

2nd Annual Report

2008-09

Kalai Power Private Limited

Board of Directors

Shri Nandkumar Deo
Shri Divyesh Dalal
Ms Shivangi Samani

Auditors

M/S Price Waterhouse
M/s Chaturvedi & Shah

Bankers

ICICI Bank Limited

Second Annual General Meeting

Friday, July 24, 2009 at 10.15 a.m. at
Conference Room, H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710

Registered Office

H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710

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Kalai Power Private Limited

Notice

Notice is hereby given that the 2nd Annual General Meeting of the Members of Kalai Power Private Limited will be held on Friday, July 24, 2009 at 10.15 a.m. at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710, to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Balance Sheet as at March 31, 2009, the Profit and Loss Accounts for the financial year ended as on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Nandkumar Deo, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

“RESOLVED THAT M/s Price Waterhouse, Chartered Accountants and M/s Chaturvedi & Shah, Chartered Accountants, be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be fixed by the Board of Directors.”

Special Business

4. Appointment of Ms Shivagi Samani as Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms Shivangi Samani, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company subject to retirement by rotation”

By Order of the Board

Sd/-
Divyesh Dalal
Director

Date: July 9, 2009

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710

Notes:

1. **A Member entitled to attend and vote at the Annual General Meeting (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 a proxy should, however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
3. 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.

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 4 Appointment of Ms Shivangi Samani as Director

The Board of Directors of the Company ("the Board") at its meeting held on July 9, 2009, pursuant to the provisions of Section 260 of the Companies Act, 1956 ("the Act") had appointed Ms Shivangi Samani as an Additional Director of the Company. In terms of the provisions of Section 260 of the Act, Ms Shivangi Samani holds Office up to the date of this Annual General Meeting.

The Company has received notice in writing from a Member along with deposit of Rs.500 for proposing the candidatures of Ms Shivangi Samani for the office of Director of the Company under the provisions of Section 257 of the Act.

The Board accordingly recommends the ordinary resolutions set out at Item Nos. 4 of the accompanying Notice for the approval of the members.

The Directors recommend the resolution for approval of the members.

Save and except Ms Shivangi Samnai, none of the Directors of the Company is, in any way, concerned or interested in the resolution set out in Item No. 4 of the Notice.

By Order of the Board

Sd/-
Divyesh Dalal
Director

Date: July 9, 2009

Registered Office:
H Block, 1st Floor
Dhirubhai Ambani Knowledge City
Navi Mumbai 400 710

Kalai Power Private Limited

Directors' Report

To,
The Members,

Your Directors present the Second Annual Report together with audited statement of accounts of the Company for the year ended March 31, 2009.

Financial highlights

The highlights of the financial results are as under:

(Rupees)

Particulars	2008-2009	26.09. 2007 to 31.03.2008
Total Expenditure	110,042	30,422
Profit/(Loss) Before Tax	(110,042)	(30,422)
Balance of profit/(loss) brought forward from previous year	(30,422)	-----
Balance carried to Balance Sheet	(140,464)	(30,422)

Operations

The Company has a 1,200 MW hydroelectric project on river Lohit, a tributary of river Brahmaputra. The project is situated in Anjaw district of Arunachal Pradesh.

Memorandum of Agreement for implementation of the Project on BOOT basis for lease period of 40 years (to be extendible on mutually agreed terms) from commercial operation date of the project was signed with Govt. of Arunachal Pradesh in Mar 2009. Consequent to this, activities have been initiated to commence surveys, investigations etc. at the earliest.

Dividend

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

Fixed Deposits

The Company has not accepted any deposit from the public during the year under review.

