



**Reliance Utilities And Power Private Limited**

**Annual Report**

**2014-2015**

**Corporate Identity Number (CIN) of the Company:**

U40100GJ1991PTC051130

**Name of the Company:**

Reliance Utilities And Power Private Limited

**Registered Office:**

CPP Control Room, Village Padana,  
Taluka Lalpur, District Jamnagar,  
Jamnagar- 361280, Gujarat.

**Corporate Office:**

3rd Floor, Maker Chambers IV,  
222 Nariman Point,  
Mumbai 400021.  
Tel: +91 22 2278 5500, Fax: +91 22 2278 5560

**Board of Directors:**

Shri. Kamal Nanavaty	:	Director
Shri. V K Gandhi	:	Director
Shri. Satish Parikh	:	Director
Ms. Geeta Fulwadaya	:	Additional Director

**Key Managerial Personnel:**

Kiritkumar Brahmhatt	:	Manager
Dinesh Lahoti	:	Secretary
Paras Bhansali	:	Chief Financial Officer

**Auditors:**

M/s. Chaturvedi & Shah  
Chartered Accountants  
714-715, Tulsiani Chambers,  
212, Nariman Point,  
Mumbai-400 021

**Registrar & Transfer Agents**

Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty Fifth Annual Report and the Company's audited financial statement for the financial year ended March 31, 2015.

### Financial Results

The financial performance of the Company for the financial year ended March 31, 2015 is summarized below:

(Rs. in Crore)

	2014-15	2013-14 (9 months)*
<b>Profit before tax</b>	<b>207.85</b>	322.27
Less: Provision for taxation		
Current Tax	<b>172.50</b>	113.00
Deferred Tax	<b>(1.97)</b>	8.08
<b>Profit after tax</b>	<b>37.32</b>	201.19
Add: Balance brought forward from the last year	<b>2535.93</b>	2411.02
<b>Amount available for appropriations</b>	<b>2573.25</b>	2612.21
<b>Add/(Less): Appropriations</b>		
Transfer (to)/from Debenture Redemption Reserve	<b>120.21</b>	(76.28)
<b>Balance carried to Balance Sheet</b>	<b>2693.46</b>	2535.93

\*period of 9 months from 1.7.2013 to 31.3.2014 on account of change in financial year. Hence the figures of the current year are not comparable with the figures of the previous period to that extent.

- Revenue from Operations is Rs.1620.64 crore
- Profit before Depreciation, Interest and Tax is Rs.1304.06 crore
- Profit before Tax is Rs.207.85 crore

### Operations

During the year under review, your Company has continued to generate power without interruption for captive use by Refinery and Manufacturing Facilities of Reliance Industries Limited at Jamnagar, Hazira and Dahej.

During the year, 1 Gas Turbine Generator (GTG), 2 Heat Recovery Steam Generators (HRSG), 2 Auxiliary boilers and 1 Steam Turbine Generator (STG) of the Gas based Power Plant at Dahej, Gujarat were commissioned and have become operational.

### New Projects:

The Company is implementing projects comprising of 3 STGs, 4 Circulating Fluidised Bed Combustion (CFBC) boilers at Dahej; 4 STGs, 5 CFBC boilers at Hazira and 3 GTGs, 3 HRSGs, 2 Auxiliary boilers at Jamnagar for captive use for the manufacturing facilities of Reliance Industries Limited (RIL) at above locations.

Above projects are expected to be completed during Financial Year 2016-2017 in a phased manner.

### New Borrowings:

During the year under review, Company has made borrowings as under;

- Issue and allotment of 20,000 – 9.75% Secured Redeemable Non-Convertible Debentures – PPD 4 of Rs. 10,00,000/- each aggregating Rs. 2000 crore on private placement basis.
- Rupee Term Loans from Bank and Financial Institution aggregating Rs. 1750 crore.

These funds will be utilized for ongoing capital expenditure. The Company is also in process of completing the financial closure for balance funds required for the ongoing projects.

### Dividend

Your Directors have not recommended any dividend on Class 'B' Equity Shares for the year under review.

### Subsidiary, Joint Venture and Associate Company

During the year under review, Deccan Finvest Private Limited has ceased to be subsidiary of the Company w.e.f February 28, 2015. No company has become or ceased to be Company's joint venture or associate company. Salient feature of the financial statement of company's subsidiary as per the Companies Act, 2013 ('the Act') is annexed to the Financial Statement of the Company.

### Debentures:

During the year, Your Company has redeemed 10,000 - 9.20% Unsecured Redeemable Non-Convertible Debentures – PPD 2 of Rs. 10,00,000/- each aggregating Rs. 1000 crore on February 27, 2015.

### Directors' Responsibility Statement

Your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 (the 'Act'), have been

followed and there are no material departures from the same;

- (b) the Directors have 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;
- (c) the Directors have 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;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **Contracts and arrangements with Related Parties**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

#### **Corporate Social Responsibility (CSR)**

The Board of Directors of the Company has formulated and approved a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. In terms of the CSR Policy, the focus areas of engagement shall be rural transformation, affordable healthcare solutions, access to quality education, environmental sustainability and protection of national heritage.

The Company's average net profit for the three immediately preceding financial years is Rs. 516.55 crore. During the year, the Company has spent Rs. 11 Crore (around 2.13% of the average net profit of last three financial year) on CSR activities.

The Annual Report on CSR activities is annexed herewith marked as **Annexure I**.

#### **Risk Management**

The Company has in place a Risk Management Policy which

provides for a robust risk management framework to identify and assess risks such as operational, financial, regulatory and other risks. There is an adequate risk management infrastructure in place capable of addressing these risks.

#### **Internal Financial Controls**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

#### **Directors/ Key Managerial Personnel**

The Board of Directors have appointed Ms. Geeta Fulwadaya (DIN: 03341926) as an Additional Director w.e.f. March 31, 2015 in terms of section 149(2) of the Act read with Rule 3 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. The Company has received requisite notice in writing from a member proposing the candidature of Ms. Geeta Fulwadaya for appointment as Director, liable to retire by rotation.

Shri Kumar Ananthanarayanan was appointed as Chief Financial Officer of the Company w.e.f. July 31, 2014 and has resigned as Chief Financial Officer of the Company w.e.f. December 31, 2014. Shri Paras Bhansali was appointed as Chief Financial Officer of the Company w.e.f. March 31, 2015

Shri Kirit Brahmhatt was appointed as a Manager of the Company for a period of two (2) years, with effect from September 30, 2014.

As per the best practices prevalent in the industry and on the basis of the criteria approved by the Board for performance evaluation of Board, Committees and other individual directors, a process of evaluation was followed by the Board for its own performance and that of its Committees and individual Directors

The following policies of the Company are attached annexed herewith marked as **Annexure II A** and **Annexure II B**:

- a) Policy for Appointment of Directors; and
- b) Remuneration Policy for Directors, Key Managerial Personnel and other employees.

#### **Auditors and Auditors' Report**

##### **Statutory Auditors**

M/s. Chaturvedi & Shah, Chartered Accountants Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting of the Company and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

### Secretarial Auditor

The Board has appointed M/s. Shashikala Rao & Co, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as **Annexure III** to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

### Disclosures:

#### Audit Committee

The Audit Committee of the Company comprises Shri K. P. Nanavaty (DIN : 00001580) as Chairman and Shri V K Gandhi (DIN : 00012921) and Shri Satish Parikh (DIN : 00094560) as members. All the recommendations made by the Audit Committee were accepted by the Board.

#### Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR Committee) comprises Shri K. P. Nanavaty (DIN : 00001580) as Chairman and Shri V K Gandhi (DIN : 00012921) and Shri Satish Parikh (DIN : 00094560) as members.

#### Vigil Mechanism

The Company has formulated Vigil Mechanism Policy for employees including Directors of the Company to report their genuine concerns or grievances. The provisions of this Policy are in line with the provisions of Section 177(9) of the Act.

#### Meetings of the Board and Committees

Eight meetings of the Board of Directors, Five meetings of the Audit Committee and One meeting of the Corporate Social Responsibility Committee of the Board of Directors of the Company were held during the year.

Dates of Board Meetings / Committee meetings held during the financial year 2014-2015:

Sr. No.	Board Meeting	Audit Committee Meeting	Corporate Social Responsibility Meeting
1.	26.05.2014	26.05.2014	--
2.	31.07.2014	31.07.2014	--
3.	30.09.2014	30.09.2014	--
4.	14.11.2014	14.11.2014	--
5.	29.12.2014	--	--
6.	28.02.2015	--	28.02.2015
7.	26.03.2015	26.03.2015	--
8.	31.03.2015	--	--

Attendance of Directors at Board Meetings / Committee meetings during the financial year 2014-2015:

	Attendance at meetings during the financial year 2014-2015		
	Board	Audit Committee	Corporate Social Responsibility Committee
Shri K. P. Nanavaty	5	3	1
Shri V. K. Gandhi	8	5	1
Shri Satish Parikh	8	5	1
Ms. Geeta Fulwadaya*	N.A.	N.A.	N.A.

\*Ms. Geeta Fulwadaya was appointed as an Additional Director w.e.f. March 31, 2015.

N.A. Not a member of the Board/Committee

#### Particulars of loans given, investments made, guarantees given and securities provided

The Company is providing Infrastructural facilities and hence is exempted from the provisions of Section 186 of the Act relating to loan made, guarantee given and security provided.

During the year under review, the Company has not made any investments in the securities of any Body Corporate.

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

##### A. Conservation of Energy

###### (i) Steps taken for conservation of energy :

Energy conservation dictates how efficiently a company can conduct its operations. Your Company has recognized the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. Your Company carries out its operations in an environmental friendly manner and is in the look-out for different ways and means to reduce the consumption of energy in its operations.

The following energy conservation measures were undertaken during the year resulting in saving of energy:

- usage of alternate pumps to reduce LP steam dumping.
- Decommissioning / stoppage of standby equipments

###### (ii) Steps taken by the Company for utilising alternate sources of energy:

Use of synthesis gas (Syngas) as an alternate fuel instead of natural gas / liquid fuel is being implemented at Jamnagar.

**(iii) The capital investment on energy conservation equipment :**

Nil

**B. Technology Absorption**

**(i) Major efforts made towards technology absorption:**

The ongoing projects of the Company comprise of setting up of coal based power plants running on Circulating Fluidized-bed Combustion (CFBC) Technology

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:**

Not Applicable

**(iii) Information regarding imported technology (Imported during last three years):**

The Company has not imported any technology during the last three years.

**(iv) Expenditure incurred on research and development:**

NIL

**C. Foreign Exchange Earnings and Outgo:**

Foreign Exchange earned in terms of actual inflows - Nil

Foreign Exchange outgo in terms of actual outflows - Rs. 796.74 crore

**Extract of Annual Return**

Extract of Annual Return of the Company is annexed herewith as **Annexure IV** to this Report.

**Particulars of Employees and related disclosures**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) 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 the limits set out in the said rules is annexed herewith as **Annexure V** to this Report.

Disclosures pertaining to 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 is annexed herewith as **Annexure VI** to this Report.

**General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (i) Details relating to deposits covered under Chapter-V of the Act.
- (ii) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- (iii) Issue of shares (including sweat equity shares and ESOS) to employees of the Company under any scheme.
- (iv) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Acknowledgement**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

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

Sd/-  
(K .P. Nanavaty)  
Director  
DIN: 00001580

Sd/-  
(Satish Parikh)  
Director  
DIN: 00094560

September 23, 2015



**Annexure A**

**Corporate Social Responsibility Policy**

**1. Policy Statement**

- 1.1 Reliance Utilities And Power Private Limited (“the Company”) believes that Corporate Social Responsibility (“CSR”) extends beyond the ambit of business and should focus on a broad portfolio of assets - human, physical, environmental and social.
- 1.2 This Policy is framed pursuant to the provisions of Section 135 of the Companies Act, 2013.

**2. CSR Vision**

Promote sustainable and inclusive development as a responsible corporate citizen.

**3. CSR Objective**

Promote a comprehensive and integrated development through social and economic transformation.

