

ReLIANCE

Power

Annual Report 2018-19



Padma Vibhushan
Shri Dhirubhai H. Ambani
(28th December, 1932 – 6th July, 2002)
Reliance Group – Founder and Visionary

Profile

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

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

RPower presently has 5,945 MW of operational power generation capacity and a 20 million tonnes per annum capacity operating coal mine.

Our power generation projects are diverse in geographic locations, fuel source and offtake.

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

Mission: Excellence in Power Generation

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

This Report is printed on environment friendly paper.

Reliance Power Limited

Board of Directors	Contents	Page No.
Shri Anil Dhirubhai Ambani – Chairman	Notice of Annual General Meeting	5
Shri Sateesh Seth	Directors' Report.....	9
Shri K. Ravikumar	Management Discussion and Analysis	20
Shri D. J. Kakalia	Business Responsibility Report	24
Smt. Rashna Khan	Corporate Governance Report	32
Shri K. Raja Gopal – Whole-time Director & Chief Executive Officer		
Key Managerial Personnel	Certificate on Corporate Governance by practicing Company Secretary.....	47
Shri Shrenik Vaishnav – Chief Financial Officer	Investor Information	49
Shri Murli Manohar Purohit – Company Secretary & Compliance Officer	Independent Auditors' Report on the Financial Statement	56
Auditors	Balance Sheet.....	64
M/s. Pathak H. D. & Associates	Statement of Profit and Loss	65
Registered Office	Statement of Changes in equity.....	66
Reliance Centre, Ground Floor, 19, Walchand Hirachand Marg, Ballard Estate, Mumbai 400 001 CIN: L40101MH1995PLC084687 Tel : +91 22 4303 1000, Fax: +91 22 4303 3662 E-mail: reliancepower.investors@relianceada.com Website: www.reliancepower.co.in	Cash Flow Statement.....	68
Registrar and Transfer Agent	Notes to the Standalone Financial Statement.....	70
Karvy Fintech Private Limited Unit: Reliance Power Limited Karvy Selenium, Tower – B, Plot No. 31 & 32 Survey No. 116/22, 115/24, 115/25 Financial District, Nanakramguda Hyderabad 500 032 Website : www.karvyfintech.com	Independent Auditors' Report on the Consolidated Financial Statement	119
Investor Helpdesk	Consolidated Balance Sheet.....	126
Toll free no. (India) : 1800 4250 999	Consolidated Statement of Profit and Loss	127
Tel. no. : +91 40 6716 1500	Consolidated Statement of Changes in equity.....	128
Fax no. : +91 40 6716 1791	Consolidated Cash Flow Statement.....	130
E-mail : rpower@karvy.com	Notes to the Consolidated Financial Statement	132
	Statement containing salient features of the financial statement of subsidiaries / associates companies / joint ventures	200
	Attendance Slip and Proxy Form	203

25th Annual General Meeting on Monday, September 30, 2019 at 12.30 p.m. or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Rama & Sundri Watumull Auditorium Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai – 400020

The Annual Report can be accessed at www.reliancepower.co.in

Notice

Notice is hereby given that the 25th Annual General Meeting of the Members of **Reliance Power Limited** will be held on Monday, September 30, 2019 at 12.30 p.m. or soon after the conclusion of the Annual General Meeting of Reliance Infrastructure Limited convened on the same day, whichever is later, at Rama & Sundri Watumull Auditorium, Vidyasagar, Principal K. M. Kundnani Chowk, 124, Dinshaw Wachha Road, Churchgate, Mumbai – 400 020, to transact the following business:

Ordinary Business:

1. To consider and adopt:
 - a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and the Auditors thereon, and
 - b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.
2. To appoint a Director in place of Shri K. Raja Gopal (DIN: 00019958), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To confirm M/s. Pathak H.D. & Associates, Chartered Accountants continuing as the sole Statutory Auditors of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as 'the Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant Rules there under, as amended from time to time, the appointment of M/s. Pathak H.D. & Associates, Chartered Accountants (Firm Registration No.107783W) who have been appointed as the Auditors to hold office till the conclusion of the 27th Annual General Meeting, be and is hereby confirmed as the sole Statutory Auditors of the Company."