Authorised Share Capital

The Company has taken steps to increase the authorised share capital of the Company from Rs. 1 Lakh to Rs. 25 crore divided into two crore and fifty lakh equity shares of Rs. 10 each. The approval of members has been sought in the Extraordinary General meeting of the Company scheduled to be held on May 18, 2009

Directors

During the year under review, Ms Shivangi Samani was appointed as Additional Director in terms of Section 260 of the Companies Act, 1956 with effect from July 9, 2009. Ms Shivangi Samani holds office upto the date of ensuing Annual General Meeting and is proposed to be appointed as directors of the Company. The Company has received notice in writing from a member under Section 257 of the Companies Act 1956 proposing the candidatures of Ms Shivangi Samani and for the office of director.

Shri Dinesh Modi resigned as Director of the Company effective from July 9, 2009.

Shri Nandkumar Deo retires by rotation and is eligible for reappointment as director of the company.

**AUDITORS' REPORT
TO THE MEMBERS OF KALAI POWER PRIVATE LIMITED**

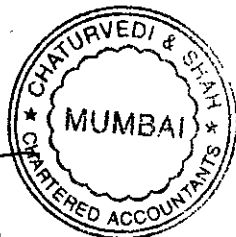
1. We have audited the attached Balance Sheet of Kalai Power Private Limited ('the Company') as at March 31, 2009 and the related Profit and Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order'), issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 ('the Act') and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a. We have 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 appears from our examination of those books;
 - c. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Section 211(3C) of the Act;
 - e. On the basis of written representations received from the directors, and taken on record by the Board of Directors, we report that none of the director of the Company is disqualified as on March 31, 2009 from being appointed as a director in terms of Section 274(1)(g) of the Act;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with the notes thereon and attached thereto, give in the prescribed manner, the information required by the Act and also give, a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
 - (ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For Chaturvedi & Shah
Chartered Accountants



C.D. Lala
Partner
Membership No. F-35671

Place : Mumbai
Date : April 21, 2009



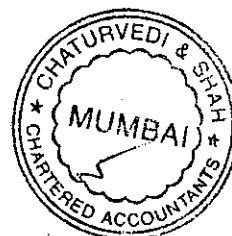
For Price Waterhouse
Chartered Accountants



Vivek Prasad
Partner
Membership No. F-104941

Place : Mumbai
Date : April 21, 2009

1. (a) The Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
(b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
2. In our opinion and according to the information and explanations given to us, having regard to the explanation that certain items purchased are of special nature for which suitable alternative sources do not exist for obtaining comparative quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of fixed assets. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
3. According to the information and explanations given to us, there are no contracts or arrangements referred to in Section 301 of the Act that need to be entered in the register required to be maintained under that section.
4. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
5. As the Company is not listed on any stock exchange or the paid-up capital and reserves as at the commencement of the financial year did not exceed Rupees Fifty Lakhs or the average annual turnover for a period of three consecutive financial years immediately preceding the financial year did not exceed Rupees Five Crores, clause (vii) of paragraph 4 of the Order is not applicable to the Company for the current year.
6. The Central Government of India pursuant to the Cost Accounting Records (Electricity Industry) Rules, 2001 ('Rules') has prescribed maintenance of cost records prescribed under clause (d) of sub-section (1) of Section 209 of the Act to the Company. However, the Rules are not applicable to the Company, as the Company has not started commercial operations.
7. (a) According to the information and explanations given to us and books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management representations, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, service tax and cess and other material statutory dues as applicable with the appropriate authorities in India.
(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, service tax and cess which have not been deposited on account of any dispute.
8. As the Company is registered for a period less than five years, clause (x) of paragraph 4 of the Order is not applicable to the Company for the current year.
9. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
10. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
11. In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to it.
12. In our opinion, the Company is not a dealer or trader in shares, securities, debentures and other investments.
13. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
14. The Company has not obtained any term loans.
15. On the basis of an overall examination of the balance sheet of the Company, in our opinion and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.
16. The Company has not made any preferential allotment of shares to parties and companies listed in the register maintained under Section 301 of the Act during the year.

