



**PTC India**

PTC INDIA LIMITED

**16TH ANNUAL REPORT 2014-2015**

### **Vision**

“To be a frontrunner in power trading by developing a vibrant power market and striving to correct market distortions”

### **Mission**

- Promote Power Trading to optimally utilize the existing resources.
- Develop power market for market based investments into the Indian Power Sector.
- Facilitate development of power projects particularly through private investment.
  - Promote exchange of power with neighbouring countries.

### **Values**

- Transparency
- The Customer is always right
- Encouraging Individual initiative
- Continuous Learning
- Teamwork

#### **SIXTEENTH ANNUAL GENERAL MEETING**

To be held on Thursday, 24<sup>th</sup> September, 2015 at 3.30 PM at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010

#### **NOTE:**

1. Shareholders are requested to bring their copy of Annual Report with them to the Annual General Meeting.
2. No gifts or coupons would be given to the shareholders for attending the Annual General Meeting.

## CONTENTS

	Page No.
Board of Directors	02
Notice	03-09
Directors' Report/Certificates	10-45
Standalone Financial Statement of PTC India Ltd.	46-63
Consolidated Financial Statements of Group	64-86

## **BOARD OF DIRECTORS (AS ON 05.08.2015)**

1. Shri Deepak Amitabh, CMD, PTC
2. Smt. Jyoti Arora, Joint Secretary, MOP (Nominee)
3. Shri Ajit Kumar, Director(Commercial & Operations)
4. Shri Arun Kumar, Director(Finance) & CFO
5. Dr. Rajib Kumar Mishra, Director(Marketing & Business Development)
6. Shri Anil Kumar Agarwal, Director, PFC (Nominee)
7. Shri Anil Razdan, Independent Director
8. Shri Dharendra Swarup, Independent Director
9. Shri Dipak Chatterjee, Independent Director
10. Shri D.P. Bhargava, Director, NHPC (Nominee)
11. Shri H.L. Bajaj, Independent Director
12. Shri Hemant Bhargava, ED, LIC (Nominee)
13. Shri I. J. Kapoor, Director, NTPC (Nominee)
14. Shri Ravi P. Singh, Director, POWERGRID (Nominee)
15. Shri S. Balachandran, Independent Director
16. Shri Ved Kumar Jain, Independent Director

### **Company Secretary**

Shri Rajiv Maheshwari

### **Statutory Auditors**

M/s. K. G. Somani & Co.

### **Internal Auditors**

M/s. GSA & Co.

### **Registrar and Share Transfer Agents**

M/s. MCS Share Transfer Agents Limited

F-65, Okhla Industrial Area, Phase-I

New Delhi – 110 020

Phone: 41406149; Fax: 41709881

### **Principal Bankers**

IDBI Bank Ltd.

Indian Overseas Bank

State Bank of Travancore

ICICI Bank

Indian Bank

Indusind Bank

Corporation Bank

Yes Bank

## NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of PTC India Ltd. (PTC) will be held on Thursday, 24th September, 2015 at 3.30 p.m at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantonment, New Delhi- 110010 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March 2015, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the financial year 2014-15.

2. To consider and if thought fit, to pass with or without modification(s), the following resolution for dividend for the Financial Year 2014-15 as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provision of Section 123 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and rules framed there under and applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), dividend at the rate of 22% (Rs. 2.20 per equity share of ₹ 10 each) be and is hereby declared for the FY 2014-15, out of the profits of the Company on the 296008321 equity shares of ₹ 10/- each fully paid up to be paid as per the ownership as on 18<sup>th</sup> September 2015 (closing hours)."

3. To appoint a Director in place of Shri. Hemant Bhargava (DIN: 01922717), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment 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** Shri. Hemant Bhargava (DIN: 01922717) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for ratification of appointment and fixation of the remuneration for the Statutory Auditors as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s K.G Somani & Co., Chartered Accountants (ICAI Registration no.006591N), 3/15, Asif Ali Road, New Delhi-110002, as the Statutory Auditor of the Company for FY 2015-16 be and is hereby ratified and M/s. K.G. Somani & Co., Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting on such remuneration as may be determined by the Board of Directors or the Audit Committee of the Company.

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

### SPECIAL BUSINESS

- (5) To appoint Shri Anil Kumar Agarwal (DIN: 01987101) as Non- Executive Nominee Director 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** pursuant to provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Anil Kumar Agarwal

(DIN: 01987101), who was appointed as Nominee Director of Power Finance Corporation Limited by the Board of Directors w.e.f. 5<sup>th</sup> February 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Non- Executive Nominee Director of the Company and shall be liable to retire by rotation.

**FURTHER RESOLVED THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- (6) To appoint Shri. Ajit Kumar (DIN: 06518591) as Whole time Director in accordance with Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 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** Shri Ajit Kumar (DIN: 06518591) be and is hereby appointed as Whole time Director of the Company with such designation as may be decided by the Board for a period of 5 years or date of superannuation whichever occurs earlier w.e.f. April 2, 2015 and his appointment made shall be in accordance with provision of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and his powers, responsibilities and terms of appointment as Whole time Director shall be decided by the Board or a Committee duly constituted by the Board from time to time and shall be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized to take necessary action(s) in this regard including settling of any question regarding his appointment."

- (7) To appoint Shri Arun Kumar (DIN 01853255) as Whole time Director in accordance with Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 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** Shri Arun Kumar (DIN: 01853255) be and is hereby appointed as Whole time Director of the Company to be designated as Director (Finance) & CFO of the Company w.e.f. June 16, 2015 till December 13, 2017 and his appointment made shall be in accordance with provision of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and his powers, responsibilities and terms of appointment as Director (Finance) & CFO shall be decided by the Board or a Committee duly constituted by the Board from time to time and shall be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized to take necessary action(s) in this regard including settling of any question regarding his appointment."

- (8) To appoint Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time Director in accordance with Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013 and any other applicable provisions of Companies Act, 2013 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** Dr. Rajib Kumar Mishra (DIN 06836268) be and is hereby appointed as Whole time Director of the Company with such designation as may be approved by the Board for a period of 5 years or date of superannuation whichever occurs earlier w.e.f. February 24, 2015 and his appointment made shall be in accordance with provision of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and his powers, responsibilities and terms of appointment as Whole time Director shall be decided by the Board or a Committee duly constituted by the Board from time to time and shall be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorized to take necessary action(s) in this regard including settling of any question regarding his appointment."

By Order of the Board of Directors,  
For **PTC INDIA LTD.**



(Rajiv Maheshwari)  
Company Secretary  
Membership No.-F-4998

Place : New Delhi  
Date : 24 August 2015

**Notes:**

1. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE IS ANNEXED
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM i.e. MGT-11 FOR THE MEETING IS ENCLOSED.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. Any member who is entitled to vote on any resolution may make requisition to the Company in writing at least three days before the commencement of Annual General Meeting and such member can inspect the proxies during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with conclusion of the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolutions authorizing their representative to attend and vote on their behalf at the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and

- Register of contracts or arrangements in which Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
7. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays & Sundays, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
8. Brief resume of Directors seeking appointment and re-appointment as prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the Notice.
9. The Register of Members and Share Transfer Books of the Company will be closed from 19th September 2015 to 24th September 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
10. a) This Notice is being sent to all the members whose name appears as on 21st August 2015 (closing hours) in the Register of Members or beneficial owner as received from MCS Share Transfer Agent Ltd. (RTA).  
b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on 17th September 2015 being cut-off date. Members are eligible to cast vote through remote e-voting or voting in the AGM only if they are holding shares as on that date.
11. If the Final Dividend on equity shares as recommended by the Board of Directors, if declared at the meeting, payment of such dividend will be made within 30 days from the date of declaration.
  - i) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) as of the close of business hours on 18<sup>th</sup> September 2015.
  - ii) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 18<sup>th</sup> September 2015.
12. The Shareholders/ Proxies/ Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
13. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
14. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. The Company has changed its Registrar & Transfer Agent (RTA) from MCS Limited to MCS Share Transfer Agent Limited.
16. Members desirous of making a nomination in respect of their shareholding in the company, as permitted under Section 72 of the Companies Act, 2013, are requested to write to MCS Share Transfer Agent Ltd, Registrar & Transfer Agent of the Company in the nomination form (i.e. Form No. SH. 13). In case, shares held in dematerialised form, the nomination has to be lodged with the respective depository participant. The nomination form can be downloaded from the Company's website [www.ptcindia.com](http://www.ptcindia.com).
17. The communication address of our Registrar and Share Transfer Agent (RTA) is MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area -Phase-I, New Delhi-110020.
18. Members are requested to notify immediately any change of their registered address and change in bank details etc.:
  - i) to their DP in respect of Shares held in dematerialized form
  - ii) to RTA i.e. M/s MCS Share Transfer Agent Limited in respect of physical shares, quoting their folio number.

Members are also requested to correspond directly with RTA regarding share transfer transmission/transposition, Demat/Remat change of address, issue of duplicate share certificates, ECS (Electronic Clearing System) and nomination facility. Further they are required to submit old certificates for exchange with split share certificates.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to RTA i.e. M/s MCS Share Transfer Agent Limited.
20. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholding into one folio.
21. For Electronic Clearing System (ECS) facility for crediting dividend directly to your designated bank accounts, shareholders are requested to give their mandate in the form enclosed. Members are encouraged to utilize the Electronic Clearing System for receiving Dividends.
22. The Annual Report is also available at the Company's Website [www.ptcindia.com](http://www.ptcindia.com).
23. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the 16<sup>th</sup> Annual General Meeting (AGM) by electronic means and the businesses as contained in this notice may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members for voting electronically are as under:-

#### Instructions for remote e-voting

- i. The remote e-voting period begins on 9:00 A.M., 20<sup>th</sup> September 2015 and ends on 5:00 P.M., 23<sup>rd</sup> September 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17<sup>th</sup> September 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL at 5 p.m. one day before the Annual General Meeting.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. If a Member casts votes through Remote e-voting and also at the AGM then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>Sequence number is printed on envelope of Annual Report.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in Capital letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth(DOB)	<p>Enter the Dividend Bank Details or DOB (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member ID/ Folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, member holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for PTC India Ltd. on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



xix. Note for Non Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

xx. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17th September 2015 may follow the same instructions as mentioned above for e-voting.

xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or may contact Mr. Rajiv Maheshwari, Company Secretary at registered office of the company (Contact No. 41595100) or send an email at [cs@ptcindia.com](mailto:cs@ptcindia.com).

xxii. Mr. Ashish Kapoor, Company Secretary (Membership No. 8002) Prop. M/s. Ashish Kapoor & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

xxiii. Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the AGM on the date of AGM. The voting at the venue of the AGM shall be done through the Ballot Papers and Members attending the AGM shall be able to exercise their voting right at the meeting through Ballot Papers. After the agenda items have been discussed the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot papers. The Ballot papers will be issued to the shareholders/proxy holders/Authorized Representatives present at the AGM. The shareholder may exercise their right of vote by tick marking ( ) against 'FOR' and 'AGAINST' as his/her choice may be, on the agenda item in the Ballot paper and drop the same in the Ballot Box(es) kept at the meeting hall for the purpose. In such an event votes cast under poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).

24. The Company is not providing Video Conferencing facility for this meeting.
25. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. MCS Share Transfer Agent Limited. Members are requested to note that dividend not en-cashed / claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. In view of this, members are requested to send all un-cashed dividend warrants pertaining to respective years to Company/ RTA for revalidation and en-cash them before due date.
26. The Company has implemented the "Green Initiative" in terms of Section 101 of the Companies Act, 2013 to enable electronic delivery of notices/ documents and annual reports to shareholders. The e-mail addresses indicated in your respective Depository Participant (DP) accounts which will be periodically downloaded from NSDL/ CDSL will be deemed to be your registered e-mail address for serving notices/ documents including those covered under Section 101 of the Companies Act, 2013. The Notice of AGM and the copies of audited financial statements, Directors' Report, Auditors' Report etc. will also be displayed on the website [www.ptcindia.com](http://www.ptcindia.com) of the Company. Members holding shares in electronic mode are, therefore, requested to ensure to keep their e-mail addresses updated

with the Depository Participant. Members holding shares in physical mode are also requested to update their e-mail addresses by writing to the Company at Company's e-mail address at [cs@ptcindia.com](mailto:cs@ptcindia.com) quoting their folio number(s). In case any member desire to get hard copy of Annual Report, they can write to Company at registered office address or email at [cs@ptcindia.com](mailto:cs@ptcindia.com) OR [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

The Scrutinizer shall, immediately after all conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two persons not in employment of the Company. Thereafter, the scrutinizer shall submit a consolidate report immediately but not later than 48 hours of conclusion of Annual General Meeting, to the Chairman or any other Director so authorized who shall countersign the same and declare the results of the voting forth with but within 48 hours of conclusion of Annual General Meeting.

The result of the voting along with the Scrutinizers Report shall be placed on the Company's website [www.ptcindia.com](http://www.ptcindia.com) and on the website of CDSL immediately after the results are declared by the Chairman or person authorized by him and the same shall also be communicated to the Stock Exchanges, where the equity shares of the Company are listed. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the meeting i.e. 24th September, 2015.

27. In terms of notification issued by Securities and Exchange Board of India (SEBI), equity shares of the company are under compulsory demat trading by all investors. Members are therefore, advised to dematerialize their shareholding to avoid inconvenience in trading of shares of the company
28. Members are requested to send their queries at least 10 days before the date of meeting to the Company Secretary of the company at its registered office so that information can be made available at meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act')

### Item no. 5

#### Sh. Anil Kumar Agarwal

Sh. Anil Kumar Agarwal, aged about 56 years and is holding the position of Director (Projects) in Power Finance Corporation Ltd.(PFC). Sh. Anil Kumar Agarwal was appointed as Additional Director on the Board of Company w.e.f. 5<sup>th</sup> February 2015 as Nominee of PFC and holds office up to the date of the ensuing Annual General Meeting.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Sh. Anil Kumar Agarwal as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Shri Anil Kumar Agarwal, as Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Shri Anil Kumar Agarwal is **annexed**.

Sh. Anil Kumar Agarwal has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Sh. Anil Kumar Agarwal does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Anil Kumar Agarwal is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the resolution set out at Item no. 5 of the notice for your approval.

### Item no. 6

#### Shri Ajit Kumar

Shri Ajit Kumar aged about 56 years is B.E. (Electrical) & MBA (Finance) and has joined PTC as Director (Commercial & Operations) on 2<sup>nd</sup> April, 2015. He was working with NTPC as Executive Director (Commercial) and was responsible for realization of energy sales of ₹ 78,000 Crore. He has long experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He initiated Nuclear Business in NTPC and also developed road map for renewable energy in NTPC. During his stint in Business Development, he was responsible for finalizing and signing of Project Agreements for development of 1320 MW project in Bangladesh and 500 MW project in Sri Lanka.



Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Sh. Ajit Kumar as Whole Time Director of the Company. The appointment of Sh. Ajit Kumar shall be effective from 2<sup>nd</sup> April 2015.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Ajit Kumar as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Shri Ajit Kumar as Whole time Director being liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Shri Ajit Kumar is **annexed**.

Shri Ajit Kumar has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Present compensation of Shri Ajit Kumar is ₹ 60 lacs p.a. plus car and other benefits/ variable pay which are admissible to a Whole-time Director in line with the Remuneration Policy of the Company as amended from time to time and total remuneration shall also be subject to the applicable provisions relating to remuneration to managerial personnel as specified under the Companies Act, 2013.

The Board or a duly constituted Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites, periodical increments/variable pay etc. of Shri Ajit Kumar and settle all issues relating to his remuneration.

Shri Ajit Kumar does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Ajit Kumar is concerned or interested, financially or otherwise, in the resolution set out at Item no.6. The Board recommends the resolution set out at Item no. 6 of the notice for your approval.

#### **Item No. 7**

##### **Shri Arun Kumar**

Sh. Arun Kumar, aged about 59 years is a Science Graduate and Fellow member of Institute of Cost Accountants of India. He also holds a Post Graduate Diploma in I.T. and Management from Indian Institute of Public Administration, Delhi. He has a total of 39 years of experience, out of which more than 25 years is in the power sector. His experience has been in the areas of Corporate Finance, control functions, resource mobilization and investment management. Sh. Arun Kumar joined PTC as VP (Finance) in October 2003. Prior to joining PTC, he was working in Satluj Jal Vidyut Nigam Limited where he worked for 11 years. He has been a key member in fund raising activities of PTC i.e. IPO in 2004, QIP-I in 2008 & QIP-II in 2009. After PTC took the decision to explore business options in the hydrocarbon sector, he was identified to lead this initiative. Sh. Arun Kumar had been ED & CFO of PTC since 16th October 2012 and has been elevated to the post of Director (Finance) & CFO w.e.f. 16th June 2015.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Sh. Arun Kumar as Whole Time Director of the Company. The appointment of Sh. Arun Kumar shall be effective from 16<sup>th</sup> June 2015.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Shri Arun Kumar as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Shri Arun Kumar as Whole time Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Shri Arun Kumar is **annexed**.

Shri Arun Kumar has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Present compensation of Shri Arun Kumar is ₹ 60 lacs p.a. plus car and other benefits/ variable pay which are admissible to a Whole-time Director in line with the Remuneration Policy of the Company as amended from time to time and total remuneration shall also be subject to the applicable provisions relating to remuneration to managerial personnel as specified under the Companies Act, 2013.

The Board or a duly constituted Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites,

periodical increments/variable pay etc. of Shri Arun Kumar and settle all issues relating to his remuneration.

Shri Arun Kumar holds 70061 equity shares in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Arun Kumar is concerned or interested, financially or otherwise, in the resolution set out at Item no. 7. The Board recommends the resolution set out at Item no. 7 of the notice for your approval.

#### **Item no. 8**

##### **Dr. Rajib Kumar Mishra**

Dr. Rajib Kumar Mishra aged about 52 years is Ph.D (Business Admin.) from Aligarh Muslim University. He was accorded Visiting Scholar status by University of Texas, Austin in 2008 for his Post-doc research. He Graduated in Electrical Engineering from NIT, Durgapur and did his Post Graduation from NTNU, Norway under NORAD Fellowship.

Dr. Rajib Kumar Mishra joined PTC Board on 24<sup>th</sup> February 2015 as Director (Marketing and Business Development). Prior to this, he has worked as Executive Director PTC since October 2011 and was responsible for Operations, Business Development, Retail & Advisory Services. Dr. Mishra played a key role in starting of PTC retail business to meet power requirements of business entity. He has professional experience of 30 years with Power grid, NTPC and PTC India. Before joining PTC, he was General Manager (CMG) with POWERGRID. Dr. Mishra also worked as Project Manager in SCADA / EMS projects in Regional Load Dispatch Centre of POWERGRID for seven years. He has also served NTPC and POWERGRID in various capacities. He has played significant role in turning around loss making Telecom SBU of POWERGRID during his tenure as DGM / AGM (Marketing) in 2006-07.

He has authored four published Books by Rupa & Co. and twenty-four technical and Management papers.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has appointed Dr. Rajib Kumar Mishra as Whole Time Director of the Company. The appointment of Dr. Rajib Kumar Mishra shall be effective from 24<sup>th</sup> February 2015.

The company has received a notice in writing along with the requisite amount as per Section 160 of the Companies Act, 2013, signifying intention to propose Dr. Rajib Kumar Mishra as Director on the Board of PTC. The notice of his candidature is also placed on the website of the Company.

The above appointment of Dr. Rajib Kumar Mishra as Whole time Director being liable to retire by rotation in terms of Section 152 of Companies Act, 2013 requires approval of the Members in the General Meeting. Brief resume of Dr. Rajib Kumar Mishra is **annexed**.

Dr. Rajib Kumar Mishra has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the said Act and given his consent to act as Director.

Present compensation of Dr. Rajib Kumar Mishra is ₹ 60 lacs p.a. plus car and other benefits/ variable pay which are admissible to a Whole-time Director in line with the Remuneration Policy of the Company as amended from time to time and total remuneration shall also be subject to the applicable provisions relating to remuneration to managerial personnel as specified under the Companies Act, 2013.

The Board or a duly constituted Committee of the Board of the Company shall be authorized to take decisions on total remuneration and perquisites, periodical increments/variable pay etc. of Dr. Rajib Kumar Mishra and settle all issues relating to his remuneration.

Dr. Rajib Kumar Mishra holds 1800 equity shares in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Dr. Rajib Kumar Mishra is concerned or interested, financially or otherwise, in the resolution set out at Item no. 8. The Board recommends the resolution set out at Item no. 8 of the notice for your approval.

By Order of the Board of Directors,

For PTC INDIA LTD.



(Rajiv Maheshwari)  
Company Secretary  
Membership No.-F-4998

Place : New Delhi  
Date : 24 August 2015

**BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THIS 16<sup>TH</sup> ANNUAL GENERAL MEETING AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT.**

Name	Date of Birth	Qualifications	Expertise	Directorship in other Companies	Membership/ Chairmanship of Audit and Shareholders Grievance committees other than in PTC	Number of shares held	Relationship between Directors
<b>Shri Hemant Bhargava</b>	20-07-1959	Master in Economics	Shri Hemant Bhargava, ED, LIC of India has been appointed as nominee Director of LIC on PTC Board. Same is effective from 25 <sup>th</sup> June, 2010. He has rich experience of more than 31 years in Life Insurance in India and abroad. He has been Country head LIC Mauritius, Head of International Operations SBU of LIC, Founded Micro insurance vertical for LIC, was ED Marketing and Product Development for the Corporation, was founder CEO of LIC Cards Services Ltd. He is also founder President of Indo Mauritian Business Group in Mauritius. Shri Bhargava has served on the Boards of National Mutual Fund, Mauritius, LIC Mauritius Offshore Ltd., Krishna Knitwear Ltd., Mumbai. He is also appointed as Director on the Board of NEDFi Ltd., Guwahati.	M/s. North Eastern Development Finance Corporation Ltd. (NEDFi)	Audit Committee of M/s. NEDFi	NIL	None
<b>Shri Anil Kumar Agarwal</b>	08-12-1956	B.E. (Elect.), Hons. From MNREC, Allahabad	Shri Anil Kumar Agarwal, is B.E. (Elect.) with Hons. from MNREC, Allahabad is nominee director of Power Finance Corporation Limited. Shri Agarwal has spent more than 34 years in the power sector in various capacities in BHEL and PFC. Shri Agarwal has been serving PFC for more than 24 years and presently is Director (Projects)	<ul style="list-style-type: none"> <li>• Power Finance Corporation Ltd. (Director (Project))</li> <li>• PFC Consulting Ltd.</li> <li>• Chattisgarh Surguja Power Ltd.</li> <li>• Orissa Intergrated Power Ltd.</li> <li>• Sakthigopal Intergrated power Company Ltd.</li> <li>• Ghogarpali Intergrated Power Company Ltd.</li> <li>• PFC Green Energy Ltd.</li> <li>• PFC Capital Advisory Services Ltd.</li> <li>• Tatiya Andhra Mega Power Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• Audit, Stakeholders Relationship and Shareholder / Investors Grievance Committee of Directors (Member)- PFC</li> <li>• CSR Committee (Member)- PFC Consulting</li> <li>• Audit Committee (Member)- PFC Green Energy</li> <li>• Audit Committee (Member)- PFC Capital Advisory Services</li> </ul>	NIL	None
<b>Shri Ajit Kumar</b>	08-04-1959	B.E. (Electrical) & MBA (Finance)	Mr. Ajit Kumar joined PTC as Director (Commercial & Operations) on 2nd April, 2015. He was working with NTPC as Executive Director (Commercial) and was responsible for realization of energy sales of ₹ 78,000 Crore. He has long experience of 35 years of working in Project Design Department, Quality Assurance and Inspection. He initiated Nuclear Business in NTPC and also developed road map for renewable energy in NTPC. During his stint in Business Development, he was responsible for finalizing and signing of Project Agreements for development of 1320 MW project in Bangladesh and 500 MW project in Sri Lanka.	<ul style="list-style-type: none"> <li>• PTC India Financial Services Ltd.</li> <li>• PTC Energy Ltd.</li> <li>• National Power Exchange Ltd.</li> </ul>	NIL	NIL	None

Name	Date of Birth	Qualifications	Expertise	Directorship in other Companies	Membership/ Chairmanship of Audit and Shareholders Grievance committees other than in PTC	Number of shares held	Relationship between Directors
<b>Shri Arun Kumar</b>	13-12-1955	B.SC, FCMA	Sh. Arun Kumar, is a Science Graduate and Fellow member of Institute of Cost Accountants of India. He also holds a Post Graduate Diploma in I.T. and Management from Indian Institute of Public Administration, Delhi. He has a total of 39 years of experience, out of which more than 25 years is in the power sector. His experience has been in the areas of Corporate Finance, control functions, resource mobilization and investment management. Sh. Arun Kumar joined PTC as VP (Finance) in October 2003. Prior to joining PTC, he was working in SatlujJalVidyut Nigam Limited where he worked for 11 years. He has been a key member in fund raising activities of PTC i.e. IPO in 2004, QIP-I in 2008 & QIP-II in 2009. After PTC took the decision to explore business options in the hydrocarbon sector, he was identified to lead this initiative. Sh. Arun Kumar had been ED & CFO of PTC since 16th October 2012 and has been elevated to the post of Director (Finance) & CFO w.e.f. 16th June 2015.	PTC Energy Limited	Corporate Social Responsibility Committee, PTC Energy Limited	70061	None
<b>Dr. Rajib Kumar Mishra</b>	01-03-1963	B.E. (Electrical), PhD (Business Admin.) , Post Graduate from NTNU	Dr. Rajib Kumar Mishra joined PTC Board on 24 <sup>th</sup> February 2015 as Director (Marketing and Business Development). Prior to this, he has worked as Executive Director PTC since October 2011 and was responsible for Operations, Business Development, Retail & Advisory Services. Dr. Mishra played a key role in starting of PTC retail business to meet power requirements of business entity. He has professional experience of 30 years with Power grid, NTPC and PTC India. Before joining PTC, he was General Manager (CMG) with POWERGRID. Dr. Mishra also worked as Project Manager in SCADA / EMS projects in Regional Load Dispatch Centre of POWERGRID for seven years. He has also served NTPC and POWERGRID in various capacities. He has played significant role in turning around loss making Telecom SBU of POWERGRID during his tenure as DGM / AGM (Marketing) in 2006-07.	PTC Energy Limited	Corporate Social Responsibility Committee, PTC Energy Ltd.	1800	None

## BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 16th Annual Report together with the Audited financial Statement of PTC India Limited ("the Company") and its subsidiaries for the financial year ended March 31, 2015.

### 1. Financial Performance

The summarized standalone and consolidated results of your Company are given in the table below.

₹ in crore

Particulars	Financial Year ended			
	Standalone		Consolidated	
	31/03/2015	31/03/2014	31/03/2015	31/03/2014
Total Income	13,149.36	11,565.05	13939.19	12143.31
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	306.43	371.17	866.43	785.14
Finance Charges	0.96	2.75	418.13	223.70
Depreciation	4.16	4.20	8.45	8.54
Provision for Income Tax				
(including for earlier years)	98.21	112.99	183.59	192.06
Net Profit/(Loss) After Tax	203.10	251.23	256.26	360.84
Profit/(Loss) brought forward from previous year	315.82	206.93	448.98	310.15
Adjustment on consolidation	-	-	-	0.10
Amount transferred to General Reserve	60.93	75.37	60.93	75.37
Amount transferred to Proposed Dividend (including dividend distribution tax)	72.65	66.97	79.39	72.70
Transferred to special reserve	-	-	51.67	32.50
Transferred to statutory reserve	-	-	32.18	41.54
Adjusted in terms of transitional provision of schedule II to the Companies Act 2013	0.14	-	0.14	-
Profit/(Loss) carried to Balance Sheet	385.20	315.82	480.93	448.98

\*previous year figures have been regrouped/rearranged wherever necessary.

### 2. Results of operations and State of Company's Affairs

The trading volumes were higher by 5.71% this year at 37,137 MUs as against 35,130 MUs during the previous year. With a turnover of ₹ 13,149.36 crore (including other income) for the year 2014-15 as against ₹ 11,565.05 crore (including other income) in the Financial Year 2013-14, your Company has earned a Profit After Tax of ₹ 203.10 crore as against ₹ 251.23 crore in the previous year.

The profit after tax of the current year is lower than profit after tax of previous year as during the previous year, Company had net surcharge income of approx ₹111 crore from long outstanding dues from two state Discoms. Further during FY 2014-15 Company had made a provision of ₹ 33.21 crore on the shares of Teesta Urja Ltd. being valued of ₹ 8.5315 per share (4,39,63294 shares are to be transferred to Govt. of Sikkim and on the balance shares of 18,00,51,706 provision made on conservative basis).

Your Company has two subsidiaries, namely PTC India Financial Services Limited (PFS) and PTC Energy Limited (PEL). The consolidated turnover of the group is ₹ 13,939.19 crore for the Financial Year 2014-15 as against ₹ 12,143.31 crore for the Financial Year 2013-14. The Consolidated Profit After Tax of the Group is ₹ 256.26 crore for the current Financial Year as against ₹ 360.84 crore for the Financial Year 2013-14.

During the year company has changed its accounting policy to recognize surcharge when no significant uncertainty as to measurability or collectability exists from receipt basis. Due to change in accounting policy, both the surcharge on sale of power and trade receivable are higher by ₹ 18.69 crore and Profit for the year is higher by ₹ 12.34 crore (net of tax of ₹ 6.35 crore).

### 3. Reserves

Out of the profits of the Company, a sum of ₹ 60.93 crore has been transferred to General Reserves during the year and total reserves and surplus of the Company are ₹ 2342.55 crore (including securities premium) as on 31st March 2015.

### 4. Dividend

The Board of Directors of your Company is pleased to recommend for your consideration and approval, a dividend @ 22% (which is higher by 10% from the last year) for the Financial Year 2014-15 i.e. ₹ 2.20 per equity share of ₹ 10 each. The dividend, if approved, at ensuing Annual General Meeting will absorb ₹ 78.38 including Dividend Distribution Tax amounting to ₹ 13.26 crore (without netting off credit of ₹ 5.73 crore on dividend received from subsidiary company).

The dividend will be paid to the members whose names appear in the Register of Members as on a record date and in respect of shares held in dematerialized form whose names are furnished by National Securities Depositories Limited and Central Depository (India) Limited as beneficial owners as on record date.