**4. Core CSR Commitments (Programs / Activities)**

- Addressing identified needs of the underprivileged through initiatives directed towards
  - o improving livelihood,
  - o alleviating poverty,
  - o promoting education,
  - o empowerment through vocational skills and
  - o promoting health and well-being.
- Preserve, protect and promote art, culture and heritage
  - o promoting India’s art, culture and heritage,
  - o conducting promotional and developmental activities / programs.
- Ensuring environmental sustainability, ecological balance and protection of flora and fauna
  - o conducting activities which promote biodiversity,
  - o conducting activities which promote ecological sustainability.
- Any other activity falling within the scope of Schedule VII of the Companies Act, 2013 which would enable the Company to achieve its CSR objectives.

The CSR programs / activities of the Company, as above, are related / will relate to the activities included in Schedule VII of the Companies Act, 2013.

**5. CSR Governance and Implementation**

The Company would be carrying on its CSR programs / activities through Reliance Foundation and the contributions made by the Company to Reliance Foundation will be utilized for CSR programs / activities on behalf of the Company.

To provide an impetus to various philanthropic initiatives, Reliance Foundation (RF) was set up by Reliance Group in 2010 as an expression of its vision towards sustainable growth in India.

Reliance Foundation has taken the path of inclusive development to address the basic needs of the vulnerable sections of the society. The Foundation has cumulatively touched the lives of 4 million people in over 5000 villages and various urban locations. The Foundation works with some of the most vulnerable and marginalized communities across India, with the objective of integrating them into mainstream development process of the country.

Reliance Foundation focuses on these core pillars - Rural Transformation, Education, Health, Urban Renewal and Arts, Culture & Heritage.

In view of the organization structure, reach and expertise of Reliance Foundation in CSR related programs / activities, the Company will continue to carry on its CSR programs / activities through Reliance Foundation.

**6. Monitoring of CSR Activities**

The CSR Committee of Directors of the Company will recommend to the Board of Directors of the Company the amount of expenditure to be incurred on CSR programs/ activities, monitor the CSR Policy of the Company and review its implementation by the Company through Reliance Foundation.

**7. CSR Reporting and Communication**

The Company will report on the progress of its CSR initiatives in its Annual Report.

**8. Corporate Social Responsibility Committee (CSR Committee)**

- The Board of Directors will constitute a CSR Committee comprising atleast three member with atleast one Independent Director, if any.

- The CSR Committee would formulate and recommend the draft CSR Policy to the Board of Directors and the Board of Directors would approve the Policy.
- The Board would approve and adopt any changes in the CSR Policy subject to prevailing provisions of laws in this regard. The CSR Committee is responsible for decision making with respect to the CSR Policy.
- CSR Committee will meet at least twice a year to review and monitor the implementation of CSR programs /activities of the Company.

#### 9. Budget

- The Board shall ensure that a minimum of 2% of the average net profits of the Company of the last 3 years is spent on the CSR programs / activities of the Company.
- In case at least 2% of the average net profits of the Company of the last 3 years is not spent in a financial year, reasons for the same shall be specified in the Board's report.
- All expenditure towards the CSR programs / activities will be diligently documented.
- Any surplus generated out of the CSR programs / activities of the Company will not be added to the normal business profits of the Company.

#### Annexure - B

##### Summary of Programme/Projects towards Corporate Social Responsibility Activities carried out by Reliance Foundation for M/s Reliance Utilities and Power Private Limited in Financial Year 2014-2015

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or Activity Identified	Sector in which the project is covered (clause no. of Schedule VII of the Act, as amended)	Project of Programme 1. Local Area or Other 2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Programme wise	Amount spent on the Projects or Programs: Sub Heads (1) Direct Expenditure on Projects or Programmes (2) Overheads	Cumulative Expenditure upto the reporting period i.e. FY 2014-2015	Amount Spent Direct or through Implementing Agency
1	Rural Transformation - RF BIJ - "Enhancing Rural Livelihoods"	Cl. (x) Rural Development Projects; Cl. (i) eradicating hunger, poverty and malnutrition, Cl (iv) ensuring environmental sustainability	State: Karnatka District: Bidar and State: UttraKhand District: Uttarkashi	11,00,00,000	11,00,00,000	11,00,00,000	Implementing Agency - RF
			<b>Total</b>	<b>11,00,00,000</b>	<b>11,00,00,000</b>	<b>11,00,00,000</b>	

Reliance Foundation (RF) is a company within the meaning of section 8 of the Companies Act, 2013 and has a comprehensive approach towards development with an overall aim to create and support meaningful and innovative activities that address some of India's most pressing development challenges, with the aim of enabling lives, living and livelihood for a stronger and inclusive India. RF has an established track record of more than three years in undertaking such projects and programs.



**Annexure I****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 programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	Refer Annexure A on Corporate Social Responsibility Policy
2.	The Composition of the CSR committee	Details of Corporate Social Responsibility Committee is given under the heading "Disclosures" in the Directors' Report.
3.	Average net profit of the Company for last three financial years	Rs. 516.55 crore
4.	Prescribed CSR expenditure (two percent of the amount mentioned in item 3 above)	Rs. 10.33 crore
5.	Details of CSR spent during the financial year:	
	(a) Total amount to be spent for the financial year	Rs. 10.33 crore
	(b) Amount unspent, if any	Not Applicable
	(c) Manner in which the amount spent during the financial year	Refer Annexure B

**RESPONSIBILITY STATEMENT**

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company, is reproduced below:

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

Sd/-

**K. P. Nanavaty**  
**Chairman, CSR Committee**  
**DIN: 00001580**

Sd/-

**Satish Parikh**  
**Director**  
**DIN: 00094560**

**Annexure II A****Policy for Appointment of Directors****1. Introduction**

1.1 Reliance Utilities And Power Private Limited (RUPL) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, RUPL ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 RUPL aims to have an optimum combination of Executive and Non-Executive Directors.

**2. Scope and Purpose:**

2.1. This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to become Directors.

**3. Terms and References:**

In this Policy, the following terms shall have the following meanings:

3.1. **"Director"** means a director appointed to the Board of a company.

3.2. **"Nomination and Remuneration Committee"** means the committee constituted by RUPL's Board

in accordance with the provisions of Section 178 of the Companies Act, 2013

#### 4. Policy:

##### 4.1. Qualifications And Criteria

The Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of individual Board members, the NR Committee shall take into account many factors, including the following:

- General understanding of the Company's business dynamics, global business and social perspective,
- Educational and professional background;
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively;

The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Company's Code of Conduct;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and

thereafter whenever there is a change in the disclosures already made;

- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, and other relevant laws.

The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

##### 4.2. Other Directorships / Committee Memberships

4.2.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.2.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

#### Annexure II B

##### Remuneration Policy for Directors, Key Managerial Personnel and other Employees

#### 1. Introduction

1.1 Reliance Utilities And Power Private Limited (RUPL) recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- 1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully
- 1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks

1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals

## 2. Scope and Purpose:

2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel and other employees of the Company.

## 3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 **“Director”** means a director appointed to the Board of a company.

3.2 **“Key Managerial Personnel”** 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

3.3 **“Nomination and Remuneration Committee”** means the committee constituted by RUPL’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013.

## 4. Policy:

### 4.1 Remuneration to Executive Directors and Key Managerial Personnel

4.1.1 The Board, on the recommendation of the Nomination and Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- (i) Basic Pay
- (ii) Perquisites and Allowances

(iii) Stock Options

(iv) Commission (Applicable in case of Executive Directors)

(v) Retiral benefits

(vi) Annual Performance Bonus

### 4.2 Remuneration to Non-Executive Directors

The Board on the recommendation of the NR Committee shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors may be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors may also be entitled to profit related commission in addition to the sitting fees.

### 4.3 Remuneration To Other Employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration is determined within the appropriate grade and is based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

## Annexure III

### SECRETARIAL AUDIT REPORT

*For the Financial Year ended March 31, 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 Utilities and Power Private Limited**  
CPP Control Room, Village Padana  
TalukaLalpur, District Jamnagar-361280  
Gujarat

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Reliance Utilities and Power Private Limited (**“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 Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers 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 March 31, 2015 ("**Financial Year**"), 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 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (iv) The Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings.

I have also examined compliance with the applicable clauses of the following:

- (i) The Secretarial Standards for Board Meetings and General Meetings were notified to be effective from July 1, 2015 and hence were not applicable during the audit period;
- (ii) The Debt Listing Agreement entered into by the Company with BSE Ltd.

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

**I further report that**, having regard to the compliance system prevailing in the Company, it has complied with the following laws specifically applicable to the Company:

- a. Electricity Act, 2003
- b. Special Economic Zones Act, 2005

**I further report that**, for compliance with financial laws like direct tax and indirect tax laws, and transfer of statutory dues, I rely on the report of Statutory Auditors.

#### **I further report that -**

The Board of Directors of the Company is duly constituted with proper balance of Non-executive Directors and Independent Directors as on March 31, 2015. 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.

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 system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions made at Board Meetings and Committee Meetings have unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that**, having regard to the compliance system prevailing in the Company and as per explanations and management representations obtained and relied upon by me the Company has 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 the Company –**

- a. has given loan pursuant to section 179 of the Act;
- b. has availed secured term loans of Rs. 1000 crore and Rs. 750 crore from IDFC and HDFC respectively;
- c. has redeemed 9.20% unsecured Redeemable Non-convertible Debentures aggregating to Rs. 1,000 crore;
- d. has issued 9.75% secured Redeemable Non-convertible Debentures aggregating Rs. 2000 crore through private placement.

**For Shashikala Rao & Co.  
Company Secretaries**

Sd/-

**Shashikala Rao**

**Practising Company Secretary  
FCS 3866 CP No 9482**

**Mumbai  
September 23, 2015**

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]

<b>I.</b>	<b>REGISTRATION AND OTHER DETAILS:</b>	
i)	CIN:-	U40100GJ1991PTC051130
ii)	Registration Date	04 - 01 - 1991
iii)	Name of the Company	Reliance Utilities And Power Private Limited
iv)	Category / Sub-Category of the Company	Private Company/Share Capital
v)	Address of the Registered office and contact details	CPP Control Room, Village Padana, Taluka Lalpur, District-Jamnagar, Jamnagar - 361280, Gujarat Tel:- 0091 22 22785500, Fax:- 0091 22 22785560
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Karvy Computershare Private Limited Karvy Selenium Tower B Plot No.31-32 Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel: +91 4067161700 Fax: +91 4023114087
<b>II.</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>	
	All the business activities contributing 10% or more of the total turnover of the company shall be stated:-	As per Attachment A
<b>III.</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	As per Attachment B
<b>IV.</b>	<b>SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)</b>	
i)	Category-wise Share Holding	As per Attachment C
ii)	Shareholding of Promoters	As per Attachment D
iii)	Change in Promoters' Shareholding ( please specify, if there is no change)	As per Attachment E
iv)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
v)	Shareholding of Directors and Key Managerial Personnel	As per Attachment G
<b>V.</b>	<b>INDEBTEDNESS</b>	
	Indebtedness of the Company including interest outstanding/ accrued but not due for payment	As per Attachment H
<b>VI.</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>	
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager:	As per Attachment I
B.	Remuneration to other directors:	As per Attachment J
C.	Remuneration to Key Managerial Personnel other than MD/ MANAGER/ WTD	As per Attachment K
<b>VII.</b>	<b>PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:</b>	As per Attachment L

**Attachment A****II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main products/services	NIC Code of the product/service *	% to total turnover of the company #
1	Power, Steam and Process Feed Water	3510	99.97%

\* As per National Industrial Classification – Ministry of Statistics and Programme Implementation

# On the basis of Gross Turnover

**Attachment B****III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S No.	Name of Company	Address of Company	CIN/GLN	HOLDING / SUBSIDIARY / ASSOCIATE	% of Shares held	Applicable section
1	Reliance Industries Holding Private Limited	505, Dalamal House, 5th Floor, 206, Nariman Point, Mumbai - 400021, Maharashtra	U65923MH2007PTC168016	Holding	99.72*	2(46)
2	Reliance Singapore Holding Pte Ltd	20, Cecil Street, #14-01, Equity Plaza, Singapore 049705	—	Associate	50.00	2(6)

\*Reliance Industries Holding Private Limited holds 74% of Class 'A' Equity Shares and 100% of Class 'B' Equity Shares

Class 'A' Equity Shares shall carry rights as to voting but shall not be entitled to rights to dividend and to participate in the surplus assets of the Company, if any. Class 'B' Equity Shares shall carry rights as to dividend and to participate in the surplus assets of the Company, if any, but shall not carry rights as to voting at the general meeting save and except voting rights at the court convened and class meetings.