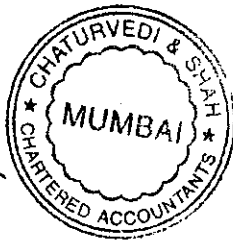


17. The Company has not issued any debentures during the year.
18. The Company has not raised any money by public issue during the year.
19. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have not come across any instance of fraud on or by the Company, noticed or reported during the period, nor have we been informed of such case by the Management.
20. Clause (i) and (ii) of the Order is not applicable in the case of the Company for the current year, since in our opinion there is no matter which arises to be reported in the aforesaid order.

For Chaturvedi & Shah
Chartered Accountants



C.D. Lala
Partner
Membership No. F-35671



Place : Mumbai
Date : April 21, 2009

For Price Waterhouse
Chartered Accountants



Vivek Prasad
Partner
Membership No. F-104941

Place : Mumbai
Date : April 21, 2009

Kalal Power Private Limited
Balance Sheet as at March 31, 2009

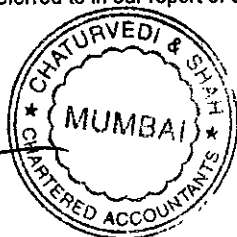
	Schedule	As at 31-03-2009		As at 31-03-2008	
		Rs.	Rs.	Rs.	Rs.
SOURCES OF FUNDS					
Shareholders' Funds					
Share Capital	1		100,000		100,000
Share Application Money	2		1,116,000,000		-
			<u>1,116,100,000</u>		<u>100,000</u>
APPLICATION OF FUNDS					
Capital Work-in-Progress	3		1,116,000,000		-
Current Assets, Loans and Advances	4				
Cash and Bank Balances			38,696		92,050
Loans and Advances			30,000		-
			<u>68,696</u>		<u>92,050</u>
Less: Current Liabilities and Provisions					
Current Liabilities	5		<u>109,160</u>		<u>22,472</u>
Net Current Assets			(40,464)		69,578
Profit and Loss Account			140,464		30,422
			<u>1,116,100,000</u>		<u>100,000</u>
Notes forming part of the Financial Statements	6				

The schedules referred to herein above form an integral part of the Financial Statements.

This is the Balance Sheet referred to in our report of even date.

For Chaturvedi & Shah
Chartered Accountants

C. D. Lala
C. D. Lala
Partner
Membership No.: F 35671



For and on behalf of Board

W. P. Dalal
Divyesh Dalal
Director

For Price Waterhouse
Chartered Accountants

Vivek Prasad
Vivek Prasad
Partner
Membership No.: F 104941

D. N. Modi
Dinesh Modi
Director

Place: Mumbai
Date : April 21, 2009

Place: Mumbai
Date : April 21, 2009

Kalai Power Private Limited
Profit and Loss Account for the year ended March 31, 2009

Schedule	01-04- 2008 to 31-03-2009 Rs.	26-09- 2007 to 31-03-2008 Rs.
EXPENDITURE		
Preliminary Expenses	-	6,700
Professional Fees	500	1,250
Auditors' Remuneration		
- Audit Fees	20,000	20,000
- Out of Pocket Expenses	1,382	-
Travelling Expenses	86,100	-
Rates and Taxes	2,060	2,472
Total	<u>110,042</u>	<u>30,422</u>
Loss before Taxation	110,042	30,422
Provision for Taxation	-	-
Loss after Taxation	<u>110,042</u>	<u>30,422</u>
Profit and Loss Account Balance brought forward from previous period	30,422	-
Profit and Loss Account Balance carried forward to the Balance Sheet	<u>140,464</u>	<u>30,422</u>
Loss Per Share - basic and diluted (10,000 Equity Shares of Rs. 10 each)	11.00	3.04

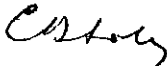
Notes forming part of the Financial Statements

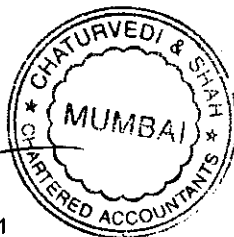
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The schedules referred to herein above form an integral part of the Financial Statements.

