

Shyam Malpani & Associates

Independent Auditors' Report

To the Members
Reliance Prima Limited.

I. Report on the Financial Statements

We have audited the attached financial statements of Reliance Prima Limited (hereinafter referred to as the Company), comprising of the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year ended along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

II. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 Standards referred to in Section 133 of the Companies Act, 2013 (hereinafter referred to as the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and in accordance with the accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

III. Auditors' Responsibility

Our responsibility is to express an opinion on these 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 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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 reasonable basis for our audit opinion.

IV. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March 2016 and its Loss and its cash flows for the year ended on that date.

V. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable to the Company during the year under review.
2. Further to our comments in the Annexure A referred to in 1. above as per the requirements of Section 143(3) of the Act, we report as follows:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose 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, 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 Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the respective directors as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;

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- (f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and 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 does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Shyam Malpani & Associates
Chartered Accountants
Firm Registration No. 120438 W

Shyam Malpani
Proprietor
Membership No. F- 34171

Place: Camp Chicago, USA
Date: 20th May 2016

Annexure A to the Auditors' Report

(Referred to in paragraph V(1) of our report of even date)

In terms of the information and explanations given to us and the books and records examined by us and on the basis of such checks as we considered appropriate, we further report as under:

1. **Fixed Assets**

There were no fixed assets with the Company at any time during the year except in respect of an Intangible Asset.

2. **Inventory**

There was no inventory with the Company at any time during the year.

3. **Loans to parties of Directors' interest**

During the year, the Company has not granted any loans, secured or unsecured to the parties covered in the register maintained under Section 189 of the Act.

4. **Loans/Guarantees/Investments in / Provision of Security to certain parties**

Based on the information and explanations given to us and on the basis of records verified by us the Company has complied with the provisions of Sections 185 and 186 of the Act to the extent applicable

5. **Acceptance of Deposits**

According to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

6. **Maintenance of Cost Records**

As explained to us, maintenance of cost records has not been prescribed by the Central Government for the Company under Section 148(1) of the Act.

7. **Undisputed & Disputed Statutory Dues**

(a) According to the information and explanations given to us and as per the records verified by us, the Company has been regular in depositing undisputed statutory dues involving Income Tax and Service Tax with the appropriate authorities and there were no arrears under the above heads which were due for more than six months from the date they become payable as at the close of the year. Keeping in view the present operations of the Company, statutes relating to Provident Fund, Employees' State Insurance, Sales Tax, Custom Duty, Excise Duty and Cess are not applicable to the Company during the year under review.

b) As per the records, no disputed statutory dues have been lying pending with the Company as at the close of the year under review.

8. Loans from Banks/Financial Institutions/ Government/Debentures

As per the records verified by us, the Company has not availed any loan/facility from banks/financial institutions/Government and hence the question of default in repayment of the same does not arise. Further, no amounts were borrowed by the Company through debentures.

9. Proceeds of Public issue (including debt instruments) /Term Loans

The Company has not raised any money during the year through initial / further public offer (including debt instruments). Also, the Company has not availed any term loans during the current or earlier years and hence the matter of application of the same does not arise.

10. Frauds on or by the Company

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company or its officers, noticed or reported during the year, nor have we been informed of such case by the management.

11. Managerial Remuneration

According to the information and explanations given to us and as per the records verified by us, the Company has not paid any managerial remuneration, which falls within the provisions of Section 197 of the Act read with Schedule V to the Act.

12. Nidhi Companies

The Company is not a Nidhi company during the year under review and hence, the criteria as stipulated under Nidhi Rules 2014 is not applicable to the Company.

13. Related Party Transactions

As per the information and explanations given during the course of our verification, in our opinion, all transactions with the related parties made by the Company were in compliance with Sections 188 of the Act, to the extent applicable to the Company during the year. The relevant details in respect of the same have been appropriately disclosed as per the requirements of the Accounting Standard- 18. Further provision of Section 177 is not applicable to the Company.