Special Business:

4. **Payment of remuneration to the Cost Auditor for the financial year ending March 31, 2020**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. R00213) appointed as the Cost Auditors in respect of its 45 MW Wind Farm Power Project at Vashpet, Dist. Sangli, Maharashtra, for the financial year ending March 31, 2020, be paid a remuneration of ₹ 15,000/- (Rupees fifteen thousand only) excluding applicable taxes and out of pocket expenses, if any;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Private Placement of Non-Convertible Debentures and/or other Debt Securities**

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India ("SEBI") (Issue and Listing of Debt Securities) Regulations, 2008, as amended, and other applicable SEBI regulations and guidelines, and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any duly constituted committee of the Board) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable / Non- Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated debentures, bonds, and / or other debt securities, etc., on a private placement basis, in one or more series / tranches, for refinancing of existing debt within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine, negotiate, modify and finalise the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilisation of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard."

By Order of the Board of Directors

Murli Manohar Purohit
Company Secretary & Compliance Officer

Registered Office:
Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai 400 001
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in

August 30, 2019

Notice

Notes:

1. Statement pursuant to Section 102(1) of the Act, relating to items of Special Business to be transacted at the Annual General Meeting ('Meeting') is annexed hereto.
2. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of herself / himself, and the proxy need not be a Member of the Company. The instrument appointing proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the commencement of the Meeting.**
3. A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of their Board Resolution authorizing their representative(s) together with their specimen signature(s) to attend and vote on their behalf at the Meeting.
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed to the report.
6. Members / Proxies are requested to bring their duly filled attendance slip sent herewith along with their copy of the Annual Report to the Meeting.
7. In case of the joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
10. Members are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change bank particulars or bank mandates for shares held in electronic form.
11. Non-Resident Indian members are requested to inform Karvy Fintech Private Limited (Karvy), Company's Registrar and Transfer Agent immediately on:
 - a. the change in the residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Re-appointment of Director:
 At the ensuing Meeting, Shri K. Raja Gopal (DIN: 00019958), Director of the Company retires by rotation under the provisions of the Act and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the reappointment.
 The details pertaining to Shri K. Raja Gopal pursuant to the requirements of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') are furnished below and in the Corporate Governance Report forming part of this Annual Report.
 Shri K. Raja Gopal, 61 years, ME, MBA having over thirty-six years of industry and leadership experience in both public and private domains. A well acknowledged leader in power industry of the country known for deep insight, vision, team building capability, fostering strong relationships and a proven track record of execution and operation of large Independent Power Producers (IPPs).
 He has been appointed as a Director of the Company with effect from July 1, 2018. He has attended all 3 Board Meetings held during the financial year 2018-19. He is a member of the Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility (CSR) Committee.
 In terms of Section 152(6) of the Act, he was appointed as the Executive Director at the Annual General Meeting held on September 18, 2018 liable to retire by rotation.
 Shri K. Raja Gopal did not hold any shares of the Company. He does not hold any relationship with Directors and Key Managerial Personnel of the Company.
13. Subsequent to resignation of M/s. B S R & Co. LLP, Chartered Accountants, as one of the Statutory Auditors, M/s. Pathak H.D. & Associates, Chartered Accountants confirmed to continue as the sole Statutory Auditors of the Company. Accordingly, resolution set out at item no. 3 seeking confirmation of members is proposed as an abundant caution.
14. Members are advised to refer to the section titled 'Investor Information' provided in this Annual Report.
15. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
16. Members are requested to fill in and submit online the Feedback Form provided in the 'Investor Information' section on the Company's website www.reliancepower.co.in to aid the Company in its constant endeavor to enhance the standard of service to the investors.

