Percentage of each category of plan assets to total fair value of plan assets</b>				
Administered by Life Insurance Corporation of India	100%	100%	-	-
<b>(iv) Reconciliation of present value of defined benefit obligations and the fair value of assets</b>				
Closing balance of present value of obligation	583	613	269	315
Closing balance of fair value of plan assets	517	573	-	-
Funded (asset)/ liability recognised in the Balance Sheet*	66	40	-	-
Unfunded (asset)/ liability recognised in the Balance Sheet#	-	-	269	315
<b>(v) Amount recognised in the Balance Sheet</b>				
Closing balance of present value of obligation	583	613	269	315
Closing balance of fair value of plan assets	517	573	-	-
Funded (asset)/ liability recognised in the Balance Sheet*	66	40	-	-
Unfunded (asset)/ liability recognised in the Balance Sheet#	-	-	269	315
<b>(vi) Expenses recognised in the Statement of Profit and Loss</b>				
Current service cost	98	113	83	97
Interest cost	59	53	32	34
Expected return on plan assets	(47)	(46)	-	-
Net actuarial (gain)/ loss	(84)	(56)	(42)	(124)
Total expenses recognised during the year	26	64	73	7

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

Particulars	Rupees in lakhs			
	Gratuity		Leave encashment	
	2014-2015	2013-2014	2014-2015	2013-2014
<b>(vii) Actuarial (gain)/ loss on obligation</b>				
Net actuarial (gain)/ loss due to experience	(133)	(4)	(59)	(106)
Net actuarial (gain)/ loss due to change in assumption	49	(52)	18	(18)
	<b>(84)</b>	(56)	<b>(42)</b>	(124)
<b>(viii) Expected Employers' contribution for the next year</b>	<b>100</b>	100	-	-

@ Amount is below the rounding off norm adopted by the Company.

\* Current and previous year figures grouped under Note 3.5 under Provision for employee benefits.

# Grouped under Note 3.5 and 3.9 under Provision for leave encashment.

The Company has seconded certain employees to the subsidiaries. As per the terms of the secondment, liability towards Salaries, Provident fund and leave encashment will be provided and paid by the respective subsidiaries and gratuity will be paid/ provided by the Company. Accordingly, provision for gratuity as disclosed includes cost of employees seconded as well.

#### (ix) Disclosure as required under Para 120 (n) of AS-15:

Particulars	2014-2015		2013-2014		2012-2013		2011-2012		2010-2011	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment	Gratuity	Leave Encashment	Gratuity	Leave Encashment	Gratuity	Leave Encashment
(i) Present value of the defined benefit obligation	583	269	613	315	576	353	440	219	376	333
Fair value of the plan assets (Surplus)/ Deficit in the plan	517	-	573	-	555	-	506	-	388	-
	66	-	40	-	21	-	(66)	-	(12)	-
(ii) Experience adjustments										
On plan liabilities	(137)	(59)	(7)	(106)	(64)	61	(70)	(363)	54	6
On plan assets	(4)	-	(3)	-	5	-	6	-	(4)	-
Total experience Adjustments	(133)	(59)	(4)	(106)	(69)	61	(76)	(363)	58	6

#### 14) Segment reporting:

The Company operates in two business segments i.e. Power generation and Associated business activities (termed as "Others"). Associated business activities include project management, supervision and support services for generation and allied processes. Business segments have been identified as reportable primary segment in accordance with Accounting Standard 17 'Segment Reporting' as prescribed under Companies (Accounting Standards) Rules, 2006, taking into account the organisational and internal reporting structure as well as evaluation of risk and return for these segments. Segment reporting policies are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included as "un-allocable".

**Geographical Segments:** The Company's operations are mainly confined within India and as such there are no reportable geographical segments.

#### Information about business segments - Primary

Particulars	Rupees in lakhs							
	Year ended March 31, 2015				Year ended March 31, 2014			
	Power Generation	Others	Unallocable	Total	Power Generation	Others	Unallocable	Total
<b>Revenue</b>								
External revenue	4,522	9,098	-	13,620	3,287	5,882	-	9,169
<b>Total revenue</b>	<b>4,522</b>	<b>9,098</b>	<b>-</b>	<b>13,620</b>	<b>3,287</b>	<b>5,882</b>	<b>-</b>	<b>9,169</b>

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

Particulars	Rupees in lakhs							
	Year ended March 31, 2015				Year ended March 31, 2014			
	Power Generation	Others	Unallocable	Total	Power Generation	Others	Unallocable	Total
<b>Result</b>								
Segment result	2,617	-	-	2,617	1,622	562	-	2,184
Corporate income (Net of corporate expenses)	-	-	5,385	5,385	-	-	(696)	(696)
Interest income (Net of interest and finance charges)	-	-	(5,170)	(5,170)	-	-	4,626	4,626
<b>Profit before taxation</b>	<b>2,617</b>	<b>-</b>	<b>215</b>	<b>2,832</b>	<b>1,622</b>	<b>562</b>	<b>3,930</b>	<b>6,114</b>
Taxes	-	-	322	322	-	-	466	466
<b>Profit after tax</b>	<b>2,617</b>	<b>-</b>	<b>(107)</b>	<b>2,510</b>	<b>1,622</b>	<b>562</b>	<b>3,464</b>	<b>5,648</b>
<b>Other Information</b>								
Segment assets	32,931	4,969	2,121,549	2,159,449	46,295	12	2,027,290	2,073,597
Segment liabilities	21,374	-	439,959	461,333	26,166	5,713	359,021	390,900
Capital expenditure	-	-	116	116	32,306	-	316	32,622
Depreciation	1,430	-	557	1,987	1,171	-	430	1,601
Non cash expenses other than depreciation	-	-	14	14	-	-	4,845	4,845

#### 15) Related party transactions:

As per Accounting Standard-18 'Related Party Disclosures' as prescribed under Companies (Accounting Standards) Rules, 2006, the Company's related parties and transactions are disclosed below:

##### A. Parties where control exists:

###### Subsidiaries (Direct and step-down subsidiaries):

1. Sasan Power Limited (SPL)
2. Rosa Power Supply Company Limited (RPSCL)
3. Maharashtra Energy Generation Limited (MEGL)
4. Vidarbha Industries Power Limited (VIPL)
5. Tato Hydro Power Private Limited (THPPL)
6. Siyom Hydro Power Private Limited (SHPPL)
7. Chitrangi Power Private Limited (CPPL)
8. Urthing Sobla Hydro Power Private Limited (USHPPL)
9. Kalai Power Private Limited (KPPL)
10. Coastal Andhra Power Limited (CAPL)
11. Reliance Coal Resources Private Limited (RCRPL)
12. Amulin Hydro Power Private Limited (AHPPL)
13. Emini Hydro Power Private Limited (EHPPL)
14. Mihundon Hydro Power Private Limited (MHPPL)
15. Jharkhand Integrated Power Limited (JIPL)
16. Reliance CleanGen Limited (RCGL)
17. Rajasthan Sun Technique Energy Private Limited (RSTEPL)
18. Dhursar Solar Power Private Limited (DSPPL)
19. Moher Power Limited (MPL)
20. Samalkot Power Limited (SMPL)
21. Reliance Prima Limited (RPrima)
22. Atos Trading Private Limited (ATPL)
23. Atos Mercantile Private Limited (AMPL)
24. Coastal Andhra Power Infrastructure Limited (CAPIL)
25. Reliance Power Netherlands BV (RPN)
26. PT Heramba Coal Resources (PTH)
27. PT Avaneesh Coal Resources (PTA)

Notes to the abridged financial statements for the year ended March 31, 2015

28. Reliance Natural Resources Limited (RNRL)
29. Reliance Natural Resources (Singapore) Pte. Limited (RNRL- Singapore)
30. Reliance Solar Resources Power Private Limited (RSRPPL)
31. Erstwhile Reliance Clean Power Private Limited (RCPPL) (Refer note 9)
32. Reliance Wind Power Private Limited (RWPPL)
33. Reliance Green Power Private Limited (RGPPL)
34. PT Sumukha Coal Services (PTS)
35. PT Brayan Bintang Tiga Energi (BBE)
36. PT Sriwijaya Bintang Tiga Energi (SBE)
37. Shangling Hydro Power Private Limited (SPPL)
38. Sumte Kothang Hydro Power Private Limited (SKPL)
39. Teling Hydro Power Private Limited (TPPL)
40. Lara Sumta Hydro Power Private Limited (LHPPL)
41. Purthi Hydro Power Private Limited (PHPPL)
42. Reliance Geothermal Power Private Limited (RGTPPL) (w.e.f. January 17, 2015)

**B (I). Investing parties/ promoters having significant influence on the Company directly or indirectly**

**Companies**

Reliance Infrastructure Limited (R Infra)

**Individual**

Shri Anil D Ambani

**B (II). Other related parties with whom transactions have taken place during the year:**

- (i) Key Management Personnel:
  1. Shri J P Chalasani (Chief Executive Officer) (upto October 31, 2013)
  2. Shri Ramaswami Kalidas (Company Secretary and Manager)
  3. Shri Venugopala Rao (Chief Financial Officer) (up to September 26, 2014)
  4. Shri Ashutosh Agarwala (Chief Financial Officer) (w.e.f. September 26, 2014)
- (ii) Enterprises over which individual described in clause B (I) above have control:
  1. Reliance Infocomm Infrastructure Limited (RIIPL)
  2. Reliance General Insurance Company Limited (RGICL)
  3. Reliance Communication Infrastructure Limited (RCIL)
  4. Reliance Capital Limited (RCL)
  5. Reliance Communication Limited (RCom)

**C Details of transactions during the year and closing balance at the end of the year**

	Rupees in lakhs	
	2014-2015	2013-2014
<b>(i) Transactions during the year:</b>		
<b>Sales</b>		
- R Infra (Sale of Energy including infirm power)	4,522	3,905
- VIPL (Sale of Coal)	3,768	5,321
<b>Service Income (including applicable taxes)</b>		
- JIPL	112	112
- KPPL	22	22
- RPSCL	112	112

## Reliance Power Limited

Notes to the abridged financial statements for the year ended March 31, 2015

	Rupees in lakhs	
	2014-2015	2013-2014
- SHPPL	22	22
- SPL	5,506	112
- THPPL	22	22
- USHPPL	22	22
- VIPL	56	56
- RSTEPL	56	56
- DSPPL	56	56
<b>Fuel handling and service charges</b>		
- R Infra	-	31
<b>Interest Income</b>		
- RCRPL	465	-
<b>Dividend income on preference shares</b>		
- RNRL Singapore	847	-
<b>Interest expense</b>		
- R Infra	8,834	239
- MEGL	11	-
- RPSCL	-	5,501
<b>Remuneration to key management personnel</b>		
- Shri J P Chalasani	-	202
- Shri Ramaswami Kalidas	50	47
- Shri Venugopala Rao	49	-
- Shri Ashutosh Agarwala	99	-
<b>Sitting fees</b>		
- Shri Anil D Ambani	2	1
<b>Administration and other expenses</b>		
- RIIPPL	105	227
- RGICL	65	195
- RCGL	1	1
- R Infra	-	3
<b>Reimbursement of expenses and advances given</b>		
- AHPPL	2	4
- AMPL	4	4
- ATPL	-	@
- CAPIL	203	823
- CAPL	557	2
- CPPL	117	86
- DSPPL	2	5
- EHPPL	1	2
- JIPL	873	922
- KPPL	5	8
- MEGL	-	1
- RCRPL	141	80
- RNRL	1,148	937
- RPrima	-	4

@ Amount is below the rounding off norm adopted by the Company



## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

	Rupees in lakhs	
	2014-2015	2013-2014
- RPSCL	79	85
- RSTEPL	120	136
- SHPPL	14	11
- SMPL	72	77
- SPL	451	493
- THPPL	16	20
- VIPL	915	5,216
- RGPPL	76	32
- RGTPL	25	-
 <b>Inter-corporate deposits received from subsidiaries</b>		
- RPSCL	123,280	192,440
- DSPPL	4,761	8,290
- VIPL	4,589	-
- MEGL	11	-
- RCGL	-	41,149
- JIPL	-	12,350
- CAPL	-	235
 <b>Refund of inter-corporate deposits received from subsidiaries</b>		
- RPSCL	50,263	31,927
- DSPPL	4,135	440
- JIPL	1,954	14,300
- CPPL	477	281
- CAPL	235	-
- MEGL	3	1
- RCGL	-	41,148
- VIPL	-	11,470
- SHPPL	-	135
 <b>Inter-corporate deposits given to subsidiaries</b>		
- AHPPL	31	-
- AMPL	50	-
- ATPL	1	-
- CPPL	1,452	-
- CAPL	456	-
- CAPL	96	284
- DSPPL	-	80
- EHPPL	20	-
- KPPL	252	-
- LHPL	5	-
- RSTEPL	13,721	3,100
- RCRPL	11,493	9,300
- RCGL	75,470	11,800
- MHPPL	1	-
- RGPPL	29	-
- RNRL	2	-
- RPrima	1	-
- SPL	14,003	-
- SPPL	5	-
- SHPPL	350	-
- SKPL	1	-
- THPPL	485	-
- TPPL	6	-
- USHPL	25	-
- VIPL	11,925	29,160

## Reliance Power Limited

Notes to the abridged financial statements for the year ended March 31, 2015

	Rupees in lakhs	
	2014-2015	2013-2014
<b>Refund of inter-corporate deposits given to subsidiaries</b>		
- AMPL	7	-
- CAPL	-	284
- DSPPL	-	2,018
- CPPL	1	-
- RNRL	2	-
- RCGL	72,896	2,000
- SPL	3	-
- RSTEPL	-	3,100
- VIPL	27,026	14,060
<b>Inter-corporate deposits received</b>		
- R Infra	139,000	-
<b>Refund of Inter-corporate deposits</b>		
- R Infra	85,085	-
<b>Redemption of non-convertible debentures</b>		
- R Infra	110,000	-
<b>Advance received</b>		
- VIPL (towards supply of coal)	-	11,300
<b>Purchase of shares (Refer note 3.11.1 and 3.11.2):</b>		
- RPSCL (Equity shares of erstwhile RCPPL)	-	2,563
- RPSCL (7.5% Preference shares of erstwhile RCPPL)	-	2,514
- RCGL (Equity shares of erstwhile RCPPL)	-	2,568
- RCGL (7.5% Preference shares of erstwhile RCPPL)	-	2,616
<b>Sale of shares (Refer note 3.11.1 and 3.11.2):</b>		
- RPSCL (7.5% Preference shares of VIPL)	-	1,428
- RPSCL (7.5% Preference shares of SHPPL)(Refer note 15 C (iii) (d))	-	3,648
<b>Investment in debentures</b>		
- CPPL	127,000	-
<b>Share application money given</b>		
- AHPPL	-	48
- AMPL	-	53
- CAPIL	-	1,055
- EHPPL	-	25
- JIPL	-	@
- KPPL	-	508
- LHPPL	-	14
- MHPPL	-	2
- RCGL	-	770
- RCRPL	-	4,045
- RPrima	-	23
- RPSCL	-	2,180
- RSTEPL	-	16,320
- SHPPL	-	380
- SPL	94,720	111,735
- SPPL	-	1