14. Preferential Issue

During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures and hence the requirements of Section 42 of the Act are not applicable.

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15. Non-cash Transactions with Directors, etc.

As per the information and explanations provided to us, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with the directors within the purview of Section 192 of the Act.

16. Provisions of 45-IA of the Reserve Bank of India Act, 1934

As per the information and explanations provided to us and based on the overall operations of the Company, the Company does not carry on NBFC activities and hence the question of registration under Section 45-IA of the Reserve Bank of India Act 1934 does not arise.

For Shyam Malpani & Associates
Chartered Accountants
Firm Registration No. 120438 W

Shyam Malpani
Proprietor
Membership No. F- 34171

Place: Camp Chicago, USA
Date: 20th May 2016

Annexure B to the independent Auditor's Report of even date on the financial statement of Reliance Prima Limited

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Reliance Prima Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company comprising of the Balance Sheet as at March 31st, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended.

Management's Responsibility for Internal Financial Controls :

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, issued by the ICAI deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those standards and the Guidance Note that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting :

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion :

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Shyam Malpani & Associates
Chartered Accountants
Firm Registration No. 120438W

Shyam Malpani
Proprietor
Membership No. F-34171

Place: Camp Chicago, USA
Date: 20th May 2016

Reliance Prima Limited
Balance Sheet as at March 31, 2016

Particulars	Note	As at March 31, 2016 Rupees	As at March 31, 2015 Rupees
Equity and liabilities			
Shareholders' Funds			
Share capital	3.1	528,390	528,390
Reserves and surplus	3.2	273,165	397,504
Current liabilities			
Other current liabilities	3.3	342,813	136,409
Total		<u>1,144,368</u>	<u>1,062,303</u>
Assets			
Non-current assets			
Fixed assets			
Intangible assets	3.4	365,102	438,122
Current assets			
Cash and bank balances	3.5	705,266	550,181
Short term loans and advances	3.6	74,000	74,000
Total		<u>1,144,368</u>	<u>1,062,303</u>

The notes are an integral part of these financial statements.

Significant accounting policies 2
Notes on financial statements 3 to 13

As per our attached report of even date

For Shyam Malpani & Associates
Chartered Accountants
Firm Registration No: 120438W

For and on behalf of the Board of Directors

Shyam Malpani
Proprietor
Membership No. 34171
Place: Camp Chicago, USA
Date: 20.05.2016

Sudhir Jain
Director
(DIN:07072085)
Place: Mumbai
Date: 20.05.2016

Sameer Kumar Gupta
Director
(DIN: 03486281)

Reliance Prima Limited
Statement of Profit and Loss for the year ended March 31, 2016

Particulars	Note	Year ended March 31, 2016 Rupees	Year ended March 31, 2015 Rupees
Revenue:			
Other income		-	-
Total Revenue		<u>-</u>	<u>-</u>
Expenses:			
Employee benefits expense		-	-
Depreciation/amortisation	3.7	73,020	73,020
Other expenses	3.8	51,319	72,341
Total Expenses		<u>124,339</u>	<u>145,361</u>
Loss before tax		<u>(124,339)</u>	<u>(145,361)</u>
Provision for tax		-	
Loss for the year		<u>(124,339)</u>	<u>(145,361)</u>
Earnings/(loss) per equity share:(Face value of Rs. 10 each)			
-Basic and Diluted (Refer Note 8)		(2.49)	(2.91)

The notes are an integral part of these financial statements.

Significant accounting policies 2
Notes on financial statements 3 to 13

As per our attached report of even date.