Attachment C

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% of change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A</b>	<b>Promoters</b>									
<b>(1)</b>	<b>Indian</b>									
a)	Individual / HUF	0	0	0	0.00	0	0	0	0.00	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corporate*	1310088000	517170346	1827258346	99.72	1310088000	517170346	1827258346	99.72	0.00
e)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any other...	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub - Total (A) (1) :-</b>	1310088000	517170346	1827258346	99.72	1310088000	517170346	1827258346	99.72	0.00
<b>(2)</b>	<b>Foreign</b>									
a)	NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any other...	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub - Total (A) (2)</b>	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Total Shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	1310088000	517170346	1827258346	99.72	1310088000	517170346	1827258346	99.72	0.00
<b>B</b>	<b>Public Shareholding</b>									
<b>1</b>	<b>Institutions</b>									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0.00
b)	Banks / FI	0	0	0	0	0	0	0	0	0.00
c)	Central Govt	0	0	0	0	0	0	0	0	0.00
d)	State Govt(s)	0	0	0	0	0	0	0	0	0.00
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f)	Insurance Companies	0	0	0	0	0	0	0	0	0.00
g)	FIIIs	0	0	0	0	0	0	0	0	0.00
h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
(i)	Others (specify) - Body Corporate#	0	5200000	5200000	0.28	5200000	0	5200000	0.28	0.00

## Attachment C

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

## i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2014)				No. of Shares held at the end of the year (As on 31-03-2015)				% of change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>Sub - Total (B) (1)</b>	<b>0</b>	<b>5200000</b>	<b>5200000</b>	<b>0.28</b>	<b>5200000</b>	<b>0</b>	<b>5200000</b>	<b>0.28</b>	<b>0.00</b>
<b>2 Non-institutions</b>									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals	0	0	0	0	0	0	0	0	0.00
I) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	0	0	0	0	0	0	0	0.00
II) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0	0	0.00
c) Others (specify)									
<b>Sub - Total (B) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>0</b>	<b>5200000</b>	<b>5200000</b>	<b>0.28</b>	<b>5200000</b>	<b>0</b>	<b>5200000</b>	<b>0.28</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>1310088000</b>	<b>522370346</b>	<b>1832458346</b>	<b>100.00</b>	<b>1315288000</b>	<b>517170346</b>	<b>1832458346</b>	<b>100.00</b>	<b>0.00</b>

\*Number of Class 'A' Equity Shares - 2,00,00,000 and Number of Class 'B' Equity Shares - 181,24,58,346

Rights, preference and restrictions attached to shares are as under; Class 'A' Equity Shares shall carry rights as to voting but shall not be entitled to rights to dividend and to participate in the surplus assets of the Company, if any. Class 'B' Equity Shares shall carry rights as to dividend and to participate in the surplus assets of the Company, if any, but shall not carry rights as to voting at the general meeting save and except voting rights at the court convened and class meetings.

# Captive user under the provisions of Electricity Rules, 2005

#### Attachment D

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

##### ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2014)			Shareholding at the end of the year (As on 31-03-2015)			% change in share holding 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	
	<b>Class 'A' Equity Shares</b>							
1	Reliance Industries Holding Private Limited (Class 'A' Equity Shares)	14800000	74	0.00	14800000	74	0.00	0.00
	<b>Total</b>	<b>14800000</b>	<b>74.00</b>	<b>0.00</b>	<b>14800000</b>	<b>74.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Class 'B' Equity Shares</b>							
2	Reliance Industries Holding Private Limited (Class 'B' Equity Shares)	1812458346	100.00	0.00	1812458346	100.00	0.00	0.00
	<b>Total</b>	<b>1812458346</b>	<b>100.00</b>	<b>0.00</b>	<b>1812458346</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>

#### Attachment E

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

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

Sl. No.		Shareholding at the beginning of the year (As on 01-04-2014)		Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1827258346	100.00	182 7258 346	100.00
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	No Change		No Change	
	At the End of the year			182 7258 346	100.00

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

iv) *Shareholding Pattern of top ten Shareholders(Other than Directors, Promoters and Holders of GDRs and ADRs)*

Sl. No.	Name	Shareholding			Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	% of total shares of the Company
				No.of Shares at the beginning (01-04-14)/ end of the year( 31-03-15)				% of total shares of the Company	
1	Reliance Industries Limited (Class 'A' Equity Shares)	5200000	26	01-04-2014	0	0	5200000.00	26.00	
		5200000	26	31-3-2015	0		5200000.00	26.00	

## Attachment G

#### IV. SHARE HOLDING PATTERN (Equity Share Breakup as percentage of Total Equity)

*y) Shareholding of Directors and Key Managerial Personnel*

[illegible]

## Attachment H

## F. INDEBTEDNESS

Amount (Rs. In crore)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (01.04.2014)</b>				
i) Principal Amount	3,061	1,000	-	4,061
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	167	85		252
<b>Total (i+ii+iii)</b>	<b>3,228</b>	<b>1,085</b>	<b>-</b>	<b>4,313</b>
<b>Change in Indebtedness during the financial year (Principal Amount)</b>				
Addition	3,750			3,750
Reduction	-292	-1,000		-1,292
Exchange Difference	-105			-105
<b>Net Change</b>	<b>3,353</b>	<b>-1,000</b>	<b>-</b>	<b>2,353</b>
<b>Indebtedness at the end of the financial year (31.03.2015)</b>				
i) Principal Amount	6,414	-	-	6,414
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	299	-		299
<b>Total (i+ii+iii)</b>	<b>6,713</b>	<b>-</b>	<b>-</b>	<b>6,713</b>

## Attachment I

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Rs in crore

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

Sl. no.	Particulars of Remuneration	Total Amount	
		Name of MD/WT/Manager Manager (Kiritkumar Brahmbhatt)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify - Payment on Secondment	0.67	0.67
	<b>Total (A)</b>		
	Ceiling as per the Act	16.11 (5% of the Net Profit as per Section 198 of the Companies Act, 2013)	

## Attachment J

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	K. P. Nanavaty	Satish Parikh	V. K. Gandhi	Geeta Fulwadaya (Appointed w.e.f. 31.03.2015)	Total Amount (Rs. in crore)
1	Independent Directors					
	· Fee for attending board / committee meetings					
	· Commission					
	· Others, please specify					
	<b>Total (1)</b>					
2	Other Non-Executive Directors					
	· Fee for attending board / committee meetings					
	· Commission					
	· Others, please specify					
	<b>Total (2)</b>					
	<b>Total (B)=(1+2)</b>					
	Total Managerial Remuneration					0.67*
	<b>Overall Ceiling as per the Act</b>	<b>Sitting Fees:one lakh rupees per meeting of the Board or Committee</b>				

\* Total remuneration to all the Directors (being the total of A and B).



Attachment K						
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD						
Sl. no.	Particulars of Remuneration	CEO	Company Secretary (Dinesh Lahoti)	Key Managerial Personnel CFO (Kumar Ananthanarayan Bala) Appointed w.e.f 31.07.2014 and Resigned w.e.f 31.12.2014	CFO (Paras Bhansali) Appointed w.e.f. 31.03.2015	Total Amount (Rs. in crore)
1	Gross salary	Not Applicable				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			0.23		0.23
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961					-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2	Stock Option					-
3	Sweat Equity					
4	Commission					
	- as % of profit					
	- others, specify ... - Medical					-
5	Others, please specify - Payment on Secondment		0.10			0.10
	<b>Total</b>		<b>0.10</b>	<b>0.23</b>	<b>-</b>	<b>0.33</b>

## Attachment L

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / punishment / compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
A.	Company				
	Penalty				
	Punishment				
	Compounding				
B	Directors				
	Penalty				
	Punishment				
	Compounding				
C.	OTHER OFFICERS IN DEFAULT				
	Penalty				
	Punishment				
	Compounding				

## Annexure V to Directors' Report

Statement pursuant to Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the year ended March 31, 2015, forming part of the Directors' Report

Sr no	Name	Age	Qualification	Designation	Date of commencement of employment	Exp. (Years)	Remuneration received (Rs.)	Last employment held before joining the Company
1	Kiritkumar M Brahmhatt (Secondment)	64	BE-Electrical-1974	Manager	01.01.2011	39	67,05,653#	Reliance Utilities Private Limited

# Refers to employment for part of the year

Notes:

1. The appointment is contractual and terminable by notice on either side.
2. Payment is made on Secondment.
3. Employee mentioned above does not hold any shares in the Company.
4. Employee mentioned above is not related to any director/Manager of the Company.
5. Information about qualification and last employment is based on particulars furnished by the concerned employee.

**Annexure VI to Directors' Report**

**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**

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer, Manager and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2014-15 (Rs)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Shri V K Gandhi, Director	Nil	NA	NA	
2	Shri Satish Parikh, Director	Nil	NA	NA	
3	Shri K .P. Nanavaty, Director	Nil	NA	NA	
4	Ms. Geeta Fulwadaya, Director (Appointed w.e.f March 31, 2015)	NA	NA	NA	
5	Shri Kiritkumar Brahmbhatt, Manager (Appointed w.e.f. September 30, 2014)	67,05,653*	NA**	NA	
6	Shri Kumar Ananthanarayanan, Chief Financial Officer (Appointed on July 31, 2014 and resigned on December 31, 2014)	23,05,705	NA***	NA	Profit before Tax reduced by 48.79 % and Profit after Tax reduced by 85.99 % in financial year 2014-15.
7	Shri Dinesh Lahoti, Secretarial Officer	9,91,521*	NA****	NA	
8	Shri Paras Bhansali, Chief Financial Officer (Appointed w.e.f. March 31, 2015)	Nil	NA	NA	

\* Payment on Secondment

\*\* Details not given as Shri Kiritkumar Brahmbhatt was appointed as Manager for part of the financial year 2014-15 (Appointed on September 30, 2014)

\*\*\* Details not given as Shri Kumar Ananthanarayan was a CFO for part to the financial year 2014-15. (Appointed on July 31, 2014 and Ceased to be a CFO on December 31, 2014).

\*\*\*\* No Remuneration paid in the Financial year 2013-14

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 13,45,598.
- (iii) In the financial year, there was an increase of 12.25% in the median remuneration of employees;
- (iv) There were 51 permanent employees on the rolls of Company as on March 31, 2015 (includes Shri Kiritkumar Brahmbhatt, Manager and Shri Dinesh Lahoti, Secretarial Officer, who provide their services to the Company on Secondment);
- (v) Relationship between average increase in remuneration and company performance:- Profit before Tax reduced by 48.79 % and Profit after Tax reduced by 85.99 % in financial year 2014-15, whereas increase in median remuneration was 12.25%.

- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) (KMP) against the performance of the Company: In the FY 2013-14, the Company was required not to appoint any KMP and Company has not paid any remuneration to KMP, hence the Remuneration paid in FY 2014-15 is not comparable with FY 2013-14. Profit before Tax of the Company reduced by 48.79 % and Profit after Tax reduced by 85.99 % in financial year 2014-15.
- (vii) Variations in the market capitalisation of the Company, price earnings ratio of the Company as at the closing date of the current financial year and previous financial year and percentage increase over 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 in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year: Not Applicable as the Company is Debt Listed
- (viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 10.24% whereas increase in the managerial remuneration of the same financial year is not applicable as the Company was did have any KMPs in FY 2014-15.
- (ix) The key parameters for the variable component of remuneration availed by the directors : Not Applicable
- (x) 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; and
- (xi) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RELIANCE UTILITIES AND POWER PRIVATE LIMITED

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **RELIANCE UTILITIES AND POWER PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 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

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 that 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 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

Our responsibility is to express an opinion on these standalone financial statements based on our 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.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards 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.

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.

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

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 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (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 information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
  - iii. There are no amounts that are required to be transferred to the Investor Education and Protection Fund by the Company.

For **CHATURVEDI & SHAH**  
Chartered Accountants  
(Firm's Registration No. 101720W)

**R. KORIA**  
Partner  
Membership No. 35629  
Mumbai, May 28, 2015



## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
  - (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- ii. In respect of its inventories:
  - (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- iii. There are no loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause (iii) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 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 goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- v. According to information and explanations given to us, the Company has not accepted any deposit, and accordingly, the provisions of clause (v) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.
- vi. According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of activities carried on by the Company and accordingly, the provisions of

clause (vi) of paragraph 3 of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.