Notice

17. The Statement containing the salient features of the Balance Sheet, the Statement of Profit and Loss and Auditors' Report on the Abridged Financial Statement, is sent to the members, along with the Abridged Consolidated Financial Statement. Any member interested in obtaining a copy of the full Annual Report, may write to the Company or Karvy.
18. **Members holding shares in physical mode:**
 - a. **are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Karvy, if not registered with the Company as mandated by SEBI.**
 - b. **are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <http://reliancepower.co.in/Download-Forms.aspx>.**
 - c. **are requested to register / update their e-mail address with the Company / Karvy for receiving all communications from the Company electronically.**
19. **Members holding shares in electronic mode:**
 - a. **are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.**
 - b. **are advised to contact their respective DPs for registering the nomination.**
 - c. **are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
20. With a view to address the difficulties in transfer of shares, faced by non-residents and foreign nationals, the SEBI vide its circular no. SEBI/HO/MIRSD/DOS3/CIR/P/2019/30 dated February 11, 2019, has decided to grant relaxations to non-residents from the requirement to furnish PAN and permit them to transfer equity shares held by them in listed entities to their immediate relatives subject to the following conditions:
 - a. The relaxation shall only be available for transfers executed after January 01, 2016.
 - b. The relaxation shall only be available to non-commercial transactions, i.e. transfer by way of gift among immediate relatives.
 - c. The non-resident shall provide copy of an alternate valid document to ascertain identity as well as non-resident status.
21. Members who hold shares in physical form, in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Karvy for consolidation into a single folio.
22. The physical copy of Annual Report 2018-19, the Notice of the AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to those shareholders whose e-mail addresses are not registered with the Company and by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless a member has requested for a physical copy of the documents. All the above documents are also available on the website of the Company i.e. www.reliancepower.co.in
23. Members whose shares/ application money due for refund, or interest thereon, has been transferred to the Investor Education and Protection Fund (IEPF), may claim the same by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in, along with fee specified therein.
24. In compliance with the provisions of Section 108 of the Act read with Rules made thereunder and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all members of the Company through Notice dated August 30, 2019 (remote e-voting). A person, whose name is recorded in the register of members or in the register of beneficial owner (in case of electronic shareholding) maintained by the depositories as on the cut-off date i.e. September 23, 2019 only shall be entitled to avail the facility of remote e-voting / voting. Karvy will be facilitating remote e-voting to enable the members to cast their votes electronically. The members can cast their vote online from 10:00 A.M. (IST) on September 26, 2019 to 5:00 P.M. (IST) on September 29, 2019. The members shall refer to the detailed procedure on remote e-voting given in the e-voting instruction slip. The facility for voting shall also be available at the Meeting. The members who have cast their votes by remote e-voting prior to the meeting may also attend the Meeting, but shall not be entitled to cast their votes again at the Meeting. The Board of Directors have appointed Shri Anil Lohia or in his absence Shri Rinkit Kiran Uchat, Partners, M/s. Dayal and Lohia, Chartered Accountants as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.reliancepower.co.in and on the website of Karvy.

Statement pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated August 30, 2019

Item No. 4 - Payment of remuneration to the Cost Auditors for the financial year ending March 31, 2020

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. V.J. Talati & Co., Cost Accountants (Firm Registration No. ROO213), as the Cost Auditor in respect of its 45 MW Wind Farm Power Project at Vashpet, Sangli District, Maharashtra, for the financial year ending March 31, 2020, at a remuneration of ₹ 15,000/- (Rupees fifteen thousand only) excluding applicable taxes and out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, concerned or interested, financially or otherwise, in this resolution set out in Item no. 4 of the Notice.

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

Item No. 5 - Private Placement of Non-Convertible Debentures and/or other Debt Securities

As per the provisions of Section 42 of the Act and the Rules made thereunder, a company offering or making an invitation to subscribe to Secured / Unsecured / Redeemable / Non Redeemable Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year. NCDs including subordinated debentures, bonds and / or other debt securities, etc., issued on a private placement basis constitute a significant source of borrowings for the Company and meet the ongoing funding requirements, general corporate purposes for the Company's business activities and refinancing of the existing debt obligations of the Company.

The Board of Directors at its meeting held on June 07, 2019, has considered the possibility of the Company being required to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing AGM.

It is therefore proposed to obtain an enabling approval of shareholders to offer or invite subscriptions for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, at appropriate time in one or more tranches, within the overall borrowing limits of the Company as approved by the Members with authority to the Board to determine the terms and conditions, including the issue price of the NCDs, interest, repayment, security, use of proceeds or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit. The Board would act on the basis of the enabling resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Act read with Rules made there under as set out in Item No. 5 appended to this Notice.

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

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

By Order of the Board of Directors

Murli Manohar Purohit
Company Secretary & Compliance Officer

Registered Office:
Reliance Centre, Ground Floor,
19, Walchand Hirachand Marg,
Ballard Estate, Mumbai 400 001
CIN: L40101MH1995PLC084687
Website: www.reliancepower.co.in

August 30, 2019

Directors' Report

Dear Shareowners,

Your Directors present the 25th Annual Report and the audited accounts for the financial year ended March 31, 2019.