For Shyam Malpani & Associates

Chartered Accountants
Firm Registration No: 120438W
Place: Camp Chicago, USA
Date: 20.05.2016

Shyam Malpani

Proprietor
Membership No. 34171

Place: Camp Chicago, USA
Date: 20.05.2016

For and on behalf of the Board of Directors

Place: Mumbai

Sudhir Jain

Director
(DIN:07072085)

Place: Mumbai
Date: 20.05.2016

Sameer Kumar Gupta

Director
(DIN: 03486281)

Reliance Prima Limited
Cash Flow Statement for the year ended March 31, 2016

	Year Ended March 31, 2016 Rupees	Year Ended March 31, 2015 Rupees
(A) Cash Flow from/(used in) Operating Activities:		
Net Profit/(Loss) before taxation	(124,339)	(145,361)
Adjustments for:		
Depreciation/amortisation of intangible assets	73,020	73,020
Provision for Leave Encashment	-	-
Operating Profit before Working Capital Changes	<u>(51,319)</u>	<u>(72,341)</u>
Adjustments for:		
Loans and advances	-	-
Other current liabilities and provisions	206,404	102,499
	<u>155,085</u>	<u>30,158</u>
Income taxes paid		
Net cash flow used in operating activities	<u>155,085</u>	<u>30,158</u>
(B) Cash Flow from/(used in) Investing Activities		
Net cash flow from investing activities	<u>-</u>	<u>-</u>
(C) Cash Flow from/(used in) Financing Activities:		
Proceeds from share application money	-	-
Net cash flow from financing activities	<u>-</u>	<u>-</u>
Net Increase/(Decrease) in cash and cash equivalents	155,085	30,158
Opening balance in cash and cash equivalents		
Balance in current account	550,181	520,023
Closing balance in cash and cash equivalents		
Balance in current account	705,266	550,181

Previous year figures have been regrouped and recast wherever necessary to the current year classification.

As per our report of even date attached.

For Shyam Malpani & Associates
Chartered Accountants
Firm Registration No: 120438W

For and on behalf of the Board of Directors

Shyam Malpani
Partner
Membership No. 34171

Sudhir Jain
Director
(DIN:07072085)

Sameer Kumar Gupta
Director
(DIN: 03486281)

Place: Camp Chicago, USA
Date: 20.05.2016

Place: Mumbai
Date: 20.05.2016

1 General Information

Reliance Prima Limited, wholly owned subsidiary of Reliance Power Limited, was incorporated on September 12, 2008 to carry on the business of exploration and prospecting activities.

2 Significant accounting policies

a) Basis of preparation:

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

b) Use of estimates:

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

c) Tangible Assets and Capital Work-in-Progress:

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

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

d) Intangible assets:

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

Expenditure incurred on acquisition of intangible assets which are not ready to use at the reporting date is disclosed under capital work-in-progress.

Reliance Prima Limited
Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)

e) Impairment of assets:

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

f) Inventories:

Inventories of tools, stores, spares parts, consumable supplies and fuel are valued at lower of weighted average cost, which includes all non-refundable duties and charges incurred in bringing the goods to their present location and condition, and net realizable value after providing for obsolescence and other losses.

g) Depreciation / Amortization:

(i) Tangible assets:

Tangible assets are depreciated on pro rata basis as per useful life on the Straight Line Method (SLM) as prescribed in part C of Schedule II to the Companies Act, 2013.

(ii) Intangible assets:

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

h) Investments:

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

i) Provisions, Contingent Liabilities and Contingent Assets:

Provisions:

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

Contingent Liabilities:

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

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

Contingent Assets:

A contingent asset is neither recognised nor disclosed in the Financial Statements.

Reliance Prima Limited
Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)

j) Borrowing Costs:

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

k) Revenue recognition:

Revenue from operations is recognized on accrual basis.

l) Employee benefits:

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

(i) Defined contribution plans:

Contributions to defined contribution schemes such as provident fund and superannuation are charged off to the Statement of Profit and Loss/ Capital Work-In-Progress, as applicable, during the year in which the employee renders the related service.

(ii) Defined Benefit Plans:

The Company also provides employee benefits in the form of gratuity and leave encashment, the liability for which as at the year-end is determined by independent actuaries based on actuarial valuation using the projected unit credit method. Such defined benefits are charged off to the Statement of Profit and Loss / capital work-in-progress, as applicable. Actuarial gain / losses are recognised in the year in which they arise.