- vii. According to the information and explanations given to us and the records of the Company examined by us in respect of statutory dues:
  - (a) The Company has generally been 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 applicable to it with the appropriate authorities. There were no undisputed amounts payables in respect of the aforesaid dues in arrears as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date of becoming payable.
  - (b) There were no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess, as applicable, which have not been deposited on account of any dispute.
  - (c) According to the information and explanations given to us and the records of the Company examined by us there are no amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- viii. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- ix. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- x. The Company has given guarantee for loans taken by others from banks and financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not *prima facie* prejudicial to the interest of the Company.
- xi. To the best of our knowledge and belief and according to the information and explanations given to us, the term loans raised have *prima facie* been applied for the purposes for which they were raised.
- xii. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the company has been noticed or reported during the year.

For **CHATURVEDI & SHAH**  
Chartered Accountants  
(Firm's Registration No. 101720W)

**R. KORIA**  
Partner  
Membership No. 35629  
Mumbai, May 28, 2015

## RELIANCE UTILITIES AND POWER PRIVATE LIMITED

### Balance Sheet as at 31st March 2015

	Note	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	3	183.25	183.25
Reserves and Surplus	4	5 761.46	5 724.14
		5 944.71	5 907.39
<b>Non-Current Liabilities</b>			
Long Term Borrowings	5	5 971.35	2 636.60
Deferred Tax Liabilities (net)	6	27.16	29.13
Other Long Term Liabilities	7	370.53	394.46
		6 369.04	3 060.19
<b>Current Liabilities</b>			
Trade Payables	8	19.01	34.03
Other Current Liabilities	9	1 201.75	1 781.64
Short Term Provisions	10	0.66	0.60
		1 221.42	1 816.27
<b>Total</b>		<b>13 535.17</b>	<b>10 783.85</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Fixed Assets (Tangible)	11	2 393.64	2 706.32
Capital Work-in-Progress	11	2 502.40	519.44
Non-Current Investments	12	0.21	500.22
Long Term Loans and Advances	13	5 333.29	5 480.06
		10 229.54	9 206.04
<b>Current Assets</b>			
Current Investments	14	3 024.69	1 200.44
Inventories	15	41.26	36.45
Trade Receivables	16	228.44	206.24
Cash and Bank Balances	17	2.58	1.07
Short Term Loans and Advances	18	8.66	7.59
Other Current Assets	19	-	126.02
		3 305.63	1 577.81
<b>Total</b>		<b>13 535.17</b>	<b>10 783.85</b>

#### Significant Accounting Policies

#### Notes on Financial Statements

1 to 31

As per our report of even date

For and on behalf of the Board

**For Chaturvedi & Shah**  
Chartered Accountants  
(Registration No. 101720W)

**Satish Parikh**  
Director  
DIN No. - 00094560

**R. Koria**  
Partner  
Membership No. 35629

**V K Gandhi**  
Director  
DIN No. - 00012921

**Dinesh P Lahoti**  
Company Secretary  
ACS- 22471

**Paras Bhansali**  
Chief Financial Officer  
PAN No. - ACTPB7358R  
Place: Jamnagar

Place: Mumbai  
Dated: 28<sup>th</sup> May, 2015

# **RELIANCE UTILITIES AND POWER PRIVATE LIMITED** **Statement of Profit and Loss for the Year ended 31st March 2015**

		(₹ in Crore)	
	Note	2014-15	2013-14 (9 months)
<b><u>INCOME</u></b>			
Revenue from Operations	20	1 620.64	1 113.44
Other Income	21	123.83	119.89
<b>Total</b>		<b>1 744.47</b>	<b>1 233.33</b>
<b><u>EXPENSES</u></b>			
Purchases of Stock-in-Trade	22	0.41	0.34
Employee Benefits Expense	23	8.74	5.40
Finance Costs	24	297.31	208.34
Other Expenses	25	431.26	376.52
Depreciation and Amortisation		798.90	320.46
<b>Total</b>		<b>1 536.62</b>	<b>911.06</b>
<b>Profit before Tax for the year/ period</b>		<b>207.85</b>	<b>322.27</b>
<b>Provision for Taxation</b>			
Current Tax		172.50	113.00
Deferred Tax		( 1.97)	8.08
<b>Profit after Tax for the year/ period</b>		<b>37.32</b>	<b>201.19</b>
<b>Earnings per Share (EPS) of Face Value of Re. 1 each</b>			
Basic and Diluted (₹) - Class "B" Equity Shares	26	0.21	1.11

## **Significant Accounting Policies**

## **Notes on Financial Statements**

**1 to 31**

As per our report of even date

For and on behalf of the Board

**For Chaturvedi & Shah**  
**Chartered Accountants**  
(Registration No. 101720W)

**Satish Parikh**  
**Director**  
DIN No. - 00094560

**R. Koria**  
Partner  
Membership No. 35629

**V K Gandhi**  
**Director**  
DIN No. - 00012921

**Place: Mumbai**  
**Dated: 28<sup>th</sup> May, 2015**

**Dinesh P Lahoti**  
**Company Secretary**  
ACS- 22471

**Paras Bhansali**  
**Chief Financial Officer**  
PAN No. - ACTPB7358R  
**Place: Jamnagar**

**RELIANCE UTILITIES AND POWER PRIVATE LIMITED****Cash Flow Statement for the Year 2014-15**

		(₹ in Crore)
	2014-15	2013-14 (9 months)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax as per Statement of Profit and Loss Account	207.85	322.27
Adjusted for :		
Depreciation and Amortisation	798.90	320.46
Effect of Exchange Rate Change	64.49	89.84
(Profit)/Loss on sale of Fixed Assets (Net)	0.03	-
Net Gain on Sale of Investments	( 23.29)	( 14.15)
Interest Income	( 100.15)	( 105.66)
Finance Cost	297.31	208.34
	<b>1 037.29</b>	498.83
<b>Operating Profit before Working Capital Changes</b>	<b>1 245.14</b>	<b>821.10</b>
Adjusted for:		
Trade and Other Receivables	( 20.78)	15.29
Inventories	( 4.81)	19.65
Trade and other Payables	( 14.96)	4.10
	<b>( 40.55)</b>	39.04
<b>Cash Generated from Operations</b>	<b>1 204.59</b>	860.14
Taxes Paid (Net)	( 185.18)	( 94.86)
Net Cash from Operating Activities	<b>1 019.41</b>	765.28
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1 877.23)	( 833.77)
Purchase of Investments	(10 041.03)	(1 306.89)
Sale/Redemption of Investments	8 791.12	1 725.25
Sale of Investment in subsidiary	0.01	-
Changes in Loans and Advances(net)	-	( 118.13)
Interest Income	231.46	-
Investment in Fixed Deposit	( 854.07)	-
Redemption of Fixed Deposit	854.07	-
<b>Net Cash from / (Used in) Investing Activities</b>	<b>(2 895.67)</b>	( 533.54)

(₹ in Crore)

2014-15 2013-14  
(9 months)

**C. CASH FLOW FROM FINANCING ACTIVITIES**

Proceeds from Long Term Borrowings	3 750.00	-
Repayment of Long Term Borrowings	(1 471.88)	( 223.50)
Interest and Finance Charges Paid	( 400.35)	( 14.17)
<b>Net Cash Generated from / (used in) Financing Activities</b>	<b>1 877.77</b>	<b>( 237.67)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalent</b>	<b>1.51</b>	<b>( 5.93)</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>1.07</b>	<b>7.00</b>
<b>Closing Balance of Cash and Cash Equivalents</b> <b>(refer Note 17)</b>	<b>2.58</b>	<b>1.07</b>

- 1) Figures in brackets represents cash outflow.
- 2) Previous Year's figures have been regrouped and rearranged wherever considered necessary.
- 3) The cash flow statement has been prepared under the 'Indirect method' as set out in Accounting Standard - 3, 'Cash Flow Statement'.

As per our report of even date

**For Chaturvedi & Shah**  
**Chartered Accountants**  
(Registration No. 101720W)

**R. Koria**  
Partner  
Membership No. 35629

For and on behalf of the Board

**Satish Parikh**  
**Director**  
DIN No. - 00094560

**V K Gandhi**  
**Director**  
DIN No. - 00012921

**Dinesh P Lahoti**  
**Company Secretary**  
ACS- 22471

**Paras Bhansali**  
**Chief Financial Officer**  
PAN No. - ACTPB7358R  
**Place: Jamnagar**

**Place: Mumbai**  
**Dated: 28<sup>th</sup> May, 2015**

## SIGNIFICANT ACCOUNTING POLICIES

### A. Basis of Preparation of Financial Statements

These financial statements have been prepared to comply with Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

The financial statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts. The financial statements are presented in Indian rupees rounded off to the nearest rupees in crore.

### B. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires judgement, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

### C. Fixed Assets

Tangible assets are stated at cost net of recoverable taxes, trade discounts and rebates and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of tangible assets comprise of purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.

Adjustments arising from exchange rate variations relating to borrowings attributable to the fixed assets were capitalised till 30th June 2008.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress.

Expenses incurred relating to project prior to commencement of revenue operations are classified as Project Development Expenditure and disclosed under Capital Work-in-Progress (net of income earned during project development stage).

### D. Depreciation and Amortisation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV)

method. Depreciation is provided over useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of following assets, where useful life is different than those prescribed in Schedule II are used;

Particulars	Depreciation/ Amortisation
Leasehold Land	Over the period of Lease
Plant and Machinery relating to Power Plant	Over the useful life of 18 years as technically assessed
Vehicles held under contractual arrangements	Over the period of contracts/arrangements

In respect of additions or extensions forming an integral part of existing assets and insurance spares, depreciation is provided as aforesaid over the residual life of the respective assets.

### E. Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

### F. Foreign Currency Transactions

- Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the date of transaction or that approximates the actual rate on the date of the transaction.
- Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of monetary items which are covered by forward exchange contracts, the difference between the year end rate and the rate on the date of contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.
- Non monetary foreign currency items are carried at cost.
- Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

### G. Investments

Non current Investments are carried at cost. Provision for diminution in the value of non current investments



## SIGNIFICANT ACCOUNTING POLICIES

is made only if such a decline is other than temporary. Current investments are carried at lower of cost or quoted/ fair value, computed category wise.

### H. Inventories

Items of Inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and conditions. Cost of consumables, process chemicals, stores and spares, trading and other products are determined on weighted average basis.

### I. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Company which can be reasonably measured and when no significant uncertainty exists as to its realisation.

- Income from operations is recognised as per the agreements with the consumers.
- Interest income is recognised on a time proportion basis taking into account the amount outstanding and the interest rate applicable.
- Dividend is recognised when the right to receive is established.

### J. Employee Benefits

- Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered. These benefits include performance incentive and compensated absences.
- Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

### K. Borrowing Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. 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 Statement of Profit and Loss in the period in which they are incurred.

### L. Financial Derivatives and Hedging Transaction

In respect of financial derivative contracts, premium paid, gains / losses on settlement and restatement are recognised in the Statement of Profit and Loss.

### M. Income Taxes

Tax expense comprise 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 tax resulting from "timing difference" between book and taxable income is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised only to the extent that there is a reasonable certainty that the asset will be realised in future 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.

### N. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

- The Company had, during the previous year, changed its financial year from July – June to April – March to align with the 'financial year' as defined in Companies Act 2013. Hence the previous reporting period is for nine months from July '13 to March '14 as against current reporting period of twelve months from April '14 to March '15. Hence the figures of the current year are not comparable with the figures of the previous period to that extent.
- Previous years figures have been reworked, regrouped, rearranged and reclassified wherever necessary to make them comparable to those of current year.