### 5. Net Worth and Earnings Per Share (EPS)

As on 31st March 2015, net worth of your Company aggregates to ₹ 2638.56 crore as compared to ₹ 2508.41 crore for the previous year thereby registering a growth of 5.19%.

EPS of the Company as on 31.03.2015 stands at ₹ 6.86 in comparison to ₹ 8.49 as on 31.03.2014.

### 6. Material changes and commitments, if any, affecting the financial position of the Company

There has been no Material changes and Commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statement relate (i.e. March 31, 2015) and the date of the report..

### 7. Changes in Capital Structure

During the period under review, no change has taken place with regard to capital structure of the Company.

As on 31st March 2015, PTC has Authorized Share Capital of ₹ 750, 00, 00,000 and Paid-Up Capital of ₹ 296,00,83,210/- divided into 296008321 equity shares of ₹ 10 each. The equity shares of your Company are listed on the 'Bombay Stock Exchange Limited' (BSE) and 'The National Stock Exchange of India Ltd.' (NSE). The promoters i.e. NTPC Ltd. (NTPC), Power Grid Corporation of India Ltd. (POWERGRID), Power Finance Corporation Ltd. (PFC) and NHPC Ltd. (NHPC) individually hold 4.055% each or 16.22% collectively of the paid-up and subscribed equity share capital of your Company and the balance of 83.78% of the paid-up and subscribed equity share capital of your Company is held by power sector entities, Financial Institutions, Life Insurance Corporation of India and other Insurance Companies, Banking Institutions, Corporations, Investment Companies, Foreign Institutional Investors, Private Utilities and others including public at large.

### 8. Subsidiaries, Associates and Joint Ventures

Pursuant to sub-section (3) of section 129 of the Companies Act, 2013 ("the Act"), the statement containing the salient features of the financial statement of a company's subsidiaries and associate companies given in Form AOC-1 as Annexure 1.

## Subsidiary Companies

### PTC India Financial Services Ltd.

PTC India Financial Services Limited (PFS) is a subsidiary of PTC India Limited wherein PTC holds 60% stake. PFS is listed on NSE and BSE and has been classified as Infrastructure Finance Company (IFC) by the Reserve Bank of India.

PFS recorded revenue of ₹ 801.9 crore during FY15 compared to revenue of ₹ 546.2 crore during FY14. Interest income for FY15 stood at ₹ 741.6 crore compared to ₹ 420.0 crore during FY14, thus registering an increase of about 77%. The profit before tax and profit after tax for FY15 stood at ₹ 245.3 crore and ₹ 160.9 crore respectively. Net interest income increased to ₹ 341.4 crore, thereby recording a growth of over 60% during FY15. Earnings per share for financial year stood at ₹ 2.86 per share.

The Board of Directors of PFS has recommended a dividend @ 10% i.e. Re.1.00 per equity share of ₹ 10/- each for the financial year 2014-15.

### PTC Energy Ltd.

PTC Energy Limited (PEL) was set up as a subsidiary of PTC India Ltd. to develop asset base taking in to its sphere the developmental activities, fuel intermediation etc.

The vision of PEL is to play a pivotal role in India's emerging Energy sector through asset base business and as a fuel aggregator.

During October 2009, Company started imported fuel intermediation keeping in view the requirement of imported coal for tolling projects of PTC and third party sale. During FY 2014-15, PEL has imported and sold 0.06 million MT of coal (previous year- 0.43 million MT). The coal revenues for the year are ₹ 17.64 crore (previous year- ₹ 135.94 crore).

PEL had invested ₹ 23.40 crore constituting 48% equity in RS India Global Energy Limited (RSIGEL) with a view to undertake joint development of wind farm in Tamil Nadu. However, it came to PEL's notice that the Promoters of RS Group made several misrepresentations and induced PEL to invest money as equity in RSIGEL & as per legal advice, the same fall in the domain of criminality and accordingly, PEL has lodged a complaint with the Economic Offence Wing of Delhi Police. PEL is contemplating other legal recourses to recover its investment. Pending outcome thereof, the Company has provided for the diminution in value of investment in RSIGEL (i.e. ₹ 20.40 crore as ₹ 3 crore provided for last year) which resulted in to loss of ₹ 18.44 crore in FY 2014-15 as against the profit after tax of ₹ 0.98 crore in previous year.

PEL is pursuing opportunities for investment in renewable energy sector as it has emerged as most promising business sector in renewable energy space.

PFS has a subsidiary namely PFS Capital Advisors Ltd. which is under the process of getting its name Strike off under the fast track exit mode as prescribed by Ministry of Corporate Affairs.

### Investment in other Companies (Amount released up to 31st March 2015)

1. Your Company has earlier executed Equity Subscription Agreement (ESA) for investment in Athena Energy Ventures Pvt. Ltd. (AEVPL). As of now, PTC has released ₹ 150 crore. The other investors in this Company are Athena Group and IDFC.
2. Your Company has earlier executed Equity Subscription Agreement (ESA) for investment in Krishna Godavari Power Utilities Limited upto ₹ 40 crore and as of now PTC has released ₹ 37.55 crore.
3. Teesta Urja Limited (TUL) is developing 1200 MW Teesta-III Hydro Electric Project in the State of Sikkim. Your Company has acquired 11% subscribed equity in Teesta Urja Limited and released ₹ 224.02 crore. The Company is to divest part of its long term investment in TUL so as Govt. of Sikkim can acquire 51% against its present holding of 26%. This disinvestment will be of 4,39,63,294 shares which would reduce the shareholding of PTC to 8.48%

4. Your Company has 0.05% equity in M/s. Chenab Valley Power Projects Private Limited (CVPPPL) with NHPC and JKSPDC and as of now PTC has released ₹ 10 lakh.

The Policy for Determining Material Subsidiaries as approved by the Board is available on the company's website at the link: <http://www.ptcindia.com/pdf/Policy%20on%20Determining%20Material%20Subsidiaries.pdf>.

## 9. Related party transactions

During the year, the Company had not entered in to any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the company on Materiality of Related Party Transactions. The Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions as approved by the Board is available on the company's website at the link <http://www.ptcindia.com/pdf/Policy-on-materiality-of-Related-Party-Transactions-and-also-on-dealing-with-Related-Party-Transactions.pdf>.

## 10. Directors' Responsibility Statement

Pursuant to the requirement of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the Board of Directors of your Company confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 11. Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, the prevention of and detection of fraud and errors, the accuracy & completeness of the accounting records and the timely preparation of reliable financial disclosures.

## 12. Directors & Key Managerial Personnel

In accordance with provisions of the Act and Articles of Association of the Company, Shri Hemant Bhargava, Director would retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

On the recommendation of the Nomination & Remuneration Committee, the Board appointed three Whole time Directors namely Dr. Rajib Kumar Mishra, Shri Ajit Kumar and Shri Arun Kumar who have joined with effect from 24th February 2015, 2nd April 2015 and 16th June 2015 respectively.



The Companies Act, 2013 provides for the appointment of Independent Directors. Accordingly all the Independent Directors i.e. Shri Anil Razdan (up to 8th January 2018), Shri Dipak Chatterjee (up to 14th April 2017), Shri Dharendra Swarup (up to 8th January 2018), Shri H.L. Bajaj (up to 8th January 2018), Shri Srinivasan Balachandran (up to 31st March 2016) and Shri Ved Kumar Jain (up to 6th December 2016) have been appointed as Independent Directors by shareholders through postal ballot whose result was declared on 25th March 2015. None of the Independent Directors will retire at the ensuing Annual General Meeting.

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

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual directors which include criteria for performance evaluation of the non-executive and executive directors. The overall effectiveness of the Board is measured on the basis of the ratings obtained by each Director and accordingly the Board decides the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. The Company aspires to pay performance linked remuneration to its WTDs/CMD. It is ensured that the remuneration is determined in a way that there exists a fine balance between fixed and incentive pay. On the basis of Policy for Performance Evaluation of Independent Directors, a process of evaluation is being followed by the Board for its own performance and that of its Committees and individual Directors

The performance evaluation process and related tools are reviewed by the "Nomination & Remuneration Committee" on need basis, and the Committee may periodically seek independent external advice in relation to the process. The, committee may amend the Policy, if required, to ascertain its appropriateness as per the needs of the Company. The Policy may be amended by passing a resolution at a meeting of the Nomination & Remuneration Committee.

The Familiarization Programme Module for Independent Directors is put up on the website of the Company at the link: <http://www.ptcindia.com/pdf/FAMILIARISATION-PROGRAMME-MODULE.pdf>

The Policy of the Company on Nomination and Remuneration & Board Diversity is enclosed herewith at Annexure 3.

#### 13. Details of Board meetings

During the year, nine Board meetings were held, details of which are given below:

Date of the meeting	No. of Directors attended the meeting
17th April 2014	12
24th May 2014	10
11th August 2014	9
15th October 2014	11
14th November 2014	6
24th November 2014	10
22nd January 2015	9
24th January 2015	9
5th February 2015	11

#### 14. Committees of Board

The details of composition of the Committees of the Board of Directors are as under:-

#### a. Audit Committee

Sl. No.	Name	Chairman/ Member
1.	Shri S. Balachandran	Chairman
2.	Shri Dipak Chatterjee	Member
3.	Shri Dharendra Swarup	Member
4.	Shri Hemant Bhargava	Member
5.	Shri Ved Kumar Jain	Member

All the recommendations made by the Audit Committee were accepted by the Board.

#### Vigil mechanism

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. In compliance with requirements of Companies Act, 2013 & Listing Agreement, the Company has established a mechanism under its Whistle Blower Policy for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. Whistleblowing is the confidential disclosure by an individual of any concern encountered in the workplace relating to a perceived wrongdoing. The policy has been framed to enforce controls so as to provide a system of detection, reporting, prevention and appropriate dealing of issues relating to fraud, unethical behavior etc. The policy provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no employee was denied access to Audit Committee.

The whistle blower policy of the Company is available at the link <http://www.ptcindia.com/common/Whistle-Blower-Policy.pdf>

#### b. Corporate Social Responsibility Committee

Sl. No.	Name	Chairman/ Member
1.	Shri Dharendra Swarup	Chairman
2.	Shri Deepak Amitabh	Member
3.	Shri Ved Kumar Jain	Member

Details of other committees are provided in Corporate Governance Report forming part of the Board's report.

#### 15. Corporate Social Responsibility

As a good corporate citizen, PTC India Limited (PTC) is committed to ensuring its contribution to the welfare of the communities in the society where it operates, through its Corporate Social Responsibility ("CSR") initiatives.

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board

The report on CSR Activities/ Initiatives is enclosed as **Annexure 2**.

The objective of PTC's CSR Policy is to consistently pursue the concept of integrated development of the society in an economically, socially and environmentally sustainable manner and at the same time recognize the interests of all its stakeholders.

To attain its CSR objectives in a professional and integrated manner, PTC shall undertake the CSR activities as specified under the Act.

The CSR policy is available at the link: <http://www.ptcindia.com/pdf/corporate-social-responsibility-policy.pdf>.

The report on CSR activities/initiatives is enclosed at Annexure 3.



## 16. Risk Management Policy

The Company has developed and implemented a risk management framework that includes the identification of elements of risk which in the opinion of the Board may threaten the existence of the Company. A group Risk Management Policy has been approved. The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in evaluating, resolving and reporting risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, including the development of a Risk Matrix for each business. Tools like the Risk Matrix will guide decisions on risk related issues.

## 17. Employees' Stock Option Scheme

Shareholders' approval of the scheme was obtained at the Annual General Meeting held on 6th August 2008 for introduction of Employee Stock Option Plan at PTC India Ltd. Two grants have been made under the ESOP 2008.

Disclosures stipulated under the SEBI Guidelines have been made.

### Period of Vesting for PTC India Ltd.

As per PTC India Ltd. Employee Stock Option Plan 2008, there shall be a minimum period of 1 (one) year between the grant of options and vesting of options. Subject to participant's continued employment with the Company or the subsidiary and restrictions if any set out in case of terminal events, the Unvested Options shall vest with the Participants over a four year period as per the following schedule.

Vesting	No of years from the grant date	% of options vested	Cumulative % of options vested
1st	1	15%	15%
2nd	2	15%	30%
3rd	3	30%	60%
4th	4	40%	100%

### Exercise Period for PTC India Ltd.

Subject to the conditions laid down for terminal events (death, permanent incapacitation of the employee etc.), the vested options shall be exercisable within a period of 5 (five) years from the first vesting date.

### Period of vesting for PTC India Financial Services Ltd. (PFS)

Options will vest over four years from the date of grant

End of year (from the date of grant)	% of Vest
1	15%
2	15%
3	30%
4	40%

### Exercise Period for PFS

Maximum of 3 years from the date of vesting or listing of shares on a recognized stock exchange, whichever is later.

The applicable disclosures as stipulated under SEBI guidelines as on March 31, 2015 with regard to Employees' Stock Options (ESOPs) are enclosed at Annexure 4 to this Report.

The Certificate from the Auditors of the Company that the Scheme has been implemented in accordance with SEBI Guidelines and the resolution passed by the members would be placed at the Annual General Meeting for inspection by members.

## 18. Particulars of loans, guarantees or Investment u/s 186

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements

provided in this Annual Report (Please refer to Note 11 to the standalone financial statement).

## 19. Extract of Annual Return

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return is enclosed at Annexure 5.

## 20. Statutory Auditors, their Report and Notes to Financial Statements

M/s K.G. Somani & Co., Chartered Accountants, was appointed as Statutory Auditors of your Company in the 15th Annual General Meeting of the Company to hold office till the conclusion of 17th Annual General Meeting. In terms of first proviso to Section 139 of Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 and that they are not disqualified for re-appointment and are eligible for appointment.

The Statutory Auditors have audited the Accounts of the Company for the Financial year ended 31st March 2015 and Audited Accounts together with the Auditors' Report thereon are annexed to this report. The observations of the Auditors in their Report on Accounts read with the relevant notes to accounts are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

## 21. Internal Auditors

M/s. GSA Associates & Co., Chartered Accountants, New Delhi were appointed as Internal Auditors of the Company for the Financial Year 2014-15 (w.e.f 1st July 2014) and their reports for the year were submitted to the Audit Committee & Board.

## 22. Cost Auditors

Cost audit is not applicable to the Company.

## 23. Secretarial Auditors

In terms of Section 204 of the Act and Rules made there under, M/s. Agarwal S. Associates, Practicing Company Secretaries was appointed to conduct secretarial audit of the Company for the financial year 2014-15. The report of the Secretarial Auditors is enclosed as Annexure 6 to this report. The observation of Secretarial Auditor and reply on the same is given below:

Observation by Secretarial Auditor	Reply by the Company
Company's Board composition needs to be in line with Clause 49 (II) of the Listing Agreement as effective from 01st October, 2014.	Group of Directors on Corporate Governance has met on 15th May 2015 to consider this aspect and next meeting of this Group shall be called shortly.

## 24. Human Resources

People are the core assets of the Company. Your Company places engagement, development and retention of talent at its highest priority, to enable achievement of organisational vision.

Your Company has continued to achieve an organisational balance by recruiting limited positions at the top and senior management levels and strengthening the middle and junior management team of professionals.

During the year your Company has given thrust to an organisational development programme and has been developing systems and processes that maximize human potential. Your Company has developed a KRA/KPI based Performance Management System to link and measure individual performance with the organizational performance score card during the year.

Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

## Industrial relations

Your company has always maintained healthy, cordial, and harmonious industrial relations at all levels. Despite of competition, the enthusiasm efforts of the employees have enabled the Company to grow at a steady pace.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

## 25. Internal complaints

An Internal Complaints Committee has been constituted to look into grievance/complaints of sexual harassment lodged by women employees as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was received no complaint was pending as on 31st March 2015.

## 26. Management Discussion and Analysis

The world economy is still grappling with the legacy of the global financial crisis. Global growth was lower than expected and picked up marginally in 2014 to 2.6%. The key features of the lack luster global recovery have been accommodative monetary policies, falling commodity prices, and weak international trade. The key policy challenge for developing countries is to adjust monetary and fiscal policies in the short-term while addressing headwinds to growth and implementing structural reforms in the long-term.

The Indian economy is in a recovery mode and grew at 7.3% in 2014-15 compared to the growth rate of 6.8% in 2013-14. We also saw an increase in per capita income at current prices during 2014-15 which rose by 9.2% to ₹ 87,748 as against ₹ 80,388 in the previous fiscal. According to a report of World Bank, India is on course to overtake China as the world's fastest growing economy in the next two years. The policy implementation has stepped up during the fourth quarter, supported by opening up of the coal industry to private investors, deregulation of diesel prices, liberalization of labor laws, and linking of cash transfers with efforts to increase financial inclusion.

The power sector in India has witnessed credible growth in FY 2014-15 meeting the targets for generation growth (8% growth vis-a-vis the targeted 5.77%), capacity addition (installation of 22,566 MW compared to the target of 17,830 MW) and successful auctioning and allocation of a number of coal blocks. However, lower asset utilization (PLF ~66%), peak power deficit, stranded generation capacity and transmission congestion continues to be matters of concern. As on 31st March, 2015, the all India installed capacity stood at 267.6 GW with Coal based capacity at 164.6 GW, Gas based at 23 GW, Nuclear at 5.78 GW, Hydro at 41.2 GW and Renewables at 31.7 GW. Addition of 22,101 ckt km of transmission lines till March 2015 has created better transmission availability and should boost the power market which is still evolving.

In the evolving legislative, policy and regulatory environment, power markets will continue to occupy a central position. Given the challenges of a buildup in suppression of demand and simultaneous capacity addition with stranded assets, the industry needs some quick wins and support of all stakeholders for establishing a path to confidence. There is a need to relook at the inefficient plants which in addition to their primary resource consumptions are also blocking other infrastructure (rail network, evacuation facility etc), which otherwise can be made available for other projects for bringing efficiency in the sector.

The Government of India is working on a mission to achieve electrification of remaining 20,000 villages by 2020 through measures like off-grid solar power generation. The aim is to extend 24 hour power supply to each household by 2022. Capacity addition for both thermal and renewable energy has been planned to achieve this target along with distribution reforms.

Presently, Long term power market is saddled with many problems such as demand supply mismatch in long term horizon, revision in Standard Bidding Documents for procurement of power, challenges in fuel supplies and disputes related to compensatory tariff etc. and resolution of same may

take substantial time. In this scenario, it becomes pertinent for stakeholders to explore the medium term window which may take care up to 3-7 years. The 3-7 years span shall be a good period for assessing revenue certainty, tariff reset, matching of demand supply and other key factors for power sector. The medium term market provides an opportunity to venture into new areas in the fast evolving Power Market.

On a regulatory and policy framework, The Amendments to the Electricity Act -2003 which is presently at Parliamentary Standing Committee on Energy, provides for newer opportunity for your company in scaling up energy business. The amendment shall encourage competition in supply of power to retail consumers through separation of carriage and content, we feel, it is imperative to progressively reduce and eliminate cross subsidy surcharge in a definitive timeline for success of this model. The regulatory and policy change shall bring in transparent business competitiveness in electricity market which shall have deep impact in broadening the market for your company.

Renewable Energy is expected to be a significant part of the future of our industry. However, grid connectivity and availability, ancillary services and creation of market for renewable energy are essential. There is also a need to strengthen Renewable Energy Certificate (REC) market. Enabling alternative markets such as bilateral trade of RECs through traders will help creating more liquidity.

The policy level developments in the power sector are opening up many opportunities for business and investment in particular the opportunities in coal mining, supply to retail consumers, energy efficiency services and development of renewable energy projects. Your company endeavors to create value for its business from such opportunities.

The power market in the year has been a summation of trends caused by the industry's transient state, leading to volatility in short term traded volumes. The overall Short Term Power Market in FY15 contracted by about 5% from 105 BUs in FY14 to 99 BUs in FY15. The Bilateral Trades (Traders +TAM) contracted by about 4%, Power Exchanges (PXs) by ~5% and UI by ~9%. Bilateral Trades constituted ~51.6%, Power Exchanges ~19% and UI ~19.6% of the Short Term Market.

Despite the volatility in the power market, your company has maintained its leadership position with a market share of 39% (including Cross Border Trades). In FY15, your company's trading volumes are higher by 6% to 37,137 MUs compared to 35,130 MUs in FY14. Due to grid constraints between WR-NR, NEW-SR and also in S1-S2, the power flow was restricted resulting in a traded volume loss of about 11 BUs.

Your company continues to consolidate in its core trading business with improvement in average margin realizations. The average margin realized by PTC from its trading operations was 4.6 Paisa / unit compared to 4.1 paisa / unit in FY14 an increase of 11%.

In the medium-term business, there are significant developments. Power flow of 100 MW to a state in the Southern-Region on medium-term basis has commenced during the year. Further, power flow for the long term to State in the Northern-Region for 361 MW has been preponed from originally scheduled FY17 to FY 16.

In addition to the above, Power Sale Agreements had earlier been executed by PTC with various State Utilities/Procurers for sale of total 704 MW power from 1000 MW (4x250 MW) JP Karcham Wangtoo Project. During the year, your company has successfully operationalized 504 MW out of this to various Distribution Companies in the Northern Region.

Cross-border transactions remain a vital part of the portfolio of your company and has contributed to more than 18% of the total traded volumes in FY15. The Cross-border trade with Bhutan in FY15 was 4,966 MUs and with Nepal was 155 MUs. Increasing the same focus, we have signed PPA from a 118 MW hydro project in Bhutan. The agreement was signed after PTC winning the tender floated by the developer. Further, your company has executed Back-to Back sale agreement for sale of power from the project on long term basis with a State in NER on 10th Dec, 2014. We are also supplying 250 MW power to Bangladesh resulting in trading volume of 1624 MUs.

Your company is continuously exploring and developing new businesses. PTC Retail business unit is one such initiative that caters to industrial and commercial consumers by facilitating competitive supply of power to optimize their power procurement costs. It is expanding its business area and clients, adding institutions like Airport Authority of India and Delhi Metro Rail Corporation in its portfolio. The retail business has traded 3.4 BUs in the financial year.

Further, your company has been granted funds from prosperity fund by the British High Commission on behalf of Government of United Kingdom for preparing the Indian power market for carriage and content separation through collaboration with the UK. PTC will be working in close association with key stakeholders in implementing business of supply licensee (introduced in draft Amendment to Electricity Act 2003) in India. Regulatory provisions envisaged for increasing competition in power supply business are expected to provide larger avenues in future.

Your company is also facilitating scheduling of solar power, a first of its kind transaction, for 750 MW solar projects to be set up under the VGF scheme issued by Solar Energy Corporation of India. Your company has also signed an MoU with MNRE & NIWE, along with NTPC, POWERGRID, PFC, IREDA and GPCL for undertaking development of offshore wind power project and its evacuation and integration into grid. We are aiming towards building a strong environmental stewardship in our business strategy in line with government's focus on renewable energy.

Your company has also taken a step towards increasing its presence in the energy efficiency sector. We are providing project management consultancy for street lightning projects in two identified circles in a Southern Region State. We are making efforts to execute various energy efficiency projects for delivering a range of products and services to consumers. Further, your company is providing advisory solutions to petroleum refineries and other bulk consumers for enhancing their grid transmission capacity. The solutions will enable them reap market benefits of the Open Access Market.

Our subsidiaries have also shown noteworthy progress during the year. PTC India Financial Services Ltd. (PFS) recorded revenue of ₹ 8,019 million during FY15 compared to revenue of ₹ 5,462 million during FY14. Interest income for FY15 stood at ₹ 7,416 million compared to ₹ 4,200 million during FY14, thus registering an increase of about 77%. The profit before tax and profit after tax for FY15 stood at ₹ 2,453 million and ₹ 1,609 million respectively. Net interest income increased to ₹ 3,414 million, thereby recording a growth of over 60% during FY15. Earnings per share for the financial year were at ₹ 2.86 per share.

PTC's other subsidiary is PTC Energy Ltd. (PEL). During FY 2014-15, PEL imported and sold 0.06 million MT of coal as against 0.43 million MT in FY 2013-14. PEL is actively exploring the opportunities for investment in to renewable energy sector.

Going forward, your company's focus is on balanced development of trading business portfolio for sustained growth with a strategy to maintain and enhance presence in multiple business segments like for the utilities as well as to the non-utilities (retail). Long term volume is expected to move to more than 50% of total trading volume in 2-3 years from ~40% in 2014-15. We expect steady growth in business volumes backed by a robust business model, built on multiple segments. Your company is well positioned to benefit from improvements in policy & regulatory environment with its strong balance sheet, robust cash flows, and experience from a 16 years' operating history.

#### Domestic Trading

Your Company has completed another significant year of its operations. Trading volumes of your company have grown by maintaining the continuous interaction with customers, providing innovative solutions and managing the key power portfolio of some states. Your Company remains the front runner in the power trading market. PTC achieved the highest trading volume of 37,137 MU during FY 2014-15 against the previous year's figure of 35,130 MU which is growth of 6% over the previous year. PTC achieved Short term trading volume of 11,137 MU during 2014-15 despite of severe transmission constraints on various interregional links. The Company also carried out a significant number of energy banking transactions during the year which has contributed to the overall trading volume.

PTC's volume on power exchanges during 2014-15 reached 9,658 MU against the previous year figure of 8,088 MU which has seen an increase of 19.4% over the previous year.

Your Company extended its existing agreements with Government of Himachal Pradesh, Tripura and various CPPs/PPs for sale of their surplus power. Negotiations are in the advance stage with some other surplus States/Utilities for signing agreements on similar lines. Your company has also been able to add many other utilities and CPP/PPs as clients both through Bilateral and Power exchange routes. The remarkable additions to the list of clientele are Nagaland, Meghalaya, Manipur etc.

#### Long Term Agreements for Purchase of power

##### (A) Commissioned Projects

- i. Power Projects commissioned before FY 2014-15 - The existing Long-term arrangements where projects have been commissioned before FY 2014-15: 1912 MW
- ii. Power Projects commissioned during FY 2014-15 - The Long-term arrangements where projects commissioned in FY 2014-15: 340 MW
- (iii) Power Projects Expected to be commissioned in FY 2015-16 - Pipeline which would be commissioned in FY 2015-16: 1231 MWs

##### (B) Power Purchase Agreements finalized in 2014-15

During the year, PTC entered into Power Purchase Agreements with M/s. Tangsibji Hydro Energy Limited (THyE) for about 118 MW power from their Nikachu hydro power project being developed in Bhutan, through a Competitive Bidding Process.

PTC has in its portfolio long term Power Purchase Agreements (PPAs) with the generators for a cumulative capacity of about 11,586 MW for further sale of power to Discoms which includes Cross-Border power trade. The projects are based on domestic coal, imported coal, gas and hydro and other renewable energy resources.

##### (C) Memorandum of Understanding / Agreement finalized in 2014-15

In addition to the above projects, PTC has also signed MoUs/MoAs with number of Project developers during FY 2014-15 for purchase of power aggregating to approximately 120 MW. Cumulative MoUs/MoAs at the end of the year by PTC is around 8,500 MW based on domestic coal, imported coal, wind and hydro resources.

#### Agreements for Sale of Power

As per the Tariff Policy of Government of India, the long term power procurement by the SEBs/ DISCOMs has to be necessarily done through competitive bidding. As such, sale of power to the State Utilities has to be through participation in the bidding process. Till now, PTC has participated in competitive bids invited by State Utilities/Private Discoms like Rajasthan, UP, AP, MP, Kerala and Tamil Nadu (Long term and Medium term) and has bid for about 4,379 MW aggregate capacities.

##### I. Power Sale Agreements (PSAs) executed during FY 2014-15

- i). PTC has executed Power Sale Agreement with Assam Power Distribution Company Limited (APDCL) for the total contracted capacity of about 85 MW to be purchased from 118 MW Hydro power project being developed by M/s. Tangsibji Hydro Energy Limited (THyE) in Bhutan. The Power flow under the PSA is expected to commence during FY 2019-20.

#### 27. Particulars of Employees

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act the read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as given below:

- (i) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2014-15 & the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

S No.	Name of Director / KMP and Designation	Remuneration of Director/ KMP for F.Y. 2014-15 (₹ in crore)	Remuneration of Director/ KMP for F.Y. 2013-14 (₹ in crore)	% increase in Remuneration in the F.Y. 2014-15	Median Remuneration (F.Y. 2014-15)	Ratio of remuneration of each Director/ to median remuneration of employees	Median Remuneration (F.Y. 2013-14)	Increase in median
1.	Shri Deepak Amitabh (Chairman & Managing Director)	0.98	0.79	24.05%	0.12	8.17	0.10	20%
2.	Shri S. N. Goel Director*	0	0.50	na	NA	NA	NA	NA
3.	Dr. Rajib Kumar Mishra Director*	0.06	0	na	0.01	5.08	0.01	20%
4.	Shri Arun Kumar (Executive Director & Chief Financial Officer)*	0.42	0	na	0.07	6	Na	
5.	Shri Rajiv Maheshwari (Company Secretary)	0.34	0.26	30.77%	0.12	2.83	0.10	20%

\*Mr. S. N. Goel, left the services of the Company w.e.f. 20th January, 2014. Dr. Rajib Kumar Mishra assumed the post of Director w.e.f. 24th February, 2015 & Mr. Arun Kumar, ED & CFO's Remuneration is computed for part of the year i.e. w.e.f. 1st September, 2014 to 31st March, 2015 and for remaining part of the year i.e. 1st April, 2014 to 31st August, 2014, his remuneration was paid by PTC Energy Ltd.