@ Amount is below the rounding off norm adopted by the Company

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

	Rupees in lakhs	
	2014-2015	2013-2014
- THPPL	-	953
- TPPL	-	11
- USHPPL	-	37
- VIPL	<b>8,857</b>	21,200
<b>Share application money refunded</b>		
- RCGL	-	14,648
<b>Guarantees issued</b>		
- RGPPL	<b>9,700</b>	940
- RGPPL	<b>1,756</b>	-
- SPL	<b>267</b>	-
- SMPL	<b>28</b>	-
- CAPIL	<b>12</b>	79
- VIPL	<b>12</b>	868
- RPN	-	20,439
- RPSCL	<b>50,000</b>	-
<b>(ii) Closing Balance :</b>		
<b>Investment in subsidiaries:</b>		
<b>Equity shares</b>		
- AHPPL	<b>3,833</b>	3,833
- AMPL	<b>31</b>	31
- ATPL	<b>401</b>	401
- CAPIL	<b>1,534</b>	1,534
- CAPL	<b>5,100</b>	5,100
- CPPL	<b>1</b>	1
- DSPPL	<b>8,941</b>	8,941
- EHPPL	<b>3,547</b>	3,547
- JIPL	<b>1,004</b>	1,004
- KPPL	<b>2,236</b>	2,236
- MEGL	<b>8</b>	8
- MHPPL	<b>2,404</b>	2,404
- RCRPL	<b>20,894</b>	20,894
- RNRL (Singapore)	<b>42</b>	42
- RNRL	<b>5</b>	5
- RCGL	<b>115,004</b>	115,004
- RPrima	<b>5</b>	5
- RPSCL	<b>116,740</b>	116,740
- RSTEPL	<b>28,465</b>	28,465
- SHPPL	<b>2,491</b>	2,491
- SPL	<b>412,112</b>	337,392
- THPPL	<b>114</b>	114
- USHPPL	<b>81</b>	81
- VIPL	<b>11,109</b>	10,223
- SPPL	<b>489</b>	489
- TPPL	<b>995</b>	995
- SKPL	<b>1,354</b>	1,354
- LHPPL	<b>1,094</b>	1,094
- PHPPL	<b>3,054</b>	3,054
- SMPL	<b>60,000</b>	60,000

## Reliance Power Limited

Notes to the abridged financial statements for the year ended March 31, 2015

	Rupees in lakhs	
	2014-2015	2013-2014
<b>Preference shares</b>		
- AHPPL	116	116
- AMPL	323	323
- ATPL	188	188
- CPPL	5,380	5,380
- CAPIL	1,320	1,320
- JIPL	17,784	17,784
- RNRL (Singapore)	172,062	165,214
- RPSCL	29,863	29,863
- SHPPL	380	380
- SPL	357,888	337,888
- THPPL	953	953
- KPPL	1,260	1,260
- MEGL	1,345	1,345
- DSPPL	8,940	8,940
- RCGL	129,000	129,000
- RPrima	284	284
- EHPPL	54	54
- LHPPL	1,079	1,079
- MHPPL	4	4
- PHPPL	3,019	3,019
- RSTEPL	28,563	28,563
- SPPL	456	456
- SKPL	1,320	1,320
- TPPL	969	969
- USHPPL	1,624	1,624
- VIPL	94,044	86,073
<b>Debentures</b>		
- CAPL	100,000	100,000
- CPPL	127,000	-
<b>Loans and advances*</b>		
- AHPPL	31	-
- AMPL	43	-
- ATPL	1	-
- CAPIL	456	@
- CAPL	375	-
- CPPL	1,451	127,158
- DSPPL	-	14
- EHPPL	20	-
- JIPL	-	28
- KPPL	252	6
- LHPL	5	-
- MHPPL	1	-
- RSTEPL	13,721	14
- RCGL	14,373	11,800
- RGPPL	77	-
- RCRPL	20,861	9,336
- RNRL	4,252	3,104
- RPrima	1	-
- TPPL	6	-

@ Amount is below the rounding off norm adopted by the Company

\*Includes Inter-corporate deposits, share application money and other receivables

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

	Rupees in lakhs	
	2014-2015	2013-2014
- SKPL	1	-
- SHPPL	350	6
- SMPL	33	31
- SPL	14,083	28
- THPPL	485	6
- USHPPL	25	6
- VIPL	-	20,157
- SPPL	5	-
- RGTPL	25	-
<b>Short-term borrowings – Inter-corporate deposits</b>		
- RPSCL	261,008	187,990
- DSPPL	8,476	7,850
- VIPL	4,589	-
- JIPL	2,695	4,650
- MEGL	146	138
- CPPL	-	477
- CAPL	-	235
- R Infra	53,915	-
<b>Non-Convertible Debentures</b>		
- R Infra	-	110,000
<b>Other current liabilities</b>		
- R Infra	6,113	114
- VIPL	-	5,713
<b>Trade payables</b>		
- RIPL	943	838
<b>Trade receivables</b>		
- R Infra	413	473
- SPL	4,969	-
<b>Other current assets</b>		
- RNRL (Singapore)	1,721	826
- RCRPL	418	-
<b>Guarantees issued</b>		
- SPL	51,441	51,181
- CAPL	30,000	47,060
- JIPL	80,815	80,821
- VIPL	4,073	9,424
- CAPIL	12	142
- ATPL	-	5
- CPPL	11,508	11,508
- RSTEPL	11,471	11,471
- RPN (USD 34 Million (Previous year: USD 34 Million))	21,281	20,439
- SMPL	95	67
- THPPL	71	71
- RGPPL	12,699	3,940
- RGTPL	1,756	-
- RPSCL	50,000	-

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

#### (iii) Other transactions:

- (a) As per the terms of sponsor support agreement entered for the purpose of security of term loans availed by subsidiaries, the Company is required to pledge following percentage of its shareholding in the respective subsidiaries.
- 100% of equity shares of Sasan Power Limited.
  - 100% of equity shares of Dhursar Solar Power Private Limited.
  - 100% of equity shares of Rajasthan Sun Technique Energy Private Limited.
  - 100% of preference shares of Sasan Power Limited.
  - 100% of preference shares of Dhursar Solar Power Private Limited.
  - 100% of preference shares of Rajasthan Sun Technique Energy Private Limited.
- (b) The Company has given commitments/ guarantees for loans taken by SPL, SMPL, VIPL, DSPL and RSTEPL. (Refer note 4 (b)).
- (c) During the previous year, Company has sold (at estimated fair value) 892,000 7.5% 15 years Non Cumulative Non Convertible Redeemable Preference Shares (NCRPS) issued by one wholly owned subsidiary to another wholly owned subsidiary. The Preference Shares have been sold for ₹ 3,648 lakhs and the resultant loss of ₹ 4,798 lakhs on sale of Investment has been charged off to the Statement of Profit and Loss account. This loss has no impact on the consolidated accounts of the Company.
- (iv) The above disclosures do not include transactions with public utility service providers, viz., electricity, telecommunications in the normal course of business.

#### 16) Disclosure of loans and advances to subsidiaries pursuant to Clause 32 of the listing agreement:

Name of Subsidiaries	Rupees in lakhs			
	Amount outstanding*		Maximum amount outstanding	
	As at March 31, 2015	March 31, 2014	during the year 2014-2015	2013-2014
Amulin Hydro Power Private Limited	31	-	31	48
Atos Mercantile Private Limited	43	-	43	323
Atos Trading Private Limited	1	-	1	188
Chitrangi Power Private Limited	1,451	127,158	128,693	127,439
Coastal Andhra Power Infrastructure Limited	456	@	505	1,305
Coastal Andhra Power Limited	375	-	610	629
Dhursar Solar Power Private Limited	-	14	2,238	2,018
Emini Hydro Power Private Limited	20	-	20	25
Jharkhand Integrated Power Limited	-	28	1,955	7,643
Kalai Power Private Limited	252	6	258	508
Maharashtra Energy Generation Limited	-	-	3	1
Mihundon Hydro Power Private Limited	1	-	1	2
Rajasthan Sun Technique Energy Private Limited	13,721	14	13,764	30,146
Reliance CleanGen Limited	14,373	11,800	57,605	21,762
Reliance Coal Resources Private Limited	20,861	9,336	21,281	13,381
Reliance Natural Resources Limited	4,252	3,104	4,266	3,104
Reliance Prima Limited	1	-	1	284
Rosa Power Supply Company Limited	-	-	112	2,502
Samalkot Power Limited	33	31	37	42
Sasan Power Limited	14,083	28	56,985	111,757
Siyom Hydro Power Private Limited	350	6	357	515
Tato Hydro Power Private Limited	485	6	492	959
Urthing Sobla Hydro Power Private Limited	25	6	31	3,247
Vidarbha Industries Power Limited	-	20,157	34,344	55,680
Lara Sumta Hydro Power Private Limited	5	-	5	14

@ Amount is below the rounding off norm adopted by the Company

\*Including share application money and inter-corporate deposits

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

Name of Subsidiaries	Rupees in lakhs			
	Amount outstanding*		Maximum amount outstanding during the year	
	As at March 31, 2015	March 31, 2014	2014-2015	2013-2014
Sumte Kothang Hydro Power Private Limited	1	-	1	-
Shangling Hydro Power Private Limited	5	-	5	1
Teling Hydro Power Private Limited	6	-	6	11
Reliance Green Power Private Limited	77	-	98	22
Reliance Geothermal Power Private Limited	25	-	25	-

\*Including share application money and inter-corporate deposits

As at the year-end, the Company;

- a) has no loans and advances in the nature of loans, wherein there is no repayment schedule or repayment is beyond seven years and
- b) has no loans and advances in the nature of loans to firms/ companies in which directors are interested.

#### 17) Earnings per share:

Particulars	Year ended	Year ended
	March 31, 2015	March 31, 2014
<b>Profit available to equity shareholders</b>		
Profit after tax (A) (Rupees in lakhs)	2,510	5,648
<b>Number of equity shares</b>		
Weighted average number of equity shares outstanding (Basic) (B)	2,805,126,466	2,805,126,466
Basic and diluted earnings per share (A / B) (₹)	0.09	0.20
Nominal value of an equity share (₹)	10.00	10.00

#### 18) The year-end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

	As at March 31, 2015		As at March 31, 2014	
	USD	Rupees in lakhs	USD	Rupees in lakhs
<b>Receivable in foreign currency:</b>				
Investment in preference shares	274,900,000	172,062	274,900,000	165,214
Dividend receivable on preference shares	2,749,000	1,721	1,374,500	826
<b>Payable in foreign currency:</b>				
Borrowings	20,967,500	13,124	22,967,500	13,803
Interest accrued but not due	258,335	162	295,563	178

#### 19) Earnings in foreign currency:

Particulars	Rupees in lakhs	
	Year ended March 31, 2015	Year ended March 31, 2014
Dividend on preference shares	847	-

#### 20) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Disclosure of amounts payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act. There are no overdue principal amounts/ interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

#### 21) Exchange Difference on Long-term Monetary Items

In respect of exchange difference arising on Long-term foreign currency monetary items, the Company has availed the option available in the Companies (Accounting Standard) (Second Amendment) Rules, 2011, vide notification dated December 29, 2011 issued by Ministry of Corporate Affairs. Accordingly, the Company has accumulated a gain of ₹ 28,384 lakhs (Previous year: ₹ 29,407 lakhs) to "Foreign currency monetary item translation difference account" towards exchange variation on revaluation of Long-term monetary items other than on account of depreciable assets and the Company has adjusted the value of Plant and equipment by ₹ 558 lakhs (Previous year: ₹ 1,115 lakhs) towards the exchange difference arising on Long-term foreign currency monetary liabilities towards depreciable assets.

## Reliance Power Limited

### Notes to the abridged financial statements for the year ended March 31, 2015

#### 22) Corporate social responsibility (CSR)

The Company is under obligation to incur an expenditure of ₹318 lakhs, being 2% of the average net profits during the three immediately preceding financial years, towards CSR calculated in the manner as stated in the Act. Accordingly, the Company has made a contribution of ₹ 587 lakhs to a Non-profit organization to facilitate the setting up of day care oncology centers in different districts of Maharashtra.

23) Consequent to the Act, being effective from April 1, 2014, the Company has provided depreciation based on useful life as prescribed under Part A and Part C of Schedule II of the Act. Had the Company continued the earlier accounting policy, depreciation for the year would have been lower by ₹ 113 lakhs and profit would have been higher by an equivalent amount.

24) The Company's wind power project at Vashpet is eligible for a tax holiday under Section 80- IA of Income Tax Act, 1961. Considering the principles of prudence and virtual certainty, the Company has not recognised a net deferred tax asset amounting to ₹ 85 lakhs.

25) The figures for the previous year are re-classified/ re-grouped, wherever considered necessary.

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
*Chartered Accountants*

**Uday Shah**  
*Partner*  
Membership No: 46061

Place : Mumbai  
Date : May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
*Chartered Accountants*

**Vijay Napawaliya**  
*Partner*  
Membership No: 109859

Place : Mumbai  
Date : May 26, 2015

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer

**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015



## Independent Auditors' Report

### To the Members of Reliance Power Limited

#### Report on the Abridged Consolidated Financial Statements

1. The accompanying abridged consolidated financial statements of Reliance Power Limited ("the Company") and its subsidiaries; hereinafter referred to as the "Group" (refer note 3(II) to the attached abridged consolidated financial statements), comprise the abridged consolidated Balance Sheet as at March 31, 2015, the abridged consolidated Statement of Profit and Loss and abridged consolidated Cash Flow Statement related for the year then ended together with the related notes, which we have signed under reference to this report.
2. These abridged consolidated financial statements are derived from the consolidated audited financial statements of the Company for the year ended March 31, 2015 prepared by the Company's Management in accordance with the accounting principles generally accepted in India, covered by our attached report of even date to the Members of the Company, in which we have expressed an unmodified audit opinion.
3. The abridged consolidated financial statements do not contain all the disclosures required by Accounting Standard ("AS") 21 – 'Consolidated Financial Statements' and AS 27 – 'Financial Reporting of Interests in Joint Ventures' notified under Section 133 of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and Schedule III to the Act applied in the preparation of the audited consolidated financial statements of the Company. Reading the abridged consolidated financial statements, therefore, is not a substitute for reading the audited consolidated financial statements of the Company.

#### Management's Responsibility for the Abridged Consolidated Financial Statements

4. The Company's Management is responsible for the preparation of the abridged consolidated financial statements in accordance with Rule 10 of the Companies (Accounts) Rules, 2014 and based on the consolidated audited financial statements for the year ended March 31, 2015. The Company's Management (including Directors) are ultimately responsible for the designing, implementing and maintaining internal financial control relevant to the preparation and presentation of the abridged consolidated financial statements that are consistent with the audited consolidated financial statements and are free from material misstatement, whether due to fraud or error; and also includes appropriate interpretation and application of the relevant provisions of the Rules and the Act.
5. The Company's Management (including directors) is also responsible for ensuring that the Company complies with the requirements of the Rules.

#### Auditors' Responsibility

6. Our responsibility is to express an opinion on the abridged consolidated financial statements based on our procedures, which were conducted in accordance with Standard on Auditing (SA) 810, 'Engagements to Report on Summary Financial Statements', issued by the Institute of Chartered Accountants of India.