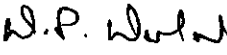
This is the Profit and Loss Account referred to in our report of even date.

For Chaturvedi & Shah
Chartered Accountants


C. D. Lala
Partner
Membership No.: F 35671

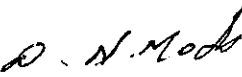


For and on behalf of Board


Divyesh Dalal
Director

For Price Waterhouse
Chartered Accountants


Vivek Prasad
Partner
Membership No.: F 104941


Dinesh Modi
Director

Place: Mumbai
Date : April 21, 2009

Place: Mumbai
Date : April 21, 2009

Kalai Power Private Limited
Schedules annexed to and forming part of the Financial Statements

As at 31-03-2009 Rs.	As at 31-03-2008 Rs.
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Schedule 1: Share Capital

Authorised:

10,000 Equity Shares of Rs. 10 each

<u>100,000</u>	<u>100,000</u>
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Issued, Subscribed and Paid up:

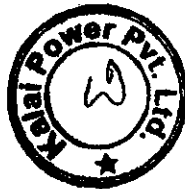
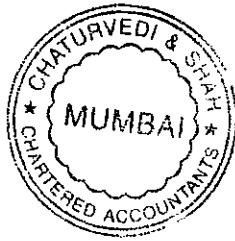
10,000 Equity Shares of Rs.10 each fully paid-up
 (All the above shares are held by Reliance Power Limited, the
 Holding Company and its nominee)

100,000	100,000
<u>100,000</u>	<u>100,000</u>

Schedule 2: Share Application Money

Share Application Money Pending Allotment
 (Refer Note 6 on Schedule 6)

1,116,000,000	-
<u>1,116,000,000</u>	<u>-</u>



Kalai Power Private Limited
Schedules annexed to and forming part of the Financial Statements

Schedule 3 - Capital Work-in-Progress

Rs.

Particulars	Incurred during the year	As at 31.03.2009
Expenditure pending allocation		
Premium paid to Government (Refer Note 2 on Schedule 6)	1,116,000,000	1,116,000,000
Total	1,116,000,000	1,116,000,000



Kalai Power Private Limited

Schedules annexed to and forming part of the Financial Statements

As at 31-03-2009 Rs.	As at 31-03-2008 Rs.
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Schedule 4: Current Assets, Loans and Advances

Current Assets

Bank Balance with Scheduled Bank on:

Current Account

38,696	92,050
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Loans and Advances

Advance Recoverable in cash or kind or for value to be received

30,000	-
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<u>68,696</u>	<u>92,050</u>
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Schedule 5: Current Liabilities and Provisions

Current Liabilities

Sundry Creditors (Refer Note 4 on Schedule 6)

109,160	22,472
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<u>109,160</u>	<u>22,472</u>
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Kalai Power Private Limited
Cash Flow Statement for the year ended March 31, 2009

	01-04-2008 to 31-03-2009 Rs.	26-09-2007 to 31-03-2008 Rs.
A Cash Flow from / (used in) Operating Activities		
Loss before Taxation	110,042	30,422
Adjustments for :		
Creditors for Expenses	(86,688)	(22,472)
Preliminary Expenses	-	(6,700)
Net Cash flow used in Operating Activities	<u>(23,354)</u>	<u>(1,250)</u>
B Cash Flow from / (used in) Investing Activities		
Advance Recoverable in cash or kind or for value to be received	(30,000)	-
Net Cash used In Investing Activities	<u>(30,000)</u>	<u>-</u>
C Cash Flow from / (used in) Financing Activities		
Proceeds from Equity Share Capital	-	100,000
Preliminary Expenses	-	(6,700)
Net Cash flow from Financing Activities	<u>-</u>	<u>93,300</u>
Net (Decrease) / Increase in cash and cash equivalents (A+B+C)	<u>(53,354)</u>	<u>92,050</u>
Cash and Cash equivalents as at the commencement of the year/ period <i>(Bank balance)</i>	92,050	-
Cash and Cash equivalents as at the end of the year/ period <i>(Bank balance)</i>	38,696	92,050
Net Increase/(Decrease) In Cash and Cash equivalents	<u>(53,354)</u>	<u>92,050</u>