(ii)	The percentage increase in the median remuneration of employees in the financial year;	The median remuneration of Employees including Whole time Director(s) was ₹ 0.12 crore & ₹ 0.10 crore in FY 2015 & FY 2014 respectively. The increase in median remuneration of employees (including WTDs) in FY 2015 as compared to FY 2014 is 20%.
(iii)	the number of permanent employees on the rolls of company;	The number of permanent employees on the rolls of the company as of 31st March 2015 & 31st March 2014 were 95 & 86 respectively.
(iv)	The explanation on the relationship between average increase in remuneration and company performance;	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behavior that is aligned to sustainable value creation. In line with the Policy of the Company, annual increments were awarded in two parts: (i) Base increment or cost of living adjustment (representing protection against inflation) (ii) Merit increase (on the basis of individual performance). Average increase in employee remuneration for FY 2014-15 was 27%.
(v)	comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	For the FY 2014-15, KMPs were paid approx. 0.89% of PAT for the year. Remuneration of all KMPs is considered on pro rata basis.
(vi)	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	The Market capitalization of the Company has increased from ₹ 2007 Crores as of March 31, 2014 to ₹ 2394.71 Crores as of March 31, 2015. Over the same period, the price to earnings ratio moved from 7.99x to 11.79x. The Company's stock price as at March 31, 2015 has increased by 406% to ₹ 80.90 since the last public offering, i.e. IPO in April, 2004 at the price of ₹ 16 per share.
(vii)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year was 22% and the percentile increase in the managerial remuneration was 16.13% during the same period.
(viii)	comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	
		*WTD's and CFO's remuneration were paid from February, 2015 and September, 2014 respectively, accordingly %age has been derived.
(ix)	the key parameters for any variable component of remuneration availed by the directors;	The factors considered for determining the Performance Related Pay are: 1. Value added to Company (Operating Profit and Net Profit); 2. Value added to shareholders (Net worth); 3. Commercial performance 4. Business growth.
(x)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and	N.A.
(xi)	affirmation that the remuneration is as per the remuneration policy of the company.	Yes.

Remuneration is as per the Remuneration Policy of the Company as approved by Nomination & Remuneration Committee.



The Remuneration for the purpose of this table is defined as Total Cost to the Company (TCC) which includes variable Performance related pay.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of employee's of the Company employed throughout the year was in receipt of remuneration which was not less than sixty lakh rupees are given at the end of this report.

## 28. Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

As your Company is engaged in the activity of trading of power and other related activities, the particulars relating to conservation of energy and technology absorption respectively are not applicable to it.

### Foreign exchange earnings and Outgo

During the year, the total foreign exchange used was ₹ 1.58 crore and the total foreign exchange earned was ₹ 852.79 crore.

## 29. Other Disclosures

### i) Significant and material orders

There are no significant or material orders were passed by Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### ii) Transfer of Amounts to Investor Education and Protection Fund

Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM (i.e. 26th September, 2014), with the Ministry of Corporate Affairs.

### iii) Fixed Deposits

Your Company has not accepted any deposits from public in terms of provisions of Companies Act, 2013. Thus, no disclosure is required relating to deposits under Chapter V of Companies Act, 2013.

## 30. General

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

- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- Neither Managing Director nor the Whole time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

## 31. Report on Corporate Governance

As a listed Company and a good corporate entity, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability paving the way in building confidence among all its stakeholders for achieving sustainable long term growth and profitability.

### Company's philosophy on the Code of Governance

Corporate Governance implies governance with highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics for efficient and ethical conduct of business. Your Company's endeavor has been to inculcate good Corporate Governance practices in its organizational and business systems and

processes with a clear goal to not merely adhere to the letter of law to comply with the statutory obligations, but also to center around following the spirit underlying the same.

The Corporate Governance practices followed by the Company include the corporate structure, its culture, policies and practices, personal belief, timely and accurate disclosure of information, commitment to enhancing the shareholder while protecting the interests of all the stakeholders.

The Securities and Exchange Board of India (SEBI) amended the Listing Agreement effective October 1, 2014 to bring in additional governance norms for listed entities. These norms provide for stricter disclosures and protection of shareholders rights.

Your Company is committed to and firmly believes in practicing good Corporate Governance practices as they are critical for meeting its obligations towards shareholders and stakeholders. The Company's governance framework is based on the following principles which adhere to sound Corporate Governance practices of transparency and accountability:

- Constitution of Board of Directors with an appropriate blend of Executive and Non- Executive Directors committed to discharge their responsibilities and duties.
- Strict Compliance with all governance codes, Listing Agreements, other applicable laws and regulations.
- Timely and balanced disclosure of all material information relating to the Company to all stakeholders.
- Adoption of 'Code of Conduct' for Directors and Senior Management, and 'Code of Ethics' and 'Policy on Prohibition of Insider Trading' and effective implementation thereof.
- Sound system of Risk Management and Internal Control.
- Regular update of PTC website [www.ptcindia.com](http://www.ptcindia.com) to keep stakeholders informed.

## 1. Board of Directors

### (A) Composition of Board

The Board of Director(s) along with its Committee(s) provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the company. The Board of Director(s) of the Company comprises of distinguished personalities, who are well known in their respective fields. As on the end of Financial Year 2014-15, the Board comprised of 14 Directors out of which 2 are Whole-time (1 CMD & 1 WTD) and 12 are Non-Executive Directors out of which 6 are Independent Directors. The Company is headed by CMD.

The current composition of Board of Directors as on the date of this report of your company is as under:

Category	Name of Director	
Chairman & Managing Director	Shri Deepak Amitabh	
Whole time Directors	Shri Ajit Kumar	
	Shri Arun Kumar	
	Dr. Rajib Kumar Mishra	
Non -Executive Directors	Smt. Jyoti Arora	- Nominee, MoP, GoI
	Shri I.J. Kapoor	- Nominee- NTPC
	Shri Ravi P. Singh	- Nominee-POWERGRID
	Shri A.K. Agarwal	- Nominee-PFC
	Shri D.P. Bhargava	- Nominee- NHPC
	Shri Hemant Bhargava	-Nominee- LIC of India
	Shri Anil Razdan	- Independent Director

Category	Name of Director
	Shri Dipak Chatterjee - Independent Director
	Shri Dharendra Swarup - Independent Director
	Shri H.L. Bajaj -Independent Director
	Shri S. Balachandran -Independent Director
	Shri Ved Kumar Jain -Independent Director

All Independent Directors of the Company qualify the conditions of their being independent.

**(B) Non- executive Directors compensation and disclosures**

The Company had not paid any remuneration to any of its Non-Executive Directors, except the Sitting fees for attending the meetings of Board/ Committees for those who accept the same.

Sr. No.	Meetings	*Sitting fee per Meeting (Rs.)
1.	Board Meetings	40,000**
2.	Committees Meetings	40,000**

\*The Sitting Fee to nominee Directors of Promoter Companies/ LIC of India is directly paid to the respective Promoter Company/ LIC.

\*\*Increased from ₹ 20,000/- to ₹ 40,000/- w.e.f. 24th January 2015

**(C) Other provisions as to Board and Committees**

**(i) Details of Board Meetings held during the Financial Year 2014-15**

During the financial year ended 31st March 2015, the Board met nine times as against the minimum requirement of four Board Meetings.

The details of the Board Meeting held during the financial year 2014-15 are as under:-

Sr. No.	Date	Board strength	Number of Directors present
1.	17th April 2014	14	12
2.	24th May 2014	14	10
3.	11th August 2014	14	9
4.	15th October 2014	14	11
5.	14th November 2014	14	06
6.	24th November 2014	14	10
7.	22nd January 2015	14	09
8.	24th January 2015	14	09
9.	5th February 2015	14	11

**ii) Directors Attendance Record and Directorship in other companies as on 31st March, 2015**

Sr. No	Name of the Director	Board Meetings in FY 2014-15		Attendance at Last AGM (held on 26/09/2014)	No. of Directorships in other companies held as on 31st March, 2015	No. of Committee Chairmanship/ Membership as on 31st March, 2015*
		Held during the Tenure	Attended			
1	Shri Deepak Amitabh	9	9	Y	2	NIL
2	Dr. Rajib Kumar Mishra	1	N.A.	N.A.	1	NIL
3	Shri I.J. Kapoor	9	5	N	7	4
4	Shri A.K. Agarwal*** (part of year)	1	1	N.A.	10	4
5	Shri Ravi P. Singh	9	7	N	5	NIL
6	Shri D.P. Bhargava****	7	5	N	3	1

Sr. No	Name of the Director	Board Meetings in FY 2014-15		Attendance at Last AGM (held on 26/09/2014)	No. of Directorships in other companies held as on 31st March, 2015	No. of Committee Chairmanship/ Membership as on 31st March, 2015*
		Held during the Tenure	Attended			
7	Smt. Jyoti Arora	9	5	N	2	NIL
8	Shri Hemant Bhargava	9	5	N	1	1
9	Shri Anil Razdan	9	7	N	NIL	NIL
10	Shri Dipak Chatterjee	9	8	N	2	1
11	Shri Dharendra Swarup	9	7	N	5	4
12	Shri H.L. Bajaj	9	6	N	NIL	NIL
13	Shri S. Balachandran	9	8	Y	4	2
14	Shri Ved Kumar Jain	9	9	Y	9	7

(i) \*In line with Clause 49 of listing Agreement, only the Directorship of Audit Committee and Stakeholders Relationship Committee have been taken in to consideration in reckoning the membership/ chairmanship of committees.

(ii) \*\*Joined w.e.f. 24th February 2015

(ii) \*\*\*Appointed w.e.f. 5th February 2015

(iii) \*\*\*\*Appointed w.e.f. 28th May 2014

(iv) Y=Yes, N= No, N.A. = Not Applicable

In terms of Listing Agreement, none of the Director on the Company's Board is a member of more than ten (10) committees and Chairman of more than five (5) committees (Committees being, Audit Committee Stakeholders Relationship Committee) across all the companies in which they are Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than fifteen (15) public companies.

The Non-executive Directors do not have any shareholding in the Company. Further, Directors are not relatives of each other and none of the employees of the Company are relative of any of the Directors.

At the last AGM 26129 (Twenty six thousand one hundred and twenty nine only) members (including proxies) holding 6,93,64,867 (Six crore ninety three lacs sixty four thousand eight hundred and sixty seven only) number of equity shares recorded presence during the meeting.

**(iii) Changes in Directorship of the Company in FY 2014-15**

During the Financial Year 2014-15, there are following changes in the composition of Board of Directors of the Company:

Sr. No.	Name of Director	Joining/ Cessation	Date of joining/ Cessation
1.	Shri M.S. Babu*	Cessation	28.05.2014
2.	Shri D.P. Bhargava*	Joining	28.05.2014
3.	Shri Mukesh Kumar Goyal	Cessation	05.02.2015
4.	Shri Anil Kumar Agarwal**	Joining	05.02.2015
5.	Shri Rajib Kumar Mishra***	Joining	24.02.2015

\*Nominee of NHPC

\*\*Nominee of PFPC

\*\*\*Whole time Director designated as Director (Marketing & Operations)

The Board places on record its deep appreciation for the valuable contributions made by Shri M.S. Babu & Shri Mukesh Kumar Goel during his tenure as Director of the Company.

Recently, Shri Ajit Kumar & Shri Arun Kumar has joined as Whole Time Directors w.e.f. 2nd April 2015 and 16th June 2015 respectively.



## (D) Board Procedure

### (i) Decision making process

The Board of Directors acts as trustees of stakeholders and is responsible for the overall functioning of the Company. With a view to professionalize all corporate affairs and setting up systems and procedures for advance planning of matters requiring discussion/decisions by the Board, the Company has defined appropriate guidelines for the meetings of the Board of Directors. These Guidelines facilitate the decision making process at the meetings of Board, in well informed and proficient manner.

### (ii) Scheduling and selection of Agenda items for Board /Committee Meetings

- The meetings are being convened by giving appropriate notice after obtaining the approval of the Chairman of the Board/Committee. To address urgent needs, meetings are also being called at short notice. The Board is also authorized to pass Resolution by Circulation in case of business exigencies or urgency of matters.
- Detailed agenda, management reports and other explanatory statements are circulated in advance amongst the members for facilitating meaningful, informed and focused decisions at the meetings. The Company Secretary while preparing the Agenda ensures that all the applicable provisions of law, rules, guidelines etc. are adhered to. The Company ensures compliance of all the applicable provisions of the Companies Act, 2013/1956, SEBI Guidelines, Listing Agreement, and various other statutory requirements.
- All the department heads are notified of the Board meeting in advance and are requested to provide the details about the matters concerning their department requiring discussion/approval/ decision at the Board meetings. Based on the information received, the agenda papers are prepared and submitted to concerned Department Heads for obtaining approval of the Chairman. Duly approved agenda papers are circulated amongst the Board members by the Company Secretary.
- Where it is not practicable to attach any document or the agenda due to its confidential nature, the same is tabled before the meeting with the approval of the Chairman. In special and exceptional circumstances, additional or supplemental item(s) to the agenda are circulated. Sensitive subject matters are discussed at the meeting without written material being circulated.
- The meetings are usually held at the Company's Registered Office in New Delhi.
- In addition to detailed agenda being already circulated, presentations are also made at the Board/ Committee meetings covering Finance, Operations & Sales, Human Resources, Marketing and major business segments of the Company to facilitate efficient decision making.
- The members of the Board have complete access to all information of the Company. The Board is also free to recommend inclusion of any matter in agenda for discussion. Senior management officials are called to provide additional inputs to the items being discussed by the Board, as and when necessary.

### (E) Recording minutes of proceedings at the Board Meeting

The minutes of the proceedings of each Board/Committee meeting are recorded and are duly entered in the minute book kept for the purpose. The minutes of each Board/ Committee meeting are circulated among the Board/ Committee members in the next Board Meeting for their confirmation.

### (F) Follow-up mechanism

The guidelines laid down for the Board and Committee Meetings ensures that an effective post meeting follow-up & review has been done. The actions taken on the decisions are reported to the Board/ Committee in the form of Action Taken Report (ATR) tabled at the immediately succeeding meeting of the Board/ Committee for noting by the Board/ Committee.

## 2. Committees of the Board of Directors

The Board has constituted many functional Committees depending on the business needs and legal requirements. The Committees constituted by the Board on the date of the Report are as follows:

- Audit Committee
- Nomination & Remuneration / Compensation ( ESoP) Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Code of Ethics And Prohibition of Insider Trading Committee

In addition to above statutory committees, the Group of Directors for Business Development & for Corporate Governance is also there and Board, from time to time, for specific purposes constitute Group of Directors as may be required.

### 2.1 Audit Committee

#### a) Composition

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and the provisions of Clause 49 of the listing Agreement, Audit Committee has been constituted by the Board of Directors.

The Audit Committee presently comprises of the following Non-Executive and Independent Directors:

Sr. No.	Name of the Director	Designation	Status
1	Shri S. Balachandran	Chairman	Independent Director
2	Shri Dipak Chatterjee	Member	Independent Director
3	Shri Dharendra Swarup	Member	Independent Director
4	Shri Hemant Bhargava	Member	Non-Executive Director
5	Shri Ved Kumar Jain	Member	Independent Director

The Company Secretary acts as the Secretary of the Committee.

#### b) Terms of Reference

The broad terms of reference of Audit Committee are as follows:

- Oversight of the Company's financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment or removal of the statutory auditor and the fixation of audit fees.
- Reviewing with management the periodical financial statements before submission to the Board for approval, with particular reference to (i) changes in accounting policies and practices, (ii) major accounting entries involving estimates based on exercise of judgment by management, (iii) qualifications in draft audit report (if any), (iv) significant adjustments made in financial statements arising out of the audit, (v) the going concern assumption, (vi) compliance with accounting standards, (vii) compliance with listing and other legal requirements concerning financial statements, (viii) Disclosures of any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large;
- Reviewing with the management performance of statutory and internal auditors, the adequacy of internal control systems and recommending improvements to the management;
- Reviewing the adequacy of internal audit functions;

- f. Discussion with internal auditors any significant findings and follow-up thereon;
- g. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- h. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- i. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- j. Any other work as may be assigned by the Board of Director (s) of the Company from time to time.

The terms of reference stipulated by the Board to the Audit Committee are as per Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. The CFO, Representatives of Internal auditors and Statutory Auditors of the Company attend the meetings of Audit Committee. The minutes of the Committee are placed before the Board of Directors for information. PTC has not denied any personnel to access to the Audit Committee of the company in respect of any matter. There was no case of alleged misconduct.

#### c) Number of Committee Meetings and Attendance

Six meetings of Audit Committee were held during FY 2014-15. The details of Committee meeting and its members attendance during FY 2014-15 is mentioned below:-

Sr. No.	Name of Director	Audit Committee Meetings	
		Held during the Tenure	Attended
1.	Shri S. Balachandran	6	6
2.	Shri Dipak Chatterjee	6	5
3.	Shri Dharendra Swarup	6	5
4.	Shri Hemant Bhargava	6	4
5.	Shri Ved Kumar Jain	6	5

#### 2.2 Nomination & Remuneration / Compensation (ESoP) Committee

In accordance with the requirements of Section 178 of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement with the NSE & BSE, the Board at its meeting held on October 15, 2014, merged the existing Nomination Committee and Remuneration Committee/ Compensation (ESOP) Committee and renamed it as Nomination & Remuneration Committee/ Compensation (ESOP) Committee.

##### a) Terms of Reference

The terms of reference of Nomination & Remuneration Committee includes:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- To carry out evaluation of every Director's performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees

- To formulate the criteria for evaluation of Independent Directors and the Board
- To devise a policy on Board diversity
- To recommend/ review remuneration of the Managing Director(s) and Whole time Director(s) based on their performance and defined assessment criteria
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme.

##### b) Composition

Presently this Committee comprise of following Directors:

Sr. No.	Name of the Director	Designation	Status
1	Shri Dipak Chatterjee	Chairman	Independent Director
2	Shri Deepak Amitabh	Member	Executive Director
3	Shri Anil Razdan	Member	Independent Director
4	Shri Dharendra Swarup	Member	Independent Director
5	Smt. Jyoti Arora	Member	Non-Executive Director
6	Shri H.L. Bajaj	Member	Independent Director
7	Shri I.J. Kapoor	Member	Non-Executive Director
8	Shri S. Balachandran	Member	Independent Director

The Company Secretary acts as Secretary of the Committee.

##### c) Number of meetings and attendance

Sr. No.	Name of Director	Nomination & Remuneration Committee Meetings*	
		Held during the Tenure	Attended
1.	Shri Dipak Chatterjee	2	2
2.	Shri Deepak Amitabh	2	2
3.	Smt. Jyoti Arora	2	1
4.	Shri Anil Razdan	2	2
5.	Shri Dharendra Swarup	2	2
6.	Shri I.J. Kapoor	2	2
7.	Shri H.L. Bajaj	2	2
8.	Shri S. Balachandran	2	2

\*After 15th October 2014

Shri Rajiv Maheshwari, Company Secretary acts as the Secretary to the Committee. The Committee is chaired by an Independent Director. The Committee meets as per the requirement.

##### (d) Remuneration Policy

- (e) Detail of Remuneration to Chairman & Managing Director and Whole-time Directors of the Company during FY 2014-15

The remuneration paid to the Chairman & Managing Director (CMD) and Whole-time Directors during the FY 2014-15 is as under:

Sr. No.	Director	Designation	Remuneration (figures in ₹ crore)- FY 2014-15
1.	Shri Deepak Amitabh	CMD	0.98
2.	Dr. Rajib Kumar Mishra*	Whole Time Director	0.06

\*joined w.e.f. 24th February 2015

The CTC structure of PTC including for management is mix of fixed and performance linked. Notice period of CMD is 3 months.

- d) Details of payment made towards sitting fee to the Non- Executive Directors for Board/ Committee Meetings during the year 2014-15 is as under:

Sr. No.	Name of the Director	Designation	Remuneration (figures in ₹ crore- FY 2014-15)
1	Shri I.J. Kapoor*	Non- Executive	0.03
2	Shri M.K. Goel/Sh. A.K. Agarwal*	Non- Executive	0.01
3	Shri M S Babu/Sh. D.P. Bhargava*	Non- Executive	0.02
4	Shri R.P. Singh*	Non- Executive	0.02
5	Shri Hemant Bhargava*	Non- Executive	0.02
6	Shri Anil Razdan	Independent Director	0.04
7	Shri Dipak Chatterjee	Independent Director	0.07
8	Shri Dharendra Swarup	Independent Director	0.06
9	Shri H.L. Bajaj	Independent Director	0.03
10	Shri S. Balachandran	Independent Director	0.06
11	Shri Ved Jain	Independent Director	0.06

Sitting Fee paid to the nominating respective Promoter Company/ LIC of India.

### 2.3 Stakeholders Relationship Committee

#### a) Composition

The Committee comprises of following Non- Executive Directors:

Sr. No.	Name of the Director	Designation	Status
1	Shri Dipak Chatterjee	Chairman	Independent Director
2	Shri I.J. Kapoor	Member	Non-Executive Director
3	Shri Ved Kumar Jain	Member	Independent Director

The Committee is chaired by an Independent Director and meets as per the requirement.

#### b) Name & Designation of Compliance Officer

Shri Rajiv Maheshwari, Company Secretary of the Company acts as the Compliance Officer of the Company.

#### c) Terms of Reference

The Committee looks into redressing of investors complaint like delay in transfer of shares, Demat, Remat, non- receipt of declared dividends, non- receipt of Annual Reports etc. and such other related work as may be assigned by the Board from time to time. The Committee oversees the performance of Registrar and Share Transfer Agent of the Company and recommends measures for overall improvement in the quality of investor services.

#### d) Investors Complaints received and resolved during the year

During the FY 2014-15, 170 complaints were received and resolved.

Given below is a table showing investor complaints of last three years:

Sr. No.	Year	Number of Complaints Received*
1	2014-15	170
2	2013-14	235
3	2012-13	216

\*All complaints were resolved

### 2.4 Corporate Social Responsibility (CSR) Committee

In compliance with the provisions of Section 135 of Companies Act, 2013, a Corporate Social Responsibility Committee has been constituted.

### Constitution

The CSR Committee comprises of following directors:

Sr. No.	Name of Director	Designation	Status
1	Shri Dharendra Swarup	Chairman	Independent Director
2	Shri Deepak Amitabh	Member	Executive Director
3	Shri Ved Kumar Jain	Member	Independent Director

### Terms of Reference

The Corporate Social Responsibility Committee shall-

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII ;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a) ; and
- monitor the Corporate Social Responsibility Policy of the company from time-to-time.

### 2.5 Code of Ethics & Prohibition of Insider Trading Committee

#### Composition

Presently this committee comprises of following Directors:-

Sr. No.	Name of the Director	Designation	Status
1	Shri Dipak Chatterjee	Chairman	Independent Director
2	Shri I.J. Kapoor	Member	Non-Executive Director
3	Shri Ved Kumar Jain	Member	Independent Director

The Committee is chaired by an Independent Director.

Shri Rajiv Maheshwari, Company Secretary of the Company acts as the Compliance officer under the 'Code of Conduct for prevention of Insider Trading and Code of Corporate Disclosure Practices' of PTC. The Committee meets as per the requirements.

#### 2.6 Procedure at Committee Meetings

The Company's guidelines relating to Board meetings are generally applicable to Committee meetings as far as may be practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee meetings are placed before the Board meetings.

#### 3. Disclosures

There are no material significant transactions with related parties except those mentioned in the Annual Accounts for the FY 2014-15 conflicting with the Company's interest. There was also no instance of non-compliance on any matter related to the Capital Markets during the last years. The information related to the Company is also available at Company's web-site [www.ptcindia.com](http://www.ptcindia.com). The proceeds of the public issue have been used for the purpose(s) for which it was raised.

#### 4. Code of Conduct for Directors and Senior Management

The Company has framed a Code of Conduct for Directors and senior officers of the Company, which has been complied with by the Board members and senior officers of the Company.

#### 5. Code for Prevention of Insider Trading

In terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a comprehensive policy for prohibition of Insider Trading in PTC Equity Shares to preserve the confidentiality and to prevent misuse of unpublished price sensitive information.

In line with the requirement of the said code, the trading window was closed from time to time, whenever some price sensitive information was submitted to the Board. Notice of the closure of trading window was issued to all employees well in advance.

#### 6. Subsidiary Monitoring Framework

Both subsidiary companies of the Company are Board managed with their Board's having their rights and obligations to manage such companies in the best interest of their stakeholders. The Company monitors performance of subsidiary companies, inter alia, by the following means:

- Financial statements, in particular the investments made by the unlisted subsidiary companies, are reviewed by the Audit Committee of the Company.
- All minutes of Board meetings of unlisted subsidiary companies are placed before the Company's Board on regular basis.

#### 7. General Body Meetings

Annual General Meeting (AGM)

Details of last three Annual General Meetings are as under:

Financial Year	Date of the Meeting	Time of the Meeting	Venue of the Meeting	Special resolutions passed
2013-14	September 26, 2014	3.30 p.m.	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, Delhi Cantt., New Delhi-110010	No
2012-2013	August 19, 2013	3.00 p.m.	FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi-110001	2
2011-2012	September 21, 2012	04:30 p.m.	FICCI Foundation House, Tansen Marg, New Delhi-110001	1

#### 8. Special Resolution and Postal Ballot

The Company has not passed any special resolution through postal ballot. No Extra ordinary General Meeting was held during the year. However, the following ordinary resolutions were passed through postal ballot during the financial year 2014-15.

Item No of Notice	Particulars	Total No of Valid Votes	Total Votes cast in favour		Total Votes cast in against	
			No of shares	% of votes cast	No of shares	% of votes cast
1	To appoint Shri Dharendra Swarup (DIN 02878434), as a non executive Independent Director of the Company	105226050	105220970	99.995172	5080	0.004827

2	To appoint Shri Harbans Lal Bajaj (DIN 00894431), as a non executive Independent Director of the Company	105225845	105220740	99.995148	5105	0.0048515
3	To appoint Shri Ved Kumar Jain (DIN 00485623), as a non executive Independent Director of the Company	105225830	105219744	99.994216	6086	0.0057838
4	To appoint Shri Anil Razdan (DIN 00356644), as a non executive Independent Director of the Company	105225825	100677697	95.677745	4548128	4.322254
5	To appoint Shri Dipak Chatterjee (DIN 03048625), as a non executive Independent Director of the Company	105225830	105220750	99.995172	5080	0.0048277
6	To appoint Shri Srinivasan Balachandran (DIN 01962996), as a non executive Independent Director of the Company	105225820	74720886	71.010029	30504934	28.989970

#### Person who conducted the postal ballot exercise

Mr. Ashish Kapoor of M/s. Ashish Kapoor & Associates, Company Secretaries was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

None of the business proposed to be transacted in the ensuing AGM requires passing a special resolution through Postal Ballot. No Extra ordinary General Meeting was held during the year.

#### 9. Disclosures

- Disclosure on materially significant related party transactions i.e. transactions of the company of material nature, with its Promoters, the Directors and the management, their relatives or subsidiaries, etc. that may have potential conflict with the interests of the Company at large.

None of the transactions with any of the related parties were in conflict with the interest of the Company. Transactions with the related parties are set out in Notes on Accounts, forming part of the Annual Report.

All related party transactions are negotiated on arm's length basis and are intended to further the interests of the Company.

- There have been no instances of non-compliances by the company and no penalties, strictures imposed on the company have been imposed by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years-
- The Company has formulated a Whistle Blower policy and affirms that no personnel has been denied access to the audit committee.

#### 10. Means of communication & website

- Quarterly/Annual financial Results: Quarterly/ Annual Financial Results of the Company are generally published in One English and One Hindi News Paper and are displayed on the Company's website [www.ptcindia.com](http://www.ptcindia.com).

- (b) Website: The Company's website contains a separate dedicated section 'Investor Relations' where shareholders information is available.
- (c) Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and other's entitled thereto and is displayed on the Company's website [www.ptcindia.com](http://www.ptcindia.com)
- (d) Presentations made to institutional investors or to the analysts- Presentations are made to institutional investors and analysts on the Company's audited annual financial results

#### 11. CFO/CEO Certification

As required by clause 49 of the Listing Agreement, a Certificate duly signed by Shri Deepak Amitabh, Chairman & Managing Director and Shri Arun Kumar, Chief Financial Officer of the Company was placed before the Board of Directors in its meeting dated 28th May, 2015 while consideration of Annual Accounts for the period ended 31st March, 2015.

#### 12. General Shareholders Information

##### a) Annual General Meeting (AGM)

Meeting No.	16th
Date	24th September 2015
Time	3:30 P.M.
Venue	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, Delhi Cantt., New Delhi-110010

##### b) Tentative Financial Calendar for year ended 31st March, 2016

Particulars Date

Particulars	Date
1. Financial Year	1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016
2. Un- audited Financial Results for first three Quarters	Announcement will be in compliance with the Listing Agreement
3. Annual Financial Results	Will be announced and published within 60 days from the end of financial year

##### d) Appointment/ Re-appointment of Directors

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company, Sh. Hemant Bhargava shall retire by rotation at the ensuing Annual General Meeting of your Company, and being eligible, offers himself for re-appointment.

Shri A.K. Agarwal, presently Additional Director, is proposed to be appointed as a Director of the Company, liable to retire by rotation, at the ensuing Annual General Meeting.

Shri Rajib Kumar Mishra, Mr. Ajit Kumar and Shri Arun Kumar, presently Additional & Whole time Directors are proposed to be appointed as Director & Whole time Director at the ensuing Annual General Meeting.

Your Directors have recommended the re-appointment/ appointment of the above said Directors at the ensuing Annual General Meeting.

The brief resume of Directors retiring by rotation and Additional Directors seeking appointment is appended with the notice calling Annual General Meeting of the Company

##### e) Payment of Dividend

###### ➤ Final Dividend details for financial year 2014-15

The Board of Directors in its meeting held on 28th May, 2015 has recommended a dividend @ 22% i.e. ₹ 2.20 per Equity Share (on the face value of ₹ 10/- each) for the Financial Year 2014-15, subject to approval of shareholders in the forthcoming Annual General Meeting of Company.

###### ➤ Dividend History for the last five years

Sr. No.	Financial Year	Total Paid up Capital in ₹	Rate of Dividend (%)
1	2013-14	296,00,83,210	20
2	2012-13	296,00,83,210	16
3	2011-12	294,97,35,710	15
4	2010-11	294,97,35,710	15
5	2009-10	294,54,74,010	12

##### f) Book Closure

The book closures dates of the Company are from 19th September, 2015 to 24th September 2015 (both days inclusive) for the purpose of payment of dividend for the FY 2014-15.

##### g) Pay- out Date for Payment of Final Dividend

The final dividend on equity shares, as recommended by the Board of Directors, if approved by the members at the forthcoming Annual General Meeting of the Company, shall be paid to those shareholders whose name appear in the Register of Members or in the list of beneficial holders provided by NSDL/ CDSL as on the first date of book closure.