#### Opinion

7. In our opinion, the accompanying abridged consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements of the Company as at and for the year ended March 31, 2015 prepared in accordance with the requirements of Accounting Standard ("AS") 21 – 'Consolidated Financial Statements' and AS 27 – 'Financial Reporting of Interests in Joint Ventures', and covered by our attached report of even date to the Members of the Company, in accordance with the Rules.

#### Emphasis of Matter

8. We draw attention to Note 9 of the accompanying Notes to the abridged consolidated financial statements for the year ended as on March 31, 2015, regarding continued uncertainty as to the availability of the natural gas supply and as such the accompanying financial statements do not include any adjustment that might result from the outcome of the said uncertainty on commissioning of the Samalkot Power Limited's plant. Our opinion is not modified in respect of this matter.

#### Other Matter

9. The financial statements of 11 subsidiaries included in the Abridged Consolidated Financial Statements, which constitute total assets of Rs. 317,688 lakhs and net assets of Rs. 313,194 lakhs as at March 31, 2015, total revenue of Rs. 242 lakhs, net loss of Rs. 2,592 lakhs and net cash inflows amounting to Rs. 154 lakhs for the year then ended; have been audited by Chaturvedi & Shah on whose reports Price Waterhouse has placed reliance for the purpose of this report.
10. We did not audit the financial statements/ financial information of 24 subsidiaries, whose financial statements / financial information reflect total assets of Rs. 268,330 lakhs and net assets of Rs. 246,840 lakhs as at March 31, 2015, total revenue of Rs. 9,231 lakhs, net loss of Rs. 1,096 lakhs and net cash outflows amounting to Rs. 108,236 lakhs for the year ended on that date, as considered in the Abridged Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Abridged Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the Abridged consolidated financial statements, is not modified in respect of this matters.

**For Price Waterhouse**  
Firm Regn. No: 301112E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061  
Place: Mumbai  
Date: May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859  
Place: Mumbai  
Date: May 26, 2015

# Reliance Power Limited

## Independent Auditors' Report

### To the Members of Reliance Power Limited

#### Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Reliance Power Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") (refer Note 2 (b)(ii) to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2015, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

#### Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors are also responsible for ensuring the accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group respectively and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 9 and 10 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

#### Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2015 and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Emphasis of Matter

8. We draw attention to Note 9 of the accompanying Notes to the Consolidated Financial Statements for the year ended as on March 31, 2015, regarding continued uncertainty as to the availability of the natural gas supply and as such the accompanying Consolidated Financial Statements do not include any adjustment that might result from the outcome of the said uncertainty on commissioning of the Samalkot Power Limited's plant. Our opinion is not modified in respect of this matter.

## Independent Auditors' Report

### Other Matter

9. The financial statements of 11 subsidiaries included in the Consolidated Financial Statements, which constitute total assets of ₹ 317,688 lakhs and net assets of ₹ 313,194 lakhs as at March 31, 2015, total revenue of ₹ 242 lakhs, net loss of ₹ 2,592 lakhs and net cash inflows amounting to ₹ 154 lakhs for the year then ended; have been audited by Chaturvedi & Shah on whose reports Price Waterhouse has placed reliance for the purpose of this report.
10. We did not audit the financial statements/ financial information of 24 subsidiaries, whose financial statements / financial information reflect total assets of ₹ 268,330 lakhs and net assets of ₹ 246,840 lakhs as at March 31, 2015, total revenue of ₹ 9,231 lakhs, net loss of ₹ 1,096 lakhs and net cash outflows amounting to ₹ 108,236 lakhs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the Consolidated Financial Statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

11. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
12. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of one of the joint auditors and other auditors.
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.

- d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. As explained in the Emphasis of Matter paragraph above, the functioning of the Samalkot Power Limited's plant would be effected by the outcome of uncertainty as to availability of the natural gas supply on commissioning of the Samalkot Power Limited's plant.
- f. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations as at March 31, 2015 on the consolidated financial position of the Group- Refer Note 4, 8, 12, 22, 27, 28 and 30 to the Consolidated Financial Statements.
- ii. The Group has long term contracts including derivative contracts as at March 31, 2015 for which there were no material foreseeable losses as required under the applicable law or accounting standards in respect of the Consolidated Financial Statements.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company during the year ended March 31, 2015. There were no amounts which were recognized to be transferred to the Investor Education and Protection Fund by its subsidiary companies incorporated in India during the year ended March 31, 2015.

**For Price Waterhouse**  
Firm Regn. No: 301112E  
*Chartered Accountants*

**For Chaturvedi & Shah**  
Firm Regn. No: 101720W  
*Chartered Accountants*

**Uday Shah**  
*Partner*  
Membership No: 46061

**Vijay Napawaliya**  
*Partner*  
Membership No: 109859

Place: Mumbai  
Date: May 26, 2015

Place: Mumbai  
Date: May 26, 2015

## Reliance Power Limited

### Annexure to Independent Auditors' Report

Referred to in paragraph 11 of the Independent Auditors' Report of even date to the members of Reliance Power Limited on the consolidated financial statements for the year ended March 31, 2015

Our reporting on the Order includes subsidiaries incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these subsidiaries is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

- i.
  - (a) The Holding Company and its subsidiaries incorporated in India (Subsidiaries) are maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
  - (b) The fixed assets of the Holding Company and 19 subsidiaries have been physically verified by the Management of the respective entities during the year and in 5 subsidiaries according to phased programme designed to cover all of assets within period of 3 years, which in our opinion and in opinion of other auditors, is reasonable. There were no material discrepancies that have been noticed on such physical verification. 9 subsidiaries does not have any fixed assets and provisions of clause 3(I) of the said order are not applicable.
- ii. In respect of the inventories of the Holding Company and its subsidiaries :
  - (a) The inventory has been physically verified by the respective Management of the Holding Company and its subsidiaries, except for inventory lying with third parties in case of 1 subsidiary. In respect of inventory lying with third parties for the aforesaid Subsidiary, these have substantially been confirmed by them. In our opinion and in opinion of other auditors, the frequency of verification is considered reasonable.
  - (b) In our opinion and in opinion of other auditors, the procedures of physical verification of inventory followed by the respective Management of the Holding Company and its Subsidiaries are reasonable and adequate in relation to the size of the aforesaid Holding Company and its Subsidiaries and the nature of their respective businesses.
  - (c) In our opinion and in opinion of other auditors, the Holding Company and its Subsidiaries are maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- iii. The Holding Company and its Subsidiaries have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable.
- iv. In our opinion and in opinion of other auditors and according to the information and explanations given to us and to other auditors, there is an adequate internal control system commensurate with the size of the Holding Company and its Subsidiaries and the nature of their respective businesses for the purchase of inventory and fixed assets and for the sale of electricity/goods. Further, according to the information and explanations given to us and to the other auditors, during the course of our audit and audit of other auditors, we and others auditors have neither come across , nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. The Holding Company and its Subsidiaries have not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified. According to the information and explanations given to us and other auditors, during the year under audit, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- vi. According to the information and explanations given to us and to other auditors, in our opinion and in opinion of other auditors, the Holding Company and its 4 Subsidiaries have, prima facie made and maintained the prescribed cost records pursuant to the Companies (Cost and Audit), Rules , 2014, as amended prescribed by the central government under subsection (1) of Section 148 of the Companies Act 2013. Neither we nor the other auditors have, however, made a detailed examination of the cost records with a view to determined whether they are accurate or complete. In respect of 26 subsidiaries, the above said rules are not applicable.
- vii.
  - (a) In our opinion and in opinion of other auditors, according to the information and explanations given to us and to other auditors, except for dues in respect of Electricity Duty and Energy Development Cess (Refer Note 37 of the Consolidated Financial Statements) and Gramin Sarvachna Tax, the Holding Company and its subsidiaries, are generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs , duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. The extent of the arrears of statutory dues outstanding as at March 31, 2015, for a period of more than six months from the date they became payable are as follows:

## Reliance Power Limited

### Annexure to Independent Auditors' Report

Name of the company	Relationship	Name of the statute	Nature of dues	Amount (₹ In lakhs)	Period to which the amount relates	Due date	Date of Payment
Sasan Power Limited	Subsidiary Company	The Madhya Pradesh Gramin Avsanrachna Tatha Sadak Vikas Adhiniyam, 2005	Gramin Sarvachna Tax	296	2013-14 and 2014-15	Monthly	Not paid
Sasan Power Limited	Subsidiary Company	The Madhya Pradesh Vidyut Shulk Adhiniyam 2012	Electricity duty and energy development cess	14,453	2013-14 and 2014-15	Monthly	Not Paid

- (b) According to the information and explanations given to us and to other auditors and based on the reports of the other auditors, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, duty of excise, value added tax, cess which have not been deposited on account of any dispute except in case of dues under Andhra Pradesh Agricultural Land (Conversion for Non Agricultural Purposes) Act, 2006 as at March 31, 2015, which has not been deposited since it has been requested for a waiver, for which details are as follows:

Name of the company	Relationship	Name of the statute	Nature of dues	Amount (₹ In lakhs)	Period to which the amount relates
Coastal Andhra Power Limited	Subsidiary Company	Andhra Pradesh Agricultural Land (Conversion for Non Agricultural Purposes) Act, 2006	Conversion Fee (including Penalty)	387	2009-10
				24	2010-11

- (c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provision of the Companies Act, 1956 and the rule made there under by the Holding Company. There were no amounts which were recognized to be transferred to the Investor Education and Protection Fund by its subsidiary companies.

- viii. The Group, Holding Company and its subsidiaries do not have any accumulated losses as at the end of the financial year, except in case of 19 Subsidiaries where the accumulated loss did not exceed fifty percent of net worth. The Group, Holding Company and its Subsidiaries have not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year, except in case of 23 subsidiaries where they have incurred cash loss in the financial year and on that date and in the immediately preceding financial year.
- ix. In our opinion and in opinion of other auditors, and according to the information and explanations given to us and to other auditors, the Holding Company and its subsidiaries have not defaulted in the repayment of dues to financial institutions, bank and debenture holders as the Balance Sheet Date.
- x. In our opinion and in opinion of other auditors, and according to the information and explanations given to us and to other auditors, the Group has not given any guarantee for loan taken by others from bank and financial institutions during the year. Accordingly, the provisions of Clause 3 (X) of the order are applicable to the Group.
- xi. In our opinion and in opinion of other auditors, and according to the information and explanations given to us and to other auditors, except for unutilised proceeds of term loans obtained to the extent of ₹ 113,632 lakhs that were obtained for capital expenditure but held in corporate deposit, fixed deposit/ current accounts, mutual funds at the year end, the term loans obtained by the Holding Company and its Subsidiaries have been applied for the purposes for which they were obtained.
- xii. According to the information and explanations given to us and to other auditors, and based on the reports of the other auditors, we/the other auditors have neither come across any instance of material fraud on or by the Holding Company and its Subsidiaries noticed or reported during the year, nor have we/the other auditors been informed of any such case by the respective Managements of the aforesaid Holding Company and its Subsidiaries.

**For Price Waterhouse**  
Firm Regn. No: 301112E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

Place: Mumbai  
Date: May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

Place: Mumbai  
Date: May 26, 2015

## Reliance Power Limited

### Abridged Consolidated Balance Sheet as at March 31, 2015

(Statement containing salient features of Balance Sheet as per Section 136 (1) and Rule 10 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013)

Particulars	As at March 31, 2015 Rupees in lakhs	As at March 31, 2014 Rupees in lakhs
<b>I Equity and Liabilities</b>		
<b>(1) Shareholders' Funds</b>		
(a) Paid-up share capital – equity	280,513	279,663
(b) Reserves and surplus		
(i) Capital reserves	8,337	8,337
(ii) Securities premium account	1,104,823	1,091,741
(iii) General reserve	107,230	107,230
(iv) Debenture redemption reserve	3,420	4,539
(v) General reserve (arisen pursuant to composite scheme of arrangement)	111,957	111,957
(vi) Surplus in the Statement of Profit and Loss	446,920	343,376
	<u>2,063,200</u>	<u>1,946,843</u>
<b>(2) Minority Interest</b>	150	150
<b>(3) Non-current liabilities</b>		
(a) Long-term borrowings	2,822,055	2,625,351
(b) Other Long-term liabilities	297,369	279,094
(c) Long-term provisions	12,210	6,428
	<u>3,131,634</u>	<u>2,910,873</u>
<b>(4) Current liabilities</b>		
(a) Short-term borrowings	256,017	146,054
(b) Trade payables	51,405	27,517
(c) Other current liabilities	606,092	528,660
(d) Short-term provisions	94,089	2,490
	<u>1,007,603</u>	<u>704,721</u>
<b>Total of (1) to (4)</b>	<u>6,202,587</u>	<u>5,562,587</u>
<b>II Assets</b>		
<b>(5) Non-current assets</b>		
(a) Fixed assets		
(i) Tangible assets (Original cost less depreciation)	3,357,364	1,377,445
(ii) Intangible assets (Original cost less depreciation/amortisation)	6,010	6,443
(iii) Capital Work-in-Progress	1,553,055	3,225,477
(b) Non-current investments (Unquoted)	@	@
(c) Long-term loans and advances	312,431	295,751
(d) Other non-current assets	158,694	21,877
	<u>5,387,554</u>	<u>4,926,993</u>
<b>(6) Current assets</b>		
(a) Current Investments (Unquoted)	86,092	14,138
(b) Inventories	104,747	62,277
(c) Trade receivables	291,067	113,758
(d) Cash and bank balances	117,078	264,112
(e) Short-term loans and advances	144,978	160,583
(f) Other current assets	71,071	20,726
	<u>815,033</u>	<u>635,594</u>
<b>Total of (5) to (6)</b>	<u>6,202,587</u>	<u>5,562,587</u>

@ Amount is below the rounding off norm adopted by the Group

The notes are integral part of these abridged consolidated financial statements.

Note : Complete Balance Sheet, Statement of Profit and Loss, Other Statements and notes thereto prepared as per the requirements of Schedule III to the Companies Act, 2013 are available at the Company's website at [www.reliancepower.com](http://www.reliancepower.com)

Compiled from the Audited consolidated financial statements of the Company referred to in our report dated May 26, 2015

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

Place : Mumbai  
Date : May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

Place : Mumbai  
Date : May 26, 2015

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer

**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015

## Reliance Power Limited

### Abridged Consolidated Statement of Profit and Loss for the year ended March 31, 2015

(Statement containing salient features of Statement of Profit and Loss as per Section 136 (1) and Rule 10 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013)

Particulars	Year ended March 31, 2015 Rupees in lakhs	Year ended March 31, 2014 Rupees in lakhs
<b>Income</b>		
<b>Revenue from operations:</b>		
Sale of energy	685,065	511,188
Other Operating revenues		
- Fuel handling and service charges	-	31
- Carbon credit emission	209	-
- Interest from customer on delayed payments	5,068	6,256
<b>Net revenue from operations</b>	<b>690,342</b>	<b>517,475</b>
<b>Other income:</b>		
Dividend	1,109	1,317
Interest income	18,582	19,959
Net gain on sale/ accrual of income on investments	2,689	144
Gain on foreign exchange fluctuations (net)	7,047	11,988
Provision written back	-	3,450
Other non-operating income	431	258
<b>Other income</b>	<b>29,858</b>	<b>37,116</b>
<b>Total Income</b>	<b>720,200</b>	<b>554,591</b>
<b>Expenses:</b>		
Purchase of energy	-	22,647
Cost of fuel consumed	398,251	2,77,406
Operating expenditure	2,621	1,780
Employee benefits expense	6,559	7,791
Finance cost	107,420	68,440
Depreciation and amortization expenses	52,371	36,387
Generation, administration and other expenses	24,342	16,259
<b>Total Expenditure</b>	<b>591,564</b>	<b>430,710</b>
<b>Profit before taxation</b>	<b>128,636</b>	<b>1,23,881</b>
<b>Provision for taxation</b>		
Current tax	26,035	21,921
Deferred tax	-	(697)
Excess provision of earlier years written back	(231)	(10)
<b>Profit after tax and before Minority interest</b>	<b>102,832</b>	<b>102,667</b>
<b>Minority interest</b>	<b>-</b>	<b>-</b>
<b>Profit for the year</b>	<b>102,832</b>	<b>102,667</b>
Earnings per equity share: (Face value of Rs. 10 each) Basic and Diluted (Rupees)	<b>3.68</b>	<b>3.66</b>

The notes are integral part of these abridged consolidated financial statements.