Previous period figures have been regrouped and rearranged wherever considered necessary to the current year classification.

This is the Cash Flow Statement referred to in our report of even date.

For Chaturvedi & Shah
Chartered Accountants

C. D. Lala
C. D. Lala
Partner
Membership No.: F 35671



For and on behalf of Board

W. P. Dalal
Divyesh Dalal
Director

For Price Waterhouse
Chartered Accountants

Vivek Prasad
Vivek Prasad
Partner
Membership No.: F 104941

D. N. Modi
Dinesh Modi
Director

Place: Mumbai
Date : April 21, 2009

Place: Mumbai
Date : April 21, 2009

Schedule 6 – Notes forming part of the Financial Statements

1. Significant Accounting Policies:

a) Basis of Preparation of Financial Statements:

The financial statements are prepared on an accrual basis of accounting and in accordance with the generally accepted accounting principles in India, provisions of the Companies Act, 1956 ("the Act") and comply in material aspects with the accounting standards notified under Section 211 (3C) of the Act, read with Companies (Accounting Standards) Rules, 2006.

b) Fixed Assets and Capital Work-in-progress:

The gross block of fixed assets is stated at cost of acquisition or construction, including any cost attributable to bringing the assets to their working condition for their intended use.

All Project related expenditure viz, civil works, machinery under erection, construction and erection materials, pre-operative expenditure incidental / attributable to construction of project, borrowing cost incurred prior to the date of commercial operation and trial run expenditure are shown under Capital Work-in-Progress. These expenses are net of recoveries and income (net of tax) from surplus funds arising out of project specific borrowings.

c) Depreciation / Amortisation:

Fixed assets are depreciated under the 'Straight Line Method' as per the rates and in the manner prescribed under Schedule XIV to the Companies Act, 1956.

d) Accounting for Taxes on Income:

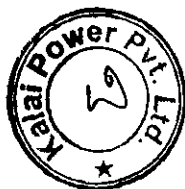
Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future. However in respect of unabsorbed depreciation or carry forward loss, the deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

e) Provisions:

Provisions are recognised when the Company has a present obligation, as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the obligation.

2. Project Status :

Kalai – II is 1,200 MW Hydro Electric Project on the river Lohit in Arunachal Pradesh. Reliance Power Limited (the Holding Company) has entered into a Memorandum of Agreement (MOA) dated March 2, 2009 with the Government of Arunachal Pradesh for the execution of the above project. The detailed project report (DPR) is in progress. The Company has deposited Rs. 1,116,000,000 with Government of Arunachal Pradesh towards upfront premium and processing fees for the project as per the MOA.



Kalai Power Private Limited
Schedules annexed to and forming part of the Financial Statements

Schedule 6 – Notes forming part of the Financial Statements (Continued)

3. Related Party Disclosure:

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

A. Parties where control exists :

- Reliance Power Limited - Holding Company

B. Other related parties with whom transactions have taken place during the year/period :

- Reliance Infrastructure Limited (Formerly known as Reliance Energy Limited) Investing Party in Holding Company

C. Details of transactions and closing balances during the year / period:

(Rs.)