(₹ in Crore)

	As at 31st March, 2015	As at 31st March, 2014
<b>3 SHARE CAPITAL</b>		
<u>Authorised Share Capital:</u>		
250 00 00 000 Equity Shares of ₹ 1 each (250 00 00 000)	<b>250.00</b>	250.00
1 00 00 000 Preference Shares of ₹ 100 each (1 00 00 000)	<b>100.00</b>	100.00
<b>Total</b>	<b>350.00</b>	350.00
<u>Issued, Subscribed and Paid Up:</u>		
2 00 00 000 Class 'A' Equity Shares of ₹ 1 each, fully paid up (2 00 00 000)	<b>2.00</b>	2.00
181 24 58 346 Class 'B' Equity Shares of ₹ 1 each, fully paid up (181 24 58 346)	<b>181.25</b>	181.25
<b>Total</b>	<b>183.25</b>	183.25

Notes :

- Out of the above, 1,48,00,000 (Previous Year 1,48,00,000) Class 'A' Equity Shares of ₹ 1 each and 181,24,58,346 (Previous Year 181,24,58,346) Class 'B' Equity Shares of ₹ 1 each are held by Reliance Industries Holding Private Limited, the holding company.
- Out of the above, 52,00,000 (Previous Year 52,00,000) Class 'A' Equity Shares of ₹ 1 each are held by Reliance Industries Limited, an associate company.
- Rights, preference and restrictions attached to shares are as under;
  - Class 'A' Equity Shares shall carry rights as to voting but shall not be entitled to rights to dividend and to participate in the surplus assets of the Company, if any.
  - Class 'B' Equity Shares shall carry rights as to dividend and to participate in the surplus assets of the Company, if any, but shall not carry rights as to voting at the general meeting save and except voting rights at the court convened and class meetings.
- The reconciliation of number of equity shares outstanding is set out below:

Particulars	As at 31st March, 2015 No. of Shares	As at 31st March, 2014 No. of Shares
<b>a) Class 'A' Equity Shares</b>		
Number of shares at the beginning of the year/ period	<b>2 00 00 000</b>	2 00 00 000
<b>Number of shares at the end of the year/ period</b>	<b>2 00 00 000</b>	2 00 00 000
<b>b) Class 'B' Equity Shares</b>		
Number of shares at the beginning of the year/ period	<b>181 24 58 346</b>	181 24 58 346
<b>Number of shares at the end of the year/ period</b>	<b>181 24 58 346</b>	181 24 58 346

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

3.5 Shareholders holding more than 5% shares in the Company :

Particulars	As at 31st March 2015		As at 31st March 2014	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Class 'A' Equity Shares</b>				
Reliance Industries Holding Private Limited	1 48 00 000	74.00%	1 48 00 000	74.00%
Reliance Industries Limited	52 00 000	26.00%	52 00 000	26.00%
<b>Class 'B' Equity Shares</b>				
Reliance Industries Holding Private Limited	181 24 58 346	100.00%	181 24 58 346	100.00%

3.6 Class 'A' Equity Shares includes 1,00,00,000 equity shares of ₹ 1 each and Class 'B' Equity Shares includes 50,23,70,346 equity shares of ₹ 1 each, issued and allotted during the financial year 2012-2013, to the shareholders of Reliance Utilities Private Limited, pursuant to the Scheme of Arrangement between Reliance Utilities Private Limited and Reliance Utilities And Power Private Limited sanctioned by the Hon'ble High Court of Gujarat at Ahmedabad, without payment being received in cash.

	As at 31st March 2015		As at 31st March 2014	
<b>4 RESERVES AND SURPLUS</b>				
<b>Securities Premium Reserve</b>				
As per last Balance Sheet		994.63		994.63
<b>Debenture Redemption Reserve</b>				
As per last Balance Sheet	249.58		173.30	
Add : Transferred (to)/from Surplus in Statement of Profit and Loss	( 120.21)		76.28	
		129.37		249.58
<b>Revaluation Reserve</b>				
As per last Balance Sheet	1 944.00		475.62	
Add: On Revaluation of Fixed Assets (refer note 11.2)	-		1 468.38	
		1 944.00		1 944.00
<b>Surplus in Statement of Profit and Loss</b>				
As per last Balance Sheet	2 535.93		2 411.02	
Add: Profit for the year/ period	37.32		201.19	
Add :Transferred (to)/ from Debenture Redemption Reserve	120.21		( 76.28)	
		2 693.46		2 535.93
<b>Total</b>		<u>5 761.46</u>		<u>5 724.14</u>

5 LONG TERM BORROWINGS

	Non Current	Current	Non Current	Current
<b>Secured</b>				
Non Convertible Debentures	4 000.00	-	2 000.00	-
Term Loan from Banks				
Foreign Currency Loan	221.35	442.71	636.60	424.40
Rupee Loan	750.00	-	-	-
Term Loan from Financial Institution	1 000.00	-	-	-
<b>Unsecured</b>				
Non Convertible Debentures	-	-	-	1 000.00
<b>Total</b>	<u>5 971.35</u>	<u>442.71</u>	<u>2 636.60</u>	<u>1 424.40</u>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

Notes :

- 5.1 (a) 9.75% Secured Redeemable Non Convertible Debentures aggregating to ₹ 2000.00 Crore (Previous Year NIL) are redeemable at par on 2nd August 2024.
- (b) 8.95% Secured Redeemable Non Convertible Debentures aggregating to ₹ 2000.00 Crore (Previous Year ₹ 2000.00 Crore) are redeemable at par on 26th April 2023.

These Debentures are secured by a pari passu charge by way of :

- (i) hypothecation over all moveable assets of the Company (other than those relating to SEZ Power Plant hypothecated to existing lenders under External Commercial Borrowing facility), present and future, consisting of fixed assets, current assets and loans and advances ;
- (ii) mortgage over a building owned by the Company situated at Nalasopara, District Thane.
- 5.2 Foreign Currency Loans from Banks referred to above, are secured by a first ranking pari passu charge :
- a) by way of hypothecation over all moveable assets relating to SEZ Power Plant situated at Village Padana, Taluka Lalpur, District Jamnagar, Gujarat, including present and future currents assets (floating charge), but excluding the Dividend Account and assets and investments created there from;
- b) by way of assignment of the Company's right, title, interest, benefit, claims and demands under each of the Key Project Agreements relating to SEZ Power Plant as set out in the Deed of Hypothecation;
- c) by way of assignment of the Company's rights, titles and interest under or in respect of all permits, approvals, clearances, contractor guarantees, warranties and performance bonds relating to the SEZ Power Plant;
- d) by way of mortgage over the Company's leasehold interest in the land, situated at SEZ in village Padana, Taluka Lalpur, District Jamnagar, Gujarat, under the Land Lease Agreement and the Company's right, title and interest in the immovable assets on the said land and the plant and machinery (of the SEZ Power Plant) affixed on the said land, present and future.

- 5.3 Foreign Currency Loans from Banks as on 31st March, 2015, comprise of External Commercial Borrowing of ₹ 664.06 Crore denominated in and equivalent to United States Dollar (USD) 106.25 million and are repayable as under;

S.No.	Year	(₹ in Crore)	(USD in Millions)
1	2016-17	221.35	35.42
2	2015-16	442.71	70.83
	<b>Total</b>	<b>664.06</b>	<b>106.25</b>

- 5.4 Rupee Loans from Bank and Financial Institution referred to above are secured/ to be secured by way of;
- a) a first ranking pari passu charge on all the moveable tangible and intangible assets of the Company, including any movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets , bank accounts, both present and future excluding those relating to SEZ Power Plant;
- b) a first ranking pari passu charge by way of assignment of Company's rights, title, and interest in respect of Power Generation Agreements, other Material Project Documents, contracts, letter of credit/ guarantee or performance bond and the clearances including all licences, permits, approvals and insurance policies, concessions and consents in respect of or in connection with the power plants of the Company (excluding those relating to SEZ Power Plant) to the extent assignable under applicable law as may be set out in respective Deeds of Hypothecation; and
- c) a first ranking pari passu charge on all current assets of the Company, operating cash flows, loans and advances, receivables, commissions, revenues of whatsoever nature and wherever arising, both present and future, excluding those relating to SEZ Power Plant.

The Company has completed the creation of security/charge for part of the loan and is in the process of creating securities/charge for the balance loan.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

5.5 Rupee Loans from Bank and Term Loan from Financial Institution as on 31st March, 2015 are repayable as below;

S.No.	Year	(₹ in Crore)
1	2023-24	525.00
2	2022-23	350.00
3	2021-22	350.00
4	2020-21	175.00
5	2019-20	175.00
6	2018-19	175.00
<b>Total</b>		<b>1 750.00</b>

5.6 9.20% Unsecured Non Convertible Debentures aggregating to ₹ NIL (Previous Year ₹ 1000.00 Crore) have been redeemed fully during the year.

**6 DEFERRED TAX LIABILITIES (Net)**

The details of Deferred Tax Liability / Deferred Tax Asset recognised as required by Accounting Standard (AS) -22 "Accounting for Taxes on Income" are as under:

	As at 31st March, 2015	As at 31st March, 2014
(A) <b>Deferred Tax Liability</b>		
Related to Fixed Assets	<u>28.05</u>	<u>30.52</u>
	<b>28.05</b>	<b>30.52</b>
(B) <b>Deferred Tax Assets</b>		
Disallowance under Income Tax Act, 1961	<u>0.89</u>	<u>1.39</u>
(C) <b>Net Deferred Tax Liability (A-B) *</b>	<u><b>27.16</b></u>	<u><b>29.13</b></u>

\* Net deferred tax assets of SEZ Power Plant have not been adjusted against the deferred tax liabilities of other business of the Company in the absence of virtual certainty of sufficient future taxable income from that Power Plant.

	As at 31st March, 2015	As at 31st March, 2014
<b>7 OTHER LONG TERM LIABILITIES</b>		
Security Deposits from a Related Party (refer Note 29)	<b>350.00</b>	350.00
Other Long Term Liabilities (refer Note 7.1)	<u>20.53</u>	<u>44.46</u>
<b>Total</b>	<u><b>370.53</b></u>	<u><b>394.46</b></u>

7.1 Amount represents liability towards forward contracts.

7.2 Unamortised Forward Contract Premium of ₹ 35.78 Crore (Previous Year ₹ 99.79 Crore) will be amortised over the remaining life of the Forward Contracts.

	As at 31st March 2015	As at 31st March 2014
<b>8 TRADE PAYABLES</b>		
Micro, Small and Medium Enterprises (Refer Note 9.1)	<b>0.23</b>	0.15
Others	<u>18.78</u>	<u>33.88</u>
<b>Total</b>	<u><b>19.01</b></u>	<u><b>34.03</b></u>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
<b>9 OTHER CURRENT LIABILITIES</b>		
Current Maturities of Long Term Borrowings (refer Note 5)	442.71	1 424.40
Interest Accrued but not due on Borrowings	299.43	252.34
Creditors for Capital Expenditure*	410.58	68.93
Other Payables**	49.03	35.97
<b>Total</b>	<b>1 201.75</b>	<b>1 781.64</b>

\*Creditors for capital expenditure includes creditors for Micro, Small and Medium Enterprises of ₹ 4.07 Crore (Previous Year ₹ 1.97 Crore) [ refer note 9.1]

\*\*includes liability towards forward contracts, statutory dues, security deposits etc.

- 9.1 The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), based on the available information with the Company is as under :

	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
1. Principal amount due and remaining unpaid	-	-
2. Interest due on (1) above and the unpaid interest	-	-
3. Interest paid on all delayed payments under the MSMED Act	-	-
4. Payment made beyond the appointed day during the year	-	-
5. Interest due and payable for the period of delay other than (3) above	-	-
6. Interest accrued and remaining unpaid	-	-
7. Amount of further interest remaining due and payable in succeeding years.	-	-

	As at 31st March, 2015	(₹ in Crore) As at 31st March, 2014
<b>10 SHORT TERM PROVISIONS</b>		
Provisions for Superannuation / Gratuity/Leave Encashment (Refer Note 23.1)	0.66	0.59
Provision for Wealth Tax (₹ 34,683/-)	0.00	0.01
<b>Total</b>	<b>0.66</b>	<b>0.60</b>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

11. FIXED ASSETS

(₹ in Crore)

	Gross Block					Depreciation / Amortisation				Net Block	
	As at 01-04-2014	Addition on Revaluation	Additions	Deductions/ Adjustments	As at 31-03-2015	Upto 31-03-2014	For the year/ period	Deductions/ Adjustments	Upto 31-03-2015	As at 31-03-2015	As at 31-03-2014
<b>Tangible Assets :</b>											
Land :											
Freehold	96.48	-	-	-	96.48	-	-	-	-	96.48	96.48
Leasehold	39.24	-	-	-	39.24	11.39	2.18	-	13.57	25.67	27.85
Building :											
Residential	0.33	-	-	-	0.33	0.09	0.02	-	0.11	0.22	0.24
Factory	91.73	-	9.31	-	101.04	33.27	13.79	-	47.06	53.98	58.46
Plant and Machinery	5 531.65	-	476.03	-	6 007.68	3 008.95	782.48	-	3 791.43	2 216.25	2 522.70
Office Equipments	0.06	-	0.69	-	0.75	0.03	0.18	-	0.21	0.54	0.03
Furniture and Fixtures	0.04	-	0.13	-	0.17	0.02	0.04	-	0.06	0.11	0.02
Vehicles	1.26	-	0.10	0.18	1.18	0.72	0.21	0.14	0.79	0.39	0.54
<b>Total</b>	<b>5 760.79</b>	<b>-</b>	<b>486.26</b>	<b>0.18</b>	<b>6 246.87</b>	<b>3 054.47</b>	<b>798.90</b>	<b>0.14</b>	<b>3 853.23</b>	<b>2 393.64</b>	<b>2 706.32</b>
Previous Year	4 138.13	1 468.38	154.28	-	5 760.79	2 733.99	320.48	-	3 054.47	2 706.32	
<b>Capital Work-in-Progress</b>										<b>2 502.40</b>	519.44

11.1 Pursuant to the enactment of Companies Act, 2013, the Company has applied the estimated useful lives as specified in Schedule II, except in respect of certain assets as disclosed in Significant Accounting Policy on Depreciation and Amortisation. Accordingly, the unamortised carrying value is being depreciated/ amortised over the revised/remaining useful lives. The written down value of fixed assets whose lives have expired as at 1st April 2014 have been charged to the Statement of Profit and Loss amounting to ₹ 32.52 Crore.