Compiled from the Audited consolidated financial statements of the Company referred to in our report dated May 26, 2015

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

Place : Mumbai  
Date : May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

Place : Mumbai  
Date : May 26, 2015

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer

**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015

## Reliance Power Limited

### Abridged Consolidated Cash Flow Statement for the year ended March 31, 2015

	Year ended March 31, 2015 Rupees in lakhs	Year ended March 31, 2014 Rupees in lakhs
Cash flows from operating activities	139,912	231,027
Cash flows used in Investment activities	(362,965)	(247,308)
Cash flows from/ (used in) financing activities	69,537	(58,578)
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(153,516)</b>	<b>(74,859)</b>
<b>Opening Balance of cash and cash equivalents:</b>		
Balance in current account	21,727	227,994
Balance in fixed deposit	228,592	80,200
Remittances in transit/ cheques in hand	-	748
Cash and bank balance with ESOS Trust	(69)	69
<b>Closing balance of cash and cash equivalents:</b>		
Balance in current account	30,616	21,727
Balance in fixed deposit	73,198	228,592
Effect of exchange differences on cash and cash equivalents in foreign currency	(7,080)	(16,167)

Previous year figures have been regrouped/ reclassified/ rearranged/ wherever necessary to make them comparable to those for the current year.

The notes are integral part of these abridged consolidated financial statements.

Compiled from the Audited consolidated financial statements of the Company referred to in our report dated May 26, 2015

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

Place : Mumbai  
Date : May 26, 2015

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

Place : Mumbai  
Date : May 26, 2015

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer  
**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015



### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

#### 1. General information

Reliance Power Limited ("the Company") together with its subsidiaries ("Reliance Power Group") is primarily engaged in the business of generation of power. The projects under development include coal, gas, hydro, wind and solar based energy projects. The portfolio of Reliance Power group also includes ultra mega power projects (UMPP).

#### 2. Abridged Consolidated Financial Statement:

The abridged financial statements have been prepared pursuant to Section 136(1) and Rule 10 of the Companies (Accounts) Rules, 2014, of the Companies Act, 2013, and are based on the annual financial statements for the year ended March 31, 2015 approved by the Board of Directors at their meeting held on May 26, 2015.

#### 3. (Note 2 of notes to consolidated financial statements)

##### Significant accounting policies:

##### a) Basis of accounting:

The Financial Statements have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the relevant provisions of the Companies Act, 2013 (The "Act") and the Accounting Standards notified under the Act. The Financial Statements are prepared on accrual basis under the historical cost convention.

##### b) Basis of consolidation:

- (I) The consolidated financial statements relate to Reliance Power Limited (the Parent Company) and its subsidiary companies and joint control operations (together referred to as "Group") which have been prepared in accordance with Accounting Standard 21 (AS-21) - "Consolidated Financial Statements" and Accounting Standard 27 (AS-27) - "Financial Reporting of Interests in Joint Ventures" as specified under Section 133 of the Act, read with rule 7 of the Companies (Accounting) Rules, 2014. The consolidated financial statements have been prepared on the following basis:
  - (i) The financial statements of the Parent and its subsidiary companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and unrealised profits or losses on intra-group transactions.
  - (ii) The consolidated financial statements include the interest of the Group in joint control operations. The joint control operations have been accounted for, using the proportionate consolidation method of accounting which reports the Group's share of assets, liabilities, income and expenses in the joint control operations after eliminating unrealised profits or losses on intra-group transactions.
  - (iii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements. Appropriate adjustments have been made in the financial statements of the subsidiaries with respect to different accounting policies for like transactions and events in similar circumstances for the purpose of preparation of consolidated financial statements as far as possible.
  - (iv) In case of foreign subsidiaries, revenue is consolidated at an average exchange rate prevailing during the year. All monetary assets and liabilities are converted at the exchange rate prevailing at the end of the year and non-monetary assets and liabilities are recorded at the exchange rate prevailing on the date of the transaction. Any exchange difference arising on consolidation of integral foreign operation is recognised in the Statement of Profit and Loss.
  - (v) The excess of cost to the Parent Company of its investment in the subsidiary over the Parent Company's portion of equity of the subsidiary and the excess of cost of subsidiary over its investment in Joint Venture is recognised in the financial statements as Goodwill. This Goodwill is tested for impairment at the end of the financial year. The excess of Parent Company's portion of equity over the cost of investment as at the date of its investment is treated as Capital Reserve.
  - (vi) Minority's share of net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet as a separate line item from Liabilities and the Shareholders' Funds.
  - (vii) The financial statements of the subsidiaries used in consolidation are drawn up to the same reporting date as that of the Parent Company i.e. year ended March 31, 2015.

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

(II) The subsidiaries considered in the consolidated financial statements are:

Sr. No.	Name of Company	Country of Incorporation	Proportion (%) of shareholding Year ended March 31, 2015	Proportion (%) of shareholding Year ended March 31, 2014
1	Rosa Power Supply Company Limited (RPSCL)	India	100	100
2	Sasan Power Limited (SPL)	India	100	100
3	Jharkhand Integrated Power Limited (JIPL)	India	100	100
4	Coastal Andhra Power Limited (CAPL)	India	100	100
5	Maharashtra Energy Generation Limited (MEGL)	India	100	100
6	Chitrangi Power Private Limited (CPPL)	India	100	100
7	Vidarbha Industries Power Limited (VIPL)	India	100	100
8	Siyom Hydro Power Private Limited (SHPPL)	India	100	100
9	Tato Hydro Power Private Limited (THPPL)	India	100	100
10	Kalai Power Private Limited (KPPL)	India	100	100
11	Urthing Sobla Hydro Power Private Limited (USHPPL)	India	89	89
12	Amulin Hydro Power Private Limited (AHPPL)	India	100	100
13	Emini Hydro Power Private Limited (EHPPL)	India	100	100
14	Mihundon Hydro Power Private Limited (MHPPL)	India	100	100
15	Reliance Coal Resources Private Limited (RCRPL)	India	100	100
16	Reliance CleanGen Limited (RCGL)	India	100	100
17	Rajasthan Sun Technique Energy Private Limited (RSTEPL)	India	100	100
18	Coastal Andhra Power Infrastructure Limited (CAPIIL)	India	100	100
19	Reliance Prima Limited (RPrima)	India	100	100
20	Atos Trading Private Limited (ATPL)	India	100	100
21	Atos Mercantile Private Limited (AMPL)	India	100	100
22	Reliance Natural Resources Limited (RNRL)	India	100	100
23	Dhursar Solar Power Private Limited (DSPPL)	India	100	100
24	Reliance Natural Resources (Singapore) Pte Limited (RNRL-Singapore)	Singapore	100	100
25	Purthi Hydro Power Private Limited (PHPPL)	India	100	100
26	Teling Hydro Power Private Limited (TPPL)	India	100	100
27	Shangling Hydro Power Private Limited (SPPL)	India	100	100
28	Lara Sumta Hydro Power Private Limited (LHPPL)	India	100	100
29	Sumte Kothang Hydro Power Private Limited (SKHPPL)	India	100	100
30	Reliance Geothermal Power Private Limited (RGTPPL) (w.e.f. 17.01.2015)	India	75	-
31	Reliance Green Power Private Limited (RGPPL)	India	100	100
32	Moher Power Limited (formerly known as Bharuch Power Limited) (MPL)	India	100	100
33	Samalkot Power Limited (SMPL)	India	100	100
34	Reliance Solar Resources Power Private Limited (RSRPPL)	India	100	100
35	Reliance Wind Power Private Limited (RWPPL)	India	100	100
36	Reliance Power Netherlands BV (RPN)	Netherlands	100	100
37	PT Heramba Coal Resources (PTH)	Indonesia	100	100
38	PT Avaneesh Coal Resources (PTA)	Indonesia	100	100
39	PT Brayan Bintang Tiga Energi (BBE)	Indonesia	100	100
40	PT Sriwijaya Bintang Tiga Energi (SBE)	Indonesia	100	100
41	PT Sumukha Coal Services (PTS)	Indonesia	99.60	99.60

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

**c) Use of estimates**

The preparation and presentation of Financial Statements requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent liabilities as on the date of the Financial Statements and reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates is recognised in the period in which the results are known / materialised.

**d) Tangible assets and Capital Work-in-Progress:**

- (i) Tangible assets are stated at cost net of recoverable taxes, duties, trade discounts and rebates, less accumulated depreciation and impairment of loss, if any. The cost of Tangible Assets comprises of its purchase price, borrowing costs and adjustment arising for exchange rate variations attributable to the assets, including any cost directly attributable to bringing the assets to their working condition for their intended use. Subsequent expenditure related to an item of tangible assets are added to its book value only if they increase the future benefits from the existing assets beyond its previously assessed standards of performance.

Expenditure incurred on assets which are not ready for their intended use comprising direct cost, related incidental expenses and attributable borrowing cost are disclosed under Capital Work-in-Progress.

- (ii) SPL has set up an "ultra mega power plant" which comprises of six units each capable of generating 660 MW of power. On a technical evaluation, inter alia, of the integrated nature of the plant and the commercial terms of power purchase agreement (PPA) with the procurers, SPL has concluded that the entire power plant taken as a whole constitutes the unit of measurement and hence, under Accounting Standard 10 "Accounting For Fixed Assets" as prescribed under Companies (Accounting Standards) Rules, 2006, has been capitalised on completion of power plant consisting of all six units. Also refer note 20 below.

Accordingly, all project related expenditure viz, civil works, machinery under erection, construction and erection materials, pre-operative expenditure incidental/ directly attributable to construction of project, borrowing cost, coal mine development expenses, construction stores, revenues and direct operational expenses related to the units of power generated in the interim period, pending capitalisation, are disclosed as Capital Work-in-Progress.

- (iii) Deposits, payments / liabilities made provisionally towards compensation, rehabilitation and other expenses relating to land in possession are treated as cost of land.
- (iv) Construction stores have been valued at weighted average cost.

**e) Mining properties under tangible assets (in case of SPL):**

- (i) Overburden removal costs:

Removal of overburden and other waste material, referred to as "Stripping Activity", is necessary to extract the coal reserves in case of open pit mining operations. The stripping ratio, as approved by the regulatory authority, for the life of the mine is obtained by dividing the estimated quantity of overburden by the estimated quantity of mineable coal reserve to be extracted over the life of the mine. This ratio is periodically reviewed and changes, if any, are accounted for prospectively.

The overburden removal costs are included in Mining properties under tangible assets and amortised based on stripping ratio on the quantity of coal excavated.

- (ii) Mine closure obligation:

The liability to meet the obligation of mine closure has been estimated based on the mine closure plan in the proportion of total area exploited to the total area of the mine as a whole. These costs are updated annually during the life of the mine to reflect the developments in mining activities.

The Mine closure obligation cost has been included in mining properties under tangible assets and amortised over the life of the mine on a unit of production basis.

- (iii) Mine development expenditure:

Expenditure incurred on development of coal mine is grouped under Capital Work-in-Progress till the coal mine is ready for its intended use. Once the mine is ready for its intended use, such mine development expenditure is capitalised and included in Mining properties under tangible assets.

Mine development expenditure is amortised over the life of the mine on a unit of production basis.

**f) Intangible assets:**

- (i) Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/ depletion and impairment loss, if any. The cost comprises of purchase price, borrowing costs and any cost directly attributable to bringing the asset to its working condition for the intended use and adjustment arising from exchange rate variation attributable to the intangible assets.

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

- (ii) Expenditure incurred on acquisition of intangible assets which are not ready to use at the reporting date is disclosed under Capital Work-in-Progress.
- (iii) Mining right represents directly attributable cost (other than the land cost) incurred for obtaining the mining rights for a period of thirty years and disclosed as part of intangible assets in line with the requirements of the Act.

#### g) Impairment of assets

The Group assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss.

#### h) Inventories:

Inventories of tools, stores, spare parts, consumable supplies and fuel are valued at lower of weighted average cost, which includes all non-refundable duties and charges incurred in bringing the goods to their present location and condition, and net realisable value after providing for obsolescence and other losses.

In case of coal stock, the measured stock is based on a verification process adopted and the variation between measured stock and book stock is charged to Statement of Profit and Loss/ Capital Work-in-Progress.

#### i) Depreciation/ Amortisation:

- (i) Tangible assets:
  - Depreciation on tangible assets is provided to the extent of depreciable amount on Straight Line Method (SLM) based on useful life of the assets as prescribed in Part C of Schedule II to the Companies Act, 2013 except in case of motor vehicles where the estimated useful life has been considered as five years and in case of SPL, in respect of the Coal Mine HEMM Equipment, where useful life has been estimated as 30 years based on internal assessment and independent technical evaluation and in case of DSPPL and RSTEPL in respect of plant and machinery useful life has been estimated as 25 years based on internal assessment and independent technical evaluation.
  - Lease hold land is amortised over the lease period from the date of receipt of advance possession or execution of lease deed, whichever is earlier, except leasehold land for coal mining, which is amortised over the period of mining rights.
  - In case of VIPL, power generation and related assets are depreciated as per the provisions prescribed in Part B of Schedule II of the Companies Act, 2013 based on rates prescribed in Maharashtra Electricity Regulatory Commission (Multi-year tariff) Regulations, 2011.
  - In case of RPSCL, depreciation on tangible assets is provided on Straight Line Method (SLM) as prescribed in Part A and Part B of Schedule II to the Companies Act, 2013 except in case of plant and machinery block of thermal generating assets wherein depreciation has been charged at the rate of 3.8% per annum as per the order dated May 24, 2011, issued by the Ministry of Corporate Affairs.
  - In the case of SPL, freehold land acquired for coal mining activity is amortised over the period of mining rights, considering the same cannot be used for any other purpose other than mining.
  - In respect of additions or extensions forming an integral part of existing assets and insurance spares, including incremental cost arising on account of translation of foreign currency liabilities for acquisition of Fixed Assets, depreciation is provided as aforesaid over the residual life of the respective assets.
- (ii) Intangible assets:
  - Software expenses are amortised on a straight line basis over a period of three years.
  - In case of SPL, mining rights are amortised on a straight line basis over the period of thirty years i.e. the period over which the SPL has right to carry out mining activities.
  - In case of VIPL, intangible assets include expenditure incurred for laying pipeline towards additional water supply. As the pipeline is estimated to be used over the life of the project, the cost incurred towards right is amortised over the useful life of the project i.e. 25 years.