(iii) Short term/ long term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service including performance incentives and compensated absences are classified as short term employee benefits. The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are charged off to the Statement of Profit and Loss / capital work-in-progress, as applicable. The employee benefits which are not expected to occur within twelve months are classified as long term benefits and are recognised as liability at the net present value.

m) Accounting for taxes on income:

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

Reliance Prima Limited
Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)

n) Cash and cash equivalents:

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

o) Cash Flow Statement:

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

p) Earnings per share:

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

q) Accounting for oil and gas activity:

The company follows "Successful Efforts Method" for accounting of oil and gas exploration activities as set out by the Guidance Note issued by the Institute of Chartered Accountants of India on oil and natural gas producing activities. The cost of survey and prospecting activities conducted in search of oil and gas are expensed out in the year in which the same are incurred. Oil and Gas Joint Operations are in the nature of Joint controlled Operations. Accordingly assets and liabilities are accounted on the basis of statement of accounts of Joint Operations on line by line basis according to the participating interest of the Company.

Reliance Prima Limited

Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)

	As at March 31, 2016 Rupees	As at March 31, 2015 Rupees
3.1 Share Capital		
Authorised Share Capital		
60,000 (Previous year: 60,000) equity shares of Rs. 10 each	600,000	600,000
400,000 (Previous year: 400,000) preference shares of Re.1 each	400,000	400,000
	<u>1,000,000</u>	<u>1,000,000</u>
Issued, Subscribed and Fully paid up capital		
50,000 (Previous year : 50,000) equity shares of Rs. 10 each fully paid up	500,000	500,000
28,390 (Previous year : 28,390) preference shares of Re.1 each	28,390	28,390
[Refer Note 3.1.2 (b)]	<u>528,390</u>	<u>528,390</u>
3.1.1 Reconciliation of number of shares		
Equity shares		
Balance at the beginning of the year	500,000	500,000
50,000 (Previous year : 50,000) shares of Rs. 10 each		
Balance at the end of the year	<u>500,000</u>	<u>500,000</u>
50,000 (Previous year : 50,000) shares of Rs. 10 each		
Preference shares [Refer Note 3.1.2 (b)]		
Balance at the beginning of the year	28,390	28,390
28,390 (Previous year : 28,390) shares of Re. 1 each		
Balance at the end of the year	<u>28,390</u>	<u>28,390</u>
28,390 (Previous year : 28,390) shares of Re. 1 each		

3.1.2 Terms/ rights attached to shares

a) Equity shares

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of the equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

b) 7.5% Compulsory Convertible Redeemable Non-Cumulative Preference Shares (CCRPS)

Pursuant to the special resolutions passed by the Preference Share Holders and the equity share holders on March 31, 2015, the Company has made modifications in the terms and conditions of NCRPS issued which are summarized below. Consequent to the modification/variations, NCRPS were renamed as 7.5% Compulsory Convertible Redeemable Non-Cumulative Preference Shares (CCRPS).

The Company shall have a call option on CCRPS which can be exercised by the Company in one or more tranches and in part or in full before the end of agreed tenure (20 years) of the said shares. In case the call option is exercised, CCRPS shall be redeemed at an issue price (i.e face value and premium). The holders of CCRPS however, shall have an option to convert CCRPS into equity shares at any time during the tenure of such shares. At the end of tenure and to the extent the Company or the shareholder has not exercised their options, CCRPS shall be compulsorily converted into equity shares. On conversion, in either case, each CCRPS shall be converted into one fully paid equity share of Rs. 10 each at a premium of Rs. 990 per share. If during the tenure of CCRPS, the Company declares equity dividend, CCRPS holders shall also be entitled to dividend on their shares at the same rate as the equity dividend and this dividend will be over and above the coupon rate of 7.5%. These preference shares shall continue to be non cumulative.