##### h) Unclaimed Dividend

Section 205 of the Companies Act, 1956, mandates that Companies to transfer dividend that has been unclaimed for a period of seven years from the unpaid dividend account to Investor Education and Protection Fund (IEPF) of Central Government. As on the date of this report, in accordance with following schedule, the dividend for the years mentioned as follows, if unclaimed with in stipulated time will be transferred to IEPF.

As on 31st March 2015, the following dividend amount was remained unpaid:

Year	Type	Dividend Per Share (Rs.)	Date of Declaration	Amount (Rs.)
2007-08	Final	1.0	06th August, 2008	8,90,962
2008-09	Final	1.2	23rd September, 2009	11,47,796
2009-10	Final	1.2	23rd September, 2010	6,88,999
2010-11	Final	1.5	28th September, 2011	11,79,870
2011-12	Final	1.5	21st September, 2012	14,83,456
2012-13	Final	1.6	19th August, 2013	14,25,778
2013-14	Final	2.0	26th September 2014	18,85,914

##### i) Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF)

Pursuant to provisions of Section 205(A)(5) of Companies Act, 1956, the declared dividend for FY 2006-07 amounting to ₹ 5,35,161/- and which remain unclaimed/unpaid for the period of seven years has been transferred by the Company to Investor Education and Protection Fund (IEPF), established by Central Government.



## j) Listing on Stock Exchanges and stock codes

The Company's Shares are listed on following Stock Exchanges

Name of the Stock Exchange	Address	Stock Code	ISIN No.
National Stock Exchange of India Limited	Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 40051.	PTC EQ	INE877F01012
Bombay Stock Exchange Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532524	

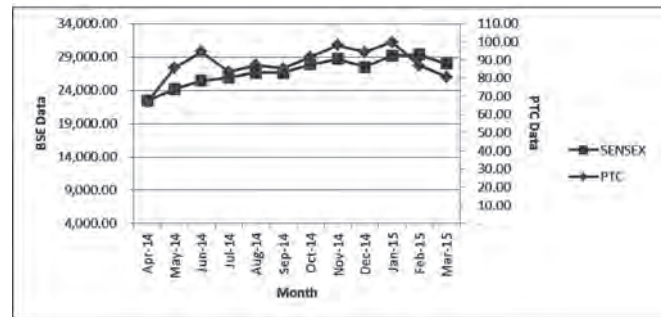
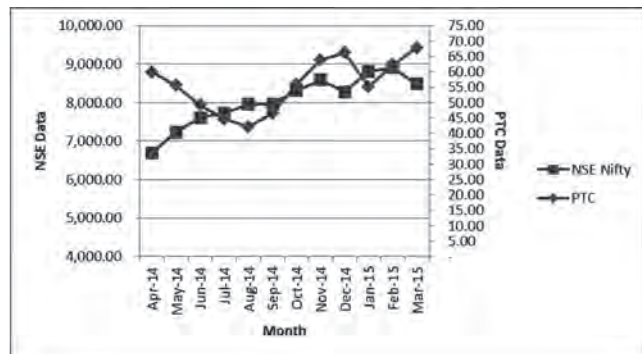
## k) Listing Fees

Annual Listing Fee for FY 201516 (as applicable) has been paid by the Company to both the Stock Exchanges.

## l) Market Price Data

The High/Low of the market price of the Company's equity shares traded on Bombay Stock Exchange and National Stock Exchange, during the financial year ended 31st March 2015 were as follows:

Month	BSE		NSE	
	High	Low	High	Low
April- 14	73.95	65.80	74.00	65.65
May -14	97.00	65.35	97.00	65.65
June -14	104.40	85.50	104.40	86.00
July -14	100.20	78.40	100.50	78.20
August -14	90.00	77.75	90.10	77.35
September -14	96.80	83.30	96.75	83.00
October -14	92.90	79.85	93.05	79.60
November -14	104.75	90.30	104.85	90.25
December -14	101.70	82.60	100.90	82.50
January -15	101.90	89.80	101.90	89.70
February -15	101.90	79.25	102.00	79.05
March -15	90.70	71.95	90.80	71.70



## m) Registrar & Share Transfer agent

M/s. MCS Share Transfer Agent Limited,  
F-65, Okhla Industrial Area, Phase-I,  
New Delhi-110020.

## n) Share Transfer System

The shares under physical segment are transferred through M/s MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent (RTA).

Further pursuant to clause 47(c) of the Listing Agreement with the stock Exchanges, Certificate on half yearly basis confirming the due compliance of share transfer formalities by the Company from Practicing Company Secretary have been submitted to Stock Exchanges within stipulated time.

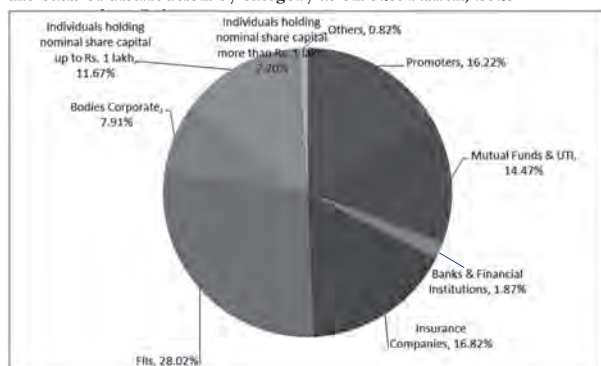
## o) Distribution of shareholding as on 31st March, 2015

### ➤ Distribution by Category

Description	No. of Cases	Total Shares	% of Equity
Promoters	4	4,80,00,000	16.22
Mutual Funds/ UTI	38	4,28,27,045	14.47
Financial Institutions/ Banks	26	55,42,081	1.87
Insurance Companies	12	4,97,81,046	16.82
FII's	107	8,29,49,644	28.02
Bodies Corporates	1536	2,34,22,421	7.91
Individuals :-			
(1) Individuals holding nominal Share Capital upto ₹ 1 Lakh	156276	3,45,53,922	11.67
(2) Individuals holding nominal Share Capital more than ₹ 1 Lakh	233	64,99,043	2.20
Others:-			
(1) Trust & Foundations	12	56,400	0.02
(2) NRIs	1607	23,76,719	0.80
<b>Total</b>	<b>1,59,851</b>	<b>29,60,08,321</b>	<b>100</b>



**Graphical Representation of Shareholding Pattern of the company on the basis of distribution by category as on 31st March, 2015**



➤ **Distribution by size**

Range of Equity Shares held	Folios	% of Shareholders	Total No. of Shares	% of Shares
1 - 500	146026	91.3513	1,71,41,605	5.7909
501 - 1000	7785	4.8702	63,91,725	2.1593
1001 - 2000	3189	1.9950	49,02,277	1.6561
2001 - 3000	983	.6149	25,24,989	.8530
3001 - 4000	475	.2972	17,24,927	.5827
4001 - 5000	344	.2152	16,39,344	.5538
5001 - 10000	481	.3009	36,26,217	1.2250
10001 - 50000	371	.2321	79,64,780	2.6907
50001 - 100000	51	.0319	37,06,245	1.2521
100001-Above	146	.0913	24,63,86,212	83.2362
Total	159851	100	29,60,08,321	100

Nominal Value of each Share is ₹ 10/-

**p) Dematerialization of shares**

Company's Shares are available for dematerialization in both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Reconciliation of Share Capital Audit Report for the Quarter ended 31st March, 2015, confirming that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL as on 31st March, 2015, was obtained from Practicing Company Secretary and submitted to the Stock Exchanges with in stipulated time.

Number of Shares held in Dematerialized and physical mode as on 31st March, 2015:

Category	No. of Holders	No. of Shares	% of total Shares Issued
Physical	16,684	1,00,28,664	3.39
NSDL	1,00,569	26,12,42,019	89.29
CDSL	42,598	2,47,37,638	7.32
Total	1,59,851	29,60,08,321	100

**q) Shares Liquidity**

The trading volumes at the Stock Exchanges, during the financial year 2014-15, are given below:

Months	National Stock Exchange of India Limited	Bombay Stock Exchange Limited
	Number of Shares Traded	Number of Shares Traded
April, 2013	2,72,45,059	31,81,382
May, 2013	5,59,14,861	1,02,16,061
June, 2013	9,24,45,330	1,42,94,227
July, 2013	7,23,42,870	81,88,491
August, 2013	4,32,95,038	46,56,288
September, 2013	4,64,99,015	52,07,941
October, 2013	3,01,04,013	23,85,348
November, 2013	4,12,65,011	69,59,285
December, 2013	3,73,44,456	53,52,524
January, 2014	4,70,11,000	66,09,860
February, 2014	4,68,99,265	79,96,484
March, 2014	2,77,33,977	37,46,984

**r) Outstanding ADRs/GDRs/ Warrants/ or any Convertible instruments, conversion date and likely impact on equity**

Neither ADRs/GDRs/ Warrants/ nor any Convertible instruments has been issued by the Company.

**s) Investor Correspondence**

- Registered office Address :-  
PTC India Limited.  
2nd Floor, NBCC Towers, 15 Bhikaji Cama Place,  
New Delhi-110066
- Company Secretary & Compliance Officer:-  
Rajiv Maheshwari  
PTC India Limited  
2nd Floor, NBCC Towers, 15 Bhikaji Cama Place,  
New Delhi-110066  
E-mail :- rajivmaheshwari@ptcindia.com

**t) Compliance Certificate from the Practicing Company Secretary**

Certificate from the Practicing Company Secretary M/s Ashish Kapoor & Associates, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed hereinafter.

**u) Corporate Identity Number**

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L40105DL1999PLC099328.

**v) Adoption of Non- Mandatory requirements of clause 49**

The status/ extent for non-mandatory requirements of clause 49 of Listing Agreement is as under:

Sr. No. Non- Mandatory Provisions Status/ Extent

Sr. No.	Non- Mandatory Provisions	Status/ Extent
1	(a) Maintenance of Non-Executive Chairman's Office  (b) Independent Director's tenure not to exceed nine years in aggregate.	Not Applicable as Chairman is Executive and also the Managing Director of the Company.  None of Independent Director has been appointed for a period exceeding 9 years.
2	Remuneration Committee	Already Constituted. Details given elsewhere in this report
3	Half-yearly financial performance and summary of significant events may be sent to shareholders	This information is available on Company's website.
4	Audit Qualifications	Auditors have given unqualified report for FY ended 31 <sup>st</sup> March, 2015.
5	Training of Board Members	Company arranges meetings/ programmes in this regard from time to time.
6	Mechanism for evaluating Non-Executive Board Members	All Non- Executive Board Members of the Company are experts and have vast experience in their respective fields.
7	Whistle Blower Policy	Adopted

x) Plant Locations or any manufacturing division

Company doesn't have any plant or manufacturing division.

Details pursuant to section 197(12) of the Companies Act, 2013

Name	Shri Deepak Amitabh	Dr Rajib Kumar Mishra
Designation	CMD	Director (Marketing & BD)
Qualification	MSc. + Ex- IRS	BE + Ph.D
Nature of Employment Whether contractual or otherwise	CMD	Whole- Time Director(w.e.f. 24.02.15)
Nature of Duties of employees	Overall Managerial functions of company	Marketing & BD functions of the Company
Last employment held	Government of India	POWER GRID
Number of years of experience	31	29
Age	54	52
Date of commencement of employment (at Board Level)	25.01.2008	24.02.2015
Gross Remuneration (figures in ₹ Crore)	0.98	0.63
No. of Equity Shares held (of ₹ 10/- each)	79,557	1800
Whether Relative of a Director or Manager	No	No
Other terms and conditions of Employment	-	-

Acknowledgement

Your Directors place on record their appreciation for employees at all levels, who have contributed to the growth and performance of your Company.

Your Directors also thank the Promoters, Govt. of India, Regulatory Authorities, Central Electricity Authority, clients, vendors, bankers, shareholders and advisors of the Company for their continued support.

Your Directors also thank the Central and State Governments, and other statutory authorities for their continued support.

For and on behalf of the Board  
PTC India Limited

Chairman & Managing Director  
DIN: 01061535

Place: New Delhi  
Date: 05.08.2015

# Annexure 1

## AOC-1

Statement containing salient features of the financial statement of subsidiaries/  
associate companies/ joint ventures

### Part "A": Subsidiaries

Name of the subsidiary	PTC India Financial Services Limited (PFS)	PTC Energy Limited
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA
3. Share capital	562.08	55.00
4. Reserves & surplus	875.09	(5.82)
5. Total assets	6750.01	49.82
6. Total Liabilities	6750.01	49.82
7. Investments (net of provision)	339.90	-
8. Turnover	801.89	17.64
9. Profit before taxation	245.31	(17.50)
10. Provision for taxation	84.44	0.94
11. Profit after taxation	160.87	18.44
12. Proposed Dividend	56.21	NA
13. % of shareholding		

PFS Capital Advisors Ltd. (subsidiary of PFS) is under the process of getting its name strike off under fast track exit mode as prescribed by Minister of Corporate Affairs.

### Part "B": Associates and Joint Ventures

Name of Associates/Joint Ventures	Krishna Godavari Power Utilities Limited	RS India Wind Energy Pvt. Limited	Varam Bio Energy Pvt. Limited	RS India Global Energy Limited
1. Latest audited Balance Sheet Date	Not available	Not available	Not available	Not available
2. Shares of Associate/Joint Ventures held by the company on the year end	3,75,48,700	6,11,21,415	43,90,000	2,34,02,542
No.	37.55	61.12	4.39	23.40
Amount of Investment in Associates/Joint Venture (Rs. In crore)				
Extend of Holding %				
3. Description of how there is significant influence	49%	37%	26%	48%
4. Reason why the associate/joint venture is not consolidated	Note A	Note A	Note A	Note A
6. Networth attributable to Shareholding as per latest audited Balance Sheet	Note B	Note C	Note C	Note C
7. Profit / Loss for the year				
i. Considered in Consolidation	Not available	Not available	Not available	Not available
ii. Not Considered in Consolidation	Nil	Not available	Not available	Not available

Note A: There is significant influence due to holding more than 20% share capital.

Note B: Consolidation has been made based on unaudited financials.

Note C: The audited accounts were not made available by associate.

Rajib Kumar Mishra  
Director  
DIN 06836268

(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Date: August 5, 2015  
Place: New Delhi

(Arun Kumar)  
Executive Director & CFO

(Rajiv Maheshwari)  
Company Secretary

## REPORT ON CSR ACTIVITIES/ INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

### Corporate Social Responsibility

In compliance with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, the Company has established Corporate Social Responsibility (CSR) Committee and statutory disclosures with respect to the CSR Committee and the Annual Report on CSR Activities forms part of this Report:

#### A brief outline of the Company's CSR policy:-

CSR Policy - As a corporate citizen, your Company, is committed to ensure the social upliftment of the communities in which it operates through Corporate Social Responsibility (CSR) initiatives. The Company has formulated a CSR policy to deliver internal and external positive socio-environmental impact while ensuring focused contribution towards CSR.

Your Company's thrust areas for undertaking the CSR activities includes the areas specified in Schedule VII of the Companies Act, 2013 and changes/enactment therein from time to time.

Web-Link to the CSR Policy - <http://www.ptcindia.com/pdf/corporate-social-responsibility-policy.pdf>

**Composition of CSR Committee** - Your Company recognizes its responsibility towards the society and environment. Your Company has constituted a Corporate Social Responsibility Committee to monitor the CSR activities.

Members of the Committee are:

Mr D. Swarup, Independent Director (Chairman of the Committee)

Mr. Ved Kumar Jain, Independent Director

Mr Deepak Amitabh, Chairman and Managing Director, PTC India Ltd.

Average net profit of the Company during the last three financial years ₹ 224.87 Crores

Prescribed CSR Expenditure (two per cent of the amount as above) ₹ 4.50 Crores

#### Details of CSR funds spent during the financial year

a. Total amount to be spent for the financial year ; ₹ 4.50 Crores

The Company has spent ₹ 0.19 crore during the financial year 2014-15

b. Amount unspent, if any; ₹ 4.31 Crores (The Committee aimed that the CSR endeavored to be carried out meaningfully ensuring active compliance with the letter and spirit of the law and ethical standards furthering social good in which professional management of CSR functions plays a vital part. The plans to be prepared should be in the best interest of society on sustainable basis.) Accordingly amount of ₹ 4.31 Crores shall be utilized in FY 2015-16 for CSR activities.

a. Manner in which the amount spent during the financial year is detailed below:

Sl. No	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs 1) Local area or other 2) Specify the state & district where projects or programs was undertaken	Amount outlay (budget) project Or Programs wise	Amount spent on the projects or programs Sub-heads 1) Direct expenditure on projects or program 2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1	Skill Development program for socially and economically weaker section of society	Women empowerment And Skill development	Tonk district, Rajasthan	Rs. 0.19 crore	(1) Rs. 0.19crore	Rs.0.19 crore	Through MPCON Ltd. (A joint venture of IFCI, SIDBI, ICICI, State Govt. Corporations & Banks) Government of India )

For and on behalf of the Board  
PTC India Limited

Chairman & Managing Director  
DIN: 01061535

Place: New Delhi  
Date: 05.08.2015

## “NOMINATION AND REMUNERATION & BOARD DIVERSITY POLICY”

### Legal Framework

As per the requirements of Companies Act 2013, the Board of Directors of PTC India Limited (“Company”) has constituted a Nomination and Remuneration Committee. The Committee’s role is to be supported by a policy for nomination of Directors and Senior Management Personnel including Key Managerial Personnel as also for remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other Employees. Further, a policy on Board Diversity is also to be adopted.

### Definitions

For the purpose of this Policy:

- ‘Act’ shall mean the Companies Act, 2013;
- ‘Board’ shall mean the Board of Directors of PTC India Limited (PTC);
- ‘Committee’ shall mean the Nomination and Remuneration committee of the Company, constituted and re constituted by the Board from time to time;
- ‘Company’ shall mean PTC India Limited (PTC);
- ‘Directors’ shall mean the directors of the Company;
- ‘Independent Director’ shall mean a director referred to in Section 149 (6) of the Companies Act, 2013 and under the Listing Agreement with the Stock Exchanges;
- ‘Other employees’ means, all the employees other than the Directors, KMPs and the Senior Management Personnel.
- “Key Managerial Personnel” or KMP means key managerial personnel as defined under the Companies Act, 2013 & includes:
  - i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director;
  - ii. Company Secretary; and
  - iii. Chief Financial Officer
  - iv. Such other officer as may be prescribed
- ‘Senior Management Personnel’ means personnel of the company who are members of its core management team excluding Board of Directors, and comprises of all members of management who are in the grade that is one level below the WTD
- ‘Nomination & Remuneration Committee’ means “Nomination & Remuneration Committee” constituted by the Board of Directors of the Company from time to time under the provisions of the Companies Act 2013 and the Listing Agreement with the Stock Exchanges.

### Objective & Purpose

The Nomination & Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read with applicable rules thereto and Clause 49 of the Listing Agreement. The objective and purpose of the Committee would be as follows:

- To guide and assist the Board in laying down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Whole-time and Independent) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration through a remuneration policy.
- The Company has adopted a remuneration policy which provides for Performance Related Pay (PRP), a reward linked directly to efforts, performance, dedication and achievement relating to the Company’s operations. Apart from the PRP, the annual increases in remuneration have a component of Merit Increase, which is also linked to performance of an individual. This policy provides the Committee with an overall framework for governance of the remuneration policy of the Company.
- To retain, motivate and promote talent and to ensure long term sustainability for retention of talented managerial persons and create competitive advantage for the Company.
- To guide and assist the Board in laying down ESOP Compensation policy in terms of SEBI Guidelines, as and when decided.
- To guide and assist the Board in clarifying any matter relating to remuneration.

### Constitution

- The Board has determined the membership of the Nomination and Remuneration Committee (hereinafter “the Committee”). The Committee shall elect its Chairman who will be an Independent Director.

### Nomination & Removal Criteria

#### 1 Appointment criteria and qualifications:

- 1.1 The Committee shall identify and ascertain the criteria like integrity, expertise and experience and qualifications for appointment to the positions of Director, KMP and Senior Management.

- 1.2 A potential candidate being considered for appointment to a position should possess adequate qualification, expertise and experience for the position. The Committee shall review qualifications, expertise and experience commensurate to the requirement for the positions. The Committee will insist on the highest standards of ethical and moral qualities to be possessed by such persons as are considered eligible for the positions.
- 1.3 The Committee shall determine the suitability of appointment of a person to the Board of Directors of the Company by ascertaining whether the fit and proper criteria is met by the candidate in the opinion of the Committee.
- 1.4 The Committee may recommend appropriate induction & training programme for any or all of the appointees.
- 1.5 The Company shall normally not appoint or continue the employment of any person as Whole Time Director, KMP or Senior Management Personnel who has attained the superannuation age as per the policy of the Company.
- 1.6 The Committee shall make recommendations to the Board concerning any matters relating to the continuation in office of any director at any time including the suspension or termination of service of a director subject to the provisions of law and the respective service contract.
- 1.7 The Committee shall recommend any necessary changes in the Policy to the Board, from time to time.
- 1.8 The Company should ensure that the person so appointed as Director/ Independent Director, KMP, Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- 1.9 The Director/ Independent Director/Senior Management Personnel/KMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made there under, Listing Agreement or any other enactment for the time being in force.
- 1.10 The company shall familiarize the independent directors with the company, including their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programs.

## 2 Term / Tenure

### 2.1 CMD or Managing Director/Whole-time Director (WTD):

The Company shall appoint or re-appoint any person as its CMD/ Managing Director or WTD for a term not exceeding five years at a time subject to the age of superannuation. No re-appointment shall be made earlier than one year before the expiry of term of the Director appointed.

### 2.2 Independent Director shall hold office in accordance with the Company's Policy and subject to the Act.

### 2.3 The Term/Tenure of the Senior Management Personnel/KMP shall be as per the Company's prevailing policy.

## 3. Removal

Due to reasons for any disqualification mentioned in the Companies Act, 2013 and rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons to be recorded in writing, removal of a director, KMP or senior management personnel, subject to the provisions and compliance of the Act, rules and regulations.

## 4. Retirement / Superannuation

The director, senior management personnel or KMP shall retire / superannuate as per the applicable provisions of the Companies Act, 2013 along with the rules made there under and the prevailing policy of the Company. The Board will have the discretion to retain the director, senior management personnel or KMP in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 5. Diversity on the Board of the Company

The Company aims to enhance the effectiveness of the Board by diversifying its composition and to obtain the benefit out of such diversity in better and improved decision making. In order to ensure that the Company's boardroom has appropriate balance of skills, experience and diversity of perspectives that are imperative for the execution of its business strategy, the Company shall consider a number of factors, including but not limited to skills, industry experience, background, race and gender.

The Policy shall conform to the following two principles for achieving diversity on the

Board: Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds, without discrimination, and based on the following factors:

- Gender-The Company shall not discriminate on the basis of gender in the matter of appointment of directors on the Board. The Company encourages the appointment of women at senior executive levels to achieve a balanced representation on the Board. As per the provisions of the Companies Act, 2013, the Company shall at all times have at least one woman director on the Board. Any vacancy of the woman director shall be filled within a period of six months.
- Ethnicity -The Company shall promote having a boardroom comprising of people from all ethnic backgrounds so that the directors may efficiently contribute their thorough knowledge, sources and understanding for the benefit of Company's business;
- Physical disability -The Company shall not discriminate on the basis of any immaterial physical disability of a candidate for appointment on the Company's Board, if he/she is able to efficiently discharge the assigned duties.
- Educational qualification-The Directors of the Company shall have a mix of finance, engineering, legal and management background, so that they collectively provide the Company with considerable experience in a range of activities including varied industries, education, policy and investment.



## 6 Remuneration

The level and composition of remuneration to be paid to the CMD/ Managing Director, Whole-Time Director(s), KMPs, Senior Management Personnel and other employees shall be reasonable and sufficient to attract, retain and motivate directors, KMPs, Senior Management and other employees of the company. The relationship of remuneration to performance should be clear and should encourage meeting of appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive / performance related pay reflecting achievement of short and long-term performance objectives appropriate to the working of the company and meeting its goals.

### i. CMD/ MD/ WTD

Besides the above Criteria, the Remuneration/ Compensation/ Commission / PRP / Bonus etc. to be paid to CMD/ MD/ WTD shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force as also by Company policy.

### ii. Non-Executive Directors/ Independent Directors

The Non-Executive / Independent Directors may receive sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of fees shall be such as determined by the Board of Directors from time to time.

### iii. Senior Management Personnel / KMPs

The Remuneration to be paid to Senior Management Personnel / KMPs shall be based on the remuneration policy of the Company and the experience, qualification and expertise of the related personnel and shall be decided by the CMD/ Managing Director (for KMPs other than those who are at the WTD / Board level) of the Company as per the internal process in consonance with the limits, if any, prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

### iv. Other Employees

The power to decide structure of remuneration for other employees has been designed in the Remuneration policy and implementation of the same is to be ensured by CMD/ MD of the Company or any other personnel that the CMD / Managing Director may deem fit to delegate.

## Disclosure of This Policy

This Nomination & Remuneration policy shall be disclosed in the Board's report as required under the Companies Act, 2013 and in the Listing Agreement.

## Review

The Committee may assess the adequacy of this Policy and make any necessary or desirable amendments from time to time to ensure it remains consistent with the Board's objectives, current laws and best practices.

For and on behalf of the Board  
PTC India Limited

Chairman & Managing Director  
DIN: 01061535

Place: New Delhi  
Date: 05.08.2015

#### Annexure 4

Details in respect of the PTC India Limited Employees Stock Option Scheme pursuant to Clause 12 of SEBI (Employees' Stock Option Scheme and Employees' Stock Purchase Scheme) Guidelines, 1999 as on 31.03.2015.

Sr. No.	Description	Particulars of Employee Stock Option Scheme -2008 :-1 <sup>st</sup> tranche		Particulars of Employee Stock Option Scheme -2008 :-2 <sup>nd</sup> tranche
A.	Options granted	4,548,380 Options were granted to the employees and Directors of Company on August 21, 2008		17,05,643 options were granted to the employees and Directors of the Company on July 22 <sup>nd</sup> , 2009
B	Pricing formula	Category of Participants	Exercise Price	75% of the market price on date of grant
		Category I (who joined the Company or the Group on or before March 31, 2003)	Rs. 10.00 being higher of the following: Rs. 8.58, being 10% of Market Price, or Rs. 10.00	
		Category II (who joined the Company or the Group between April 01, 2003 to March 31, 2006)	Rs. 25.73, being higher of the following Rs. 25.73, being 30% of Market Price, or Rs. 10.00	
		Category III (who joined the Company or the Group on or after April 01, 2006 onwards)	Rs. 42.88, being higher of the following Rs. 42.88, being 50% of Market Price, or Rs. 10.00	
C	Options vested	1850507		153,685
D	Options exercised	1829507		94214
E	The Total number of Shares arising as a result of exercise of Options	1829507		94214
F	Options lapsed	2697873		1566616
G	Variation of terms of Options	Nil		Nil
H	Money realized by exercise of Options	Rs 3.36 crore		Rs. 0.61 crore
I	Total number of Options in force	21,000		44,813
J	Details of options granted to :			
	i) Senior Managerial Personnel :	Senior Management Personnel Directors have surrendered all their unexercised options.		Senior Management Personnel Directors have surrendered all their unexercised options.
	ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year.	NA		-
	iii) Identified employees who were granted option during any one year, equal to or exceeding 1% of the issue capital (excluding outstanding warrants and conversions) of the company at the time of grant.	Nil		
K	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 Earnings Per Share.	Rs. 6.86 per share		
L	i) Method of calculation of employee compensation cost.	The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for stock-based compensation cost for the financial year 2014-15.		The Company has calculated the employee compensation cost using the intrinsic value method of accounting to account for stock-based compensation cost for the financial year 2014-15.
	ii) Difference between the employee compensation cost so computed at (i) above and the employee compensation cost that shall have been recognized if it had used the fair value of the options.	Employee compensation cost lower by ₹ 0.07 crore		

Sr. No.	Description	Particulars of Employee Stock Option Scheme -2008 :-1 <sup>st</sup> tranche	Particulars of Employee Stock Option Scheme -2008 :-2 <sup>nd</sup> tranche	
	iii) The impact of this difference on Profits and on EPS of the Company.	The effect of adopting the fair value method on the net income and earnings per share is presented below:		
			Rs. in crore	
		Net Income as reported	Rs. 203.10	
		Add: Intrinsic value Compensation cost	Rs. (0.06)	
		Less: Fair value compensation cost (as per Black Scholes)	Rs. (0.13)	
		On the basis of Fair Valuation Method		
		Adjusted Net Income	203.17	
		Earning Per Share (Rs.)	Basic	Diluted
		As reported	6.86	6.86
		As adjusted	6.86	6.86
M	Weighted average exercise price and weighted average fair value of Options for options whose exercise price either equals or exceeds or is less than the market price of the stock.	- Weighted average exercise price of options outstanding : ₹ 51.92 - Weighted average fair value of first tranche : ₹ 66.18	- Weighted average fair value of second tranche : ₹ 46.45	
N.	A description of the method and significant assumptions used during the year to estimate the fair values of options	The fair value of each options estimated using the Black Scholes Options Pricing Model after applying the following key assumptions (weighted values)		
		(i) 9.10%	Risk free interest rate	6.80%
		(ii) 6 years	Expected life	6 years
		(iii) 67.53%	Expected volatility	52.04%
		(iv) 1.23%	Expected dividend	1.47%
		(v) Rs. 81.36	The price of the underlying shares in market at the time of option grant	Rs 81.90

For and on behalf of the Board  
PTC India Limited

Chairman & Managing Director  
DIN: 01061535

Place: New Delhi

Date: 05.08.2015

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I	<b>REGISTRATION &amp; OTHER DETAILS:</b>	
i	CIN	L40105DL1999PLC099328
ii	Registration Date	16/04/1999
iii	Name of the Company	PTC India Ltd.
iv	Category/Sub-category of the Company	Public Company (Limited By shares)
v	Address of the Registered office & contact details	2nd Floor, NBCC Tower, 15, Bhikaji Cama Place, New Delhi-110066
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Ltd., F-65, Okhla Industrial Area, Phase-I, New Delhi-110020

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trading of Electricity	Not Applicable	