11.2 The Gross Block of Fixed Assets includes ₹ 2744.75 Crore (Previous Year Rs. 2744.75 Crore) on account of revaluation of (a) plant and machinery, equipment, buildings, freehold and leasehold land pertaining to power plants of the Company by ₹ 1468.38 Crore (Previous Year ₹ 1468.38 Crore) during the year 2013-14 and (b) plant and machinery, building and land pertaining to power plant of the Company in the domestic tariff area of Jamnagar and Hazira by ₹ 1276.37 Crore (Previous Year ₹ 1276.37 Crore) during the year 2006-07.

11.3 Capital Work- in - Progress includes :

- ₹ 590.41 Crore (Previous Year ₹ 411.19 Crore) on account of cost of construction materials at site (including at customer site).
- ₹ 117.23 Crore (Previous Year ₹ 36.50 Crore) on account of Project Development Expenditure.



**11.4 Project Development Expenditure**

(in respect Projects of coal based captive power plants at Dahej and Hazira and gas based captive power plant at Dahej and Jamnagar in Gujarat, up to 31st March, 2015, included under Capital Work-in-Progress)

	2014-15	(₹ in Crore) 2013-14 (9 months)
Opening Balance	36.50	19.90
Add : Expenses		
Interest	176.41	27.12
Other borrowing cost	14.91	0.03
Depreciation	-	0.02
Miscellaneous Expenses	0.44	0.07
	<u>191.76</u>	<u>27.24</u>
	228.26	47.14
Less : Income		
Interest Income	5.29	-
Net Gain on Sale of Current Investments	51.06	2.09
	<u>56.35</u>	<u>2.09</u>
	171.91	45.05
Less : Amount capitalised during the year/ period	54.68	8.55
<b>Closing Balance</b>	<u>117.23</u>	<u>36.50</u>

11.5 Buildings and Plant and Machinery relating to Power Plants of the company are Constructed / installed either on Leasehold Land or at customer's location.

11.6 Residential buildings includes cost of shares in Co-operative Housing Societies ₹ 250 (Previous Year ₹ 250).

	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
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**12 NON CURRENT INVESTMENTS**

( Long Term Investments )

(Valued at cost less other than temporary diminution in value, if any)

**A. Trade Investments**

Investment in Equity Shares, Unquoted, fully paid up

i) In Subsidiary Company

- Deccan Finvest Private Limited of ₹ 10 each (10 000) - 0.01

ii) In Associate Company

50 000 Reliance Singapore Holding Pte Limited of (50 000) USD 1 each 0.21 0.21

0.21 0.22

**B. Other Investments**

i) Investment in Debentures - Unquoted fully paid up

In Fellow Subsidiary

- 9.55% Unsecured Redeemable Non Convertible (5 00 00 000) Debentures -PPD 2 of ₹ 100 each in Reliance Ports And Terminals Limited - 500.00

ii) In Limited Liability Partnership (LLP)

Akshaj Enterprises LLP [₹ 33,000 (Previous Year ₹ 33,000)] 0.00 0.00

**Total**

0.00 500.00  
0.21 500.22  
0.21 500.22

Aggregate Value of Unquoted Investments

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
<b>13 LONG TERM LOANS AND ADVANCES</b>		
(Unsecured and Considered Good)		
Capital Advances to Related Party (refer Note 29)	913.95	913.95
Capital Advances to others	472.15	631.59
Loans and Advances to Related Parties (refer Note 29)	3 914.12	3 914.12
Advance Income Tax (Net of Provision)	32.93	20.25
Advance Fringe Benefit Tax (Net of Provision)	0.02	0.02
Deposits	0.12	0.11
Other Loans and Advances * (₹ 38,943/-)	0.00	0.02
<b>Total</b>	<b>5 333.29</b>	<b>5 480.06</b>

\*includes loan to employees, other advances and prepaid expenses.

	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
<b>14 CURRENT INVESTMENTS</b>		
(Carried at lower of cost and market value/NAV)		
<b>Investment in Debentures - Unquoted, fully paid up.</b>		
In Fellow Subsidiary		
- 9.30% Secured Redeemable Non Convertible Debentures	-	1 000.00
( 10 00 00 000 ) -PPD 3 of ₹ 100 each in Reliance Ports And Terminals Limited		
<b>Investment in units of Mutual Funds - Unquoted, fully paid up</b>		
5 90 808 Axis Liquid Fund -Growth (CFGPG) of ₹ 1,000 each	91.30	42.36
(2 98 977)		
2 67 73 762 Axis Short Term Fund -Direct Plan- Growth (ST DG) of ₹ 10 each	40.00	-
(-)		
7 71 555 Baroda Pioneer Liquid Fund- Plan A Growth of ₹ 1000 each	123.55	-
(-)		
6 34 001 Baroda Pioneer Treasury Advantage Fund - Plan B Growth of ₹ 1000 each	100.00	-
(-)		
31 24 945 Birla Sun Life Saving Fund - Growth - Direct Plan of ₹ 100 each	83.00	-
(-)		
79 26 852 Birla Sun Life Treasury Optimizer Plan - Growth - Direct Plan of ₹ 100 each	133.35	-
(-)		
- Birla Sun life Floating Rate -Short Term- Growth -Direct Plan of ₹ 100 each	-	10.00
(5 87 682)		
- Birla Sunlife Cash Plus - Growth - Direct Plan of Rs. 100 each	-	1.83
(89 587)		
6 03 133 DSP Blackrock Strategic Bond Fund - Institutional Plan - Growth of ₹ 1,000 each	100.00	-
(-)		
2 54 15 575 DWS Ultra Short Term Fund - Growth of ₹ 10 each	42.00	-
(-)		
3 75 41 609 DWS Banking & PSU Debt Fund-Direct Plan - Growth of ₹ 10 each	45.00	-
(-)		

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
5 20 55 769 DWS Medium Term Income Fund - Direct Plan - Growth of (-) ₹ 10 each	60.00	-
6 38 57 740 Franklin India Low Duration Bond of ₹ 10 each (-)	96.68	-
5 50 48 299 Franklin India Ultra Short Bond Super Institutional Plan (-) -Direct - of ₹ 10 each	100.60	-
16 30 934 Franklin India Ultra Short Bond Fund Super Institutional (-) plan - Direct of ₹ 10 each	3.00	-
40 85 524 HDFC Banking And PSU Debt Fund-Direct Growth Option (-) of Rs 10 each	4.50	-
23 89 01 055 HDFC Floating Rate income Fund - Short Term Plan - (-) Wholesale option - Growth of ₹ 10 each	542.32	-
5 08 72 381 HDFC High Interest Fund short Term Plan - Growth of ₹ 10 (-) each	138.00	-
2 08 37 457 HDFC High Interest Fund-Dynamic Growth Plan - of ₹ 10 (-) each	100.00	-
5 47 63 441 ICICI Banking & PSU Debt Plan-Growth of Rs 10 each (-)	84.00	-
6 44 25 103 ICICI Dynamic Bond Fund Plan - Regular Growth of ₹ 10 (-) each	100.00	-
- ICICI Money Market Fund-Direct-Growth of ₹ 100 each (10 03 576)	-	17.78
59 66 333 ICICI Savings Fund - Direct Plan - Growth of ₹ 100 each (-)	124.22	-
- ICICI Prudential Flexible Income Plan - Direct - Growth of (15 24 349) ₹ 100 each	-	36.00
5 93 51 760 IDFC Dynamic Bond Fund-Regular Growth Plan of ₹ 10 (-) each	100.00	-
3 98 09 242 IDFC Money Manager Fund - Treasury Plan-Growth (Direct (1 23 73 910) Plan) of ₹ 10 each	87.90	25.00
6 07 57 706 IDFC Super Saver income Fund - Medium Term Plan - (-) Regular Growth of ₹ 10 each	140.71	-
41 983 India Bulls Liquid Fund -Direct Growth Plan of ₹ 1,000 (-) each	5.68	-
2 20 86 010 JM Floater Short Term Fund Direct Growth option Plan of (-) ₹ 10 each	47.43	-
8 21 25 181 JP Morgan India Treasury Fund Direct Growth Option Plan (-) of ₹ 10 each	150.00	-
- Principal Cash Management Fund - Regular Plan - Growth (80 367) of ₹ 1,000 each	-	10.00
44 228 Principal Cash Management Fund - Direct Growth Plan of ₹ (-) 1,000 each	6.00	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	(₹ in Crore)	
	As at 31st March 2015	As at 31st March 2014
1 41 539 Principal Debt Opportunities Fund Corporate Bond Plan - (-) Regular Plan Growth of ₹ 1,000 each	30.03	-
4 17 929 Religare Invesco Ultra Short Term Fund - Direct Growth (-) Plan of ₹ 1,000 each	80.00	-
5 61 901 Religare Invesco Ultra Short Term Fund - Growth (US IG) (-) of ₹ 1,000 each	107.01	-
5 77 10 398 SBI Dynamic Bond Fund-Direct Growth Plan of ₹ 10 each (-)	100.00	-
- Sundaram Money Fund -Direct plan-Growth of ₹ 10 each (1 91 65 569)	-	51.78
2 44 37 399 Sundaram select Debt-Short Term Asset Plan -Direct Plan - (-) Growth of ₹ 10 each	58.08	-
1 466 Tata Money Market Fund-Direct Growth Plan of ₹ 1,000 (-) each	0.33	-
- Templeton India Treasury Management Account Super (29 814) Institutional Plan Growth-Direct Plan of ₹ 1,000 each	-	5.69
<b>Total</b>	<b>3 024.69</b>	<b>1 200.44</b>
Aggregate Value of Unquoted Investments	3 024.69	1 200.44
	(₹ in Crore)	
	As at 31st March 2015	As at 31st March 2014
<b>15 INVENTORIES</b>		
Stores, Spares and Consumables	41.26	36.45
<b>Total</b>	<b>41.26</b>	<b>36.45</b>
	(₹ in Crore)	
	As at 31st March 2015	As at 31st March 2014
<b>16 TRADE RECEIVABLES</b>		
(Unsecured and Considered Good)		
Over six months from the due date	-	-
Others	228.44	206.24
<b>Total</b>	<b>228.44</b>	<b>206.24</b>
	(₹ in Crore)	
	As at 31st March 2015	As at 31st March 2014
<b>17 CASH AND BANK BALANCES</b>		
<b>Cash and Cash Equivalents</b>		
Balances with Banks in current accounts	0.53	1.07
Cheques on Hand	2.05	-
Cash on Hand [₹ 4,207 (Previous Year ₹ 6,707)]	0.00	0.00
<b>Total</b>	<b>2.58</b>	<b>1.07</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
<b>18 SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and Considered Good)		
Others *	8.66	7.59
<b>Total</b>	<b>8.66</b>	<b>7.59</b>
*Others includes prepaid expenses, advances to Vendor, Service Tax and VAT recoverable		
	As at 31st March 2015	(₹ in Crore) As at 31st March 2014
<b>19 OTHER CURRENT ASSETS</b>		
Interest accrued on Investments	-	126.02
<b>Total</b>	<b>-</b>	<b>126.02</b>
	2014-15	(₹ in Crore) 2013-14 (9 months)
<b>20 REVENUE FROM OPERATIONS</b>		
Income from Generation of Power	1 620.14	1 113.06
Sale of Traded Goods	0.50	0.38
<b>Total</b>	<b>1 620.64</b>	<b>1 113.44</b>
	2014-15	(₹ in Crore) 2013-14 (9 months)
<b>21 OTHER INCOME</b>		
Interest Income		
From Long Term Investments	88.12	105.66
From Others	12.40	-
Net Gain on Sale of Current Investments	23.29	14.15
Lease Rent ₹ 2 (Previous Year ₹ 2)	0.00	0.00
Other Income	0.02	0.08
<b>Total</b>	<b>123.83</b>	<b>119.89</b>
	2014-15	(₹ in Crore) 2013-14 (9 months)
<b>22 PURCHASES OF STOCK-IN-TRADE</b>		
Purchases of Stock-in-Trade	0.41	0.34
<b>Total</b>	<b>0.41</b>	<b>0.34</b>
	2014-15	(₹ in Crore) 2013-14 (9 months)
<b>23 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries and Wages	7.59	4.70
Contribution to Provident and Other Funds	0.57	0.29
Staff Welfare Expenses	0.58	0.41
<b>Total</b>	<b>8.74</b>	<b>5.40</b>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