	As at March 31, 2016 Rupees	As at March 31, 2015 Rupees
3.1.3 Shares held by Holding Company		
Equity Shares		
Reliance Power Limited - 50,000 (Previous year : 50,000) shares of Rs. 10 each fully paid-up (Of the above 49,994 (Previous year: 49,994) Equity Shares were held by Reliance Power Limited, the Holding Company and 6 Equity Shares were jointly held by Reliance Power Limited and its Nominees)	500,000	500,000
	500,000	500,000
Preference Shares [Refer Note 3.1.2 (b)]		
Reliance Power Limited - 28,390 (Previous year : 28,390) shares of Re. 1 each fully paid-up	28,390	28,390
	28,390	28,390

3.1.4 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

	Percentage of share holding	As at March 31, 2016 No. of Shares	As at March 31, 2015 No. of Shares
Equity shares of Rs. 10 each fully paid up			
Reliance Power Limited	100%	50,000	50,000
		50,000	50,000
Preference shares of Re. 1 each fully paid up [Refer Note 3.1.2 (b)]			
Reliance Power Limited	100%	28,390	28,390
		28,390	28,390

Reliance Prima Limited**Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)**

	As at March 31, 2016 Rupees	As at March 31, 2015 Rupees
3.2 Reserves and surplus		
Surplus/(Deficit) in the statement of Profit and loss		
Balance at the beginning of the year	(27,964,106)	(27,818,745)
Add: Profit/(Loss) for the year	(124,339)	(145,361)
Balance at the end of the year	<u>(28,088,445)</u>	<u>(27,964,106)</u>
Securities premium account		
Balance at the beginning of the year	28,361,610	28,361,610
Balance at the end of the year	<u>28,361,610</u>	<u>28,361,610</u>
	<u>273,165</u>	<u>397,504</u>
3.3 Other current liabilities		
Other Liabilities (Includes Rs. 5,818 (Previous Year Rs. 5,818) representing share in Joint Operations) Refer Note 2(q) and 10)	39,713	36,409
Statutory dues including Provident Fund and TDS	3,100	-
Inter corporate Deposits	300,000	100,000
	<u>342,813</u>	<u>136,409</u>

Reliance Prima Limited
Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)

3.4 Intangible Assets:
As at March 31, 2016

Particulars	Gross Block		Amortisation		Net Block	
	As at April 1, 2015	As at Additions during the Period March 31, 2016	As at April 1, 2015	For the Period March 31, 2016	As at March 31, 2016	As at March 31, 2015
Goodwill *	730,202	-	292,080	73,020	365,102	511,142
Total	730,202	-	292,080	73,020	365,102	511,142

* Arised pursuant to the composite scheme of arrangement.

Reliance Prima Limited

Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)

	As at March 31, 2016 Rupees	As at March 30, 2015 Rupees
3.5 Cash and bank balances		
Cash and cash equivalents		
Balance with banks in current account (Includes Rs. 263,249 (Previous Year Rs. 263,249) represents share in Joint Operations)	705,266	550,181
	<u>705,266</u>	<u>550,181</u>
3.6 Short term loans and advances		
(Unsecured and considered good unless stated otherwise)		
Advance recoverable in cash or kind (Includes Rs. 74,000 (Previous Year Rs. 74,000) representing share in Joint Operations)	74,000	74,000
	<u>74,000</u>	<u>74,000</u>
	Period ended March 31, 2016 Rupees	Year ended March 31, 2015 Rupees
3.7 Depreciation and amortisation expense		
Depreciation of tangible assets	73,020	73,020
	<u>73,020</u>	<u>73,020</u>
3.8 Other expenses		
Legal and professional charges	48,519	36,754
Travelling and conveyance	-	1,982
Rates and Taxes	-	12,311
Miscellaneous expenses	2,800	21,294
	<u>51,319</u>	<u>72,341</u>

Reliance Prima Limited**Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)****4 Project Status**

In term of the composite Scheme of Arrangement between Reliance Natural Resources Limited (RNRL) and Reliance Power Limited (R Power) and others, as sanctioned by the Honorable High Court of Judicature at Bombay vide order dated October 15, 2010, inter alia 10% non-operating participating interest in Oil & Gas block MZ-ONN-2004/2, was vested into the Company. The Consortium led by RNRL, NaftoGaz India Limited (Operator) Geopetrol International Inc. and Reliance Infrastructure Limited was awarded this exploration block under 6th round of NELP bidding in 2006 by Ministry of Petroleum and Natural Gas (MoPNG), Government of India. The Block covers an area of 3619 square kilometers and is situated in the State of Mizoram.