#### j) Investments:

Long term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary in the value of the investments, such reduction being determined of value of long term investments and made for each investment individually. Current investments are valued at lower of cost and fair value.

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

**k) Provisions, contingent liabilities and contingent assets:**

**Provisions:** Provisions are recognised when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation in respect of which reliable estimate can be made of the amount of the obligation.

**Contingent liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or reliable estimate of the amount cannot be made, is termed as contingent liability.

Where there is a possible obligation or a present obligation but the likelihood of outflow of resources is remote, no provision or disclosure is made as specified in Accounting Standard 29 - "Provisions, Contingent Liability and Contingent Assets".

**Contingent Assets:** A contingent asset is neither recognised nor disclosed in the Financial Statements.

**l) Borrowing costs**

Borrowing costs include cost that are ancillary and requires as per the terms of agreement. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

**m) Foreign currency transaction:**

- (i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (ii) All exchange differences arising on reporting of short term foreign currency monetary items other than derivative contracts at rates different from those at which they were initially recorded are recognised in the Statement of Profit and Loss.
- (iii) In respect of foreign exchange differences arising on revaluation or settlement of long term foreign currency monetary items, the Group has availed the option available in the Companies (Accounting Standards) (Second Amendment) Rules 2011, wherein:
  - Foreign exchange differences on account of depreciable asset are adjusted in the cost of depreciable assets and would be depreciated over the balance life of the assets.
  - In other cases, foreign exchange differences are accumulated in "Foreign Currency Monetary Item Translation Difference Account" and amortised over the balance period of such long term assets/ liabilities.
  - An asset or liability is designated as a long term foreign currency monetary item, if the asset or liability is expressed in a foreign currency and has a term of twelve months or more at the date of origination of the asset or the liability, which is determined taking into consideration the terms of the payment/ settlement as defined under the respective agreement / memorandum of understanding.
- (iv) Non-monetary items denominated in foreign currency are stated at the rate prevailing on the date of transaction/ exchange rate at which transactions actually effected.
- (v) The premium or discount arising at the inception on forward exchange contracts entered into, to hedge an existing asset/ liability, is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period.
- (vi) Loss on derivative contracts, other than those covered under Accounting Standard -11 "The effects of changes in foreign exchange rates", i.e. as explained in (v) above, outstanding as at the Balance Sheet date are provided for by marking them to market as per the announcement by Institute of Chartered Accountants of India. Any unrealised gain arising on such contracts is not recognised.

**n) Revenue recognition:**

- (i) In case of RPSCL, revenue from sale of energy is recognised on an accrual basis as per the tariff rates approved by Uttar Pradesh Electricity Regulatory Commission (UPERC) in accordance with the provisions of power purchase agreement (PPA) with Uttar Pradesh Power Corporation Limited (UPPCL). In case where final tariff rates are yet to be approved / agreed, provisional tariff is adopted based on provisional tariff order issued by UPERC. Further, the revenue is also recognised towards truing up of fixed charges as per the petitions filed based on the principles enunciated in the PPA and UPERC regulations.

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

- (ii) In case of DSPPL, revenue from sale of energy is recognised on an accrual basis as per the tariff rate notified by Central Electricity Regulatory Commission (CERC) in accordance with the provisions of PPA with Reliance Infrastructure Limited (Rinfra)
- (iii) In case of SPL, revenue from sale of energy is recognized when it is measurable and there is reasonable certainty for collection, in accordance with the tariff provided in the PPA and considering the petitions filed with regulatory authorities for tariff. The revenue accounted/ accrued till the commissioning of power plant as a whole is accounted for as per the accounting policy as defined above in note 2(d).
- (iv) In case of Parent Company, revenue from sale of energy of 45 MW wind power project at Vashpet is recognised on an accrual basis in accordance with the provisions of PPA/ sale arrangements read with the regulation of Maharashtra Electricity Regulatory Commission (MERC).
- (v) In case of VIPL, revenue from sale of energy is recognized on an accrual basis as per the tariff rates approved by (MERC) in accordance with the provisions of PPA with Rinfra. Further, revenue is also recognised towards truing up of fixed charges and fuel adjustment charges as per MERC (Multi year tariff) Regulations, 2011.
- (vi) The surcharge on late payment/ overdue trade receivable for sale of energy is recognised when no significant uncertainty as to measurement or collectability exists.
- (vii) Revenue from sale of goods is recognised when significant risk and reward of ownership is transferred to the buyer as per the terms of contract.
- (viii) Revenue from certified reduction units is recognised as per terms and conditions agreed with trustee on future sale of certified emission reduction units.
- (ix) Profit on sale/ redemption of investments is accounted on sale/ redemption of such investments. Interest income on fixed and inter-corporate deposit is recognised on time proportionate basis. Dividend is recognised when right to receive is established in Group's favour.

#### **o) Employee benefits:**

Employee benefits consist of Provident Fund, Superannuation Fund, Gratuity Scheme and Leave Encashment.

##### **(i) Defined contribution plans**

Contributions to defined contribution schemes such as provident fund and superannuation are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable, during the year in which the employee renders the related service.

##### **(ii) Defined benefit plans**

The Group also provides employee benefits in the form of gratuity and leave encashment, the liability for which as at the year end is determined by independent actuary based on actuarial valuation using the projected unit credit method. Such defined benefits are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable. Actuarial gains and losses are recognised in the year in which they arise.

##### **(iii) Short-term/ long-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service including performance incentives and compensated absences are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are charged off to the Statement of Profit and Loss/ Capital Work-in-Progress, as applicable. The employee benefits which are not expected to occur within twelve months are classified as long term benefits and are recognised as liability at the net present value.

#### **p) Employee stock option scheme (ESOS)**

The employees of the Group are entitled for grant of stock option (equity shares), based on the eligibility criteria set in ESOS plan of the Group. The employee compensation expenses are accounted on the basis of "intrinsic value method". The excess, if any, of quoted market price over the exercise price on the date of grant would be recognised as compensation cost over the vesting period. The Group recognises compensation cost on the basis of estimated number of stock options expected to vest. Subsequently, if there are any indications resulting in a difference in the number of stock options expected to vest, the Group revises its previous estimate and accordingly recognises/ (reverses) compensation cost on employee service.

#### **q) Accounting for taxes on income**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflects the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period.

## Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

### r) Accounting for oil and gas activity

The Group follows "Successful Efforts Method" for accounting of oil and gas exploration activities as set out by the Guidance Note issued by the Institute of Chartered Accountants of India on oil and natural gas producing activities. The cost of survey and prospecting activities conducted in search of oil and gas are expensed out in the year in which the same are incurred. Oil and gas joint ventures are in the nature of Joint Controlled Assets. Accordingly, assets and liabilities are accounted on the basis of statement of accounts of Joint Ventures on line by line basis according to the participating interest of the Group.

### s) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### t) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

### u) Commercial papers

Commercial papers are recognised as a liability at the face value at the time of issuance of instrument. The discount is amortised as an interest cost over the period of commercial paper at the rate implicit in the transaction.

### v) Earnings per share

Basic earnings per share are computed by dividing the net profit or loss by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share are the net profit for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

The details of security, terms of repayment and interest on long-term loans obtained by the respective subsidiaries (which includes non-current and current maturities of term loans) are given below:

### Notes to the consolidated financial statements

#### 4. Contingent liabilities and commitments :

- a) Guarantees issued for subsidiary companies aggregating to ₹ 275,222 lakhs (Previous year: ₹ 236,129 lakhs). Refer note 8 with respect to CAPL.
- b) In case of CAPL, Government of Andhra Pradesh has levied a penalty of ₹137 lakhs (Previous year: ₹137 lakhs) at the rate of 50% on account of non-payment of conversion fee of ₹ 274 lakhs (Previous year: ₹ 274 lakhs) towards conversion of agriculture land to non-agricultural land at site. CAPL has filed an appeal with the Government of Andhra Pradesh (Revenue department) for waiver of the above amount.
- c) In case of SPL:
  - i) SPL has received claims amounting to ₹ 3,485 lakhs from a contractor towards deductions made by the SPL due to non-performance of certain obligations under the terms of arrangement for the construction of certain works at the plant. The matter is under dispute and arbitration proceedings are going on.
  - ii) SPL has received claims amounting to ₹11,560 lakhs from a party towards consultancy and advisory services provided by them. As per the terms of arrangement between both the parties, the same would be settled by an arbitration process. The dispute also involves the jurisdiction wherein arbitration would be held between both the parties. Pending resolution of the matter with the High Court of Madhya Pradesh, no arbitration proceedings have been initiated yet.
  - iii) Demand of ₹ 872 lakhs (Previous year: ₹135 lakhs) towards transit fee from Indian Forest Act, 1927 and ₹ Nil (Previous year: ₹ 98 lakhs) raised by authorities under the Madhya Pradesh Gramin Avsanrachna Tatha Sadak Vikas Adhiniyam, 2005 (MPGATSAV, 2005), the grounds/ basis under which it has been levied to other parties as well, is under examination by Hon'ble Supreme Court of India.

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Future cash flows in respect of the above matter can only be determined based on the future outcome of various uncertain factors.

- d) Estimated amount of contracts remaining unexecuted on capital account (net of advances paid) and not provided for ₹ 4,813,594 lakhs (Previous year: ₹ 4,813,933 lakhs).
- e) The Parent Company has committed/ guaranteed to extend financial support in the form of equity or debt as per the agreed means of finance, in respect of the projects being undertaken by the respective subsidiary, including any capital expenditure for regulatory compliance and to meet shortfall in the expected revenues/debt servicing. Future cash flows in respect of the above matters can only be determined based on the future outcome of various uncertain factors.

#### 5. General Reserve (arisen pursuant to composite scheme of arrangement):

The General Reserve of ₹ 111,957 lakhs had arisen pursuant to the composite scheme of arrangement between the Parent Company, Reliance Natural Resources Limited, erstwhile Reliance Futura Limited and four wholly owned subsidiaries viz. Atos Trading Private Limited, Atos Mercantile Private Limited, Reliance Prima Limited and Coastal Andhra Power Infrastructure Limited. The said scheme has been sanctioned by Hon'ble High Court of Judicature at Bombay vide order dated October 15, 2010. The general reserve shall be a reserve which arose pursuant to the above scheme and shall not be and shall not for any purpose be considered to be a reserve created by the Parent Company.

#### 6. Scheme of amalgamation between Parent Company and RCPPL:

Reliance Clean Power Private Limited (RCPPL), a wholly owned subsidiary of the Parent Company in business of development and operation of 45 MW wind power project at Vashpet, was amalgamated with the Parent Company pursuant to the Scheme of Amalgamation (Scheme), sanctioned by the Hon'ble High Court of Judicature at Bombay vide its order dated May 9, 2014 with an appointed date of April 1, 2012.

Since RCPPL is a wholly owned subsidiary of the Parent Company, there is no impact on the consolidated financial statements on account of the said merger as these transactions get eliminated in the consolidated financial statements.

- 7. In case of RNRL, pursuant to the enactment of the Companies Act, 2013, the written down value of fixed assets whose lives have expired as at 1st April 2014 has been adjusted in the opening balance of Profit and Loss amounting to ₹ 407 lakhs.

#### 8. Project status of Coastal Andhra Power Limited (CAPL):

CAPL has been set up to develop an Ultra Mega Power Project (UMPP) of 3,960 MW located in Krishnapatnam, District Nellore, based on imported coal.

CAPL had entered into a firm price fuel supply agreement with RCRPL. In view of below mentioned new regulation, RCRPL cannot supply coal at the already agreed price, because of which an element of uncertainty has arisen in the fuel supply for the CAPL project, whereas the power needs to be supplied at a pre-agreed tariff as per the terms of Power Purchase Agreement (PPA) dated March 23, 2007. The Government of Indonesia introduced a new regulation in September 2010 which prohibits sale of coal, including sale to affiliate companies, at below Benchmark Price which is linked to international coal prices and requires adjustment of sale price every 12 months. This regulation also mandates to align all existing long-term coal supply contracts with the new regulations within one year i.e. by September 2011. The said issue has been communicated to the power procurers and also to the Government of India through the Association of Power Producers to arrive at a suitable solution to the satisfaction of all the stakeholders.

Since no resolution could be arrived at CAPL invoked the dispute resolution provision of PPA. The procurers have also issued a notice for termination of PPA and have raised a demand for liquidated damages of ₹ 40,000 Lakhs (including bank guarantee of ₹ 30,000 Lakhs, which has been issued by the Parent Company on behalf of CAPL).

CAPL has filed a petition before the Hon'ble High Court at Delhi inter alia for interim relief under Section 9 of the Arbitration and Conciliation Act, 1996. The Court vide its order dated March 20, 2012 has prohibited the Procurers from taking any coercive steps against the CAPL. The single judge of the Delhi High Court vide order dated July 2, 2012 dismissed the petition and the appeal filed by CAPL against the said order is pending before the Division Bench of the Delhi High Court. The interim protection against encashing bank guarantees continues to be available.

CAPL has also filed a petition before the Central Electricity Regulatory Commission without prejudice to the proceedings pending before the Delhi High Court and the arbitration process already initiated. The Commission adjourned the Petition sine a die with permission to mention the matter after disposal of the appeal pending before the Division Bench of the Delhi high Court.

Based on the legal opinion obtained with regard to applicability of force majeure clause for the change in law in Indonesia and other impacts thereof on the implementation of the project and considering the nature of expenditure incurred till date at the project and its valuation done by the management of CAPL, no provision for impairment is considered in respect of capital expenditure incurred till date by CAPL, and demands raised by the procurers of power.



Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

**9. Project status of Samalkot Power Limited (SMPL):**

SMPL is in the process of constructing a 2,262 MW (754 MW x 3) gas based power plant at Kakinada, which based on the current circumstances, has planned its construction work and consequential commercial operations thereafter progressively starting from 2016 - 2017, and it has incurred an aggregated cost of ₹ 868,791 lakhs as at March 31, 2015. SMPL has applied for allocation of gas and Ministry of Petroleum and Gas (MoPNG) is yet to allocate the gas linkage. Considering the gas availability in the country has dropped significantly and also based on gas availability projected scenarios in subsequent years, SMPL is actively pursuing / making representations with various government authorities to secure the gas linkage / supply and is evaluating alternative arrangements / various approaches to deal with the situation. Based on the business plans and valuation assessment, the Group is confident that the carrying value of the net assets of the SMPL is appropriate and does not require any adjustments in the financial statements.

**10. Project status of Jharkhand Integrated Power Limited (JIPL):**

JIPL has been set up to develop Ultra Mega Power Project of 3960 MW located in Tilaiya, Hazaribagh District, Jharkhand. 3,960 MW Tilaiya Ultra Mega Power Project (UMPP) the project being developed by JIPL was awarded to the Parent Company through International Competitive Bidding (ICB), under the UMPP regime. Consequently JIPL was handed over to Parent Company on August 7, 2009 by Power Finance Corporation (PFC). JIPL has signed Power Purchase Agreement (PPA) with 18 procurers in 10 states for 25 years. For fuel security, the project was allocated Kerendari BC captive coal mine block.