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	PTC India Financial Services Ltd., 7th Floor, MTNL Building, 8, Bhikaji Cama Place, New Delhi-110066	L65999DL2006PLC153373	Subsidiary	60	2(87)
2	PTC Energy Ltd., 2nd Floor, NBCC Tower, 15, Bhikaji Cama Place, New Delhi- 110066	U40106DL2008PLC181648	Subsidiary	99.99999	2(87)
3	Krishna Godavari Power Utilities Ltd. Plot No. 265 N, Road No. 10, Jubille Hills Hyderabad	U40109TG1995PLC020948	Associate	49	2(6)
4	RS India Wind Energy Pvt. Ltd.* GL Business Center, Old Gurgaon Road, Dundahera, Gurgaon, Haryana	U40101HR2006PTC049781	Associate	37	2(6)
5	Varam Bio Energy Pvt. Ltd.* B-32 Steel & Mines Complex, Srinagar Colony Hyderabad, Telangana-500073	U40108TG2002PTC038381	Associate	26	2(6)
6	RS India Global Energy Ltd.** GL Business Center, Old Gurgaon Road, Dundahera, Gurgaon, Haryana	U40300HR2008PLC049683	Associate	48	2(6)

\*Associates of PTC India Financial Services Ltd. (subsidiary)

\*\*Associate of PTC Energy Ltd. (subsidiary)

#### IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF									
b) Central Govt.or State Govt.	0	0	0	-	0	0	0	-	-
c) Bodies Corporates	48000000		48000000	16.22	48000000		48000000	16.22	-
d) Bank/FI	0	0	0	-	0	0	0	-	-
e) Any other	0	0	0	-	0	0	0	-	-
									-
<b>SUB TOTAL:(A) (1)</b>	48000000	0	48000000	16.22	48000000	0	48000000	16.22	-
									-
(2) Foreign									
a) NRI- Individuals		0		-		0	0	-	-
b) Other Individuals	0	0	0	-	0	0	0	-	-
c) Bodies Corp.	0	0	0	-	0	0	0	-	-
d) Banks/FI	0	0	0	-	0	0	0	-	-
e) Any other...	0	0	0	-	0	0	0	-	-
									-
<b>SUB TOTAL (A) (2)</b>	0	0	0	-	0	0	0	-	-
<b>Total Shareholding of Promoter</b>	48000000	0	48000000	16.22	48000000	0	48000000	16.22	-
<b>(A)= (A)(1)+(A)(2)</b>									
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	45030912		45030912	15.21	42827045		42827045	14.47	(0.74)
b) Banks/FI	27665044		27665044	9.35	5542081		5542081	1.87	(7.47)
C) Central govt	0	0	0	-	0	0	0	-	-
d) State Govt.		0		-		0		-	-
e) Venture Capital Fund	0	0	0	-	0	0	0	-	-
f) Insurance Companies	56286009		56286009	19.02	49781046		49781046	16.82	(2.20)
g) FIIS	60725676		60725676	20.51	82949644	0	82949644	28.02	7.51
h) Foreign Venture Capital Funds	0	0	0	-	0	0	0	-	-
i) Others (specify)- Other Insurance Companies		0		-		0		-	-
<b>SUB TOTAL (B)(1):</b>	189707641	0	189707641	64.09	181099816	0	181099816	61.18	(2.91)
(2) Non Institutions									
a) Bodies corporates									
i) Indian**	11369833	10000000	21369833	7.22	13422421	10000000	23422421	7.91	0.69
ii) Overseas	0	0	0	-	0	0	0	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs**	28251375	28041	28279416	9.55	34525258	28664	34553922	11.67	2.12
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	6675236	0	6675236	2.26	6499043	0	6499043	2.20	(0.06)



c) Others (specify)									
Trust & Foundations	70576	0	70576	0.02	56400	0	56400	0.02	(0.00)
Cooperative Societies	0	0	0	-	0	0	0	-	-
Educational Institutions	0	0	0	-	0	0	0	-	-
Non Resident Individual	1905619	0	1905619	0.64	2376719	0	2376719	0.80	(0.16)
Foreign Companies	0	0	0	-	0	0	0	-	-
OCBs	0	0	0	-	0	0	0	-	-
				-				-	-
SUB TOTAL (B)(2):	48272639	10028041	58300680	19.70	56879841	10028664	66908505	22.60	2.59
Total Public Shareholding (B)= (B)(1)+(B)(2)	237980280	10028041	248008321	83.78	237979657	10028664	248008321	83.78	-
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
									-
Grand Total (A+B+C)	285980280	10028041	296008321	100.00	285979657	10028664	296008321	100.00	-

(ii) SHARE HOLDING OF PROMOTERS

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	National Hydroelectric Power Corporation Ltd.	12000000	4.05	0	12000000	4.05	0	-
2	NTPC Limited	12000000	4.05	0	12000000	4.05	0	-
3	Power Finance Corporation Ltd.	12000000	4.05	0	12000000	4.05	0	-
4	Power Grid Corporation of India Ltd.	12000000	4.05	0	12000000	4.05	0	-
	Total	48000000	16.22	0	48000000	16.22	0	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)

Sl. No.	Share holding at the beginning of the Year	Cumulative Share holding during the year	
	No. of Shares	% of total shares of the company	
At the beginning of the year	48000000	16.22	48000000
			16.22
At the end of the year	48000000	16.22	48000000
			16.22

(v) Shareholding of Directors & Key Managerial Personnel

Sl. No	For Each of the Directors & KMP	Shareholding at beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Shri Deepak Amitabh				
	At the beginning of the year	79557			
	Date wise increase/ decrease in share holding during the year specifying the reasons for increase/ decrease	-			
	At the end of Year	79557			
2	Shri Rajib Kumar Mishra	-	-	-	-
	At the beginning of the year	1000	-	-	-
	Date wise increase/ decrease in share holding during the year specifying the reasons for increase/ decrease	800	-	-	-
	At the end of Year	1800	-	-	-

3	Shri Arun Kumar				
	At the beginning of the year	229961	0.08		
	Date wise increase/ decrease in share holding during the year specifying the reasons for increase/ decrease				
	4th June 2014	-20000		209961	
	5th June 2014	-14000		195961	
	9th June 2014	-25000		170961	
	10th June 2014	-20900		150061	
	18th November 2014	-50000		100061	
	19th November 2014	-30000		70061	
	At the end of Year			70061	0.02
4	Shri Rajiv Maheshwari				
	At the beginning of the year	-	-	-	-
	Date wise increase/ decrease in share holding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of Year	-	-	-	-

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

(Rs./crore)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
Additions				
Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

Nil

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

(Rs./crore)

Particulars of Remuneration	Name of the MD/WTD/Manager		Total
Gross salary	Sh. Deepak Amitabh	Sh.Rajib Kumar Mishra	
	CMD	WTD	
(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	0.903	0.0589285	0.9619285
(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.0409266	0.0022841	0.0432107
(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
Stock option	0	0	0
Sweat Equity	0	0	0

Commission	0	0	0
as % of profit	0	0	0
others (specify)	0	0	0
Others, please specify	0.03969	0.0031821	0.0428721
Total (A)	0.9836166	0.0643947	1.0480113
Ceiling as per the Act	Rs. 33.57 crore (10% of total profit of ₹ 335.73 crore)		

**B. Remuneration to other directors:**

Sl. No	Particulars of Remuneration	Name of the Directors							Total Amount
1	Independent Directors	Shri Dharendra Swarup	Shri Dipak Chatterjee	Shri H.L.Bajaj		Shri S Balachandran	Shri Ved Kumar Jain	Shri Anil Razdan	
	(a) Fee for attending board committee meetings	0.06	0.07	0.03		0.06	0.06	0.04	0.32
	(b) Commission	0.00	0.00	0.00		0.00	0.00	0.00	0
	(c) Others, please specify	0.00	0.00	0.00		0.00	0.00	0.00	0
	Total (1)	0.06	0.07	0.03		0.06	0.06	0.04	0.32
2	Other Non Executive Directors*	Shri D P Bharagava	Shri I J Kapoor	Shri M K Goel	Shri R P Singh	Shri Hemant Bhargava			
	(a) Fee for attending board committee meetings	0.02	0.03	0.01	0.02	0.02			0.10
	(b) Commission	0	0	0	0	0.00			0.00
	(c) Others, please specify.	0	0	0	0	0.00			0.00
	Total (2)	0.02	0.03	0.01	0.02	0.02			0.10
	Total (B)=(1+2)	0.42							
	Total Managerial Remuneration	1.47							
	Overall Ceiling as per the Act.	Rs. 36.93 crore (11% of total profit of ₹ 335.73 crore)							

\*Paid to respective nominee companies

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WT D**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
1	Gross Salary	CFO	Company Secretary	Total
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0.39	0.28	0.67
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.02	0.05	0.07
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others, specify	0	0	0
5	Others, please specify	0.01	0.01	0.02
	Total	0.42	0.34	0.76

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Detail of Top 11 Shareholders & Promoters as on 31-03-15 transactions during the period of 01-04-14 to 31-03-15

			Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)		Category	PAN
S. No	Folio No	Name									
			No of Shares at the Beginning (01-04-14) /end of the Yearv (31-03-15)	% of total shares of the Company				No of Shares at the Beginning (01/04/14)/ end of the Year(31/03/15)	% of total shares of the Company		
1	IN30081210000012	LIFE INSURANCE CORPORATION OF INDIA	27985692	9.45	31/03/2014					Others	AAACL0582H
				9.86	29/08/2014	1200000	Transfer	29185692	9.86	Others	
				10.13	05/09/2014	800000	Transfer	29985692	10.13	Others	
			29985692	10.13	31/03/2015	0				Others	
2	IN30016710049887	IDFC PREMIER EQUITY FUND	12000000	4.05	31/03/2014					Others	AAETS9556K
				5.07	30/09/2014	3000000	Transfer	15000000	5.07	Others	
				5.37	06/02/2015	903000	Transfer	15903000	5.37	Others	
				5.63	06/03/2015	750000	Transfer	16653000	5.63	Others	
			16653000	5.63	31/03/2015	0				Others	
3	IN30016710014466	RELIANCE CAPITAL TRUSTEE CO. LTD. A/C RELIANCE DIVERSIFIED POWER SECTOR FUND	13196148	4.46	31/03/2014					Others	AAATR0090B
				4.12	25/04/2014	-1000000	Transfer	12196148	4.12	Others	
				3.95	28/11/2014	-500000	Transfer	11696148	3.95	Others	
			11696148	3.95	31/03/2015					Others	

4	IN30005410076881	GOVERNMENT PENSION FUND GLOBAL	0	0	31/03/2014					Others	AACCN1454E
				3.83	21/11/2014	11322892	Transfer	11322892	3.83	Others	
			11322892	3.83	31/03/2015	0				Others	
5	IN30012611179789	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	19708562	6.66	31/03/2014					Others	AAACH8755L
				6.68	04/04/2014	69436	Transfer	19777998	6.68	Others	
				6.43	11/04/2014	-752945	Transfer	19025053	6.43	Others	
				6.41	18/04/2014	-42683	Transfer	18982370	6.41	Others	
				6.36	09/05/2014	-152308	Transfer	18830062	6.36	Others	
				6.14	16/05/2014	-644222	Transfer	18185840	6.14	Others	
				6.05	23/05/2014	-283992	Transfer	17901848	6.05	Others	
				5.85	30/05/2014	-572272	Transfer	17329576	5.85	Others	
				5.34	13/06/2014	-1525290	Transfer	15804286	5.34	Others	
				5.33	20/06/2014	-25034	Transfer	15779252	5.33	Others	
				5.33	30/06/2014	1570	Transfer	15780822	5.33	Others	
				5.27	11/07/2014	-170938	Transfer	15609884	5.27	Others	
				5.28	18/07/2014	13536	Transfer	15623420	5.28	Others	
				5.28	01/08/2014	16954	Transfer	15640374	5.28	Others	
				5.27	14/11/2014	-36481	Transfer	15603893	5.27	Others	
				4.36	21/11/2014	-2700000	Transfer	12903893	4.36	Others	
				4.36	05/12/2014	145	Transfer	12904038	4.36	Others	
				4.36	12/12/2014	29	Transfer	12904067	4.36	Others	
				4.36	19/12/2014	27	Transfer	12904094	4.36	Others	
				4.36	31/12/2014	47	Transfer	12904141	4.36	Others	
				4.36	02/01/2015	107	Transfer	12904248	4.36	Others	
				4.36	16/01/2015	33	Transfer	12904281	4.36	Others	
				4.3	06/02/2015	-167848	Transfer	12736433	4.3	Others	
				3.96	27/02/2015	-1010384	Transfer	11726049	3.96	Others	
				3.93	06/03/2015	-82283	Transfer	11643766	3.93	Others	
				3.87	13/03/2015	-199279	Transfer	11444487	3.87	Others	
				3.57	27/03/2015	-888134	Transfer	10556353	3.57	Others	
			10556353	3.57	31/03/2015	0				Others	
6	IN30005410054081	KUWAIT INVESTMENT AUTHORITY FUND 225	3366040	1.14	31/03/2014					Others	AAATK3858Q
				1.28	30/05/2014	411638	Transfer	3777678	1.28	Others	
				1.69	30/01/2015	1218353	Transfer	4996031	1.69	Others	
				2.41	13/02/2015	2141348	Transfer	7137379	2.41	Others	
				2.37	06/03/2015	-117957	Transfer	7019422	2.37	Others	
			7019422	2.37	31/03/2015	0				Others	



7	IN30014210645506	BRITISH COLUMBIA INVESTMENT MANAGEMENT CORPORATION A/C EMERGING MARKETS EQUITY FUNDS	4094056	1.38	31/03/2014					Others	AABTB3889P
				1.46	11/07/2014	220901	Transfer	4314957	1.46	Others	
				1.52	18/07/2014	172579	Transfer	4487536	1.52	Others	
			4487536	1.52	31/03/2015	0				Others	
8	IN30016710038774	THE WELLINGTON TRUST COMPANY NATIONAL ASSOCIATION MULTIPLE COMMON TRUST FUNDS TRUST EMERGING MARKETS LOCAL EQUITY PORTFOLIO	0	0	31/03/2014					Others	AAATW1456C
				0.12	21/11/2014	364089	Transfer	364089	0.12	Others	
				0.51	28/11/2014	1151368	Transfer	1515457	0.51	Others	
				0.57	05/12/2014	171247	Transfer	1686704	0.57	Others	
				0.81	31/12/2014	713019	Transfer	2399723	0.81	Others	
				0.93	30/01/2015	343757	Transfer	2743480	0.93	Others	
				1.18	13/02/2015	750684	Transfer	3494164	1.18	Others	
				1.23	20/02/2015	134340	Transfer	3628504	1.23	Others	
				1.45	27/02/2015	654531	Transfer	4283035	1.45	Others	
				1.49	06/03/2015	113813	Transfer	4396848	1.49	Others	
			4396848	1.49	31/03/2015	0				Others	
9	IN30005410009159	COLONIAL FIRST STATE INVESTMENTS LIMITED AS RESPONSIBLE ENTITY FOR THE COMMONWEALTH SPECIALIST FUND 4	0	0	31/03/2014					Others	AAATC5667R
				0.16	18/04/2014	486000	Transfer	486000	0.16	Others	
				0.68	25/04/2014	1535584	Transfer	2021584	0.68	Others	
				1.23	21/11/2014	1625000	Transfer	3646584	1.23	Others	
				1.34	27/02/2015	328004	Transfer	3974588	1.34	Others	
				1.48	06/03/2015	406863	Transfer	4381451	1.48	Others	
			4381451	1.48	31/03/2015	0				Others	
10	IN30005410040054	DIMENSIONAL EMERGING MARKETS VALUE FUND	3851423	1.3	31/03/2014					Others	AACCD1578M
				1.31	18/07/2014	36135	Transfer	3887558	1.31	Others	
				1.33	08/08/2014	57045	Transfer	3944603	1.33	Others	
				1.35	15/08/2014	54661	Transfer	3999264	1.35	Others	
				1.39	12/09/2014	120381	Transfer	4119645	1.39	Others	
				1.42	20/03/2015	96607	Transfer	4216252	1.42	Others	
				1.45	27/03/2015	90473	Transfer	4306725	1.45	Others	
			4340004	1.47	31/03/2015	33279	Transfer			Others	

11	IN30016710082958	PLATGL	937710	0.32	31/03/2014					Others	AAATT9387R
				0.4	04/04/2014	250000	Transfer	1187710	0.4	Others	
				0.91	11/04/2014	1516550	Transfer	2704260	0.91	Others	
				1	27/02/2015	262996	Transfer	2967256	1	Others	
				1.2	06/03/2015	573830	Transfer	3541086	1.2	Others	
			3541086	1.2	31/03/2015	0				Others	
12	1601010000229216	POWER GRID CORPORATION OF INDIA LIMITED	12000000	4.05	31/03/2014					Promoters	AAACP0252G
			12000000	4.05	31/03/2015		Nil			Promoters	
13	IN30267931033710	NATIONAL HYDROELECTRIC POWER CORPORATION LIMITED	12000000	4.05	31/03/2014					Promoters	AAACN0149C
			12000000	4.05	31/03/2015		Nil			Promoters	
14	IN30134820014174	POWER FINANCE CORPORATION LTD	12000000	4.05	31/03/2014					Promoters	AAACP1570H
			12000000	4.05	31/03/2015		Nil			Promoters	
15	IN30133020025755	NTPC LIMITED	12000000	4.05	31/03/2014					Promoters	AAACN0255D
			12000000	4.05	31/03/2015		Nil			Promoters	

For and on behalf of the Board  
PTC India Limited

Chairman & Managing Director  
DIN: 01061535

Place: New Delhi  
Date: 05.08.2015

## SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2015

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,  
The Members,  
**PTC INDIA LIMITED**

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

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Compliances/ processes/ systems under other applicable Laws to the Company are being verified on the basis of periodic certificate submitted to the Board of Directors of the Company.

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

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India (Not applicable for the Audit period).
- (b) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

*Company's Board composition needs to be in line with Clause 49 (II) of the Listing Agreement as effective from 01<sup>st</sup> October, 2014.*

In terms of Section 178(2) of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall carry out evaluation of every director's performance.

**I further report that** the Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Generally, adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws.

For Agarwal S. & Associates,  
Company Secretaries,

(Sachin Agarwal)  
FCS No. : 5774  
C.P No. : 5910

Place: New Delhi  
Date: July 27, 2015

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

"Annexure A"

To,  
The Members,  
PTC India Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Agarwal S. & Associates,  
Company Secretaries,

(Sachin Agarwal)  
FCS No. : 5774  
C.P No. : 5910

Place: New Delhi  
Date: July 27, 2015

## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

PTC India Limited  
2nd Floor, NBCC Tower,  
15 Bhikaji Cama Place  
New Delhi-110066

We have examined the compliance of conditions of Corporate Governance by PTC India Limited, for the year ended on March 31, 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s) in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the Compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement except the following:

1. Company's Board composition needs to be in line with Clause 49(II) of the Listing Agreement as effective from October 1, 2014.

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

For Ashish Kapoor & Associates  
Company Secretaries  
Sd/-

New Delhi, August 5, 2015

Ashish Kapoor  
Proprietor  
Membership No. F 8002

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## CEO & CFO CERTIFICATE

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2015 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i) Significant changes in internal control over financial reporting during the year;
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

sd/-  
CFO

sd/-  
CEO

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



## INDEPENDENT AUDITOR'S REPORT

To The Members of PTC India Limited

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **PTC INDIA LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

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

### Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the

information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraph 3 & 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. 14 (c) and Note No. 27 (c) (i) to the financial statements.
    - ii. The company has long term contracts as at 31<sup>st</sup> March, 2015 for which there were no material foreseeable losses. As informed to us that the company did not have any derivative contracts.
    - iii. There has been no delay in transferring amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For K.G. Somani & Co.  
Chartered Accountants  
Firm Registration No: 006591N  
(Bhuvnesh Maheshwari)  
Partner  
Membership No.- 088155

Place: New Delhi  
Date: 28th May 2015

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in our Report of even date on the Accounts of PTC India Limited for the year ended on 31st March 2015)

- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) According to the explanations given to us, all the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the Company and the nature of its assets and no material discrepancy was noticed on such verification as compared to book records.
- (ii) The Company is in the business of power. Accordingly it does not hold any physical inventories. Thus, paragraph 3 (ii) of the order is not applicable.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii) (a) and (b) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly, the provision of clause 3(v) of the Order is not applicable to the Company.
- (vi) We have broadly reviewed the records maintained by the Company for generation of power pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether these are accurate and complete.
- (vii) a) The Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities and there were no outstanding, at the year end, for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the dues of income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of a dispute and the forum where the dispute is pending are as follows:

Statute	Nature of Dues	Period to which the Amount Relates	Amount Involved (₹ In Crores)	Forum where Dispute is Pending
Income Tax Act, 1961	Income Tax	AY 2007-08	0.01	ITAT Delhi

Statute	Nature of Dues	Period to which the Amount Relates	Amount Involved (₹ In Crores)	Forum where Dispute is Pending
Income Tax Act, 1961	Penalty	AY 2007-08	0.01	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2008-09	0.95	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2009-10	1.47	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2009-10	1.47	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2010-11	1.48	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2010-11	1.48	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2011-12	0.05	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2012-13	88.73	Commissioner of Income Tax (Appeal)
Customs Act, 1962	Custom Duty	FY 2012-13	17.16	CESTAT, Bangalore

- c) In our opinion and according to the information and explanations given to us, the amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a bank. The Company does not have any loan from any financial institution and has not issued any debentures.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, the provision of clause 3(x) of the order is not applicable to the Company.
- (xi) According to the information and explanations given to us, the Company did not have any term loans outstanding during the year.
- (xii) During the course of our examination of the books of account 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, noticed or reported during the year, nor have we been informed of such case by the management.

For K.G. Somani & Co.  
Chartered Accountants  
Firm Registration No: 006591N

(Bhuvnesh Maheshwari)  
(Partner)

Membership No.: 088155

Place: New Delhi  
Date: 28th May 2015

## BALANCE SHEET AS AT 31ST MARCH, 2015

(₹ in crore)

S. No.	Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Shareholders' funds</b>			
	(a) Share capital	2	296.01	296.01
	(b) Reserves and surplus	3	2,342.55	2,212.40
			<b>2,638.56</b>	<b>2,508.41</b>
(2)	<b>Non-current liabilities</b>			
	(a) Long-term provisions	5	2.64	2.48
			<b>2.64</b>	<b>2.48</b>
(3)	<b>Current liabilities</b>			
	(a) Trade payables	6	1,620.71	1,085.67
	(b) Other current liabilities	7	33.97	48.67
	(c) Short-term provisions	8	81.64	69.61
			<b>1,736.32</b>	<b>1,203.95</b>
	<b>Total</b>		<b>4,377.52</b>	<b>3,714.84</b>
<b>II.</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	9	26.45	29.19
	(ii) Intangible assets	10	0.78	0.78
	(iii) Capital work-in-progress		-	0.08
	(b) Non-current investments	11	877.33	912.98
	(c) Deferred tax assets (net)	4	6.44	6.31
	(d) Long-term loans and advances	12	16.11	12.92
			<b>927.11</b>	<b>962.26</b>
(2)	<b>Current assets</b>			
	(a) Current investments	13	576.76	46.87
	(b) Trade receivables	14	2,515.10	2,085.69
	(c) Cash and bank balances	15	279.55	544.66
	(d) Short-term loans and advances	16	78.51	69.70
	(e) Other current assets	17	0.49	5.66
			<b>3,450.41</b>	<b>2,752.58</b>
	<b>Total</b>		<b>4,377.52</b>	<b>3,714.84</b>

Summary of significant accounting policies

1

The accompanying notes are integral part of the financial statements

As per our report of even date attached  
For K G Somani & Co.  
Chartered Accountants  
Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra  
Director  
DIN 06836268

(Arun Kumar)  
Executive Director & CFO

(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

(Rajiv Maheshwari)  
Company Secretary

Date: May 28, 2015  
Place: New Delhi

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in crore)

S. No.	Particulars	Note No.	For the year ended 31.03.2015	For the year ended 31.03.2014
I.	Revenue from operations	18	13,081.65	11,510.71
II.	Other income	19	67.71	54.34
III.	<b>Total Revenue (I + II)</b>		<b>13,149.36</b>	<b>11,565.05</b>
IV.	<b>Expenses:</b>			
	Purchases	20	12,695.44	10,964.00
	Change in inventories		-	18.31
	Rebate on sale of power		63.59	96.49
	Operating Expenses (Refer Note No. 27 (k))		3.32	68.02
	Employee benefits expense	21	19.88	15.46
	Finance costs	22	0.96	2.75
	Depreciation and amortization expense	9 & 10	4.16	4.20
	Other expenses	23	28.51	35.49
	<b>Total expenses</b>		<b>12,815.86</b>	<b>11,204.72</b>
V.	<b>Profit before exceptional, prior period items and tax (III-IV)</b>		<b>333.50</b>	<b>360.33</b>
VI.	Exceptional items	24	(32.47)	4.32
VII.	<b>Profit before prior period items and tax (V + VI)</b>		<b>301.03</b>	<b>364.65</b>
VIII.	Prior period items	25	(0.28)	0.43
IX.	<b>Profit before tax (VII-VIII)</b>		<b>301.31</b>	<b>364.22</b>
X.	<b>Tax expense:</b>			
	-Current tax		98.26	115.06
	-Deferred tax (net)		(0.05)	(2.07)
XI.	<b>Profit for the year after tax (IX-X)</b>		<b>203.10</b>	<b>251.23</b>
XII.	<b>Earnings per equity share</b>	26		
	(1) Basic (₹)		6.86	8.49
	(2) Diluted (₹)		6.86	8.49

Summary of significant accounting policies

1

The accompanying notes are integral part of the financial statements

As per our report of even date attached

For K G Somani & Co.

Chartered Accountants

Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)

Partner

M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra

Director

DIN 06836268

(Arun Kumar)

Executive Director & CFO

(Deepak Amitabh)

Chairman & Managing Director

DIN 01061535

(Rajiv Maheshwari)

Company Secretary

Date: May 28, 2015

Place: New Delhi

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(₹ in crore)

Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	301.31	364.22
<b>Adjustment for:</b>		
Depreciation and amortization	4.16	4.20
ESOP expenses	(0.06)	(1.53)
Provision for investment	(0.50)	0.50
Loss on sale of fixed assets	0.03	0.03
Investment in Joint Ventures written off	-	0.01
Excess provision written back	(0.77)	(4.35)
Foreign exchange fluctuation loss / (gain)	(1.22)	6.39
Provision for doubtful debts / advances	0.03	4.90
Provision for diminution in value of long term investment	33.21	-
Miscellaneous income	(0.10)	-
Finance cost	0.96	2.75
Dividend Income	(43.80)	(30.01)
Interest Income	(22.22)	(22.06)
Rental Income	(0.24)	(0.61)
Profit on sale of investment	(0.08)	(1.43)
<b>Operating profit before working capital changes</b>	<b>270.71</b>	<b>323.01</b>
<b>Adjustment for:</b>		
Inventories	-	18.31
Trade receivables	(429.44)	53.55
Loans and advances	(9.00)	(34.40)
Current liabilities	521.93	(5.89)
Provisions	0.45	0.66
Cash generated/(used) from operating activities	<b>354.65</b>	<b>355.24</b>
Direct taxes paid (net)	(96.92)	(121.25)
<b>Net cash generated/(used) from operating activities (A)</b>	<b>257.73</b>	<b>233.99</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest received	27.37	16.70
Dividend received	43.80	30.01
Rent received	0.24	0.61
Purchase of fixed assets	(1.61)	(1.67)
Sale of fixed assets	0.02	0.09
Sale/ (Purchase) of investments (net)	(526.87)	(34.44)
Decrease/(Increase) in term deposits	315.02	(345.02)
<b>Net cash generated/ (used) in investing activities (B)</b>	<b>(142.03)</b>	<b>(333.72)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance cost paid	(2.39)	(1.05)
Dividend paid (including dividend tax)	(63.53)	(53.12)
<b>Cash flow generated/(used) from financing activities (C)</b>	<b>(65.92)</b>	<b>(54.17)</b>
<b>Net increase/ (use) in cash and cash equivalents (A+B+C)</b>	<b>49.78</b>	<b>(153.90)</b>
Cash and cash equivalents (opening balance)	198.90	352.80
Cash and cash equivalents (closing balance)	248.68	198.90



**Notes:**

**1. Cash and cash equivalents include**

Cash on hand (including foreign currency)	0.01	-
Current accounts	165.97	23.20
Term deposits (original maturity period upto 3 months)	82.70	175.70
<b>Cash and cash equivalents at the year end (a)</b>	<b>248.68</b>	<b>198.90</b>
<b>Other bank balances</b>		
-Term deposits (original maturity period more than 3 months)	30.00	345.02
-Dividend accounts	0.87	0.74
<b>Other bank balances at the year end (b)</b>	<b>30.87</b>	<b>345.76</b>
<b>Cash and bank balances at the year end (a)+(b)</b>	<b>279.55</b>	<b>544.66</b>

2. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statements issued by The Companies (Accounting Standards) Rules, 2006.
3. Figures in bracket indicate cash outflow.
4. Previous year's figures have been rearranged/regrouped/reclassified wherever necessary.

As per our report of even date attached  
For K G Somani & Co.  
Chartered Accountants  
Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra  
Director  
DIN 06836268

(Arun Kumar)  
Executive Director & CFO

(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

(Rajiv Maheshwari)  
Company Secretary

Date: May 28, 2015  
Place: New Delhi

## NOTES TO THE FINANCIAL STATEMENTS

### Note No. 1 Summary of significant accounting policies

#### 1 Basis of preparation of Accounts

The financial statements are prepared under the historical cost convention and in accordance with applicable Accounting Standards in India. The financial statements adhere to the relevant presentational requirements of the Companies Act, 2013.

#### 2 Fixed Assets

- i. Fixed Assets are stated at original cost less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses related to acquisition, installation and commissioning. Expenses incurred on tangible/intangible assets are carried forward as capital work in progress at cost till the same are ready for use.
- ii. Depreciation is provided on a pro-rata basis from the day the assets are put to use at written down value as per the useful life prescribed in Part C to Schedule II of the Companies Act, 2013 except for assets costing less than Rs. 5,000 each which are fully depreciated in the year of capitalisation.
- iii. Computer software recognized as intangible asset is amortised on straight line method on pro-rata basis over a period of three years.
- iv. Capital expenditure on assets not owned by the Company is reflected as distinct item in Capital work-in-progress till the period of completion and thereafter in the Fixed Assets and is amortised over a period of three years.
- v. No amortization is provided for in case of leasehold land on perpetual lease. Other Leasehold land are amortised over the lease period.