MoPNG, Government of India in October 2012, after six years of the award of block, observed that NaftoGaz India Limited had falsely represented itself as the subsidiary of NaftoGaz of Ukraine at the time of bidding and served notice of termination to all consortium members referring relevant clause of NELP-VI notice inviting offer (NIO) and Article 30.3(a) of the Production Sharing Contract (PSC). Subsequently, Directorate General of Hydrocarbons, MoPNG has intimated to deposit apportioned cost of unfinished Minimum Work Program (MWP). Company/RNRL, in reply to DGH & MoPNG, through letters dated 21st June 2014, 25th May 2015 and 05th March 2016 has contested claim stating that PSC has been terminated without giving opportunity to undertake and fulfill the balance Minimum Work Program (MWP) by other non-defaulting consortium partners under the provisions of Article 30.3 of the PSC. Therefore, the termination of the PSC and consequent demand for payment of amounts towards cost of unfinished work program are arbitrary, incorrect, erroneous and not in accordance with provisions of PSC. Company submitted that Government's demand to pay for unfinished MWP is untenable in law, squarely unfair and it would be unreasonable to apportion the blame of alleged default to other consortium partners. Company further submitted that it is not liable to pay the amount claimed. Liability, if any, which may arise on this termination/relinquishment, is presently not ascertainable.

5 Details of remuneration to auditors

As statutory auditor (excluding service tax)
(included in Legal and Professional Expenses)

	Year ended March 31, 2016 Rupees	Year ended March 31, 2015 Rupees
	25,000	25,000
	<u>25,000</u>	<u>25,000</u>

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

The Company has classified various employee benefits as under:

Defined contribution plans

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

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

Defined Benefit Plans

- (a) Gratuity
- (b) Leave encashment

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

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

	Leave Encashment 2012-13
Discount Rate (per annum)	8.50%
Rate of increase in compensation levels	7.50%

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

	Leave Encashment 2015-2016	Leave Encashment 2014-2015	Leave Encashment 2013-14	Rupees Leave Encashment 2012-13
(i) Changes in present value of obligation				
Opening balance of present value of obligation	-	-	370,015	533,833
Interest Cost	-	-	-	61,468
Current Service Cost	-	-	-	200,492
Actuarial (gains)/loss	-	-	-	(173,795)
Benefits paid	-	-	(370,015)	(251,983)
Closing balance of present value of obligation	-	-	-	370,015
Administered by Insurance companies of respective				
(ii) Reconciliation of present value of defined benefit obligations and the fair value of assets				
Closing balance of present value of obligation	-	-	-	370,015
Unfunded (asset)/liability recognised in the Balance Sheet	-	-	-	370,015

Reliance Prima Limited**Notes to the financial statements as of and for the year ended March 31, 2015 (Continued)**

(iii) Amount recognised in the Balance Sheet			
Closing balance of present value of obligation	-	-	370,015
Unfunded (asset)/liability recognised in the Balance Sheet	-	-	370,015
(iv) Expenses recognised in the Statement of Profit and Loss/Capital work-in-progress			
Current service cost	-	-	200,492
Interest Cost	-	-	61,468
Net actuarial (gain)/loss	-	-	(173,795)
Total expenses recognised during the year	-	-	88,165
(v) Expected Employers' Contribution for the next year	-	-	17,759
(vi) Disclosure as required under para 120(n) of As-15			
(i) Present value of the defined benefit obligation	-	-	370,015
Fair value of the plan assets	-	-	-
Surplus/(Deficit) in the plan	-	-	(370,015)
(ii) Experience Adjustments			
On plan liabilities	-	-	(178,730)
On plan assets	-	-	-
Total experience adjustments	-	-	(178,730)

As the company has adopted AS-15 for the first time during the financial year ended March 31,2012, disclosure for gratuity and leave encashment for the previous years and as required under para 120(n) of AS-15 have not been presented.