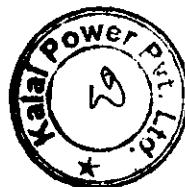
Particulars	April 01, 2008 to March 31, 2009	September 26, 2007 to March 31, 2008
Transactions during the year:		
<u>Share Application Money</u> - Reliance Power Limited	1,116,000,000	-
<u>Reimbursement of Expenses</u> - Reliance Infrastructure Limited	-	6,700
Closing Balances:		
<u>Share Application Money</u> - Reliance Power Limited	1,116,000,000	-
<u>Equity Share Contribution</u> - Reliance Power Limited	100,000	100,000

The above disclosure does not include transactions with public utility service providers, viz, electricity, telecommunications in the normal course of business.

4. Micro, Medium and Small Scale Business Entities:

There are no Micro, Medium and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2009. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

5. The Company operates in only one segment, namely power generation, hence there are no reportable segments under Accounting Standard -17 'Segment Reporting' as prescribed by Companies (Accounting Standards) Rules, 2006.



Kalai Power Private Limited
Schedules annexed to and forming part of the Financial Statements

Schedule 6 – Notes forming part of the Financial Statements (Continued)

6. Pursuant to the approval of the Board of Directors in their meeting dated March 31, 2009, the Company has received Share Application Money aggregating Rs. 1,116,000,000 from Reliance Power Limited, the holding Company for consideration other than cash. The Company is in the process of increasing the authorised share capital and accordingly allotment against the same would be done once the authorised share capital is increased.

7. **Schedule VI – Paragraph 4C of Part II**

Information to the extent not disclosed, with regard to matters specified in paragraph 4A, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956 is either Nil or not applicable to the Company for the year ended March 31, 2009.


8. **Schedule VI – Part IV**

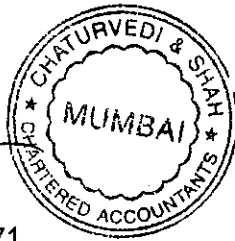
For additional information required under Part IV of Schedule VI to the Companies Act, 1956 refer annexure attached.

9. The prior period figures are for approximately 6 months period as the Company has been incorporated on September 26, 2007. Accordingly, the current year financial statements are not comparable with the previous period. Previous period figures are regrouped / reclassified / rearranged wherever considered necessary.

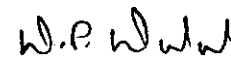
Signatures to Schedules 1 to 6 forming part of the Financial Statements.

For Chaturvedi & Shah
Chartered Accountants



C. D. Lala
Partner
Membership No. : F 35671

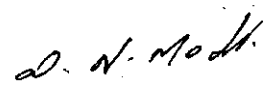


For and on behalf of the Board


Divyesh Dalal
Director

For Price Waterhouse
Chartered Accountants


Vivek Prasad
Partner
Membership No. : F 104941


Dinesh Modi
Director

Place : Mumbai
Date : April 21, 2009

Place : Mumbai
Date : April 21, 2009

Kalai Power Private Limited

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL
Joint shareholders may obtain additional slips on request

DP id*	
Client id*	

Registered Folio No.	
----------------------	--

Name and Address of the Shareholder

No. of Shares Held

I/We hereby record my/our presence at the 2nd Annual General Meeting of the Kalai Power Private Limited held on Friday, July 24, 2009, at 10.15 a.m. at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710.

SIGNATURE OF THE SHAREHOLDER OR PROXY

*Applicable for investors holding shares in electronic form

-----TEAR HERE-----

PROXY FORM

Kalai Power Private Limited

Registered Office: H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710

DP id*	
Client id*	

Registered Folio No.	
No. of Shares Held	

I/We _____ of _____ being a member/members of Kalai Power Private Limited hereby appoint _____ of _____ or failing him, _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company to be held on Friday, July 24, 2009 at 10.15 a.m. at H Block, 1st Floor, Dhirubhai Ambani Knowledge City, Navi Mumbai 400 710 or at any adjournment thereof.

Affix revenue stamp Re 1

Signed this _____ day of _____ 2009.

NOTE: The proxy, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time of the Meeting. The Proxy need not be a member of the Company.