As per the Power Purchase Agreement (PPA) between the JIPL and Procurers, the Procurers were obligated to comply with conditions subsequent to entering the PPA which inter-alia required providing requisite land for the Project within 6 months of the Project Transfer. JIPL has not been handed over the possession of the land as stipulated in the PPA even after the lapse of more than 5 years and persistent efforts of JIPL since the transfer of project. Considering the updates from the procurers at the meeting held after the year end and their failure to fulfill their obligation under PPA, JIPL terminated the PPA on April 28, 2015 as per the option available therein.

Considering the nature of expenditure incurred till date at the project and internal assessment done by management of JIPL, no adjustments to the financial statement is considered necessary.

**11. Employee Stock Option Scheme (ESOS):**

Pursuant to the approval accorded by the Shareholders on September 30, 2007 under Section 81(1A) of the Companies Act, 1956, the Parent Company has administered and implemented Employee Stock Option Scheme (ESOS) in terms of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Guidelines). The Board of Directors of the Parent Company has constituted its ESOS compensation committee to operate and monitor the ESOS scheme which is administered through Reliance Power ESOS Trust ("RPET").

The ESOS compensation committee of the Board of Directors of the Parent Company approved a grant of 20,000,000 stock options to the eligible employees of the Group on May 8, 2010. The options are granted to the employees of the Group on satisfying the performance and other eligibility criteria set out in ESOS Plan. In accordance with the scheme, each option entitles the employee to apply for one fully paid equity share of ₹10 each of the Parent Company at an exercise price of ₹162 per share. Pursuant to the amendments made to the ESOS Scheme as approved by the ESOS Compensation Committee of the Board, effective from April 01, 2014, the Independent Directors of the Group shall not be eligible to participate in the Scheme. Further, the exercise period of the vested options may be different for different plans and shall not be longer than ten years from the date of vesting.

The Group has opted for accounting the Compensation expenses under 'Intrinsic Value Method'. The closing market price on the date of grant was ₹140.20 per share at National Stock Exchange (being the latest trading price with highest trading volume). As the exercise price of the share is more than market price, the Group has not accounted for any compensation cost.

The fair value of option granted was determined under Binomial Option Pricing – Hull & White Model. The details pertaining to number of options, weighted average price and assumptions considered for fair value are disclosed below:

Particulars	Option details
Weighted average share price	₹ 140.20
Exercise price	₹ 162.00
Expected volatility	41.88%
Vesting period	One year
Exercise period	7.25 Years
Risk free interest rate	7.74%
Expected dividend	-
Fair Value of option	₹ 50.42

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Particulars	2014-15	2013-14
Opening balance of options	8,500,000	8,500,000
Options granted during the year	-	-
Vested during the year	-	-
Exercised during the year	-	-
Closing balance of options	8,500,000	8,500,000

The expected volatility was determined based on the volatility of the equity share for the period of one year prior to issue of the option.

The Parent Company had in earlier years given an advance of ₹ 14,000 lakhs to RPET for purchase of its shares from the open market, as per the ESOS plan of the Parent Company. RPET had, in turn in earlier years purchased 8,500,000 equity shares of the Parent Company. In accordance with SEBI (ESOS and ESPS) Guidelines, 1999 and as per the opinion issued in January 2014 by Expert Advisory Committee (EAC) of the Institute of Chartered Accountants of India ("ICAI"), the Parent Company had consolidated financial statement of RPET with the Parent Company's financial statement as at March 31, 2014 and consequently as of and for the year ended March 31, 2014, face value of equity shares (held by RPET) was deducted from the paid-up share capital and balance ₹ 13,082 lakhs (net of bank balance of RPET) was grouped under the securities premium account, with a corresponding adjustment to "Advance to RPET".

Pursuant to revised guidelines issued by SEBI on ESOS- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 dated October 28, 2014, accounting for shared based schemes should be done based on the requirements of Guidance Note on Accounting for Share based Payments wherein consolidation of trust is prohibited. Consequently, considering the regulatory change, the Parent Company has changed its accounting policy with respect to consolidation of RPET and restated the face value of equity shares (held by RPET) which was deducted from the paid up share capital and balance ₹ 13,082 lakhs (net of bank balance of RPET) which was grouped under the securities premium account, with a corresponding adjustment to "Advance to RPET".

#### 12. Status of Dadri Project:

The Parent Company proposed developing a 7,480 MW gas-fired power project to be located at the Dhirubhai Ambani Energy City in Dehra village, Dadri, Uttar Pradesh. The State of Uttar Pradesh in the year 2004 had acquired 2,100 acres of land and conveyed the same to the Parent Company in the year 2005. The acquisition of further 400 acres of land by the state for the project was challenged by the land owners in the Allahabad High Court. Subsequent to the judgement of High Court on compliances and procedures relating to land acquisition the Parent Company had filed an appeal with the Supreme Court. Before the pronouncement of judgement by the Supreme Court, the Parent Company submitted an affidavit stating its inability to continue with the project because of the difficulty in securing gas. The Supreme Court in its order has disposed off the appeal and upheld the right of the Parent Company to recover the amount paid towards the acquired land on its return to the state.

The Parent Company has already conveyed its intent to return the acquired land to Government of Uttar Pradesh and raised the claim for the cost incurred on the land acquisition as well as other incidental expenditure thereto.

Considering the above facts, the Parent Company has classified assets related to Dadri project under 'other current assets' as 'assets held for sale' and 'advance recoverable towards land', which were earlier shown as 'fixed assets' and 'capital advance', respectively.

#### 13. Corporate social responsibility (CSR)

The Group is under obligation to incur an expenditure of ₹ 1,868 lakhs, being 2% of the average net profits during the three immediately preceding financial years, towards CSR calculated in the manner as stated in the Act. Accordingly, the Group has made a contribution of ₹ 1,693 lakhs for this purpose during the financial year.

#### 14. Exchange differences on foreign currency monetary items

In respect of exchange rate difference arising on long term foreign currency monetary items, the Group has availed the option available in the Companies (Accounting Standards) (Second Amendment) Rules, 2011, vide notification dated December 29, 2011 issued by the Ministry of Corporate Affairs. Accordingly, the Group has adjusted exchange loss of ₹ 11,295 lakhs (Previous year loss of ₹ 22,670 lakhs) to the cost of tangible assets and ₹ 67,646 lakhs (Previous year loss of ₹ 175,644 lakhs) to Capital Work-In-Progress, as the long term monetary items relate to depreciable capital asset. Pursuant to circular dated August 9, 2012 from the Ministry of Corporate Affairs, the Group has capitalised the exchange differences which earlier would have been considered as an interest cost under para 4(e) of Accounting Standard 16 on "Borrowing Costs".

#### 15. Disclosure under Accounting Standard 15 (revised 2005) "Employee Benefits":

The Group has classified various employee benefits as under:

##### Defined contribution plans

- Provident fund
- Superannuation fund
- State defined contribution plans  
- Employees' Pension Scheme 1995

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

The provident fund and the state defined contribution plan are operated by the Regional Provident Fund Commissioner and the superannuation fund is administered by the Trust. Under the schemes, the Group is required to contribute a specified percentage of payroll cost to the retirement benefit schemes to fund the benefits.

The Group has recognised the following amounts in the Statement of Profit and Loss / Capital work-in-progress for the year:

Particulars	Rupees in lakhs	
	Year ended March 31, 2015	Year ended March 31, 2014
(a) Contribution to provident fund	568	667
(b) Contribution to employees' superannuation fund	43	53
(c) Contribution to employees' pension scheme 1995	165	100

#### Defined benefit plans

- a) Gratuity
- b) Leave encashment

Leave encashment is payable to eligible employees who have earned leave, during the employment and / or on separation as per the Group policy.

Valuations in respect of gratuity and leave encashment have been carried out by an independent actuary, as at the Balance Sheet date, based on the following assumptions:

Particulars	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
Discount Rate (per annum)	8.90%	8.90%	7.85%	8.00%
Rate of increase in compensation levels	7.50%	7.50%	7.50%	7.50%
Rate of return on plan assets	8.25%	8.25%	-	-
Expected average remaining working lives of employees in years	3 to 17	3 to 17	-	-

The estimate of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

Particulars	Rupees in lakhs			
	Gratuity		Leave Encashment	
	2014-15	2013-14	2014-15	2013-14
<b>(i) Changes in present value of obligation</b>				
Opening balance of present value of obligation	1,389	1,125	1,129	1,121
Liability on transfer of employees (net)	-	14	-	-
Interest cost	138	108	131	116
Current service cost	289	274	439	428
Actuarial (gain)/ loss	(152)	(46)	(301)	(446)
Benefits paid	(157)	(86)	(293)	(90)
Closing balance of present value of obligation	1,507	1,389	1,105	1,129
<b>(ii) Changes in fair value of plan assets</b>				
Opening balance of present value of plan assets	1,182	1100	-	-
Assets on transfer of employees	-	10	-	-
Expected return on plan assets	105	92	-	-
Employer's contributions	74	97	218	90
Actuarial gain/ (loss) on plan assets	89	(24)	-	-
Benefits paid	(120)	(86)	(218)	(90)
Amount not recognised as an asset (para 59 (b))	-	(7)	-	-
Closing balance of fair value of plan assets	1,330	1,182	-	-
<b>(iii) Percentage of each category of plan assets to total fair value of plan assets</b>				
Administered by Insurance companies of respective subsidiaries	100%	100%	-	-

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Particulars	Rupees in lakhs			
	2014-15	2013-14	2014-15	2013-14
<b>(iv) Reconciliation of present value of defined benefit obligations and the fair value of assets</b>				
Closing balance of present value of obligation	1,507	1,389	1,105	1,129
Closing balance of fair value of plan assets	1,330	1,182	-	-
Funded (asset)/ liability recognised in the Balance Sheet (Net)*	117	130	-	-
Unfunded liability recognised in the Balance Sheet	60	77	1,105	1,129
<b>(v) Amount recognised in the Balance Sheet</b>				
Closing balance of present value of obligation	1,507	1,389	1,105	1,129
Closing balance of fair value of plan assets (including pending transfer)	1,330	1,182	-	-
Funded (asset)/ liability recognised in the Balance Sheet (Net)*	117	130	-	-
Unfunded liability recognised in the Balance Sheet*	60	77	1,105	1,129
<b>(vi) Expenses recognised in the Statement of Profit and Loss / Capital Work-in-Progress</b>				
Current service cost	289	274	439	428
Interest cost	138	108	131	116
Expected return on plan assets	(98)	(92)	-	-
Net actuarial (gain)/loss	(241)	(22)	(301)	(446)
Effects of limit as per para 59(b)	4	(2)	-	-
Total expenses recognised during the year	92	266	269	99
<b>(vii) Actuarial (gain) / loss on obligation</b>				
Net actuarial (gain)/ loss due to experience	(364)	129	(348)	(103)
Net actuarial (gain)/ loss due to change in assumption	123	(151)	47	(343)
<b>(viii) Expected employers' contribution for the next year</b>	102	104	36	-

\* Reflected under long-term loans and advances ₹ 58 lakhs (previous year : Nil)

#### (ix) Disclosure as required under Para 120 (n) of the Standard

	Rupees in lakhs				
	2014-15	2013-14	2012-13	2011-12	2010-11
<b>Gratuity</b>					
(a) Present value of the defined benefit obligation	1,507	1,389	1,125	704	518
Fair value of the plan assets	1,330	1,182	1,100	827	518
(Surplus)/Deficit in the plan	177	207	25	(123)	@
(b) Experience adjustments					
On plan liabilities (gain)/loss	(275)	105	36	(48)	53
On plan assets gain/(loss)	89	(24)	15	8	(8)
Total experience adjustments	(364)	129	21	(56)	61
<b>Leave encashment</b>					
(a) Present value of the defined benefit obligation	1,105	1,129	1,121	698	507
Fair value of the plan assets	-	-	-	-	-
Deficit in the plan	1,105	1,129	1,121	698	507
(b) Experience Adjustments					
On plan liabilities	(348)	(103)	43	(234)	(33)
On plan assets	-	-	-	-	-
Total experience adjustments	(348)	(103)	43	(234)	(33)

@ Amount is below the rounding off norm adopted by the Group.

Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

16. Segment Reporting:

The Group operates in two business segments i.e. Power Generation and Associated Business Activities (termed as "Others"). Associated Business Activities includes project management, supervision and support services for generation and allied processes. Business segments have been identified as reportable primary segment in accordance with Accounting Standard 17 'Segment Reporting' as prescribed under Companies (Accounting Standards) Rules, 2006, taking into account the Group organizational and internal reporting structure as well as evaluation of risk and return for these segments. Segment reporting policies are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included as "unallocable".

Geographical Segments: Presently, the Group's operations are predominantly confined within India. However, the Group has through its subsidiaries invested in the coal mines located in Indonesia, which currently are in initial stages of development.

Information about Business segments – Primary

Particulars	Year ended March 31, 2015				Year ended March 31, 2014			
	Power Generation	Others	Unallocable Eliminations	Total	Power Generation	Others	Unallocable Eliminations	Total
<b>Revenue</b>								
External revenue	690,342	-	-	690,342	517,444	31	-	517,475
Inter segment revenue	-	9,101	(9,101)	-	-	5,851	(5,851)	-
Total revenue	690,342	9,101	(9,101)	690,342	517,444	5,882	(5,851)	517,475
<b>Result</b>								
Segment result	202,454	-	-	202,454	164,332	31	-	164,363
Corporate income (net of corporate expenses)	-	-	15,021	15,021	-	-	7,999	7,999
Interest and finance charges (net of interest income)	-	-	(88,839)	(88,839)	-	-	(48,481)	(48,481)
Profit before taxation	202,454	-	(73,818)	128,636	164,332	31	(40,482)	123,881
Taxes*	-	-	25,804	25,804	-	-	21,214	21,214
Profit after tax	202,454	-	(99,622)	102,832	164,332	31	(61,696)	102,667
<b>Other information</b>								
Segment assets	5,808,512	-	394,075	6,202,587	5,130,765	11	431,811	5,562,587
Segment liabilities	3,966,358	-	172,879	4,139,237	3,435,773	-	179,821	3,615,594
Capital expenditure (net)	417,206	-	126	417,332	739,610	-	3,660	743,270
Depreciation	51,772	-	599	52,371	35,641	-	746	36,387
Non cash expenses other than depreciation	1,813	-	2,039	3,852	63	-	10	73

\* The taxes disclosed above under unallocable also includes taxes from power generation segment.