No actuarial valuation of gratuity liability has been carried out as the liability of seconded employees will be paid by the respective company which has seconded the employees as per the terms of Secondment.

There were no employees on the payroll of the Company as at end of the financial year. Hence, no actuarial valuation of leave encashment liability has been carried out for the current financial year.

Reliance Prima Limited**Notes to the financial statements as of and for the year ended March 31, 2016 Continued****7 Related Party Disclosures**

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

A. Parties where Control exists:**Holding Company**

Reliance Power Limited (R Power)

B. (I) Investing parties/promoters having significant influence on the**Individual**

Shri Anil D Ambani

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

MZ-ONN-2004/2

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

	2015-2016	2014-2015
		Rupees
(i) Transactions during the year :		
Reimbursement on behalf of		
R Power	2,800	-
Inter-corporate deposits received		
R Power	200,000	100,000
(ii) Closing Balance		
Equity share capital (excluding premium)		
R Power	500,000	500,000
Preference share capital (excluding premium)		
R Power	28,390	28,390
Inter corporate deposits payable		
R Power	300,000	100,000

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

Reliance Prima Limited**Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)****8 Earnings Per share**

	Year ended March 31, 2016	Year ended March 31, 2015
Profit/(loss) for the Year (Rupees) (A)	(124339)	(145361)
Number of equity shares (B)	50,000	50000
Earnings/(loss) per share - Basic and Diluted (A/B) (Rs.)	(2.49)	(2.91)
Nominal Value of an Equity Share (Rs.)	10	10

9 Segment reporting

Since the commercial operations of the company has not commenced, there are no separate reportable segments as defined under Accounting Standard - 17 'Segment Reporting' as prescribed by Companies (Accounting Standard) Rules, 2006.

10 Interest in Joint operations

During the year, the company has accounted for Rs. NIL (Previous Year: Rs. NIL) towards its share of expenditure on survey and prospecting activities on Oil and Gas Block MZ-ONN-2004 /2 transferred to the company pursuant to the composite scheme of arrangement.

Disclosure of the Company share in Joint operations:-

Name of the field	Location	Participating Interest %
MZ-ONN-2004/2	Mizoram	10

The above joint ventures are unincorporated joint ventures carrying out controlled operations. Based on the statement of accounts of consortium, the Company account for its share of assets, liabilities, income and expenditure of Joint operations in which it holds a participating interest. The Company's share of assets and liabilities of Joint operations is given below:

	As at March 31, 2016	As at March 31,2015
Assets		
Current Assets		
Short term loans and advances	74,000	74,000
Cash and bank balance	263,249	263,249
Liabilities		
Other current liabilities	5,818	5,818

11 Micro and Small Scale Business Entities

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the information available with the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the balance sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

12 In the opinion of the Board, Current as well as Non-current Assets have a value on realization in the ordinary course of business, at least equal to the amount at which they are stated.

Reliance Prima Limited

Notes to the financial statements as of and for the year ended March 31, 2016 (Continued)

- 13 Previous year's figures have been regrouped and recast wherever necessary to match with the current year classification.

As per our attached report of even date

For Shyam Malpani & Associates

Chartered Accountants

Firm Registration No: 120438W

For and on behalf of the Board of Directors

Shyam Malpani

Proprietor

Membership No. 34171

Place: Camp Chicago, USA

Date: 20.05.2016

Sudhir Jain

Director

(DIN:07072085)

Place: Mumbai

Date: 20.05.2016

Sameer Kumar Gupta

Director

(DIN: 03486281)