#### 3 Inventories

Inventories are valued at lower of the cost or net realizable value. The cost of the inventories is determined on first in first out (FIFO) basis.

#### 4 Revenue

- i. Revenue from sale of power is accounted for, based on rates agreed with the beneficiaries, excluding service charges wherever separately indicated in the agreement.
- ii. Service charges include transaction fee charged under the contracts of purchase and supply of power.
- iii. Revenue in the form of Management and/or Success Fee for services rendered in relation to development work of Potential Power Projects is recognised when such fee is assured and determinable under the terms of the respective contract.
- iv. The surcharge on late payment/ non-payment from customers is recognized when no significant uncertainty as to measurability or collectability exists.
- v. Consultancy income is recognized proportionately with the degree of completion of services.
- vi. Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- vii. Dividend is accounted when the right to receive is established.

#### 5 Prepaid and prior-period items

Prepaid and prior-period items up to Rs. 5,000/- are accounted to natural heads of accounts.

#### 6 Employee Benefits

##### i. Short Term Benefits

Employee benefits (other than post employment benefits) which fall due wholly within twelve months after the end of the year in which the employees render the related service are recognized at the amount expected to be paid for it.

##### ii. Post Employment Benefits

##### Defined contribution plans

Liability in respect of defined contribution plans are accounted for to the extent of contributions paid/payable to the separate entity/trust/fund.

#### Defined Benefit plan

- a) Liability in respect of defined benefit plans is accounted for on actuarial valuation basis at the period/year end.
- b) Actuarial gains and losses are recognized in the statement of profit and loss in the year of its occurrence.
- iii. Liability in respect of gratuity, leave encashment and provident fund of employees on deputation with the Company are accounted for on the basis of terms and conditions of deputation of the parent organizations.

#### 7 Foreign Exchange

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Liability / receivables on account of foreign currency are converted at the exchange rates prevailing as at the end of the year and gains / losses thereon are taken to the statement of profit and loss.

#### 8 Employee Stock option based compensation

The excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of the options given to employees under the employee stock option plan is recognize as deferred stock compensation cost and amortized over the vesting period, on a straight line basis.

#### 9 Investments

- i. Long term investments are carried at cost less provision, if any, for permanent diminution in the value of such investments. Short term investments are carried at lower of cost or fair value.
- ii. Equity stock futures are recognized at the end of the period/year in the books to the extent of initial/Mark to Market margin paid/received. Equity stock futures are carried at cost where they are used as an instrument for hedging and independent open positions of equity stock future are being carried at lower of cost or fair value.
- iii. Equity index/stock options are recognized at the end of the period/year in the books to the extent of premium paid. Equity index/stock options are carried at cost where they are used as an instrument for hedging and independent open positions of equity index/stock options are being carried at lower of cost or fair value.

#### 10 Earnings per Share

In determining basic earnings per share, the Company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period/year. In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period/year are adjusted for the effect of all dilutive potential equity shares.

#### 11 Provisions and Contingencies

A provision is recognized when the Company has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### 12 Income Tax

Provision for current tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961. Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized on unabsorbed depreciation and carry forward of losses based on virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

### 13 Impairment of Assets

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

### 14 Use of Estimates

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, revenues and expenses and disclosures relating to the contingent liabilities. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

## Note No. 2- SHARE CAPITAL

### a) Share Capital

Particulars	As at 31.03.2015 ₹ in crore	As at 31.03.2014 ₹ in crore
<b>Authorised</b> 750,000,000 (previous year 750,000,000) equity shares of ₹ 10/- each	750.00	750.00
<b>Shares issued, subscribed and fully paid up</b> 296,008,321 (previous year 296,008,321) equity shares of ₹ 10/- each	296.01	296.01

### b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year is as under:-

Particulars	Shares (Nos.)	
	For the year ended 31.03.2015	For the year ended 31.03.2014
Equity shares outstanding at the beginning of the year	296,008,321	296,008,321
Equity shares issued during the year	-	-
Equity shares outstanding at the end of the year	296,008,321	296,008,321

c) The Company has only one class of equity shares having a face value of ₹ 10 each. Each shareholder of equity share is entitled to one vote per share.

d) Shareholders holding more than 5% shares of the Company\*

Name of the shareholders	As at 31.03.2015		As at 31.03.2014	
	No. of shares	%	No. of shares	%
Life Insurance Corporation of India Limited	31,599,606	10.68%	51,995,439	17.57%
HDFC Standard Life Insurance Company Limited	-	0.00%	19,708,562	6.66%
IDFC Premier Equity Fund	16,653,000	5.63%	-	0.00%

\* inclusive of shares held by shareholders through various schemes/its various folios

### e) Shares reserved for issue

Particulars	As at 31.03.2015	As at 31.03.2014
Equity shares for Employee stock options (ESOP)* (Nos.)	65,813	80,471

\*for terms of ESOP, refer note no. 21 (b)

## Note No. 3- RESERVES AND SURPLUS

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>(i) Securities premium account</b>		
Opening balance	1,590.40	1,590.40
<b>Sub total (i)</b>	<b>1,590.40</b>	<b>1,590.40</b>
<b>(ii) Share option outstanding account</b>		
Opening balance	0.38	1.95
Deductions during the year	(0.16)	(1.57)
<b>Sub total (ii)</b>	<b>0.22</b>	<b>0.38</b>
<b>(iii) General reserve</b>		
Opening balance	304.75	229.38
Additions during the year	60.93	75.37
<b>Sub total (iii)</b>	<b>365.68</b>	<b>304.75</b>
<b>(iv) Contingency reserve</b>		
Opening balance	1.05	1.05
<b>Sub total (iv)</b>	<b>1.05</b>	<b>1.05</b>
<b>(v) Surplus being balance in statement of profit &amp; loss</b>		
Opening balance	315.82	206.93
Less: Adjusted in terms of transitional provision of schedule II to the Companies Act 2013 (refer note no.27 (n))	(0.14)	-
Add: Profit for the year	203.10	251.23
<b>Deductions during the year:</b>		
(a) Proposed dividend	(65.12)	(59.20)
(b) Dividend tax on proposed dividend	(7.53)	(7.77)
(c) Transfer to general reserve	(60.93)	(75.37)
<b>Sub total (v)</b>	<b>385.20</b>	<b>315.82</b>
<b>Grand Total (i)+(ii)+(iii)+(iv)+(v)</b>	<b>2,342.55</b>	<b>2,212.40</b>

The Board of Directors in their meeting held on 28 May, 2015 has proposed a dividend of ₹ 2.20 per equity share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

## Note No. 4- DEFERRED TAX ASSETS (NET)

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>(a) Deferred tax liability on account of timing differences in:-</b>		
Depreciation	2.33	2.33
<b>Sub-total (a)</b>	<b>2.33</b>	<b>2.33</b>
<b>(b) Deferred tax asset arising on account of timing differences in:-</b>		
Employee benefits	1.05	0.89
Expenses not allowable for income tax in the current year	6.02	5.91
Provision for doubtful debts / advances / Investment	1.70	1.84
<b>Sub-total (b)</b>	<b>8.77</b>	<b>8.64</b>
<b>Net deferred tax (liabilities)/ Assets (b-a)</b>	<b>6.44</b>	<b>6.31</b>

**Note No. 5- LONG TERM PROVISIONS**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Provision for employee benefits	2.64	2.48
<b>Total</b>	<b>2.64</b>	<b>2.48</b>

**Note No. 6- TRADE PAYABLES**
**a) Trade payables**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Trade payables - micro & small enterprises	-	-
Trade payables - others	1,620.71	1,085.67
<b>Total</b>	<b>1,620.71</b>	<b>1,085.67</b>

- b) Based on the information available with the Company, there are no dues as at March 31, 2015 payable to enterprises covered under "Micro Small and Medium Enterprises Development Act, 2006". As such, no interest is paid/payable by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.

**Note No. 7- OTHER CURRENT LIABILITIES**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Advances from customers	23.65	38.19
Security deposits received	6.66	7.22
Unpaid/ unclaimed dividend	0.87	0.74
Statutory liabilities	0.95	0.80
Other payables-employees	1.84	1.72
<b>Total</b>	<b>33.97</b>	<b>48.67</b>

**Note No. 8- SHORT TERM PROVISIONS**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Proposed dividend-equity shares	65.12	59.20
Dividend distribution tax on proposed dividend	13.26	10.06
Provision for income tax (net of advance tax for income tax ₹ 95.90 crore, previous year NIL)	2.62	-
Provision for employee benefits	0.64	0.35
<b>Total</b>	<b>81.64</b>	<b>69.61</b>

**Note No. 9-FIXED ASSETS-TANGIBLE ASSETS**

(₹ in crore)

Description	Gross block				Depreciation/Amortisation				Net block	
	As at 01.04.2014	Additions	Sales/ Adjustments	As at 31.03.2015	As at 01.04.2014	For the year	Adjustments	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>TANGIBLE ASSETS</b>										
Land										
- Leasehold land - perpetual Lease	3.44	-	-	3.44	-	-	-	-	3.44	3.44
- Leasehold land - others	0.13	-	-	0.13	0.04	0.01	-	0.05	0.08	0.09
Buildings	14.92	-	-	14.92	6.92	0.36	-	7.28	7.64	8.00
Furniture and fixtures	2.72	0.32	(0.12)	2.92	1.79	0.26	(0.04)	2.01	0.91	0.93
Vehicle	0.85	0.24	-	1.09	0.30	0.21	-	0.51	0.58	0.55
Plant and equipment	35.48	-	-	35.48	21.04	1.78	-	22.82	12.66	14.44
Office equipments	4.38	0.73	(0.35)	4.76	2.64	1.14	(0.16)	3.62	1.14	1.74
Capital expenditures not represented by capital asset	0.55	-	-	0.55	0.55	-	-	0.55	-	-
<b>Total</b>	<b>62.47</b>	<b>1.29</b>	<b>(0.47)</b>	<b>63.29</b>	<b>33.28</b>	<b>3.76</b>	<b>(0.20)</b>	<b>36.84</b>	<b>26.45</b>	<b>29.19</b>
Previous year	62.39	0.87	(0.79)	62.47	30.16	3.79	(0.67)	33.28	29.19	

**Note No. 10-FIXED ASSETS-INTANGIBLE ASSETS**

(₹ in crore)

Description	Gross block				Depreciation/Amortisation				Net block	
	As at 01.04.2014	Additions	Sales/ Adjustments	As at 31.03.2015	As at 01.04.2014	For the year	Adjustments	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
Computer software	2.78	0.40	-	3.18	2.00	0.40	-	2.40	0.78	0.78
Membership fee to power exchanges	0.30	-	-	0.30	0.30	-	-	0.30	-	-
<b>Total</b>	<b>3.08</b>	<b>0.40</b>	<b>-</b>	<b>3.48</b>	<b>2.30</b>	<b>0.40</b>	<b>-</b>	<b>2.70</b>	<b>0.78</b>	<b>0.78</b>
Previous year	2.36	0.72	-	3.08	1.89	0.41	-	2.30	0.78	

- i) Adjustments includes ₹ 0.22 crore on account of transitional provision of Schedule II to the Companies Act 2013 (refer note no. 27(n)).
- ii) The management is of the opinion that no case of impairment of assets exists under the provision of Accounting Standard (AS)-28 on Impairment.

# Note No. 11- NON CURRENT INVESTMENTS

## a) Non current investment

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2015	Quantity as at 31.03.2014	Amount as at 31.03.2015	Amount as at 31.03.2014
<b>Long term trade investments - Quoted (At cost)</b>					
Equity shares- fully paid up					
Subsidiary company					
- PTC India Financial Services Limited	10	337,250,001	337,250,001	446.00	446.00
<b>Long term trade investments - Unquoted (At cost)</b>					
Equity shares- fully paid up					
Subsidiary company					
- PTC Energy Limited (Wholly Owned)	10	55,000,000	55,000,000	55.00	55.00
Associate companies					
- Krishna Godavari Power Utilities Limited#	10	37,548,700	37,548,700	37.55	37.55
- Athena Energy Ventures Private Limited* (shown under the sub head "other company" below)	10	-	150,000,000	-	150.00
Other companies					
- Teesta Urja Limited** (Refer note no. 27 (o))	10	180,051,706	224,015,000	180.37	224.33
(Provision for diminution in value) (refer note no.13)		-	-	(26.69)	-
- Chenab Valley Power Projects Private Limited	10	100,000	100,000	0.10	0.10
- Athena Energy Ventures Private Limited*	10	150,000,000	-	150.00	-
<b>Long term non trade investments - Quoted (At cost)</b>					
Mutual funds					
- 'UTI- Fixed Interval Fund Annual Interval Plan III- Direct Growth Fund	10	3,036,394	-	5.00	-
- 'HDFC FMP 372D October 2013 (1) Series 28- Direct- Growth	10	10,000,000	-	10.00	-
- 'Reliance Interval Fund II Series 3 Direct Growth Fund	10	20,000,000	-	20.00	-
<b>Total</b>				<b>877.33</b>	<b>912.98</b>
Aggregate market value of quoted non current investments				1,903.10	477.21
Aggregate cost of quoted non current investments				481.00	446.00
Aggregate cost of unquoted non current investments				423.02	466.98
Aggregate provision for diminution in value of unquoted non current investments				26.69	-

# Progress of the Project is under review.

\* Ceased to be an associate

\*\* 43963294 shares in Teesta Urja Limited have been shown under "Current Investments"

(b) The Company has pledged, in favour of Power Finance Corporation Limited (PFC) , 77,77,500 Equity Shares of ₹ 10 each at par held by it in M/s. Krishna Godavari Power Utilities Limited (KGPUL) along with the promoter of KGPUL to comply with the lending requirements of PFC for loan taken by KGPUL.

## Note No. 12- LONG TERM LOANS AND ADVANCES

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Unsecured, considered good</b>		
Loans and advances to employees	0.81	0.85
Interest accrued but not due	0.43	0.41
Capital advances	0.38	0.14
Security deposits	1.20	1.20
Advance income tax (net of provision for income tax ₹ 385.94 crore, previous year ₹ 385.94 crore)	13.21	10.23
Advance fringe benefit tax (net of provision for fringe benefit tax ₹ 0.76 crore, previous year ₹ 0.76 crore)	0.06	0.06
Prepaid expenses	0.02	0.03
<b>Total</b>	<b>16.11</b>	<b>12.92</b>

Note No. 13- CURRENT INVESTMENTS

(₹ in crore)

Particulars	Face Value	Quantity as at 31.03.2015	Quantity as at 31.03.2014	Quantity as at 31.03.2015	Quantity as at 31.03.2014
<b>Current maturities of long term non trade investments - Quoted (At cost)</b>					
<b>Mutual funds</b>					
- 'UTI- Fixed Interval Fund Annual Interval Plan III- Direct Growth Fund	10	-	3,036,394	-	5.00
- 'HDFC FMP 372D October 2013 (1) Series 28- Direct- Growth	10	-	10,000,000	-	10.00
- 'Reliance Interval Fund II Series 3 Direct Growth Fund	10	-	20,000,000	-	20.00
<b>Long term trade investments expected to be realized within 12 months - unquoted (At cost)</b>					
- Teesta Urja Limited* (refer note no. 27 (o))	10	43,963,294	-	43.96	-
(Provision for diminution in value) (refer note no.11)			-	(6.52)	-
<b>Short term investment- non trade (Quoted) (At cost or fair value whichever is lower))</b>					
<b>Mutual funds</b>					
- Reliance Short Term Fund- Growth	10	19,036,308	-	50.00	-
- Birla Sunlife Short Term Fund-DDR	10	4,781,586	-	5.59	-
- Franklin India Low Duration Fund Direct-(G)	10	29,632,556	-	45.00	-
- Birla Sunlife Treasury Optimizer Fund - Growth	100	2,895,293	-	50.00	-
- 'Birla Sun Life Fixed Term Plan Series CW Growth	10		4,447,308		5.19
- 'Birla Active Debt Multi Manager FOF Scheme Direct Plan Dividend	10	4,545,108	4,472,237	5.40	4.82
- Reliance Liquid Fund-Cash Plan- Growth	1000	24,617	-	5.50	-
- Reliance Liquid Fund-Treasury Plan- (G)	1000	73,326	-	25.00	-
- Kotak Liquid Scheme Plan A (G)	1000	176,417	-	50.00	-
- SBI Magnum Insta Cash Fund Direct-(G)	1000	96,971	-	30.00	-
- HDFC Liquid Fund - Direct - (G)	10	9,058,037	-	25.00	-
- Canara Robeco Liquid Fund - Direct - (G)	1000	89,728	-	15.25	-
- ICICI Prudential Money Market Fund- Direct (G)	100	2,098,158	-	40.58	-
- JP Morgan India Treasury Fund - Growth	10	5,475,012	-	10.00	-
- ICICI Prudential Savings Fund- Growth	100	2,176,022	-	45.00	-
- ICICI Prudential Flexible Income Fund- Direct (G)	100	2,091,252	-	55.00	-
- IDFC Money Manager Fund (G)	10	14,458,180	-	32.00	-
- HDFC Banking & PSU Fund Direct - (G)	10	45,404,164	-	50.00	-
<b>Short term investment- non trade (Unquoted) (At cost)</b>					
<b>Mutual funds</b>					
- Franklin Templeton Money Plus Account	10		1,854,446	-	1.86
<b>Total</b>				<b>576.76</b>	<b>46.87</b>
Aggregate market value of quoted current investments				542.67	46.48
Aggregate cost of quoted current investments				539.32	45.01
Aggregate cost of unquoted current investments				43.96	1.86
Aggregate provision for diminution in value of unquoted non current investments				6.52	-

\*Transferred from non current investments



#### Note No. 14- TRADE RECEIVABLES

##### a) Trade receivables

(₹ in crore)		
Particulars	As at 31.03.2015	As at 31.03.2014
Trade receivables outstanding for a period exceeding six months from the date they become due.		
- Secured, considered good	-	-
- Unsecured, considered good	918.65	510.31
- Unsecured, doubtful	2.90	2.87
Other Trade receivables		
- Secured, considered good	-	-
- Unsecured, considered good	1,596.45	1,575.38
<b>Gross debtors</b>	<b>2,518.00</b>	<b>2,088.56</b>
Less: Provision for doubtful debts	2.90	2.87
<b>Total debtors</b>	<b>2,515.10</b>	<b>2,085.69</b>

- b) Trade receivables are hypothecated to the banks for availing the non- fund based working capital facilities.
- c) Trade receivables include an amount of ₹16.23 Crore due from Tamil Nadu Electricity Board (TNEB) towards compensation claim. The Company considers the said amount as good and recoverable even though TNEB has not accepted the claim of the Company. The matter was referred to the Madras High Court which has appointed a sole arbitrator, which gave the order not in favour of the company. The company has filed the appeal against the said order at Madras High Court and appeal has been admitted.

#### Note No. 15- CASH AND BANK BALANCES

(₹ in crore)		
Particulars	As at 31.03.2015	As at 31.03.2014
Cash and cash equivalents:-		
Cash on hand (including foreign currency)	0.01	-
Balance with banks:-		
-Current accounts	165.97	23.20
-Term deposits (original maturity period upto 3 months)	82.70	175.70
<b>Sub total (i)</b>	<b>248.68</b>	<b>198.90</b>
Other bank balances:-		
-Term deposits (original maturity more than 3 months)	30.00	345.02
-Dividend accounts	0.87	0.74
<b>Sub total (ii)</b>	<b>30.87</b>	<b>345.76</b>
<b>Grand Total (i) +(ii)</b>	<b>279.55</b>	<b>544.66</b>

#### Note No. 16-SHORT TERM LOANS AND ADVANCES

##### a) Short term loans and advances

(₹ in crore)		
Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured, considered good		
Employees loans and advances	0.29	0.36
Security deposit	9.31	8.58
Prepaid expenses	0.72	0.38
Open access advances	43.25	35.61
Advance to trade payables	4.20	4.02
Other advances *	20.74	20.75
Unsecured, considered doubtful		
Advance to trade payables	2.03	2.03
<b>Gross total</b>	<b>80.54</b>	<b>71.73</b>
Less: Provision for doubtful advances to trade payable	2.03	2.03
<b>Total</b>	<b>78.51</b>	<b>69.70</b>

\* includes ₹ 20.48 crore deposited with GUVNL. (refer Note No. 27 (c) (i))

##### b) Loans and advances due from directors-NIL.

#### Note No. 17- OTHER CURRENT ASSETS

(₹ in crore)		
Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured, considered good		
Interest accrued but not due	0.49	5.66
<b>Total</b>	<b>0.49</b>	<b>5.66</b>

#### Note No. 18- REVENUE FROM OPERATIONS

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Sale of electricity	12,892.11	11,038.31
Sale of Coal	-	118.91
Sale of services (Consultancy)	0.65	0.14
Rebate on purchase of power	111.73	132.46
Service charges	16.41	14.46
Surcharge on sale of power (Refer Note No. 27 (k), 27(m))	60.75	206.43
<b>Total</b>	<b>13,081.65</b>	<b>11,510.71</b>

#### Note No. 19- OTHER INCOME

##### a) Other income

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Interest income	22.22	22.06
Dividend	43.80	30.01
Profit from sale of investment		
- on current investments-non trade (net)	0.08	0.25
- on long term investments-non trade (net)	-	1.18
Rental Income	0.24	0.61
Foreign currency fluctuation (net)	1.22	-
Miscellaneous income	0.15	0.23
<b>Total</b>	<b>67.71</b>	<b>54.34</b>

- b) Dividend received from subsidiary company ₹ 33.73 crore (Previous year ₹ 13.49 crore)

#### Note No. 20- PURCHASE

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Purchases of electricity	12,695.44	10,866.17
Purchase of coal	-	97.83
<b>Total</b>	<b>12,695.44</b>	<b>10,964.00</b>

#### Note No. 21- EMPLOYEE BENEFITS EXPENSE

##### a) Employee benefit expenses

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Salaries and wages	17.70	14.81
Contribution to provident fund	0.73	0.61
Gratuity	0.20	0.25
Staff welfare expenses	1.31	1.32
Employee compensation expense (ESOP)	(0.06)	(1.53)
<b>Total</b>	<b>19.88</b>	<b>15.46</b>

- b) The Details of the Employee Stock Options Scheme (ESOP) is given as under:

i) Particulars of scheme

Date of grant	21-Aug-2008, 22-July-2009
Date of board approval	21-Aug-08
Date of shareholders' approval	6-Aug-08
Number of options granted	6,254,023
Method of settlement	Equity
Vesting period	1 to 4 years
Exercise period	5 years from the date of first vesting
Vesting conditions	Employee's continued employment during vesting period (as per clause 10 of the Plan) with the Company or group.

ii) Details of vesting:

Vesting period from the grant date	Vesting schedule
On completion of 1st year	15%
On completion of 2nd year	15%
On completion of 3rd year	30%
On completion of 4th year	40%

iii) The details of activity under the plan have been summarized below:-

Particulars	As at 31.03.2015		As at 31.03.2014	
	Number of shares (Nos)	Weighted average exercise price (₹)	Number of shares (Nos)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	80,471	54.16	732,805	58.93
Forfeited/ surrendered during the year	14,658	64.20	652,334	61.47
Exercised during the year	-	-	-	0.00
Outstanding at the end of the year	65,813	51.92	80,471	54.16
Exercisable at the end of the year	65,813	51.92	80,471	54.16
Weighted average remaining contractual life (in years)	0.30	-	0.39	-

- iv) The details of exercise price for stock options outstanding at the end of the year are as given:-

Particulars	(₹ in crore)	
	For the year ended 31.03.2015	For the year ended 31.03.2014
Range of exercise prices (₹)	10 to 64.20	10 to 42.88
Number of options outstanding	65,813	80,471
Weighted average remaining contractual life of options (in years)	0.30	0.39
Weighted average exercise price (₹)	51.92	54.16

v) Effect of ESOP scheme on profit & loss and financial position:-

a) Effect on profit & loss:-

Particulars	(₹ in crore)	
	Year ended 31.03.2015	Year ended 31.03.2014
Employee compensation cost pertaining to ESOP Plan during the year	(0.06)	(1.53)

b) Effect on financial position:-

Particulars	(₹ in crore)	
	As at 31.03.2015	As at 31.03.2014
Liability for employee stock options outstanding as at the year end	0.22	0.38

- vi) Impact on reported profit and earnings per share, if the employee compensation cost would have been computed using the fair value method:-

Particulars	(₹ in crore)	
	Year ended 31.03.2015	Year ended 31.03.2014
Profit as reported for the year	203.10	251.23
Add: Employee stock compensation under intrinsic value method	(0.06)	(1.53)
Less: Employee stock compensation under fair value method	(0.13)	(3.06)
Pro forma profit	203.17	252.76

vii) Earnings per share (₹)

Particulars	(₹ in crore)	
	Year ended 31.03.2015	Year ended 31.03.2014
Basic		
- As reported	6.86	8.49
- As pro forma	6.86	8.54
Diluted		
- As reported	6.86	8.49
- As pro forma	6.86	8.54

- (viii) The fair value of each stock option issued in the year 2009-10 and 2008-09 has been estimated using Black Scholes Options Pricing model after applying the following key assumptions (weighted value):

Particulars	Options granted in the year 2009-10	Options granted in the year 2008-09
Volatility	52.04%	67.53%
Expected dividend	1.47%	1.23%
Risk free rate of interest	6.80%	9.10%
Option life (years)	6	6
The price of underlying share in the market	81.90	81.36
Fair value per option	46.45	66.18

- c) The disclosures as required by AS-15 (Revised) on Employees Benefits are as under:

i) The amounts recognized in the balance sheet are as follows:

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Present value of obligation	2.22	2.09	0.43	0.34	1.33	1.12
Fair value of plan assets	-	-	-	-	0.71	0.72
Net asset / (liability) recognized in Balance Sheet	(2.22)	(2.09)	(0.43)	(0.34)	(0.62)	(0.40)

- ii) Changes in the present value of obligation representing reconciliation of opening and closing balances thereof are as follows:

(₹ in crore)

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Present value of obligation as at the beginning of the year	2.09	1.77	0.34	0.26	1.12	0.91
Interest cost	0.18	0.14	0.03	0.02	0.10	0.07
Current service cost	0.33	0.30	0.04	0.03	0.20	0.16
Benefits paid	(0.32)	(0.22)	(0.03)	(0.01)	(0.12)	(0.10)
Actuarial (gain)/loss on obligation	(0.06)	0.10	0.05	0.04	0.03	0.08
Present value of obligation as at the end of year	2.22	2.09	0.43	0.34	1.33	1.12

- iii) Changes in the fair value of plan assets are as follows:

(₹ in crore)

Particulars	Gratuity (Funded) As at 31.03.2015	Gratuity (Funded) As at 31.03.2014
Fair value of plan assets as at the beginning of the year	0.72	0.76
Expected return on plan assets	0.06	0.06
Actuarial gain/(loss) on obligation	0.05	-
Contributions	-	-
Benefits paid	(0.12)	(0.10)
Fair value of plan assets as at the end of the year	0.71	0.72

- iv) Percentage of each category of plan assets to total fair value of plan assets as at the end of the year:-

Particulars	Gratuity (Funded) As at 31.03.2015	Gratuity (Funded) As at 31.03.2014
Administered by ICICI Prudential Life Insurance	91.55%	98.61%
Bank balance	8.45%	1.39%

- v) The amounts recognized in the statement of profit and loss for the year are as follows:-

(₹ in crore)

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Current service cost	0.33	0.30	0.04	0.03	0.20	0.16
Interest cost	0.18	0.14	0.03	0.02	0.10	0.07
Expected return on plan assets	-	-	-	-	(0.06)	(0.06)
Net actuarial (gain)/loss recognized in the year	(0.06)	0.10	0.05	0.04	(0.02)	0.08
Expenses recognized in the statement of profit and loss*	0.45	0.54	0.12	0.09	0.22	0.25

\*includes amount recoverable from group companies

The Company expects to contribute ₹ 0.28 crore to gratuity, ₹ 0.08 crore to Post-employment medical benefit and ₹ 0.37 crore to leave encashment in 2015-16.

- vi) Effect of one percentage point change in the assumed inflation rate in case of valuation of benefits under post retirement medical benefits scheme.

(₹ in crore)

Sr. No.	Particulars	One percent point increase in medical inflation rate	One percent point decrease in medical inflation rate
I	Increase/(decrease) on aggregate service and interest cost of post retirement medical benefits	0.01	0.01
II	Increase/(decrease) on present value of defined benefit obligations as at 31 March, 2015	0.06	0.07

- vii) Economic Assumption:

The principal assumptions are the discount rate and salary increase. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of the liabilities and the salary increase takes.

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Discounting rate	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%
Future salary increase	5.50%	6.00%	5.50%	6.00%	5.50%	6.00%
Expected Rate of return on plan assets	N. A.	N. A.	N. A.	N. A.	8.00%	8.00%
Expected average remaining working lives of employees in number of years	22.97	23.73	22.97	23.73	22.97	23.73

- viii) Experience on actuarial gain/ (loss) for benefit obligations and plan assets:

(₹ in crore)

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Experience adjustments on present value of gratuity obligation	(0.031)	(0.090)	(0.079)	(0.071)
Experience adjustments on plan assets of gratuity	0.052	0.001	0.020	(0.004)
Experience adjustments on present value of leave encashment obligation	0.058	(0.100)	0.108	0.233

- ix) Demographic assumptions

(₹ in crore)

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Retirement age	60 years	60 years	60 years	60 years	60 years	60 years
Mortality table	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified
Ages	Withdrawal rates					
upto 30 years	3.00%	3.00%	3.00%	3.00%	3.00%	3.00%
from 31 to 44 years	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%
Above 44 years	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%

Note- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

- x) Details of expenses incurred for defined contribution plans during the year:

(₹ in crore)		
Defined contribution plans	Year ended 31.03.2015	Year ended 31.03.2014
Provident fund	0.73	0.61

**Note No. 22- FINANCE COSTS**

- a) Finance cost

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Interest expense	0.69	1.05
Interest on payment of income tax	0.27	1.70
<b>Total</b>	<b>0.96</b>	<b>2.75</b>

- b) As per Power purchase agreements entered into with the off takers of Chukha and Kurichhu power projects (Bhutan), the interest earned on the term deposits made with commercial banks for the payments received on behalf of these projects is passed back to them. Accordingly interest income as well as expense is accounted for in the books of account.