23.1 As per Accounting Standard 15 “Employee Benefits”, the disclosures of Employee Benefits as defined in the Accounting Standard are given below:

	(₹ in Crore)	
<b>Defined Contribution Plans</b>	<b>2014-15</b>	<b>2013-14</b>
Contribution to Defined Contribution Plans, recognised as expense for the year/ period are as under:		(9 months)
Employer’s Contribution to Provident Fund	<b>0.29</b>	0.22
Employer’s Contribution to Superannuation Fund	<b>0.05</b>	0.03
Employer’s Contribution to Pension Scheme	<b>0.09</b>	0.04

**Defined Benefit Plan**

The employees’ gratuity fund scheme managed by Life Insurance Corporation of India is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as gratuity.

**I. Reconciliation of opening and closing balances of Defined Benefit obligation**

	(₹ in Crore)			
	<b>Gratuity (Funded)</b>		<b>Leave Encashment (Unfunded)</b>	
	<b>2014-15</b>	<b>2013-14</b>	<b>2014-15</b>	<b>2013-14</b>
		(9 months)		(9 months)
Defined Benefit obligation at beginning of the year/ period	<b>1.30</b>	1.14	<b>0.58</b>	0.46
Current Service Cost	<b>0.09</b>	0.09	<b>0.02</b>	0.02
Interest Cost	<b>0.10</b>	0.09	<b>0.05</b>	0.04
Actuarial (gain) / loss	<b>0.13</b>	( 0.01)	<b>0.05</b>	0.07
Benefits paid	<b>( 0.12)</b>	( 0.01)	<b>( 0.05)</b>	( 0.01)
Defined Benefit obligation at year/ period end	<b>1.50</b>	1.30	<b>0.65</b>	0.58

**II. Reconciliation of opening and closing balances of fair value of plan assets**

	(₹ in Crore)	
	<b>Gratuity (Funded)</b>	
	<b>2014-15</b>	<b>2013-14</b>
		(9 months)
Fair value of plan assets at beginning of the year/ period	<b>1.40</b>	1.19
Expected return on plan assets	<b>0.11</b>	0.09
Actuarial gain / (loss)	<b>( 0.01)</b>	0.08
Employer contribution including from plan participants	<b>0.05</b>	0.05
Transfer	<b>0.07</b>	-
Benefits paid	<b>( 0.12)</b>	( 0.01)
Fair value of plan assets at year/ period end	<b>1.50</b>	1.40

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## III. Reconciliation of fair value of assets and obligations

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	As at		As at	
	31st March 2015	31st March 2014	31st March 2015	31st March 2014
Present value of obligation	1.50	1.30	0.65	0.58
Fair value of plan assets	1.50	1.40	-	-
Amount recognised in Balance Sheet	-	( 0.10)	0.65	0.58

IV. Expense recognised during the year / period  
(Under the head "Employee Benefits Expense")

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2014-15	2013-14 (9 months)	2014-15	2013-14 (9 months)
Current Service Cost	0.09	0.09	0.02	0.02
Interest Cost	0.10	0.09	0.05	0.04
Expected return on plan assets	( 0.11)	( 0.09)	-	-
Actuarial (gain) / loss	0.14	( 0.09)	0.05	0.07
Transfer In	( 0.07)	-	-	-
Net Cost (Previous Year ₹ 4,151/-)	0.15	( 0.00)	0.12	0.13

## V. Investment Details:

	% invested As at 31st March 2015	% invested As at 31st March 2014
Insurance Policies	100%	100%

## VI. Actuarial assumptions

	Gratuity (Funded)		Leave Encashment (Unfunded)	
	2014-15	2013-14 (9 months)	2014-15	2013-14 (9 months)
Mortality Table (LIC)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)	2006-08 (Ultimate)
Discount rate (per annum)	8.00%	8.00%	8.00%	8.00%
Expected rate of return on plan assets (per annum)	8.00%	8.00%	-	-
Rate of escalation in salary (per annum)	6.00%	6.00%	6.00%	6.00%

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The expected rate of return on plan assets is determined considering several applicable factors, mainly the composition of plan assets held, assessed risks, historical results of return on plan assets and the Company's policy for plan assets management.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

**VII. Amount recognised in current year and previous four years**

(₹. in Crore)					
Particulars	31st March, 2015	31st March, 2014	As at 30th June, 2013	30th June, 2012	30th June, 2011
<b>Gratuity (Funded)</b>					
Present value of obligation	1.50	1.30	1.14	1.19	0.81
Fair value of plan assets	1.50	1.40	1.19	0.84	0.43
Amount recognised in Balance Sheet	-	( 0.10)	( 0.05)	0.35	0.38
Actuarial (gain) / loss on plan obligation	0.13	( 0.01)	( 0.10)	0.20	0.38
Actuarial gain / (loss) on plan assets	( 0.01)	0.08	0.01	0.02	0.01
<b>Leave Encashment (Unfunded)</b>					
Present value of obligation	0.65	0.58	0.46	0.43	0.57
Fair value of plan assets	-	-	-	-	-
Amount recognised in Balance Sheet	0.65	0.58	0.46	0.43	0.57
Actuarial (gain) / loss on plan obligation	0.05	0.07	0.01	0.21	0.28
Actuarial gain / (loss) on plan assets	-	-	-	-	-

**VIII.** The expected contributions for Defined Benefit Plan for the next financial year will be in line with FY 2014-15.

(₹ in Crore)		
	2014-15	2013-14 (9 months)
<b>24 FINANCE COST</b>		
Interest Expenses	256.02	190.38
Other Borrowing Cost	0.11	0.11
Applicable loss on foreign currency transactions and translation	41.18	17.85
<b>Total</b>	<b>297.31</b>	<b>208.34</b>

(₹ in Crore)		
	2014-15	2013-14 (9 months)
<b>25 OTHER EXPENSES</b>		
Fuel Consumed	308.39	229.51
Stores, Chemicals and other materials consumed	13.55	43.37
Insurance	9.50	6.39
Rent	0.44	0.32
Rates and Taxes	0.70	0.19
Repairs and Maintenance - Plant and Machinery	14.88	9.96
Repairs and Maintenance - Others	3.72	2.35
Exchange Difference (net)	63.67	81.22
Payment to Auditor	0.47	0.39
Wealth Tax [₹ 25,483/- ( Previous year ₹ 36,259/-)]	0.00	0.00
General Expenses	4.91	2.82
Loss on Sale of Fixed Assets	0.03	-
Loss on Sale of Long Term Investment (₹ 255/-)	0.00	-
Corporate Social Responsibility Expenditure (Refer note 25.1)	11.00	-
<b>Total</b>	<b>431.26</b>	<b>376.52</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

**25.1 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE :**

- (a) Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof : ₹ 11 Crore
- (b) Break up of Corporate Social Responsibility Expenditure - Donation and Charity
- (c) Gross amount required to be spent by the Company during the year - ₹ 10.33 crore
- (d) Amount spent during the year on:

(₹ In Crore)

Particulars	2014-15		
	In Cash	Yet to be paid in cash	Total
(i) Construction/ acquisition of any asset	-	-	-
(ii) On purpose other than (i) above	11.00	-	11.00

**25.2 VALUE OF FUEL, STORES AND CHEMICALS CONSUMED :**

	2014-15		2013-14 (9 months)	
	(₹ in Crore)	% of consumption	(₹ in Crore)	% of consumption
(a) Imported	2.84	0.88	1.80	0.66
(b) Indigenous	319.10	99.12	271.08	99.34
<b>Total</b>	<b>321.94</b>	<b>100.00</b>	<b>272.88</b>	<b>100.00</b>

(₹ in Crore)

2014-15

2013-14

(9 months)

**25.3 PAYMENT TO AUDITOR:**

(i) Audit Fees	0.21	0.17
(ii) Tax Audit Fees	0.06	0.05
(iii) For Certification	0.20	0.17
<b>Total</b>	<b>0.47</b>	<b>0.39</b>

(₹ in Crore)

2014-15

2013-14

(9 months)

**25.4 EXPENDITURE IN FOREIGN CURRENCIES :**

(i) Interest on foreign currency loans	11.89	13.08
(ii) Other Finance Charges	0.01	0.02
(iii) Agency Fees	0.09	0.09
(iv) Repairs and Maintenance	0.13	0.20
<b>Total</b>	<b>12.12</b>	<b>13.39</b>

(₹ in Crore)

2014-15

2013-14

(9 months)

**25.5 VALUE OF IMPORTS ON CIF BASIS IN RESPECT OF :**

Capital Goods	470.34	24.76
Stores and Spares	2.47	1.41

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

		(₹ in Crore)	
26	EARNING PER SHARE (EPS)	2014-15	2013-14 (9 months)
	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Crore)	37.32	201.19
	(Used as Numerator for calculation)		
	Weighted Average No. of equity shares that carry right to dividend and participate in surplus assets (Class "B")	181 24 58 346	181 24 58 346
	(Used as Denominator for calculation)		
	Basic and Diluted Earnings Per Share of ₹ 1/- each (Class "B") (In Rupees)	0.21	1.11

		(₹ in Crore)	
		As at	As at
27	CONTINGENT LIABILITIES AND COMMITMENTS	31st March 2015	31st March 2014
I	Guarantees against credit facilities extended to third parties	850.00	850.00
II	Letter of Credit Outstanding	11.97	1.72
III	Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advance)	1 623.00	3 884.45

28 FINANCIAL AND DERIVATIVE INSTRUMENTS

(a) Nominal amounts of derivative contracts entered into by the Company and outstanding as at 31st March 2015 is in respect of Forward Contracts amounting to ₹ 664.06 crore (Previous Year ₹ 1061.00 crore).