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

#### 17. Related party transactions:

As per Accounting Standard 18 'Related Party Disclosures' as prescribed by Companies (Accounting Standards) Rules, 2006, the Group's related parties and transactions are disclosed below:

##### A. Investing Parties/Promoters having significant influence on the Group directly or indirectly

###### Companies

Reliance Infrastructure Limited (R Infra)

###### Individual

Shri Anil D. Ambani (Chairman)

##### B. Other related parties with whom transactions have taken place during the year

###### (i) Key Management Personnel

###### For Parent Company

Shri J P Chalasani (Chief Executive Officer) (upto October 31, 2013)

Shri Ramaswami Kalidas (Manager and Company secretary)

###### For Subsidiary Companies

Shri Ashutosh Agarwala

Shri Venugopala Rao

Shri Arvind Singh

Shri Laxmi Dutt Vyas

Shri Potnuru Nagavenu

Shri Ashish Deshpande

Shri Saurabh Garg\*

Shri Paresh Rathod\*

\* no transactions taken place during the year

###### (ii) Enterprises over which Companies/ individual described in clause (A) above have control

Reliance General Insurance Company Limited (RGICL)

Reliance Infocomm Infrastructure Limited (RIIPL)

Reliance Communications Limited (R Com)

Reliance Communication Infrastructure Limited (RCIL)

Reliance Capital Limited (RCL)

Reliance Power Transmission Limited (RPTL)

Reliance Energy Trading Limited (RETL)

BSES Rajdhani Power Limited (BRPL)

BSES Yamuna Power Limited (BYPL)

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

#### C. Details of transactions and closing balances:

Particulars	Rupees in Lakhs	
	2014-2015	2013-2014
<b>Transactions during the year:</b>		
<b>Sale of energy, including infirm power (net of Rebate)</b>		
- R Infra	221,939	66,527
- RETL	-	3,175
- BRPL	6,028	928
- BYPL	9,425	566
<b>Fuel Handling and Service Charges</b>		
- R Infra	-	31
<b>Interest on Delayed Payment</b>		
- R Infra	1,213	-
<b>Miscellaneous Income</b>		
- RGICL	5,311	394
<b>Reimbursement of Expenses Received</b>		
- R Infra	665	878
- BRPL	6	4
- BYPL	7	3
<b>Remuneration to Key Management Personnel</b>		
- Shri J P Chalasani	-	202
- Shri Ramaswami Kalidas	50	47
- Shri Ashutosh Agarwala	99	-
- Shri Venugopala Rao	49	-
- Shri Laxmi Dutt Vyas	10	-
- Shri Potnuru Nagavenu	8	-
- Shri Arvind Singh	7	-
- Shri Ashish Deshpande	7	-
<b>Sitting Fees</b>		
- Shri Anil D. Ambani	2	1
<b>Professional Fees, Rent and Reimbursement of Expenses</b>		
- R Infra	4	2,609
- RIIPL	514	1,311
<b>Purchase of Energy</b>		
- RETL	-	22,647
<b>Material and Services received</b>		
- R Infra	86,596	257,802
- R Com	11	2
- RCIL	13	12
- RCPPL	1	-
<b>Open access charges paid</b>		
- RETL	-	60
<b>Insurance Premium</b>		
- RGICL	4,225	3,667
<b>Provision for Regulatory Matter</b>		
- BRPL	4,317	-
- BYPL	2,761	-
<b>Interest paid</b>		
- R Infra	8,850	378
- RCL	2,263	402

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Particulars	Rupees in lakhs	
	2014-2015	2013-2014
<b>Advances given against EPC/ Other Contracts</b>		
- R Infra	54,309	62,904
- R Com	-	1
<b>Advances refunded against EPC Contract</b>		
- R Infra	-	331
<b>Redemption of non convertible debentures</b>		
- R Infra	110,000	-
<b>Material transferred</b>		
- R Infra	-	389
<b>Short term borrowing received</b>		
- R Infra	139,000	-
- RCL	95,000	60,500
<b>Short term borrowing refund</b>		
- R Infra	86,470	-
- RCL	95,000	60,500
<b>Closing Balances</b>		
<b>Other current liabilities</b>		
- R Infra	193,149	296,525
- RIPL	2,606	2,092
- R Com	382	381
- RCIL	3	3
- RCCPL	1	-
<b>Trade payables</b>		
- RETL	-	5,182
<b>Short term borrowings- Inter corporate deposits</b>		
- R Infra	53,915	1,385
<b>Retention payable</b>		
- R Infra	148,682	149,342
<b>Capital advance</b>		
- R Infra	201,890	217,214
<b>Trade receivables and other current assets</b>		
- R Infra	57,383	10,710
- BRPL	959	607
- BYPL	4,625	368
- RGICL	669	@
- RCL	-	23
<b>Provision for regulatory matter</b>		
- BRPL	4,317	-
- BYPL	2,761	-
<b>Equity share capital contribution</b>		
- R Infra	@	@

@ Amount is below the rounding off norm adopted by Group

- R Infra has given additional equity support undertakings to power procurers in respect of Sasan Ultra Mega Power Project (UMPP), Krishnapatnam UMPP and Tilaiya UMPP of the Group for setting up the respective projects.
- SMPL has entered into an agreement for sharing of resources and assets with R Infra at the Samalkot location.
- Refer note 29 with regards to transaction of SMPL for proposed lease of land from R Infra.

The above disclosure does not include transaction with public utility service providers, viz, electricity, telecommunications, in the normal course of business.



## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

#### 18. Earnings per share:

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
<b>Profit available to equity shareholders</b>		
Profit after tax (A) (Rupees in lakhs)	102,832	102,667
<b>Number of equity shares</b>		
Weighted average number of equity shares outstanding (B)	2,805,126,466	2,805,126,466
Basic and diluted earnings per share (A/B) (Rupees)	3.68	3.66
Nominal value of an equity share (Rupees)	10	10

#### 19. Interest in joint venture operations:

The Parent Company, through its subsidiaries, has acquired Participating Interest (PI) in Oil & Gas and Coal Bed Methane (CBM) blocks in India by executing Production Sharing Contract (PSC) with the Government of India. PI in Oil & Gas block in Mizoram is held by Reliance Prima Limited (R Prima), PI in two CBM blocks in Rajasthan is held by Atos Trading Private Limited (ATPL), PI in CBM block in Madhya Pradesh is held by Coastal Andhra Power Infrastructure Limited (CAPIL) and PI in CBM block in Andhra Pradesh is held by Atos Mercantile Private Limited (AMPL).

During the year, the Group has accounted for ₹ 96 lakhs (Previous year: ₹ 742 lakhs) towards its share of expenditure on survey and prospecting activities.

Disclosure of the Group's share in Joint Venture operations:-

Name of the Subsidiary	Name of the field in Joint Venture	Location	Interest (%)
Coastal Andhra Power Infrastructure Limited	SP (N) CBM-2005/III	Sohagpur, Madhya Pradesh	45
Atos Mercantile Private Limited	KG (E) CBM-2005/III	Kothagudem, Andhra Pradesh	45
Atos Trading Private Limited	BS (4) CBM-2005/III	Barmer, Rajasthan	45
Atos Trading Private Limited	BS (5) CBM-2005/III	Barmer, Rajasthan	45
Reliance Prima Limited	MZ-ONN-2004 / 2	Mizoram	10

The above joint ventures are unincorporated joint ventures carrying out controlled operations. Based on the statement of accounts of consortium, the subsidiaries have accounted for their share of assets, liabilities, income and expenditure of Joint Venture operations in which they hold a participating interest. The Subsidiaries' share of assets and liabilities of Joint venture operation is as follows:

	Rupees in lakhs	
	As at March 31, 2015	As at March 31, 2014
<b>Current assets</b>		
Inventories	339	340
Short term loan and advances	13	36
Cash and bank balance	14	21
<b>Current liabilities</b>		
Other current liabilities	4	41

During the year 2013, PSC of Oil & Gas block in Mizoram, wherein R Prima (subsidiary of Reliance Power Limited) has a participating interest of 10%, was terminated by the Government of India pursuant to discovery of misrepresentation by the Operator of the block, M/s. Naftogaz India Private Limited. Pursuant to such termination, R Prima has represented to the Government of India that it was not aware about the misrepresentation of facts by Naftogaz India Private Limited whose credentials to act as Operator were accepted by the Government of India. Hence no obligation can accrue to the Group in connection with the termination of the contract due to misrepresentation by the Operator.

20. In the case of SPL, while determining the accounting policy for capitalisation considering the plant as unit of measurement (refer note no. 2(d) (ii) above), the Company, after considering the opinions taken from the experts in accounting and technical and also views expressed by the industry association, has concluded that the entire plant, as envisaged in the PPA, would be taken as a unit of measurement for the purpose of capitalisation rather than unit wise completion. Accordingly, the whole power plant consisting of all six units on commencement of commercial production, i.e., where in commercial feasible quantities are produced in a commercially practicable manner, for the plant as a whole as determined by the PPA has been considered as the date of capitalisation.

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Accordingly, upto the date of capitalisation, the revenues and direct operational expenses related to the units of power generated in the interim period are adjusted to the Capital Work-in-Progress. During the year, the whole power plant consisting of all six units has commenced commercial operation and accordingly, has been capitalised.

21. SPL has recognised revenue of ₹ 20,690 lakhs (Previous year: ₹ Nil) towards compensation on account of change in law in relation to increase in rate as compare to that prevailing at the time of the bidding of the project for royalty, clean energy cess and excise duty in relation to coal dispatch, based on the terms of the PPA considering the principles on which CERC has approved certain change in law vide its order dated March 30, 2015 and there being no significant uncertainty of ultimate collection of these amounts. Similarly in case of electricity duty and energy development cess payable to State Government aggregating ₹18,682 lakhs (Previous year: ₹ Nil), SPL has filed a tariff petition to CERC and has recognised revenue. Pending receipt of final order from CERC including in the manner in which it needs to be billed, SPL has not billed the said amount to power procurers.
22. During the year, SPL has provided for an amount of ₹ 90,617 lakhs (Previous year: ₹ Nil) out of abundant caution, based on best estimate towards the dispute pending before the Appellate Tribunal of Electricity (ATE) on determination of start date of generation of power for Unit I of the Project as per the terms of PPA, including any consequential refund which may have to be given. Pending conclusion of the matter, SPL has obtained a legal advice on the dispute.
23. Consequent to the Act, being effective from April 1, 2014, the Group has provided depreciation based on useful life as prescribed under Schedule II of the Act. Had the Group continued the earlier accounting policy, depreciation for the year would have been higher by ₹ 11,649 lakhs.
24. RPSCL tariff is governed based on principles and terms & conditions given in the PPA read with UPERC regulations. As per the said requirements, RPSCL has filed a multiyear tariff petition for the period April 1, 2014 to March 31, 2019. Pending approval of the said tariff, RPSCL has billed and recognised revenue based on the provisional tariff issued by UPERC and the principles enunciated in the PPA, read with UPERC regulations. RPSCL does not estimate any material variation between the amount billed and that will be approved by the UPERC.
25. RPSCL is liable to pay entry tax on inter-state purchase of certain goods under "Uttar Pradesh Tax on Entry of Goods in Local Area Act, 2007". As per Uttar Pradesh Power Policy 2003 read with Notification 1770 dated July 5, 2004 issued by the Government of Uttar Pradesh, RPSCL is eligible for grant of a moratorium period of nine years from the date of commencement of operation for payment of entry tax on each phase of project. Accordingly, considering the said policy, RPSCL is filing the returns and would make the payments to the regulatory authorities on completion of moratorium period.
26. RPSCL is liable to pay value added tax on purchase of goods under "Uttar Pradesh Tax on Entry of Goods into Local Area Act, 2007". As per Uttar Pradesh Power Policy 2003 read with Notification 1772 dated July 5, 2004 issued by Government of Uttar Pradesh, RPSCL is eligible for grant of a moratorium period of nine years from the date of commencement of operation, for payment of value added tax. Accordingly, considering the said policy, RPSCL is filing the returns and would make the payments to the regulatory authorities on completion of moratorium period.
27. RPSCL has received notice of demand from Shahajanpur division of Forest Department, for levy of transit fees under Indian Forest Act, 1927 on transport of coal. The levy of transit fee has been challenged by the RPSCL along with other affected parties before various judicial bodies. Presently, the matter is pending before the Hon'ble Supreme Court of India. The Hon'ble Supreme Court has pronounced Interim order. As per Interim order, the State of Uttar Pradesh shall be free to recover transit fee for Forest Produce removed within the State of Uttar Pradesh. As RPSCL coal is sourced from states other than the State of Uttar Pradesh, RPSCL is not subjected to such levy. Further, in the eventuality of any liability accruing on this matter and this being part of cost of fuel, is recoverable from the procurer as per the terms of the PPA.
28. The Parent Company, through its subsidiary Maharashtra Energy Generation Limited ("MEGL"), had signed Memorandum of Understanding with Government of Maharashtra (GoM) to set up 4000 MW power project at Shahapur, Raigad District. MEGL expected that the Shahapur project will require 2,500 acres of land for the Power Project. However, the land acquisition procedures could not be completed within the stipulated period and hence MEGL informed the GoM, vide letter dated September 6, 2011, of its decision not to pursue the project. Based on the Honorable High Court Order dated February 7, 2013, MEGL has received ₹ 37.16 Crore in the financial year ended March 31, 2013, out of the total advance of ₹ 43.60 Crore paid to the GoM for acquisition of land. The balance amount of ₹ 6.44 Crore receivable from the GoM is in the process of recovery. Shetkari Sangharsh Samitee has filed Special Leave Petition in the Honorable Supreme Court against the Company, requesting for the stay on the Bombay High Court Order, directing refund of MEGL deposits by the GoM.
29. In the case of SMPL, the area in which the plant is under construction includes land admeasuring 61 acres, owned by R Infra which is under its possession through Memorandum of Understanding. SMPL is in the process of entering into a lease agreement with R Infra for the same. Further, pending execution of lease agreement, it has obtained an affirmation from R Infra that the assets on the land are its property.
30. In the case of SMPL, the project has received provisional mega power status certificate from the Ministry of Power/ Government of India which, interalia, entails the project to avail the exemptions /benefits of Mega power projects. However Customs Authorities and Customs, Excise and Service Tax Appellate Tribunal have not considered the exemption and SMPL has filed an appeal before the Hon'ble Supreme Court of India claiming the benefits of Mega project. Pending resolution of the matter,

Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

SMPL is clearing the goods by paying the custom duty. The goods which have not been cleared have been stored in a customs bonded warehouse.

31. VIPL has declared commercial operations for phase one and two of 300 mega watts each with effect from April 4, 2013 and March 28, 2014, respectively, against which VIPL has received a final tariff order on March 9, 2015 from Maharashtra Electricity Regulatory Commission (MERC). Pending approval of MERC, variations in fuel prices and other parameters with the norms approved by MERC revenue amounting to ₹ 53,998 lakhs (Previous year: ₹ Nil) has been recognised and has been billed to the customer based on the principles enunciated in the PPA and MERC regulations.

Based on the similar principles, considering no uncertainty involved, VIPL has accrued revenue amounting to ₹ 5,192 lakhs (Previous year: ₹ Nil) towards truing up of revenue which will be billed on approval of petitions filed with MERC.

32. The Parent Company's wind power project at Vashpet, VIPL and DSPPL are eligible for a tax holiday under Section 80- IA of Income Tax Act, 1961. Considering the principles of prudence and virtual certainty, the Group has not recognised a net deferred tax asset amounting to ₹ 28,044 lakhs (Previous year: ₹19,778 lakhs). In case of SPL deferred tax liability arising on account of timing difference between book and tax depreciation has been offset by deferred tax asset on unabsorbed depreciation as per tax laws.