**Note No. 23- OTHER EXPENSES**

- a) Other expenses

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Rent	0.08	0.08
Repairs to building	2.74	1.12
Repairs to machinery - Wind mill	0.86	0.82
Insurance	0.07	0.07
Rates and taxes	0.69	0.68
Foreign exchange fluctuation (Net)	-	6.39
Auditors' remuneration	0.09	0.10
Provision for diminution in value of investments	(0.50)	0.50
Legal & professional charges	3.55	3.38
Consultancy expenses	4.20	2.90
Advertisement	0.17	0.16
Communication	0.72	0.57
Business development	1.74	0.89
Travelling and conveyance expenses	3.18	3.55
Printing & stationery	0.34	0.31
Fees & expenses to directors	0.42	0.28
Repair & Maintenance - Others	0.61	0.36
Bank charges	3.89	4.57
EDP expenses	0.14	0.15
Books & periodicals	0.02	0.02
Water & electricity expenses	0.65	0.59
Provision for doubtful debts / advances	0.03	4.90
Investment in Joint Ventures written off	-	0.01
Security expenses	0.24	0.21
Property tax	0.08	0.08
Donation	0.03	0.03
Other general expenses	4.28	2.77
Corporate social responsibilities Expenses (CSR)	0.19	-
<b>Total</b>	<b>28.51</b>	<b>35.49</b>

- b) Details of Auditors' Remuneration:

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Statutory audit fees	0.07	0.06
Tax audit fees	0.01	0.01
Other matters	-	0.02
Out of pocket expenses	0.01	0.01
<b>Total</b>	<b>0.09</b>	<b>0.10</b>

\* inclusive of service tax of ₹ 0.01 crore

- c) The Company has taken warehouse and branch office on operating lease . The disclosures as per AS-19 are given as under:-

- i) ₹ 0.08 crore has been debited to the statement of profit and loss (Previous year ₹ 0.08 crore).

- ii) Details of future lease payments

(₹ in crore)		
Particulars	As at 31.03.2015	As at 31.03.2014
Year up to 1 year	0.08	0.08
Years later than 1 year and not later than 5 years	NIL	NIL
Years later than 5 years	NIL	NIL

- d) Corporate Social Responsibilities expenditure (CSR)

(₹ in crore)		
Particulars	As at 31.03.2015	As at 31.03.2014
a) Gross amount required to be spent during the year	4.50	-
b) Amount spent during the year on: - Vocational skills training (paid in cash)	0.19	-
<b>Balance to be spent</b>	<b>4.31</b>	<b>-</b>

**Note No. 24- EXCEPTIONAL ITEMS**

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Profit/ (Loss) on sale of fixed assets (net)	(0.03)	(0.03)
Provision for diminution in value of long term investments (note no.27(o))	(33.21)	-
Excess provision written back	0.77	4.35
<b>Total</b>	<b>(32.47)</b>	<b>4.32</b>

**Note No. 25- PRIOR PERIOD ITEMS**

(₹ in crore)		
Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
Legal & professional charges	0.09	0.03
Service Charges	-	0.72
Application fee/ Misc Income	(0.39)	(0.32)
Others	0.02	-
<b>Total</b>	<b>(0.28)</b>	<b>0.43</b>

**Note No 26- EARNINGS PER EQUITY SHARE**

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Opening equity shares (Nos. in crore)	29.60	29.60
Equity shares issued during the year (Nos. in crore)	-	-
Closing equity shares (Nos. in crore)	29.60	29.60
Weighted average number of equity shares used as denominator for basic earnings (Nos. in crore)	29.60	29.60
Weighted average number of equity shares used as denominator for diluted earnings (Nos. in crore)	29.60	29.60
Net profit after tax used as numerator (Amount in ₹ crore)	203.10	251.23
Basic earnings per share (Amount in ₹)	6.86	8.49
Diluted earnings per share (Amount in ₹)	6.86	8.49
Face value per share (Amount in ₹)	10.00	10.00

**Note No. 27 - OTHER INFORMATION**

- a) The company is in the business of power. Consultancy income and sale/purchase of coal have not been reported separately as the same being insignificant. As such, there are no separate reportable segments as per Accounting Standard -17 on Segment Reporting as notified by the Companies (Accounting Standards) Rules 2006.

- b) Estimated amount of capital commitments:

(₹ in crore)

As at 31.03.2015	As at 31.03.2014
0.38	0.32

- c) Details of contingent liabilities:

- i) Claims against the Company not acknowledged as debt:

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014	Remarks
Claims of suppliers	165.91	132.38	<p>Claims of suppliers include</p> <p>a) ₹ 84.95 Crore pertaining to claim of Himachal Pradesh State Electricity Board. The arbitrator concluded the arbitration in favour of PTC on 31.10.2008. However, HPSEB has contested the award in the High Court of Himachal Pradesh.</p> <p>b) ₹ 43.28 Crore pertaining to compensation bills raised by Gujarat Urja Vikas Nigam Limited (GUVNL). GUVNL filed a petition before GERC for direction of payment. GERC passed order against PTC. PTC filed an appeal before APTEL which had directed PTC to deposit 50% of the amount (₹ 20.48 crore) determined by GERC. APTEL has passed order against PTC. An appeal has been filed in Supreme Court against the order of APTEL, the same has been admitted and granted the stay on the order of APTEL.</p>
Income tax demands	95.64	19.69	
Custom Duty	17.16	17.16	
<b>Total</b>	<b>278.71</b>	<b>169.23</b>	

- ii) Bank guarantees :

(₹ in crore)

As at 31.03.2015	As at 31.03.2014
990.11	993.13

- d) Expenditure in foreign currency (on accrual basis):

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Travelling	0.20	0.29
Consultancy	1.40	0.52
Business promotion	-	0.05
Staff welfare - training exp	-	0.05
Others	-	0.01
<b>Total</b>	<b>1.58</b>	<b>0.92</b>

- e) CIF value of coal import

(₹ in crore)

Year ended 31.03.2015	Year ended 31.03.2014
NIL	92.72

- f) Income earned (Sales) in foreign exchange:

(₹ in crore)

Year ended 31.03.2015	Year ended 31.03.2014
852.79	301.54

- g) The Company has entered into the following related party transactions. Such parties and transactions have been identified as per Accounting Standard 18 "Related Party Disclosures" notified under Companies (Accounting Standards) Rules, 2006.

(₹ in crore)				
Name of Related Party	Influence	Nature of Transaction	Year ended 31.03.2015	Year ended 31.03.2014
NTPC Limited.	Significant Influence	Director sitting fees to nominee directors	0.03	0.03
		Conference Fee	-	0.004
Power Grid Corporation Limited	Significant Influence	Director sitting fees to nominee directors	0.02	0.02
		Club membership fee	0.0009	0.002
		Services received (wheeling charges)	0.04	0.15
Power Finance Corporation Limited	Significant Influence	Director sitting fees to nominee directors	0.01	0.01
		Pledging of shares (Refer note no.11 b)		
NHPC Limited	Significant Influence	Director sitting fees to nominee directors	0.02	0.01
		Electricity traded through IEX (inclusive of Service charges & Service tax)	116.12	10.61
PTC India Financial Services Limited	Subsidiary	Payment of expenses on behalf of the subsidiary	0.20	0.23
		Payment of expenses by the subsidiary on behalf of the Company	0.13	0.17
		Dividend received from subsidiary company	33.73	13.49
		Rental income (including service tax)	-	0.41
PTC Energy Limited	Subsidiary	Payment of expenses etc on behalf of the subsidiary	0.37	1.49
		Transfer of Fixed assets to subsidiary	-	0.004
		Transfer of Fixed assets by subsidiary	0.006	0.002
		Purchase of coal by the Company from the subsidiary (excluding loss on foreign exchange of NIL, previous year ₹ 5.11 crore)	-	93.72
		Rental income (including service tax)	0.27	0.27
Ashmore PTC India Energy Infrastructure Advisors Private Limited@	Joint Venture	Investment written off	-	0.002
Ashmore PTC India Energy Infrastructure Trustee Private Limited@	Joint Venture	Investment written off	-	0.002
Athena Energy Ventures Private Limited #	Associate	Director sitting fees for nominee directors	-	0.010
<b>Key Management Personnel</b>				
Mr. Deepak Amitabh	Chairman & Managing Director	Directors remuneration	0.98	0.79
Dr. Rajib Kumar Mishra *	Director	Directors remuneration	0.06	-
Mr. S. N. Goel **	Director	Directors remuneration	-	0.51

\* Became director w.e.f. 24th February 2015

\*\*ceased to be director on 20th January 2014

@ Dissolved as per High Court Orders.

#### Investment Outstanding

(₹ in crore)			
Name of the company	Relationship	As at 31.03.2015	As at 31.03.2014
PTC Energy Limited	Subsidiary	55.00	55.00
PTC India Financial Services Limited	Subsidiary	446.00	446.00
Athena Energy Ventures Private Limited #	Associate	-	150.00
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55

#### Balance Outstanding

(₹ in crore)				
Name of the company	Relationship	Nature	As at 31.03.2015	As at 31.03.2014
NHPC Limited	Significant Influence	Balance payable	4.62	0.25
NTPC Limited	Significant Influence	Balance payable	-	0.004
Athena Energy Ventures Private Limited #	Associate	Balance recoverable	-	0.002
PTC India Financial Services Limited	Subsidiary	Maximum recoverable balance	0.06	0.38
PTC Energy Limited	Subsidiary	Maximum recoverable balance	0.24	0.24

# ceased to be an associate



- h) Some of the balances of trade payables, trade receivables and advances are subject to confirmation/ reconciliation. Adjustment, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.
- i) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.
- j) Dividend paid to non- resident shareholders (in foreign currency):

Number of shareholders	1,716	1,515
Number of shares held	85,603,887	2,396,222
Dividend remitted ( ₹ in crore)	17.12	0.38
Year to which it relates	2013-14	2012-13

- k) (i) In accordance with the accounting policy, the surcharge recoverable on late/ non-payment of dues by customers is recognized when no significant uncertainty as to measurability or collectability exists. Correspondingly surcharge liabilities on late/ non-payments to the suppliers, in view of the matching concept, is not being recognized in the accounts. The estimated liability in this regard, however is lower than the company's claims from its customers.
- k) (ii) During the year, the company has recognized surcharge of ₹ 60.75 crore (previous year, ₹ 206.43 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹ 3.32 crore (previous year, ₹ 68.02 crore) paid/payable to sundry creditors has been included in "other operating expenses".

- l) Foreign exchange unhedged :

Particulars	As at 31.03.2015		As at 31.03.2014	
	USD (in crore)	Amount (in crore)	USD (in crore)	Amount (in crore)
Sundry debtors	2.48	155.52	2.48	149.20

- m) During the year company has changed its accounting policy to recognize surcharge when no significant uncertainty as to measurability or collectability exists from receipt basis. Due to change in accounting policy, both the Surcharge on sale of power and Trade receivable are higher by ₹ 18.69 Crore and Profit for the year is higher by ₹ 12.34 Crore (net of tax of ₹ 6.35 crore).
- n) The Company has revised depreciation rates on certain fixed assets w.e.f. April 1, 2014 as per useful life specified in schedule II of Companies Act, 2013. Accordingly the company has accounted for additional depreciation charge of ₹ 0.39 crore for the year and ₹ 0.14 crore (net of deferred tax) in opening Retained earning in terms of the transitional provision of said schedule II. Thus, by charging depreciation at the revised depreciation rates, both the profit for the year and fixed assets are lower by ₹ 0.39 crore.
- o) The company is to divest part of its long term investment in Teesta Urja Limited (TUL) so as Government of Sikkim can acquire 51% against its present holding of 26%. On current fundamentals of the project, the share of TUL was valued below the face value and for sale / transfer of such shares, there will be a loss of ₹ 6.52 crore for which a provision has been made in the accounts. On conservative basis the company has further made provision of ₹ 26.69 Crore on the balance of its holding.
- p) The previous year figures have been reclassified / regrouped / rearranged to conform to this year classification, wherever necessary.

As per our report of even date attached  
For K G Somani & Co.  
Chartered Accountants  
Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra  
Director  
DIN 06836268

(Arun Kumar)  
Executive Director & CFO

(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

(Rajiv Maheshwari)  
Company Secretary

Date: May 28, 2015  
Place: New Delhi

## INDEPENDENT AUDITOR'S REPORT

To The Members of PTC India Limited

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **PTC INDIA LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the unaudited financial statements of associates referred to below in the paragraph (b) of "Other matters" the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

#### Emphasis of Matter

We draw attention to the following matters to the consolidated financial statements:

- (a) Para No. (l) (i), (m) of Note No.30 and Note No. 13 regarding provision of Rs. 47.37 crore made against investment in RS India Wind Energy Private Limited (an Associate Company).

- (b) Para No. (l) (ii), (m) of Note No.30 and Note No. 13 regarding provision of Rs. 22.89 crore made against investment in R.S.India Global Energy Limited (an Associate Company).

Our opinion is not modified in respect of this matter.

#### Other Matters

- (a) We did not audit the financial statements / financial information of subsidiaries, whose financial statements / financial information reflect total assets of Rs. 6,799.82 crore (Previous year Rs.5,467.48 crore) as at 31st March, 2015, total revenues of Rs. 823.80 crore (Previous year Rs.686.37 crore) and consolidated net decrease in cash flows amounting to Rs. 2.41 crore (Previous year Rs. 70.83 crore) for the year ended on 31st March, 2015, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other Auditor whose financial statements / financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other Auditors.
- (b) *The consolidated financial statements also include the Group's share of net profit/loss of Rs. Nil for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of associates, Krishna Godavari Power Utilities Limited whose financial statements / financial information have not been audited by their Auditor. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate, is based solely on such unaudited financial statements/ financial information.*
- (c) *The consolidated financial statements also include the Group's share of net profit/loss of Rs. Nil for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of associates, Varam Bio Energy Private Limited, R S India Global Energy Limited and R S India Wind Energy Private Limited whose financial statements / financial information are not available with the "Group". However for the purpose of consolidated financial statements/ financial information, the group has fully provided for diminution in value of net investment in these associates.(also Refer Note 30 (l) (i) & (ii) and Note 30 (m) to the consolidated financial statement.*

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter (a) with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the Auditors' reports on the standalone financial statements of the Holding company audited by us and subsidiary companies audited by other auditors incorporated in India *except for the possible effect of the matter described in "Other matters" paragraph (b) & (c) above.* we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, *except for the possible effect of the matter described in "Other matters" paragraph (b) & (c) above,* we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act

- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us except for the possible effect of the matter described in "Other matters" paragraph (b) & (c) above:
- i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, and its associates- Refer Note No. 17 (c) and Note No. 30 (d) (i) to the consolidated financial statements.
- ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii) There has been no delay in transferring amounts, which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies incorporated in India.

For K.G. Somani & Co.  
Chartered Accountants  
Firm Registration No: 006591N  
(Bhuvnesh Maheshwari)  
Partner  
Membership No.- 088155

Place: New Delhi  
Date: 28th May 2015

#### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 1 under "Report on other legal and regulatory requirements" section of our Report of even date)

- (i) a) The Holding Company and its Subsidiary Companies incorporated in India have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) According to the explanations given to us, all the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the Holding Company and its Subsidiary Companies incorporated in India and the nature of its assets and no material discrepancies were noticed on such verification as compared to book records.
- (ii) Since the Holding Company and its Subsidiary Companies incorporated in India did not have any inventory. Thus, paragraph 3(ii) (a), (b) & (c) of the order are not applicable.
- (iii) According to the information and explanations given to us, the Holding Company and its Subsidiary Companies incorporated in India have not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clauses 3(iii) (a) and (b) of the order are not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Holding Company and its Subsidiary Companies incorporated in India and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system in respect of these areas.
- (v) According to the information and explanations given to us, the Holding Company and its Subsidiary Companies incorporated in India have not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under. Accordingly, the provision of clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the records maintained by the Holding Company incorporated in India for generation of power pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether these are accurate and complete. Further, as per information and explanations given to us, the Central Govt. has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 in respect of Subsidiary Companies.
- (vii) a) The Holding Company and its Subsidiary Companies incorporated in India have been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities and there were no outstanding, at the year end, for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the dues of income tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess which have not been deposited on account of a dispute and the forum where the dispute is pending are as follows:

Statute	Nature of Dues	Period to which the Amount Relates	Amount Involved (₹ In Crores)	Forum where Dispute is Pending
Income Tax Act, 1961	Income Tax	AY 2007-08	0.01	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2007-08	0.01	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2008-09	0.95	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2009-10	1.47	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2009-10	1.47	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2010-11	1.48	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2010-11	1.48	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2011-12	0.05	ITAT Delhi
Income Tax Act, 1961	Income Tax	AY 2012-13	88.73	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2011-12	0.17	Income Tax Appellant Tribunal
Income Tax Act, 1961	Income Tax	AY 2012-13	0.17	CIT (A)
Income Tax Act, 1961	Income Tax	AY 2011-12	12.05	CIT (Appeals)
Customs Act, 1962	Custom Duty	FY 2012-13	17.16	CESTAT, Bangalore

- c) In our opinion and according to the information and explanations given to us, the amount which is required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.
- (viii) The Holding Company and its Subsidiary Companies incorporated in India do not have accumulated losses at the end of the financial year and these have not incurred cash losses in the current and immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Holding Company and its Subsidiary Companies incorporated in India have not defaulted in repayment of dues to financial institutions, banks and debenture holders.
- (x) According to the information and explanations given to us, the Holding Company and its Subsidiary Companies incorporated in India have not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, the provision of clause 3(x) of the order is not applicable.
- (xi) In our opinion and according to the information and explanations given to us, the term loans have been applied by the Holding Company and its Subsidiary Companies incorporated in India during the year for the purposes for which they were obtained.
- (xii) During the course of our examination of the books of account 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 Holding Company and its Subsidiary Companies incorporated in India, noticed or reported during the year except the cases given as below:-

As reported by PTC India Financial Services Limited, a subsidiary company that the matter relating to misrepresentation of facts by the promoters of an Investee Company (M/s R.S. India Wind Energy Private Limited) for inducing the Company to make investment aggregating Rs. 61.12 crores in the concerned Investee Company in earlier years referred to in Note 30(l)(i) and (m) to the consolidated financial statements. We are informed that the company has filed a criminal complaint against the Investee company and its promoters and is taking suitable steps both under civil and criminal law to safeguard its investments and to recover the same. Pending outcome thereof, the Company has fully provided for the diminution in value of investment held in this Associate.

As reported by PTC Energy Limited, a subsidiary company that M/s R.S. India Global Energy Limited (RSIGEL) and its promoters had made several misrepresentations and induced the Company to make investment in RSIGEL. The Company has lodged a complaint with Economic Offence Wing of the Delhi Police and the matter is under investigation. The Company is taking suitable steps under law to safeguard its investments and to recover the same. Pending outcome thereof, the Company has fully provided for the diminution in value of investment held in this Associate. Refer Note 30(l)(ii) and (m) to the consolidated financial statements.

For K.G. Somani & Co.  
Chartered Accountants  
Firm Registration No: 006591N  
(Bhuvnesh Maheshwari)  
Partner  
Membership No.- 088155

Place: New Delhi  
Date: 28th May 2015

Consolidated Balance Sheet as at 31 March, 2015

(₹ in crore)

S. No.	Particulars	Note No.	As at 31.03.2015	As at 31.03.2014
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Shareholders' funds</b>			
	(a) Share capital	2	296.01	296.01
	(b) Reserves and surplus	3	2,786.42	2,612.94
			<b>3,082.43</b>	<b>2,908.95</b>
(2)	<b>Minority interest</b>		574.87	534.04
(3)	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	4	3,764.74	2,352.30
	(b) Deferred tax liabilities (net)	5	1.45	18.51
	(c) Long-term provisions	6	70.82	31.37
			<b>3,837.01</b>	<b>2,402.18</b>
(4)	<b>Current liabilities</b>			
	(a) Short-term borrowings	7	1,159.86	1,417.30
	(b) Trade payables	8	1,623.93	1,089.04
	(c) Other current liabilities	9	275.97	221.44
	(d) Short-term provisions	10	115.43	101.67
			<b>3,175.19</b>	<b>2,829.45</b>
	<b>Total</b>		<b>10,669.50</b>	<b>8,674.62</b>
<b>II.</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	11	46.30	53.11
	(ii) Intangible assets	12	2.98	0.93
	(iii) Capital work-in-progress		-	1.37
	(b) Non-current investments	13	715.89	818.79
	(c) Long-term loans and advances	14	5,502.20	4,544.56
	(d) Other non-current assets	15	34.69	39.23
			<b>6,302.06</b>	<b>5,457.99</b>
(2)	<b>Current assets</b>			
	(a) Current investments	16	576.76	46.87
	(b) Trade receivables	17	2,524.16	2,092.25
	(c) Cash and bank balances	18	341.11	616.78
	(d) Short-term loans and advances	19	287.14	236.01
	(e) Other current assets	20	638.27	224.72
			<b>4,367.44</b>	<b>3,216.63</b>
	<b>Total</b>		<b>10,669.50</b>	<b>8,674.62</b>

Summary of significant accounting policies

1

The accompanying notes are integral part of the financial statements

As per our report of even date attached  
For K G Somani & Co.  
Chartered Accountants  
Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra  
Director  
DIN 06836268

(Arun Kumar)  
Executive Director & CFO

(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

(Rajiv Maheshwari)  
Company Secretary

Date: May 28, 2015  
Place: New Delhi

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

(₹ in crore)

S. No.	Particulars	Note No.	For the year ended 31.03.2015	For the year ended 31.03.2014
I.	Revenue from operations	21	13,901.18	12,099.08
II.	Other income	22	38.01	44.23
III.	<b>Total Revenue (I + II)</b>		<b>13,939.19</b>	<b>12,143.31</b>
IV.	<b>Expenses:</b>			
	Purchases	23	12,712.07	11,001.37
	Change in inventories		-	17.73
	Rebate on sale of power		63.59	96.49
	Contingent provision against standard assets		38.89	16.56
	Operating Expenses (Refer Note No.32 (f))		3.32	68.02
	Employee benefits expense	24	31.06	24.64
	Finance costs	25	418.13	223.70
	Depreciation and amortization expense	11 & 12	8.45	8.54
	Other expenses	26	54.53	48.03
	<b>Total expenses</b>		<b>13,330.04</b>	<b>11,505.08</b>
V.	<b>Profit before exceptional, prior period items and tax (III-IV)</b>		<b>609.15</b>	<b>638.23</b>
VI.	Exceptional items	27	(32.47)	4.29
VII.	<b>Profit before prior period items and tax (V + VI)</b>		<b>576.68</b>	<b>642.52</b>
VIII.	Prior period items	28	(0.28)	0.43
IX.	<b>Profit before tax (VII-VIII)</b>		<b>576.96</b>	<b>642.09</b>
X.	<b>Tax expense:</b>			
	-Current tax		200.56	183.55
	-Deferred tax (net)		(16.97)	8.51
XI.	<b>Profit for the year before share of associates and minority interest</b>		<b>393.37</b>	<b>450.03</b>
	Add: Share of profit/(loss) of associates		-	(5.22)
	Less: Provision for investment in Associates		(67.26)	(3.00)
	Add: Profit on sale of investment in an associates		-	0.06
	Less: Minority interest in profit		(69.85)	(81.03)
	<b>Net profit for the year after share of associates and minority interest</b>		<b>256.26</b>	<b>360.84</b>
XII.	<b>Earnings per equity share</b>	29		
	(1) Basic (₹)		8.66	12.19
	(2) Diluted (₹)		8.66	12.19

Summary of significant accounting policies

1

The accompanying notes are integral part of the financial statements

As per our report of even date attached

For K G Somani & Co.

Chartered Accountants

Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)

Partner

M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra

Director

DIN 06836268

(Arun Kumar)

Executive Director & CFO

(Deepak Amitabh)

Chairman & Managing Director

DIN 01061535

(Rajiv Maheshwari)

Company Secretary

Date: May 28, 2015

Place: New Delhi

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

(₹ in crore)

Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	576.96	642.09
Adjustment for:		
Depreciation and amortization	8.45	8.54
ESOP expenses	(0.06)	(2.09)
Provision for non-performing assets	13.92	-
Loss on sale of fixed assets	0.03	0.05
Contingent provision against standard assets	38.89	16.56
Excess provision written back	(0.77)	(4.34)
Foreign exchange fluctuation loss / (gain)	(1.23)	6.10
Bad debt written off	-	0.48
Provision for doubtful debts / advances	0.03	4.90
Provision for diminution in value of investment	32.71	2.64
Miscellaneous income	(0.10)	-
Finance cost	418.13	223.70
Dividend Income	(10.07)	(16.52)
Interest Income	(26.39)	(26.05)
Profit on sale of investment	(0.08)	(1.43)
<b>Operating profit before working capital changes</b>	<b>1,050.42</b>	<b>854.63</b>
Adjustment for:		
Inventories	-	17.73
Trade receivables	(431.94)	48.15
Trade payables	(0.11)	36.75
Loans and advances	(1,008.68)	(2,614.89)
Change in investments	-	138.93
Current liabilities & provisions	522.46	(40.23)
Other current assets	(418.81)	(100.83)
<b>Cash generated/(used) from operating activities</b>	<b>(286.66)</b>	<b>(1,659.76)</b>
Direct taxes paid (net)	(210.29)	(189.42)
<b>Net cash generated/(used) from operating activities (A)</b>	<b>(496.95)</b>	<b>(1,849.18)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest received	31.60	19.73
Dividend received	10.07	16.52
Purchase of fixed assets	(2.63)	(8.69)
Sale of fixed assets	0.06	0.09
Sale/ (Purchase) of investments (net)	(526.87)	(34.44)
Decrease/(Increase) in term deposits	328.18	(388.80)
<b>Net cash generated/ (used) in investing activities (B)</b>	<b>(159.59)</b>	<b>(395.59)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	1,579.61	1,494.23
Repayments of long term borrowings	(121.33)	(55.27)
Proceeds/(repayment) from/ to short term borrowings	(257.44)	830.50
Finance cost paid	(396.47)	(191.96)
Dividend paid (including dividend tax)	(95.51)	(65.92)
<b>Cash flow generated/(used) from financing activities (C)</b>	<b>708.86</b>	<b>2,011.58</b>
<b>Net increase/ (use) in cash and cash equivalents (A+B+C)</b>	<b>52.32</b>	<b>(233.19)</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>219.37</b>	<b>452.56</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>271.69</b>	<b>219.37</b>



**Notes:**

**1. Cash and cash equivalents include**

Cash on hand (including foreign currency & cheque in hand)	2.07	8.29
Current accounts	173.44	30.37
Term deposits (original maturity period upto 3 months)	94.36	178.82

**In earmarked accounts:**

- unclaimed share application money lying at escrow account	0.02	0.02
- Unclaimed interest accrued on debentures	1.80	1.87

<b>Cash and cash equivalents at the year end (a)</b>	<b>271.69</b>	<b>219.37</b>
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**Other bank balances**

-Term deposits (original maturity period more than 3 months)	68.47	396.65
-Dividend accounts	0.95	0.76

<b>Other bank balances at the year end (b)</b>	<b>69.42</b>	<b>397.41</b>
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<b>Cash and bank balances at the year end (a)+(b)</b>	<b>341.11</b>	<b>616.78</b>
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2. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statements issued by The Companies (Accounting Standards) Rules, 2006.
3. Figures in bracket indicate cash outflow.
4. Previous year's figures have been rearranged/regrouped/reclassified wherever necessary.

As per our report of even date attached  
For K G Somani & Co.  
Chartered Accountants  
Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra  
Director  
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(Arun Kumar)  
Executive Director & CFO

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Chairman & Managing Director  
DIN 01061535

(Rajiv Maheshwari)  
Company Secretary

Date: May 28, 2015  
Place: New Delhi

## Notes to the consolidated financial statements

### Note No. 1 Summary of significant accounting policies

#### 1 Group Companies

The consolidated financial statements relate to PTC India Limited (The Company) and its subsidiaries and associates, all incorporated in India (The Group). The subsidiaries and associates considered in the consolidated financial statements are as under:

Sr. No.	Name of Company	Relationship	Percentage of ownership interest		Share of Associates Profit / (Loss) included in Consolidated Statement of Profit and Loss Account (₹ in Crore)	
			As on 31.03.2015	As on 31.03.2014	As on 31.03.2015	As on 31.03.2014
1	PTC India Financial Services Limited (PFS)	Subsidiary	60%	60%	NA	NA
2	PTC Energy Ltd (PEL)	Subsidiary	100%	100%	NA	NA
3	Athena Energy Ventures Private Limited #	Associate	NA	16.67%	NA	0.01
4	Krishna Godavari Power Utilities Limited@	Associate	49%	49%	-	-
5	RS India Wind Energy Private Limited (formally known as R.S. India Wind Energy Limited)*	Associate	37%	37%	-	(5.21)
6	Varam Bio Energy Private Limited*	Associate	26%	26%	-	-
7	RS India Global Energy Limited*	Associate	48%	48%	-	(0.02)

# ceased to be an associate

@ Unaudited financial statements are considered in the consolidation financial statements of the Group.

\* Financial statements for the year 2014-15 of these associates were not made available for consolidation {refer note no. 30(l)(i), 30(l)(ii) and 30 (m)}

#### 2 Basis of preparation of Accounts

- The consolidated financial statements of the group are prepared under the historical cost convention and in accordance with applicable Accounting Standards in India. The financial statements adhere to the relevant presentational requirement of the Companies Act, 2013 and other applicable laws.
- The financial statements of the company and the subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balance/transactions in full as per Accounting Standard-21 on Consolidated Financial Statements.
- The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be. Goodwill arising on consolidation is amortized over a period of 5 years.
- Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders. Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- Investments in Associate are accounted for using the equity method as per Accounting Standard-23 on Accounting for Investments in Associates in Consolidated Financial Statements. All unrealized surplus and deficit on transactions between the group companies are eliminated.
- The interest in the Joint Venture Companies is accounted by using the proportionate consolidation method as per AS-27 on Financial Reporting of Interests in Joint Venture.