(b) Foreign Currency exposure that are not hedged by the derivative instruments as on 31st March, 2015 are as under ;

		(₹ in Crore)	
		As at	As at
		31st March 2015	31st March 2014
Investment in shares of foreign entity (refer Note 12)	0.31 (Cost Rs.0.21 Crore)	0.30 (Cost Rs.0.21 Crore)	
Others	238.81	178.98	

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

29. As per Accounting Standard (AS -18) on Related Party Disclosure, the disclosure of transactions with the related parties as defined in Accounting Standard are given below :-

**(i) List of related parties with whom transactions have taken place and relationship :-**

<b>Name of the Related Party</b>	<b>Relationship</b>
Reliance Industries Holding Private Limited	Holding Company
Deccan Finvest Private Limited	Subsidiary Company (upto 28.02.2015)
Reliance Utilities Private Limited	Fellow Subsidiary
Reliance Ports And Terminals Limited	Fellow Subsidiary
Reliance Gas Transportation Infrastructure Limited	Fellow Subsidiary
Reliance Consolidated Holdings Private Limited	Fellow Subsidiary
Reliance Investment and Trading Private Limited	Fellow Subsidiary
Vibrant Advertising Private Limited	Fellow Subsidiary
Antilia Commercial Private Limited	Fellow Subsidiary
Reliance Industries Limited	Associate Company
Reliance Singapore Holdings Pte Ltd	Associate Company
Sh. Kirit Brahmhatt	Key Managerial Personnel (w.e.f. 30.09.2014)

**(ii) Transactions during the year/ period with related parties (excluding Re-imbursement)** (₹ in Crore)

	<b>Holding Company</b>	<b>Subsidiary Company</b>	<b>Fellow Subsidiaries</b>	<b>Associates</b>	<b>Key Managerial Personnel</b>	<b>Total</b>
<b>Income</b>						
Income from Operations	-	-	-	<b>1620.64</b>	-	<b>1620.64</b>
	-	-	-	<i>1113.44</i>	-	<i>1113.44</i>
<b>Other Income</b>						
Interest (including receipt of accrued interest)	-	-	<b>88.12</b>	-	-	<b>88.12</b>
	-	-	<i>105.66</i>	-	-	<i>105.66</i>
Lease Rent	-	-	-	<b>0.00</b>	-	<b>0.00</b>
[₹ 2 (Previous Year ₹ 2)]	-	-	-	<i>0.00</i>	-	<i>0.00</i>
<b>Expenditure</b>						
Purchase of Fuel	-	-	-	<b>308.39</b>	-	<b>308.39</b>
	-	-	-	<i>229.51</i>	-	<i>229.51</i>
Purchase of Capital Goods/Services	-	-	<b>6.96</b>	<b>42.78</b>	-	<b>49.74</b>
	-	-	<i>2.30</i>	<i>11.07</i>	-	<i>13.37</i>
Purchase of Stores and Spares	-	-	<b>0.00</b>	<b>1.88</b>	-	<b>1.88</b>
[₹ 20 039 (Previous Year ₹ 9 064)]	-	-	<i>0.00</i>	<i>0.20</i>	-	<i>0.20</i>

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

						(₹ in Crore)
	Holding Company	Subsidiary Company	Fellow Subsidiaries	Associates	Key Managerial Personnel	Total
Lease Rent	-	-	-	0.00	-	0.00
[₹ 2000/- (Previous Year ₹ 1500/-)]	-	-	-	0.00	-	0.00
Repairs and Maintenance	-	-	-	2.35	-	2.35
	-	-	-	1.77	-	1.77
Rent for Office Buildings/Godown	-	-	-	0.43	-	0.43
	-	-	-	0.32	-	0.32
Other Expenses	-	-	0.80	0.00	-	0.80
[₹ 13 476/- (Previous Year ₹ 16,854/-)]	-	-	0.10	0.00	-	0.10
Payment to Key Managerial Personnel	-	-	-	-	0.67	0.67
	-	-	-	-	-	-
Sale/Disposal of Investment	0.01	-	1500.00	-	-	1500.01
	-	-	-	-	-	-
Loans and Advances given / (returned) (net) (₹ 25,000/-)	-	-	0.00	-	-	0.00
	-	-	331.89	(4.47)	-	327.42
<b><u>Balance as on 31.03.2015</u></b>						
Share Capital	182.73	-	-	0.52	-	183.25
	182.73	-	-	0.52	-	183.25
Security Deposits taken	-	-	-	350.00	-	350.00
	-	-	-	350.00	-	350.00
Non Current Investments	-	-	-	0.21	-	0.21
	-	0.01	500.00	0.21	-	500.22
Current Investments	-	-	-	-	-	-
	-	-	1000.00	-	-	1000.00
Trade and Other Receivables	-	-	0.16	228.44	-	228.60
	-	-	-	206.24	-	206.24
Long Term Loans and Advances Given	-	-	4828.07	-	-	4828.07
	-	-	4828.07	-	-	4828.07
Trade and Other Payables	-	-	1.71	14.34	-	16.05
	-	-	1.07	1.38	-	2.45
Guarantees Given	-	-	850.00	-	-	850.00
	-	-	850.00	-	-	850.00

Note : Figures in italics represent previous year's amounts. The transactions and balances have been given in respect of the period during which relationship exists.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

## Disclosure in Respect of Material Related Party Transactions during the year/ period :

Particulars	Relationship	2014-15	(₹ In Crore)
			2013-14 (9 months)
<b>1 Income from Operations</b>			
Reliance Industries Limited	Associate	<b>1 620.64</b>	1 113.44
<b>2 Other Income</b>			
Reliance Ports And Terminals Limited	Fellow Subsidiary	<b>88.12</b>	105.66
<b>3 Lease Rent</b>			
Reliance Industries Limited	Associate	<b>0.00</b>	0.00
[₹ 2 (Previous Year ₹ 2)]			
<b>4 Purchase of Fuel</b>			
Reliance Industries Limited	Associate	<b>308.39</b>	229.51
<b>5 Purchase of Capital Goods/ Services</b>			
Reliance Industries Limited	Associate	<b>42.78</b>	11.07
Reliance Ports And Terminals Limited	Fellow Subsidiary	<b>6.96</b>	2.30
<b>6 Purchase of Stores and Spares</b>			
Reliance Industries Limited	Associate	<b>1.88</b>	0.20
Reliance Ports And Terminals Limited	Fellow Subsidiary	<b>0.00</b>	0.00
[₹ 20,039 (Previous Year ₹ 9 064)]			
<b>7 Lease Rent</b>			
Reliance Industries Limited	Associate	<b>0.00</b>	0.00
[₹ 2000/- (Previous Year ₹ 1500/-)]			
<b>8 Repairs and Maintenance</b>			
Reliance Industries Limited	Associate	<b>2.35</b>	1.77
<b>9 Rent for Office Buildings/Godown</b>			
Reliance Industries Limited	Associate	<b>0.43</b>	0.32
<b>10 Other Expenses</b>			
Antilia Commercial Private Limited	Fellow Subsidiary	<b>0.80</b>	0.10
Vibrant Advertising Private Limited [₹ 34,828 (Previous Year ₹ 13,655)]	Fellow Subsidiary	<b>0.00</b>	0.00
Reliance Industries Limited [₹ 13,476 (Previous Year ₹ 16,854)]	Associate	<b>0.00</b>	0.00
<b>11 Payments to Key Managerial Personnel</b>			
Sh. Kirit Brahmhatt	Key Managerial Personnel	<b>0.67</b>	-
<b>12 Sale/Disposal of Investment</b>			
Reliance Ports And Terminals Limited	Fellow Subsidiary	<b>1 500.00</b>	-
Reliance Industries Holding Private Limited	Holding Company	<b>0.01</b>	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Disclosure in Respect of Material Related Party Transactions during the year/ period :

Particulars	Relationship	2014-15	(₹ In Crore) 2013-14 (9 months)
<b>13 Loans and Advances given / (returned) (net)</b>			
Reliance Investment and Trading Private Limited	Fellow Subsidiary	-	(30.08)
Reliance Consolidated Holdings Private Limited	Fellow Subsidiary	-	361.97
Reliance Industries Limited	Associate	-	(4.47)
Reliance Utilities Private Limited (₹ 25,000/- given and returned during the year)	Fellow Subsidiary	<b>0.00</b>	-
<b>Balances as at 31st March, 2015 :</b>			
<b>14 Security Deposits taken</b>			
Reliance Industries Limited	Associate	<b>350.00</b>	350.00
<b>15 Long Term Loans and Advances Given</b>			
Reliance Ports And Terminals Limited	Fellow Subsidiary	<b>913.95</b>	913.95
Reliance Investment and Trading Private Limited	Fellow Subsidiary	<b>829.25</b>	829.25
Reliance Consolidated Holdings Private Limited	Fellow Subsidiary	<b>3 084.87</b>	3 084.87
<b>16 Trade and Other Receivables</b>			
Reliance Industries Limited	Associate	<b>228.44</b>	206.24
Antilia Commercial Private Limited	Fellow Subsidiary	<b>0.16</b>	-
<b>17 Corporate Guarantee Given</b>			
Reliance Gas Transportation Infrastructure Limited	Fellow Subsidiary	<b>850.00</b>	850.00



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

**30 Segment Information**

As per Accounting Standard on Segment Reporting (AS-17), "Segment Reporting", the Company has identified two reportable segments viz. Power Generation and Investments after taking into account the nature of products and services, the differing risks and returns and internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting :

- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on a reasonable basis have been disclosed as "Unallocable".
- b) Segment assets and segment liabilities represent assets and liabilities in respective segments. Tax related items and other Assets and Liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

**(i) Primary Segment Information (Business) :**

(₹ in Crore)

Particulars	Power Generation		Investments		Unallocable		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
		(9 months)		(9 months)		(9 months)		(9 months)
Segment Revenue	1 620.64	1 113.44	123.81	119.81	-	-	1 744.45	1 233.25
Operating Segment Result before Interest and Tax	397.98	414.19	39.76	50.44	( 16.27)	( 3.08)	421.47	461.55
Add:-Interest Income	-	-	-	-	-	-	-	-
Add-Other non operating income *	-	-	-	-	0.00	0.00	0.00	0.00
Less:- Interest Expenses	-	-	-	-	213.62	139.28	213.62	139.28
<b>Profit Before Tax</b>	<b>397.98</b>	<b>414.19</b>	<b>39.76</b>	<b>50.44</b>	<b>( 229.89)</b>	<b>( 142.36)</b>	<b>207.85</b>	<b>322.27</b>
Current Tax	-	-	-	-	172.50	113.00	172.50	113.00
Deferred Tax	-	-	-	-	( 1.97)	8.08	( 1.97)	8.08
<b>Profit After Tax</b>	<b>397.98</b>	<b>414.19</b>	<b>39.76</b>	<b>50.44</b>	<b>( 400.42)</b>	<b>( 263.44)</b>	<b>37.32</b>	<b>201.19</b>
<b>Other Information</b>								
Segment Assets	6 560.62	5 021.71	6 939.02	5 740.80	35.53	21.34	13 535.17	10 783.85
Segment Liabilities	784.46	457.86	-	1 085.44	6 806.00	3 333.16	7 590.46	4 876.46
Capital Expenditure	2 469.22	275.37	-	-	-	-	2 469.22	275.37
Depreciation and Amortisation	798.90	320.46	-	-	-	-	798.90	320.46
Non Cash Expenses other than depreciation and amortisation	-	-	-	-	-	-	-	-

\*₹ 2 (Previous Year ₹ 2)

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

(ii) The reportable Segments are further described below:

- The Power Generation segment representing the power generation operations of the Company.
- The Investments segment representing investments, loans and advances and related financing activities.

(iii) **Secondary Segment Information (Geographical):**

Since the operations of the Company is predominantly conducted within India hence there are no separate reportable geographical segment.

**31 A. Loans & Advances in the nature of Loans to Fellow Subsidiaries :**

(₹ in Crore)					
S.No	Name of Company	Relationship	Balance As at 31st March 2015	Maximum Amount Outstanding during the year	Balance As at 31st March 2014
1	Reliance Investment and Trading Private Limited	Fellow Subsidiary	829.25	829.25	829.25
2	Reliance Consolidated Holdings Private Limited	Fellow Subsidiary	3 084.87	3 084.87	3 084.87

All these loans and advances in the nature of loans are non interest bearing and re-payable within 7 years subject to other terms and conditions.

**B. Loans & Advances in the nature of Loans to others :**

(₹ in Crore)				
S.No	Name of Company	Balance As at 31st March 2015	Maximum Amount Outstanding during the year	Balance As at 31st March 2014
1	Akshaj Enterprises LLP	0.53	0.53	0.53

All Above loans and advances in the nature of loans are non interest bearing.

- Note :-
1. Loans to employees as per Company's policy are not considered.
  2. None of the above loanees have, per se, made investments in the shares of the Company.

As per our report of even date

For and on behalf of the Board

**For Chaturvedi & Shah**  
Chartered Accountants  
(Registration No. 101720W)

**Satish Parikh**  
Director  
DIN No. - 00094560

**R. Koria**  
Partner  
Membership No. 35629

**V K Gandhi**  
Director  
DIN No. - 00012921

**Dinesh P Lahoti**  
Company Secretary  
ACS- 22471

**Paras Bhansali**  
Chief Financial Officer  
PAN No. - ACTPB7358R  
Place: Jamnagar

Place: Mumbai  
Dated: 28<sup>th</sup> May, 2015