33. Provision for Mine closure expenses (in case of SPL):

Particulars	Rupees in lakhs	
	As at March 31, 2015	As at March 31, 2014
Balance as at beginning of the year	3,474	2,595
Additions	5,852	879
Amount used/reversed	-	-
Balance as at the end of the year	9,326	3,474

Provision for mine closure obligation represents estimates made towards the expected expenditure for restoring the mining area and other obligatory expenses as per the approved mine closure plan. The timing of the outflow with regard to the said matter would be in a phased manner based on the progress of excavation of coal and consequential restoration cost.

34. The information as required by para 35 of the Guidance Note on Accounting for Self-generated Certified Emission Reductions (CERs) relating to certified emission rights are as follows:

Sr. No.	Particulars	For the year ended March 31, 2015	For the year ended March 31, 2014
a)	No. of CERs held as inventory and the basis of valuation	-	-
b)	No. of CERs under certification	66,871	88,630
c)	Depreciation and operating and maintenance costs of Emission Reduction equipment expensed during the year	-	-

35. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

Disclosure of amounts payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

36. LHPPL, PHPPL, SPPL, SKHPPL and TPPL, developing together around 672 MW of Hydro power projects on built, own, operate and transfer (BOOT) basis, have signed a pre-implementation agreement with Government of Himachal Pradesh on June 1, 2011 and paid an aggregate amount of ₹ 6,720 lakhs to the Government as upfront fees for development and commissioning of the Hydro power projects.
37. SPL is in the process of applying to the State Government for the deferred/ waiver of the electricity duty as per the applicable laws. Pending filing of the application SPL has provided for the duty payable as per the applicable law and paid the electricity duty as per demand raised by the authority.
38. RSTEPL has achieved commercial operation date (COD) as per the terms of PPA on November 17, 2014. However, the plant is not yet ready for its intended use as there are certain updates technologically being still done on the plant for generation of power. Consequentially, the same has not been capitalised and the expenditure incurred continues to be carried forwarded as Capital Work-in-Progress

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Further, RSTEPL has filed an application/ petition with CERC for extension of scheduled commissioning date (SCD) as per the terms of PPA, for which the final approval is awaited. Based on RSTEPL assessment considering the reasons for the delay in start of operations, there would be no financial impact under the terms of PPA due to delay.

#### 39. Foreign currency exposure:

##### a) Particulars of derivative instruments

Instrument acquired for hedging	As at March 31, 2015		As at March 31, 2014	
	No. of instruments	Principal Notional Amount (USD lakhs)	No. of instruments	Principal Notional Amount (USD lakhs)
Interest rate swap	5	748	5	787
Call spread	13	6,562	7	2,270
Long term forward contract	-	-	9	510
Short term forward contract	39	2,150	20	390
Seagull option	2	1,352	-	-
Cross currency swap	2	245	2	262

No derivative instruments are acquired for speculation purposes.

##### b) Foreign currency exposures not hedged by derivative instrument or otherwise are as follows:

Particulars	As at March 31, 2015		As at March 31, 2014	
	In USD lakhs	Rupees in lakhs	In USD lakhs	Rupees in lakhs
Borrowings including interest accrued but not due	16,945	1060,606	22,607	1,358,663
Creditors for capital expenditure and retention	5,717	357,805	5,584	335,575
Premium payable in foreign currency	452	28,286	-	-

#### 40. Additional Information, as required under Schedule III to the Act, of enterprises consolidated as Subsidiary:

Sr. No.	Name of Company	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)	
		As % of consolidated net assets	Rupees in lakhs	As % of consolidated profit or (loss)	Rupees in lakhs
<b>Parent Company:</b>					
1	Reliance Power Limited	0.48	9,882	1.54	1,985
<b>Indian Subsidiaries:</b>					
2	Rosa Power Supply Company Limited	5.89	121,620	73.57	94,632
3	Dhursar Solar Power Private Limited	1.05	21,641	4.85	6,237
4	Vidarbha Industries Power Limited	7.98	164,711	22.38	28,783
5	Sasan Power Limited	38.70	798,449	0.19	240
6	Jharkhand Integrated Power Limited	1.42	29,314	(0.14)	(185)
7	Coastal Andhra Power Limited	5.01	103,404	(0.80)	(1,030)
8	Chitranji Power Private Limited	6.70	138,334	0.00	(1)
9	Reliance CleanGen Limited	0.02	353	(0.71)	(909)
10	Moher Power Limited	0.00	31	0.00	(0)
11	Reliance Solar Resources Power Private Limited	0.00	2	0.00	(0)
12	Samalkot Power Limited	15.24	314,475	0.01	13
13	Rajasthan Sun Technique Energy Private Limited	3.52	72,534	0.34	438
14	Reliance Wind Power Private Limited	0.00	44	0.00	(0)
15	Reliance Coal Resources Private Limited	0.01	182	(0.23)	(291)
16	Reliance Natural Resources Limited	0.23	4,813	0.00	(5)
17	Maharashtra Energy Generation Limited	0.06	1,293	0.01	9
18	Siyom Hydro Power Private Limited	0.75	15,556	0.00	(0)

## Reliance Power Limited

### Notes to the Abridged consolidated financial statements for the year ended March 31, 2015

Sr. No.	Name of Company	Net assets i.e. total assets minus total liabilities		Share in profit or (loss)	
		As % of consolidated net assets	Rupees in lakhs	As % of consolidated profit or (loss)	Rupees in lakhs
19	Tato Hydro Power Private Limited	0.33	6,791	-0.02	(28)
20	Kalai Power Private Limited	0.67	13,727	0.00	(0)
21	Urthing Sobla Hydro Power Private Limited	0.08	1,692	-0.02	(25)
22	Amulin Hydro Power Private Limited	0.19	3,978	0.00	(0)
23	Emini Hydro Power Private Limited	0.18	3,620	0.00	(0)
24	Mihundon Hydro Power Private Limited	0.12	2,408	0.00	(0)
25	Purthi Hydro Power Private Limited	0.29	6,072	0.00	(0)
26	Teling Hydro Power Private Limited	0.10	1,969	0.00	(0)
27	Shangling Hydro Power Private Limited	0.05	949	0.00	(0)
28	Lara Sumta Hydro Power Private Limited	0.11	2,177	0.00	(0)
29	Sumte Kothang Hydro Power Private Limited	0.13	2,674	0.00	(0)
30	Coastal Andhra Power Infrastructure Limited	0.14	2,799	0.00	(0)
31	Reliance Prima Limited	0.00	5	0.00	(1)
32	Atos Trading Private Limited	0.00	88	0.00	(1)
33	Atos Mercantile Private Limited	0.00	32	(0.04)	(46)
34	Reliance Green Power Private Limited	0.13	2,727	0.00	(0)
35	Reliance Geothermal Power Private Limited Foreign Subsidiaries	0.00	2	(0.04)	(51)
36	Reliance Natural Resources (Singapore) Pte Limited	8.58	176,947	(1.58)	(2,031)
37	PT Heramba Coal Resources	0.00	2	0.00	2
38	PT Avaneesh Coal Resources	0.00	27	(0.06)	(81)
39	PT Sriwijaya Bintang Tiga Energi	0.47	9,674	(0.00)	-
40	PT Brayan Bintang Tiga Energi	0.20	4,164	0.04	55
41	PT Sumukha Coal Service	0.00	102	0.00	(2)
42	Reliance Power Netherlands BV	1.17	24,090	0.72	932
<b>Total</b>		<b>100.00</b>	<b>2,063,350</b>	<b>100.00</b>	<b>128,636</b>

41. Previous year figures have been regrouped / recasted wherever considered necessary to make it comparable to current year presentation.

As per our attached report of even date

**For Price Waterhouse**  
Firm Regn. No: 301112 E  
Chartered Accountants

**Uday Shah**  
Partner  
Membership No: 46061

**For Chaturvedi & Shah**  
Firm Regn. No: 101720 W  
Chartered Accountants

**Vijay Napawaliya**  
Partner  
Membership No: 109859

For and on behalf of the Board of Directors

**Anil D Ambani** Chairman

**Sateesh Seth**  
**Dr. V K Chaturvedi**  
**D J Kakalia**  
**Rashna Khan** } Director

**Ashutosh Agarwala** Chief Financial Officer

**Ramaswami Kalidas** Company Secretary and Manager

Place : Mumbai  
Date : May 26, 2015

Place : Mumbai  
Date : May 26, 2015

Place : Mumbai  
Date : May 26, 2015

# Reliance Power Limited

## Financial Information of Subsidiary Companies

Rupees in lakhs

Name of Subsidiary	Share Capital including Share Application Money	Reserve and Surplus	Total Assets (Non-current + Current) except investments	Total Liability (Non-Current + Current)	Investments	Turnover*	Profit/(Loss) before Taxation	Provision for Taxation Debited/Credited to Statement of Profit and Loss	Profit/(Loss) after Taxation
RPSCCL	42,482	3,88,130	10,79,317	6,96,553	47,848	4,64,921	94,632	19,835	74,797
SPL	7,705	7,69,975	27,63,404	20,58,019	72,295	6,596	240	370	(129)
DSPLL	180	34,448	83,561	58,190	9,257	12,912	6,237	458	5,779
VIPL	1,492	1,72,124	5,36,433	3,67,243	4,426	2,07,187	22,779	4,774	18,004
JPL	45	31,972	32,470	453	-	-	(185)	(2)	(184)
CAPL	5,100	(2,048)	1,04,303	1,01,251	-	5	(1,030)	@	(1,031)
CPPL	11	10,023	1,41,117	1,31,083	-	-	(1)	@	(1)
RSTEPL	314	58,392	2,43,409	1,93,262	8,559	513	438	2	436
SMPL	3,002	2,96,715	9,04,702	6,05,478	493	13	13	-	13
SHPLL	38	15,168	15,632	427	-	@	@	@	@
THPLL	8	6,298	6,959	653	-	@	(28)	(3)	(25)
KPPL	35	13,441	13,764	289	-	@	@	@	@
USHPLL	3	1,663	1,693	27	-	-	(25)	-	(25)
AHPLL	39	3,908	3,984	37	-	-	@	-	@
EHPLL	37	3,563	3,621	22	-	-	@	-	@
MHPLL	25	2,381	2,408	1	-	-	@	-	@
PHPLL	35	6,037	6,072	@	-	-	@	-	@
TPPL	12	1,951	1,970	7	-	-	@	-	@
SPPL	6	937	950	6	-	-	@	-	@
LHPLL	13	2,159	2,177	5	-	-	@	-	@
SKHPLL	16	2,657	2,674	1	-	-	@	-	@
CAPIL	6	1,978	2,868	883	-	-	@	-	@
ATPL	1	444	447	2	-	-	(1)	-	(1)
AMPL	1	(13)	46	58	-	-	(46)	-	(46)
Rprima	5	(1)	6	1	-	-	(1)	-	(1)
MEGL	10	1,425	1,438	3	-	12	9	4	5
RNRL	5	1,839	6,202	4,358	-	15	(4)	-	(4)
RGPLL	5	2,470	2,727	252	-	-	@	@	@
RCGL	2,595	2,40,878	15,624	14,396	2,42,245	5	(909)	1	(909)
BPL	5	26	32	1	-	-	@	-	@
RSRPLL	1	(1)	3	3	-	-	@	-	@
RWPLL	1	42	44	1	-	-	@	-	@
RGTPPL	1	(51)	2	52	-	-	(51)	@	(51)
RCRPL	210	16,060	20,936	21,509	16,843	691	45	47	(2)
RPNS	16,843	984	51,198	41,839	8,468	1,707	461	-	461
PTH\$	9,917	3	4,035	4	5,889	32	(2)	-	(2)
PTAS	4,564	(521)	1,981	151	2,213	8	(82)	-	(82)
BBE#	4,150	16	4,296	130	-	61	55	-	55
SBE#	9,974	(161)	9,925	113	-	-	(48)	-	(48)
RNRL-Singapore\$	1,72,104	3,325	1,77,040	1,728	118	7,876	(2,031)	1	(2,032)
PTSS	118	(16)	96	44	50	@	(2)	-	(2)

\* Represents other income also

\$ Reporting currency is USD

# Reporting currency is IDR

Dividend on Preference Shares issued by RNRL - Singapore proposed during the year ₹ 847 lakhs. No proposed dividend in other subsidiaries.

Exchange rate as on March 31, 2015 : 1 IDR = 0.005 INR; 1 USD = 62.5908 INR.

@ Amount is below rounding off norm adopted by the Group.

**RELIANCE**

Power

**Reliance Power Limited**

CIN: L40101MH1995PLC084687

**Registered Office:** H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710Tel: +91 22 3032 7648, Fax: +91 22 3032 7719, e-mail: reliancepower.investors@relianceada.com,  
Website: www.reliancepower.co.inPLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.  
Joint shareholders may obtain additional attendance slip at the venue.

DP. Id*		Name and Address of the registered Shareholder
Client Id / Regd. Folio No.		
No. of Share(s) held		

I/ We hereby record my/our presence at the **21<sup>st</sup> Annual General Meeting** of the Company, to be held on Wednesday, September 30, 2015 at 4.00 P. M. or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020.

\* Applicable for investors holding share(s) in electronic form.

Signature of the shareholders or proxy

TEAR HERE

**PROXY FORM****RELIANCE**

Power

**Reliance Power Limited**

CIN: L40101MH1995PLC084687

**Registered Office:** H Block, 1<sup>st</sup> Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710Tel: +91 22 3032 7648, Fax: +91 22 3032 7719, e-mail: reliancepower.investors@relianceada.com,  
Website: www.reliancepower.co.in**FORM No. MGT-11**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

<b>Name of the Member(s) :</b>	
<b>Registered Address :</b>	
<b>E mail Id :</b>	
<b>Folio No / Client ID:</b>	
<b>DP ID :</b>	

I / We, being the member(s) of ..... shares of the above named company, hereby appoint:

- (1) Name ..... Address.....  
Email ID ..... Signature..... or failing him/her
- (2) Name ..... Address.....  
Email ID ..... Signature..... or failing him/her
- (3) Name ..... Address.....  
Email ID ..... Signature..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **21<sup>st</sup> Annual General Meeting** of the Company, to be held on Wednesday, September 30, 2015 at 4.00 P. M. or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Birla Matushri Sabhagar, 19, New Marine Lines, Mumbai 400 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Matter of Resolution	For	Against
1.	To consider and adopt :		
	a) the audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon and		
	b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and the report of the Auditors thereon.		
2.	To appoint a Director in place of Shri Sateesh Seth (DIN: 00004631), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint Auditors and to fix their remuneration		
4.	Private Placement of Non-Convertible Debentures		
5.	Issue of Securities to Qualified Institutional Buyers		
6.	Payment of the remuneration to the Cost Auditors for the financial year ending March 31, 2016		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp**Note: This form of Proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.**

If undelivered please return to:

**Karvy Computershare Private Limited  
(Unit: Reliance Power Limited)**

Karvy Selenium, Tower – B, Plot No. 31 & 32  
Survey No. 116/22, 115/24, 115/25,  
Financial District, Nanakramguda,  
Hyderabad 500 032, Telangana, India

Tel. : + 91 40 6716 1500

Fax : + 91 40 6716 1791

Email : rpower@karvy.com