Financial Results

The performance of the Company (Consolidated and Standalone) for the financial year ended March 31, 2019, is summarized below:

Particulars	Financial Year ended		Financial Year ended	
	March 31, 2019		March 31, 2018	
	(Consolidated)	(Standalone)	(Consolidated) (Restated)	(Standalone)
Total Income	8,53,426	34,496	9,87,101	48,950
Profit/(Loss) before Tax	(2,93,404)	(61,418)	98,425	546
Less: Provision for Taxation (Net)	1,778	(1,252)	14,380	321
Profit/(Loss) after Tax	(2,95,182)	(60,166)	84,045	225

₹ In lakhs

Financial Performance

During the financial year under review, total Income of the Company was ₹ 34,496 lakhs against ₹ 48,950 lakhs in the previous year on a Standalone basis. The Company has incurred a loss of ₹ 60,166 lakhs compared to Profit of ₹ 225 lakhs in the previous year.

Dividend

During the year under review, the Board of Directors has not recommended dividend on the Equity Shares of the Company.

The Company's Dividend Distribution Policy forms part of this Annual Report.

Business Operations

During the year 2018-19, all the operating plants of the Company which are functioning through its subsidiary companies performed exceedingly well both in terms of efficiency parameters and profitability. The Plant Load Factor (PLF) of the three thermal plants of the Company (Sasan Power, Rosa Power and Butibori Plant) accounted for a total aggregate capacity of 5760 MW was 78% as against the all India average of 61%.

The Company's Sasan UMPP (Capacity 3,960 MW) had a very impressive year generating ~32,900 Million Units (MUs) for the year, with the PLF being 94.78% and becoming No 1 Thermal Power Plant across all categories of thermal power plants in the Country.

The Sasan UMPP is the World's largest integrated power plant with the Moher and Moher Amlohri Coal mines. Total volume handled at Sasan Coal Mine during the year was 93.2 Million CuM including the Overburden handled at 81.2 Million CuM making it the largest mine in the Country in terms of overall volume handled.

Sasan mine received 5 awards under overall category for the best mining and maintenance practices from DGMS during Annual Mines Safety Week 2018.

The Rosa Thermal plant (1,200 MW) at Shahjahanpur in Uttar Pradesh, owned by the Company's subsidiary Rosa Power Supply Company Limited delivered another year of consistent performance with generation of 4341 MUs.

The Rosa power plant received prestigious accolades and awards from prestigious Institutions for excellence in environment, safety, CSR, quality and best O&M Practices.

The Butibori Thermal plant (600 MW) in Maharashtra generated 2213 MUs during the year. The plant also received recognition from prestigious bodies for excellence in the areas of environment, safety, quality and best HR and training practices. It won accolades for its initiatives in the area of community development as part of its CSR Projects.

The Solar PV (40 MW) Project in Rajasthan generated 68.3 MUs during the year.

The Solar CSP (100 MW) plant in Rajasthan has achieved number of operating milestones including achievement of peak load of 127.5 MW during the year.

The Company's Wind Farm at Vashpet in Sangli District of Maharashtra also performed satisfactorily during 2018-19.

Proposed gas-based project in Bangladesh

The Directors are pleased to inform that during the year the progress achieved in the implementation of the gas-based project in Bangladesh was significant. The project involves development and operation of a 718 MW (net) Combined Cycle Power Plant (CCPP) using Re-gasified Liquefied Natural Gas (LNG). The Company has initialled the project Agreements for Phase – I of its Bangladesh Project with the Bangladesh Authorities. The said Agreements have been vetted and reviewed by the Ministry of Law and Ministry of Finance of Bangladesh. The Agreements are expected to be signed very soon.

Management Discussion and Analysis

Management Discussion and Analysis Report for the year under review, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), is presented in a separate section forming part of this Annual Report.

Non-Convertible Debentures (NCDs)

The Company has repurchased Listed, Secured NCDs for an amount of ₹ 205 Crore out of the total amount of ₹ 750 Crore. The Company along with consent of Debenture Holder and Debenture Trustee has extended the maturity of other Listed, Unsecured NCDs for a further period of 396 days. As on date total NCDs of ₹ 795 Crore are outstanding. These NCDs are listed on BSE Limited.

Deposits

The Company has not accepted any deposits from the public which comes within the purview of Section 73 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with the relevant Rules made thereunder.

Particulars of Loans, Guarantees or Investments

Pursuant to the provisions of Section 186 of the Act, the details of Investments made are provided in the unabridged standalone financial statements under Note 3.3(a) and 3.5(a).

Subsidiary and Associate Companies

As on March 31, 2019, the Company had 44 subsidiaries under its fold. During the year, Reliance Chittagong Power Company Limited became subsidiary of the Company.

Directors' Report

The Company had the following Associate Companies as on March 31, 2019:

1. RPL Sun Power Private Limited
2. RPL Photon Private Limited
3. RPL Sun Technique Private Limited

The operating and financial performance of the major subsidiary companies, has been discussed in the Management Discussion and Analysis Report forming part of this Annual Report. In addition, the financial results of the subsidiary companies have been consolidated with those of the parent company. The Company's policy for determining material subsidiaries, as approved by the Board, may also be accessed on the Company's website at the link http://www.reliancepower.co.in/pdf/Policy_for_Determination_of_Material_Subsiidiary.pdf.

Financial Statements – Application of the Companies (Indian Accounting Standards) Rules, 2015

The Audited Financial Statement of the Company drawn up both on Standalone and Consolidated basis, for the financial year ended March 31, 2019, are in accordance with the requirements of the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS Rules).

Consolidated Financial Statement

The Audited Consolidated Financial Statement for the financial year ended March 31, 2019, based on the financial statements received from the subsidiaries and associates Companies, as approved by their respective Board of Directors, have been prepared in accordance with Ind AS Rules and relevant provisions of the Act.

Directors

During the year under review, the approval of the members has been accorded for appointment of Shri K. Raja Gopal as a Whole-time Director of the Company commencing from July 1, 2018. Shri N. Venugopala Rao, Whole-time Director has superannuated from the services of the Company from the close of business hours on June 30, 2018.

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

The details of programmes for familiarization of Independent Directors with the Company, nature of industry in which the Company operates and related matters have been put up on the website of the Company at the link: <http://www.reliancepower.co.in/web/reliance-power/corporategovernance>.

In accordance with the provisions of the Act, Shri K. Raja Gopal (DIN: 00019958) Director, retires by rotation and being eligible, has offered himself for re-appointment at the ensuing Meeting.

Appointment of Whole-time Director

The Board of Directors at their meeting held on April 13, 2018 had appointed Shri K. Raja Gopal as Chief Executive Officer with effect from May 02, 2018 and Whole-time Director with effect from July 01, 2018 for a period of 3 years subject to the approval of members of the Company. The approval of the members of the Company has also been accorded in the AGM held on September 18, 2018.

Particulars of Directors proposed to be appointed

In term of the provision of the Act, Shri K. Raja Gopal, Whole-time Director and Chief Executive Officer of the Company, retires by rotation and being eligible, offers himself for re-appointment at the ensuing Meeting. A brief resume of Shri K. Raja Gopal, along with requisite details, as stipulated under Regulation 36(3) of the Listing Regulations is given in the section on Corporate Governance Report forming part of this Annual Report.

Key Managerial Personnel (KMP)

Shri K. Raja Gopal was appointed as the Chief Executive Officer (CEO) of the Company with effect from May 02, 2018 and Whole-time Director (WTD) with effect from July 01, 2018.

Shri Shrenik Vaishnav has been appointed as the Chief Financial Officer (CFO) with effect from May 02, 2018.

As on date, Shri K. Raja Gopal, WTD & CEO, Shri Shrenik Vaishnav, CFO and Shri Murli Manohar Purohit, the Company Secretary are the KMP's.

Evaluation of Directors, Board and Committees

The Nomination and Remuneration Committee (the NRC) of the Company has devised a policy for performance evaluation of the individual directors, the Board and its Committees, which includes criteria for performance evaluation.

Pursuant to the provisions of the Act and Regulation 17(10) of the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the Committees of the Board. The Board performance was evaluated based on inputs received from all the Directors after considering criteria such as Board composition and structure, effectiveness of Board / Committee processes, and information provided to the Board, etc. A separate meeting of the Independent Directors was also held during the financial year for the evaluation of the performance of Non-Independent Directors, performance of the Board as a whole and that of the Chairman of the Board.

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

Policy on Appointment and Remuneration for Directors, Key Managerial Personnel and Senior Management Employees

The NRC of the Board has devised a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel and Senior Management Employees. The NRC has formulated the criteria for determining the qualifications, positive attributes and independence of Directors, which has been put up on the Company's website <http://www.reliancepower.co.in>. and the same is attached as Annexure – A.

Directors' Responsibility Statement

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

- i. In the preparation of the annual financial statement for the financial year ended March 31, 2019, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the loss of the Company for the year ended on that date;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual financial statement for the financial year ended March 31, 2019 on a 'going concern' basis;
- v. The Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and