#### 3 Fixed Assets

- Fixed Assets are stated at original cost less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes

and other incidental expenses related to acquisition, installation and commissioning. Expenses incurred on tangible/intangible assets are carried forward as Capital Work In Progress at cost till the same are ready for use.

- Depreciation is provided on a pro-rata basis from the day the assets are put to use at written down value as per the useful life prescribed in Part C to Schedule II of the Companies Act, 2013 except for assets costing less than ₹ 5,000 each which are fully depreciated in the year of capitalisation.
- Computer software recognized as intangible asset is amortised on straight line method on pro-rata basis over a period of three years.
- Capital expenditure on assets not owned by the Company is reflected as distinct item in Capital work-in-progress till the period of completion and thereafter in the Fixed Assets and is amortised over a period of 3 years.
- No amortization is provided for in case of leasehold land on perpetual lease. Other Leasehold land are amortised over the lease period.
- Expenses directly related to construction activity or incidental thereto, are allocated to fixed assets at the time of completion of the project.

#### 4 Inventories

Inventories are valued at lower of the cost or net realizable value. The cost of the inventories is determined on first in first out (FIFO) basis.

#### 5 Revenue

- Revenue from sale of power is accounted for based on rates agreed with the beneficiaries, excluding service charges wherever separately indicated in the agreement.
- Service charges include transaction fee charged under the contracts of purchase and supply of power.
- Revenue in the form of Management and/or Success Fee for services rendered in relation to development work of Potential Power Projects is recognised when such fee is assured and determinable under the terms of the respective contract.

- iv) The surcharge on late payment/ non-payment from customers is recognized when no significant uncertainty as to measurability or collectability exists.
- v) Consultancy income is recognized proportionately with the degree of completion of services.
- vi) Revenue from sale of coal is recognized on transfer of all significant risks and reward to the customer and it is not unreasonable to expect ultimate collection.
- vii) Interest and other dues are accounted on accrual basis except in the case of non-performing loans where it is recognised upon realisation, as per the income recognition and asset classification norms prescribed by the RBI.
- viii) Dividend is accounted when the right to receive is established.
- ix) Fee based incomes are recognized when reasonable right of recovery is established and the revenue can be reliably measured.

## 6 Earnings per Share

In determining basic earnings per share, the company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

## 7 Prepaid and prior-period items

Prepaid and prior-period items up to ₹ 5000/- are accounted to natural heads of accounts.

## 8 Employee Benefits

### i) Short Term Benefits

Employee benefits (other than post employment benefits) which fall due wholly within twelve months after the end of the period in which the employees render the related service are recognized at the amount expected to be paid for it.

### ii) Post Employment Benefits

#### Defined contribution plans

Liability in respect of defined contribution plans are accounted for to the extent of contributions paid/payable to the separate entity/trust/fund.

#### Defined Benefit plan

- a) Liability in respect of defined benefit plans is accounted for on actuarial valuation basis at the year/period end.
- b) Actuarial gains and losses are recognized in the profit and loss account in the year of its occurrence.
- c) Liability in respect of gratuity, leave encashment and provident fund of employees on deputation with the group are accounted for on the basis of terms and conditions of deputation of the parent organizations.

## 9 Foreign Exchange

### Initial recognition

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction.

### Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivative contracts) of the Company outstanding at the Balance Sheet date are restated at the year-end rates.

### Treatment of exchange differences

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss. The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are amortised on settlement / over the maturity period thereof. The unamortised exchange difference is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon, where applicable.

### Accounting of forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

## 10 Derivative contracts

The Company enters into derivative contracts in the nature of foreign currency swaps, currency options, forward contracts with an intention to hedge its existing assets and liabilities, firm commitments and highly probable transactions. Derivative contracts which are closely linked to the existing assets and liabilities are accounted as per the policy stated for Foreign Currency Transactions and Translations.

## 11 Employee Stock option based compensation

The excess of market price of underlying equity shares as of the date of the grant of options over the exercise price of the options given to employees under the employee stock option plan is recognized as deferred stock compensation cost and amortized over the vesting period, on a straight line basis.

## 12 Investments

- i) Long term investments are carried at cost less provision, if any, for permanent diminution in the value of such investments. Short term investments are carried at lower of cost or fair value.
- ii) Securities held as stock for trade are valued at lower of cost or market value.
- iii) Equity stock futures are recognized at the end of the year/period in the books to the extent of initial/Mark to Market margin paid/received. Equity stock futures are carried at cost where they are used as an instrument for hedging and independent open positions of Equity stock futures are being carried at lower of cost or fair value.
- iv) Equity index/stock options are recognized at the end of the year/period in the books to the extent of premium paid. Equity index/stock options are carried at cost where they are used as an instrument for hedging and independent open positions of Equity index/stock options are being carried at lower of cost or fair value.

## 13 Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on

the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the notes forming part of the consolidated financial statements. Contingent assets are not recognised in the financial statements. Contingent provision against standard assets represents a general provision at 0.50% of the outstanding standard assets in accordance with the RBI guidelines.

#### 14 Income Tax

Provision for current tax is ascertained on the basis of assessable profits computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized on unabsorbed depreciation and carry forward of losses based on virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

#### 15 Impairment of Assets

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

#### 16 Cash flow statement

Cash flows are reported using the indirect method set out in Accounting Standard-3 'Cash flow statement' notified under Companies (Accounting Standard) Rules, 2006 under section 211(3C) of the Companies Act, 2013, 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.

#### 17 Leases

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss.

#### 18 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

#### 19 Borrowing costs

Borrowing costs include interest and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Interest cost in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the statement of profit and loss over the tenure of the loan.

#### Note No. 2- SHARE CAPITAL

##### a) Share capital

Particulars	As at 31.03.2015 ₹ in crore	As at 31.03.2014 ₹ in crore
<b>Authorised</b>		
750,000,000 (previous year 750,000,000) equity shares of ₹ 10/- each	750.00	750.00
<b>Shares issued, subscribed and fully paid up</b>		
296,008,321 (previous year 296,008,321) equity shares of ₹ 10/- each	296.01	296.01

##### b) Reconciliation of number of equity shares outstanding at the beginning and at the end of the year is as under:-

Particulars	Shares (Nos.)	
	For the year ended 31.03.2015	For the year ended 31.03.2014
Equity shares outstanding at the beginning of the year	296,008,321	296,008,321
Equity shares issued during the year	-	-
Equity shares outstanding at the end of the year	296,008,321	296,008,321

##### c) The Company has only one class of equity shares having a face value of ₹10 each. Each shareholder of equity share is entitled to one vote per share.

##### d) Shareholders holding more than 5% shares of the Company\*

Name of the shareholders	As at 31.03.2015		As at 31.03.2014	
	No. of shares	%	No. of shares	%
Life Insurance Corporation of India Limited	31,599,606	10.68%	51,995,439	17.57%
HDFC Standard Life Insurance Company Limited	-	-	19,708,562	6.66%
IDFC Premier Equity Fund	16,653,000	5.63%	-	0.00%

\* inclusive of shares held by shareholders through various schemes/its various folios

##### e) Shares reserved for issue

Particulars	As at 31.03.2015	As at 31.03.2014
Equity shares for Employee stock options (ESOP)* (Nos.)	65,813	80,471

\*for terms of ESOP, refer note no. 24

### Note No. 3- RESERVES AND SURPLUS

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>(i) Securities premium account</b>		
Opening balance	1,715.13	1,715.67
Less: Adjustment on consolidation	-	(0.54)
<b>Sub total (i)</b>	<b>1,715.13</b>	<b>1,715.13</b>
<b>(ii) Capital Reserve on Consolidation</b>		
Share of capital reserve in associate company	8.08	8.08
<b>Sub total (ii)</b>	<b>8.08</b>	<b>8.08</b>
<b>(iii) Share option outstanding account</b>		
Opening balance	0.53	2.46
Add: Deduction during the year	(0.16)	(1.93)
<b>Sub total (iii)</b>	<b>0.37</b>	<b>0.53</b>
<b>(iv) Statutory reserve</b>		
[in terms of Section 45-IC of the Reserve Bank of India Act, 1934)		
Opening balance	107.39	65.85
Additions during the year	32.18	41.54
<b>Sub total (iv)</b>	<b>139.57</b>	<b>107.39</b>
<b>(v) Special Reserve [in term of section 36(i) (viii) of the Income Tax Act, 1961]</b>		
Opening balance	52.50	20.00
Additions during the year	51.67	32.50
<b>Sub total (v)</b>	<b>104.17</b>	<b>52.50</b>
<b>(vi) General reserve</b>		
Opening balance	304.75	229.38
Additions during the year	60.93	75.37
<b>Sub total (vi)</b>	<b>365.68</b>	<b>304.75</b>
<b>(vii) Contingency reserve</b>		
Opening balance	1.05	1.05
<b>Sub total (vii)</b>	<b>1.05</b>	<b>1.05</b>
<b>(viii) Surplus being balance in consolidated statement of profit &amp; loss</b>		
Opening balance	448.98	310.15
Adjustment on consolidation	-	0.10
Less: Adjusted in terms of transitional provision of schedule II to the Companies Act 2013 (refer note no. 30(k))	(0.14)	-
Addition: Profit for the year	256.26	360.84
Deductions during the year:		
(a) Proposed dividend	(65.12)	(59.20)
(b) Transferred to statutory reserve	(32.18)	(41.54)
(b) Transferred to special reserve	(51.67)	(32.50)
(c) Dividend tax on proposed dividend	(14.27)	(13.50)
(d) Transferred to general reserve	(60.93)	(75.37)
<b>Sub total (viii)</b>	<b>480.93</b>	<b>448.98</b>
<b>(ix) Foreign currency monetary items translation difference account</b>		
Opening balance (Debit)	(25.47)	(14.28)
Add : Effect of foreign exchange rate variations during the year (net)	(12.85)	(18.73)
Add: Amortisation for the year	9.76	7.54
<b>Sub total (ix)</b>	<b>(28.56)</b>	<b>(25.47)</b>
<b>Grand Total (i) +(ii)+(iii) +(iv) +(v)+(vi)+(vii)+(viii)+(ix)</b>	<b>2,786.42</b>	<b>2,612.94</b>

### Note No. 4 Long-term borrowings

(₹ in crore)

Secured	As at 31.03.2015			As at 31.03.2014		
	Non-current	Current	Total	Non-current	Current	Total
a. Infrastructure bonds (i)	160.93	40.76	201.69	201.69	-	201.69
b. Debentures (ii)	90.00	-	90.00	90.00	33.33	123.33
c. Rupee term loans from banks (iii)	3,096.60	95.71	3,192.31	1,612.70	74.41	1,687.11
d. External commercial borrowings from financial institutions (iv)	401.46	47.46	448.92	430.36	17.35	447.71
e. Rupee term loans from financial institution (v)	15.75	1.80	17.55	17.55	0.45	18.00
	<b>3,764.74</b>	<b>185.73</b>	<b>3,950.47</b>	<b>2,352.30</b>	<b>125.54</b>	<b>2,477.84</b>
Amount disclosed under the head "Other current liabilities" (refer note 9)	-	185.73	185.73	-	125.54	125.54
	<b>3,764.74</b>	<b>-</b>	<b>3,764.74</b>	<b>2,352.30</b>	<b>-</b>	<b>2,352.30</b>

#### Notes:

#### Details of terms of repayment and security provided on above:

- 84,172 (previous year 84,172) privately placed 8.25%/8.30% secured redeemable non-convertible long-term infrastructure bonds of ₹ 5,000 each (Series 1) amounting to ₹ 42.09 crore allotted on March 31, 2011 redeemable at par in 5 to 10 years commencing from March 31, 2016 are secured by way of first charge on the receivables of the assets created from the proceeds of infrastructure bonds and other unencumbered receivables of the Group to provide 100% security coverage.

319,210 (previous year 319,210) privately placed 8.93%/9.15% secured redeemable non-convertible long-term infrastructure bonds of ₹ 5,000 each (Series 2) amounting to ₹ 159.60 crore allotted on March 30, 2012 redeemable at par in 5 to 15 years commencing from March 30, 2017 are secured by way of pari-passu charge on the receivables of the assets created from the proceeds of infrastructure bonds and other receivables of the Group to provide the 100% security coverage.

- Nil (previous year 1,000) privately placed 10.60% secured redeemable non-convertible debentures of ₹ 1,000,000 each (Series 1) amounting to ₹ 100.00 crore were allotted on October 1, 2009 and are redeemable at par in three equal annual installments commencing from September 30, 2012. The entire amount has been repaid as on September 30, 2014.

900 (previous year 900) privately placed 10.50% secured redeemable non-convertible debentures of ₹ 1,000,000 each (Series 3) amounting to ₹ 90.00 crore were allotted on January 27, 2011 redeemable at par in six equal annual installments commencing from January 26, 2018.

Series 1 and Series 3 are secured by way of mortgage of immovable building and first charge by way of hypothecation of the receivables of the loan assets created from the proceeds of respective debentures. Further, the same have also been secured by pari-passu charge by way of hypothecation of the receivable of loan assets created by the Group out of its own sources which are not charged to any other lender of the Group to the extent of 125% of debentures.

- Term loans from banks carry interest ranging from 10.00% to 10.75% p.a. The loans carry various repayment schedules according to their respective sanctions and thus are repayable in 16 to 48 quarterly installments. The loans are secured by first pari-passu charge by way of hypothecation of the current assets including book debts, investments and other receivables (other than assets created/ to be created by line of credit of other financial institutions / banks) so that lenders should have at least 100%/ 110% security coverage on its outstanding loan at all times during the currency of the loan. Additionally, some loans are backed by an agreement of assignment of the project assets financed from proceeds of the loans, in favour of respective lenders.

- iv. External Commercial Borrowings ("ECB") carry interest ranging from 3 months LIBOR+2.85% to LIBOR+3.10% p.a. The loans are repayable in 32/36 equal quarterly installments as per the due dates specified in the respective loan agreements. The borrowings are secured by way of first ranking exclusive charge on all present and future receivables of the eligible loan assets created by the proceeds of ECB. Repayment of 2 quarterly installments amounting to USD 1,444,444 (₹ 88,490,250) on one of the ECB loans was made during the year ended March 31, 2014 and 4 quarterly installment amounting to USD 28,88,888 (₹ 176,623,001) on one of the ECB loans was made during the year ended March 31, 2015.
- v. Term loan from financial institution carries interest rate of 2% p.a. The loan is repayable in 40 equal quarterly installments starting from March 31, 2015. The loan is secured by first pari-passu charge on all present & future receivables of the loan assets of the Group (which are not specifically charged/to be charged in favor of other lenders of the Group i.e. except the charge created/to be created in favor of specific lender/s for receivables of the specific loan assets created/ to be created out of their loan proceeds), so that lenders should have at least 100% security coverage on its outstanding loan at all time during the currency of the loan.
- vi. In terms of the RBI circular (Ref. No. DNBS(PD) CC No. 381/03.02.001/2014-15 dated July 1, 2014) no borrowings remained overdue as at March 31, 2015 (previous year ₹ Nil).

#### Note No. 5- DEFERRED TAX LIABILITIES (NET)

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>(a) Deferred tax liability on account of timing differences in:-</b>		
Depreciation	3.77	8.48
Foreign currency monetary items translation difference account	16.47	14.42
Special reserve under section 36(1) (viii) of Income Tax Act, 1961	36.05	17.84
<b>Sub-total (a)</b>	<b>56.29</b>	<b>40.74</b>
<b>(b) Deferred tax asset arising on account of timing differences in:-</b>		
Retirement benefits and other expenses	1.94	1.18
Provision for non-performing loan	4.82	-
Share issue expenses	-	0.73
Contingent provision against standard asset	23.19	9.56
Provision for doubtful debts / advances / investment	1.70	1.84
Expenses not allowable for income tax in current year	6.59	6.47
Provision for diminution in non-current unquoted trade investment	16.60	2.45
<b>Sub-total (b)</b>	<b>54.84</b>	<b>22.23</b>
<b>Net deferred tax liabilities (a-b)</b>	<b>1.45</b>	<b>18.51</b>

#### Note No. 6- LONG TERM PROVISIONS

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Provision for employee benefits	3.80	3.24
Contingent provision against standard assets (refer note ii below)	67.02	28.13
<b>Total</b>	<b>70.82</b>	<b>31.37</b>

#### Notes:

- i. A contingent provision against standard assets includes provision created at 0.50% of the outstanding standard assets in terms of the RBI circular (Ref. No. DNBS(PD) CC No. 381/03.02.001/2014-15 dated July 1, 2014) and provision against restructured standard loans as per applicable RBI guidelines.
- ii. Movement in contingent provision against standard assets during the period/ year is as under:

Opening balance	28.13	11.57
Additions during the year	38.89	16.56
Closing balance	67.02	28.13

#### Note No. 7 - SHORT TERM BORROWINGS

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Secured</b>		
Term loans from banks	905.86	1,417.30
<b>Unsecured</b>		
Term loans from banks	4.00	-
Commercial papers at face value of ₹ 5,00,000 each	250.00	-
<b>Total</b>	<b>1,159.86</b>	<b>1,417.30</b>

Term loans from banks are secured by first pari passu charge on all present and future receivables of the standard loan assets except the charge created/ to be created in favour of specific lender(s) for receivables of the specific loan assets created/ to be created out of their loan proceeds, so that lenders should have at least 100%/ 110% security coverage on their outstanding loan at all times during the currency of the loan.

#### Note No. 8- TRADE PAYABLES

##### a) Trade payables

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Trade payables - micro & small enterprises	-	-
Trade payables - others	1,623.93	1,089.04
<b>Total</b>	<b>1,623.93</b>	<b>1,089.04</b>

- b) Based on the information available with the Group, there are no dues as at March 31, 2015 payable to enterprises covered under "Micro Small and Medium Enterprises Development Act, 2006". As such, no interest is paid/payable by the Group in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006.



**Note No. 9 OTHER CURRENT LIABILITIES**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Advances from customers	23.65	38.19
Security deposits received	6.66	7.22
Unpaid/ unclaimed dividend	0.95	0.76
Current maturities of long term borrowings (refer note 4)	185.73	125.54
Unclaimed interest on debentures	1.80	1.87
Unclaimed equity share application money	0.02	0.02
Statutory liabilities	1.16	1.04
Interest accrued but not due on borrowings	53.46	44.03
Provision for expenses	0.51	0.25
Income received in advance	0.19	0.80
Other payables-employees	1.84	1.72
<b>Total</b>	<b>275.97</b>	<b>221.44</b>

No amount of unclaimed dividend, unclaimed interest on debentures and unclaimed equity share application money was due for transfer to the Investor Education and Protection fund under Section 125 of the Companies Act, 2013 as at the Balance Sheet date.

**Note No. 10- SHORT TERM PROVISIONS**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Proposed dividend-equity shares	87.60	81.68
Dividend distribution tax on proposed dividend	24.50	19.61
Provision for income tax (net of advance tax for income tax ₹ 95.90 crore, previous year NIL)	2.62	-
Provision for employee benefits	0.71	0.38
<b>Total</b>	<b>115.43</b>	<b>101.67</b>

**Note No. 11-FIXED ASSETS-TANGIBLE ASSETS**

(₹ in crore)

Description	Gross block-Cost/Book Value				Depreciation/Amortisation				Net block	
	As at 01.04.2014	Additions	Sales/ Adjustments	As at 31.03.2015	As at 01.04.2014	For the year	Adjustments	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>TANGIBLE ASSETS</b>										
Land										
-Leasehold improvemet	3.30	-	-	3.30	0.44	0.66	-	1.10	2.20	2.86
-Leasehold land - perpetual Lease	3.44	-	-	3.44	-	-	-	-	3.44	3.44
-Leasehold land - others	0.13	-	-	0.13	0.04	0.01	-	0.05	0.08	0.09
Buildings	15.04	-	-	15.04	6.95	0.36	-	7.31	7.73	8.09
Furniture and fixtures	3.47	0.33	(0.12)	3.68	1.90	0.43	(0.04)	2.29	1.39	1.57
Vehicle	1.32	0.24	(0.10)	1.46	0.47	0.31	(0.07)	0.71	0.75	0.85
Plant and machinery	70.70	-	-	70.70	38.16	4.08	-	42.24	28.46	32.54
Office equipments	6.89	0.79	(0.38)	7.30	3.22	2.01	(0.18)	5.05	2.25	3.67
Capital expenditures not represented by capital asset	0.55	-	-	0.55	0.55	-	-	0.55	-	-
<b>Total</b>	<b>104.84</b>	<b>1.36</b>	<b>(0.60)</b>	<b>105.60</b>	<b>51.73</b>	<b>7.86</b>	<b>(0.29)</b>	<b>59.30</b>	<b>46.30</b>	<b>53.11</b>
<b>Previous year</b>	<b>98.47</b>	<b>7.19</b>	<b>(0.82)</b>	<b>104.84</b>	<b>44.37</b>	<b>8.05</b>	<b>(0.69)</b>	<b>51.73</b>	<b>53.11</b>	

**Note No. 12-FIXED ASSETS-INTANGIBLE ASSETS**

(₹ in crore)

Description	Gross block-Cost/Book Value				Depreciation/Amortisation				Net block	
	As at 01.04.2014	Additions	Sales/ Adjustments	As at 31.03.2015	As at 01.04.2014	For the year	Adjustments	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
Computer software	3.12	2.64	-	5.76	2.19	0.59	-	2.78	2.98	0.93
Membership fee to power exchanges	0.30	-	-	0.30	0.30	-	-	0.30	-	-
<b>Total</b>	<b>3.42</b>	<b>2.64</b>	<b>-</b>	<b>6.06</b>	<b>2.49</b>	<b>0.59</b>	<b>-</b>	<b>3.08</b>	<b>2.98</b>	<b>0.93</b>
<b>Previous year</b>	<b>2.51</b>	<b>0.91</b>	<b>-</b>	<b>3.42</b>	<b>2.00</b>	<b>0.49</b>	<b>-</b>	<b>2.49</b>	<b>0.93</b>	

i) Adjustments includes ₹ 0.22 crore on account of transitional provision of Schedule II to the Companies Act 2013 (refer note no. 30(k)).

ii) The management is of the opinion that no case of impairment of assets exists under the provision of Accounting Standard (AS)-28 on Impairment.

# Note No. 13- NON CURRENT INVESTMENTS

## (a) Non current investments

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2015	Quantity as at 31.03.2014	Amount as at 31.03.2015	Amount as at 31.03.2014
<b>Long term trade investments - Unquoted (At cost as reduced by diminution in value, if any)</b>					
<b>Equity shares- fully paid up</b>					
<b>Associate companies</b>					
- Krishna Godavari Power Utilities Limited#	10	37,548,700	37,548,700	37.55	37.55
- Athena Energy Ventures Private Limited* (shown under the sub head "other company" below)	10	-	150,000,000	-	155.44
- RS India Global Energy Limited {refer note no 30(l)(ii) and 30 (m)}	10	23,402,542	23,402,542	22.89	22.89
-RS India Wind Energy Private Limited {refer note no 30(l)(i) and 30 (m)}	10	61,121,415	61,121,415	47.37	47.37
- Varam Bio Energy Private Limited	10	4,390,000	4,390,000	-	-
<b>Other company</b>					
- Teesta Urja Limited** (Refer note no. 30 (i))	10	180,051,706	224,015,000	174.58	218.53
- Chenab Valley Power Projects Private Limited	10	100,000	100,000	0.10	0.10
-Ind-Barath Energy (Utkal) Limited	10	105,000,000	105,000,000	105.00	105.00
- East Coast Energy Private Limited	10	133,385,343	133,385,343	133.39	133.39
- Meenakshi Energy and Infrastructure Holding P Limited (# ₹10) (sold during the year)	10	-	1	-	#
- Athena Energy Ventures Private Limited*	10	150,000,000	-	155.44	-
-Indian Energy Exchange Limited	10	1,516,431	1,516,431	1.52	1.52
<b>Investments in fully paid up optionally convertible debentures of:</b>					
-Varam Bio Energy Private Limited (associate company)	500000	90	90	4.29	4.29
-Mytrah Energy (India) Limited (Other Company)	3333333	300	300	100.00	100.00
<b>Long term non trade investments - Quoted (At cost)</b>					
<b>Mutual funds</b>					
- 'UTI- Fixed Interval Fund Annual Interval Plan III- Direct Growth Fund	10	3,036,394	-	5.00	-
- 'HDFC FMP 372D October 2013 (1) Series 28- Direct- Growth	10	10,000,000	-	10.00	-
- 'Reliance Interval Fund II Series 3 Direct Growth Fund	10	20,000,000	-	20.00	-
				817.13	826.08
Less: Provision for diminution in value of Investments				101.24	7.29
<b>Total</b>				<b>715.89</b>	<b>818.79</b>
Aggregate market value of quoted non current investments				39.80	-
Aggregate cost of quoted non current investments				35.00	-
Aggregate cost of unquoted non current investments				782.13	826.08
Aggregate provision for diminution in value of unquoted non current investments				101.24	7.29

#Progress of the Project is under review.

\*Ceased to be an associate

\*\* 43963294 shares in Teesta Urja Limited have been shown under "Current Investments"

(b) The Group has pledged, in favour of Power Finance Corporation Limited (PFC) , 77,77,500 Equity Shares of ₹ 10 each at par held by it in M/s. Krishna Godavari Power Utilities Limited (KGPUL) along with the promoter of KGPUL to comply with the lending requirements of PFC for loan taken by KGPUL.

**Note No. 14-LONG TERM LOANS AND ADVANCES**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Secured, considered good</b>		
Loan Financing	6,076.00	4,710.08
Less:-Provision for Non-performing loans	(13.92)	-
Less:-Current maturities transferred to "Other current assets" (refer note 20)	(599.13)	(190.63)
	<b>5,462.95</b>	<b>4,519.45</b>
<b>Unsecured, considered good</b>		
Loans and advances to employees	1.02	1.17
Capital advances	0.38	0.14
Interest accrued but not due	0.43	0.41
Security deposits	1.90	1.90
Advance income tax (Net of provision for income tax ₹ 664.78 crore, Previous year ₹ 566.70 crore)	35.43	21.39
Advance fringe benefit tax (net of provision for fringe benefit tax ₹ 0.76 crore, (Previous year ₹ 0.76 crore)	0.07	0.07
Prepaid expenses	0.02	0.03
<b>Total</b>	<b>5,502.20</b>	<b>4,544.56</b>

**Note:**
**Loans are secured by:**

- Hypothecation of assets and / or
- Mortgage of property and / or
- Trust and retention account and / or
- Bank guarantee, Company guarantee or personal guarantee and / or
- Assignment of receivables or rights and / or
- Pledge of shares and / or
- Undertaking to create a security

**The classification of loans under the RBI guidelines is as under:**

Standard assets	5,998.69	4,710.08
Sub-standard assets	77.31	-
	<b>6,076.00</b>	<b>4,710.08</b>

**Note No. 15-OTHER NON CURRENT ASSETS**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Premium on derivative contracts *	34.69	39.23
<b>Total</b>	<b>34.69</b>	<b>39.23</b>

\* In respect of hedging foreign currency risk.

**Note No. 16- CURRENT INVESTMENTS**

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2015	Quantity as at 31.03.2014	Amount as at 31.03.2015	Amount as at 31.03.2014
<b>Current maturities of long term non trade investments - Quoted (At cost)</b>					
<b>Mutual funds</b>					
- 'UTI- Fixed Interval Fund Annual Interval Plan III- Direct Growth Fund	10	-	3,036,394	-	5.00
- 'HDFC FMP 372D October 2013 (1) Series 28- Direct- Growth	10	-	10,000,000	-	10.00
- 'Reliance Interval Fund II Series 3 Direct Growth Fund	10	-	20,000,000	-	20.00
<b>Long term trade investments expected to be realized within 12 months - unquoted (At cost)</b>					
- Teesta Urja Limited* (refer note no. 30 (i))	10	43,963,294	-	43.96	-
(Provision for diminution in value)				(6.52)	-
<b>Short term investment- non trade (Quoted) (At cost or fair value whichever is lower)</b>					
<b>Mutual funds</b>					
- Reliance Short Term Fund- Growth	10	19,036,308	-	50.00	-
- Birla Sunlife Short Term Fund-DDR	10	4,781,586	-	5.59	-
- Franklin India Low Duration Fund Direct-(G)	10	29,632,556	-	45.00	-
- Birla Sunlife Treasury Optimizer Fund - Growth	100	2,895,293	-	50.00	-
- 'Birla Sun Life Fixed Term Plan Series CW Growth	10	-	4,447,308	-	5.19
- 'ING Active Debt Multi Manager FOF Scheme Direct Plan Dividend	10	4,545,108	4,472,237	5.40	4.82
- Reliance Liquid Fund-Cash Plan- Growth	1000	24,617	-	5.50	-
- Reliance Liquid Fund-Treasury Plan- (G)	1000	73,326	-	25.00	-
- Kotak Liquid Scheme Plan A (G)	1000	176,417	-	50.00	-
- SBI Magnum Insta Cash Fund Direct-(G)	1000	96,971	-	30.00	-
- HDFC Liquid Fund - Direct - (G)	10	9,058,037	-	25.00	-
- Canara Robeco Liquid Fund - Direct - (G)	1000	89,728	-	15.25	-
- ICICI Prudential Money Market Fund- Direct (G)	100	2,098,158	-	40.58	-
- JP Morgan India Treasury Fund - Growth	10	5,475,012	-	10.00	-

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2015	Quantity as at 31.03.2014	Amount as at 31.03.2015	Amount as at 31.03.2014
- ICICI Prudential Savings Fund- Growth	100	2,176,022	-	45.00	-
- ICICI Prudential Flexible Income Fund- Direct (G)	100	2,091,252	-	55.00	-
IDFC Money Manager Fund (G)	10	14,458,180	-	32.00	-
HDFC Banking & Psu Fund Direct - (G)	10	45,404,164	-	50.00	-
<b>Short term investment- non trade (Unquoted) (At cost)</b>					
<b>Mutual funds</b>					
- Franklin Templeton Money Plus Account	10	-	1,854,446	-	1.86
<b>Total</b>				<b>576.76</b>	<b>46.87</b>
Aggregate market value of quoted current investments				542.67	46.48
Aggregate cost of quoted current investments				539.32	45.01
Aggregate cost of unquoted current investments				43.96	1.86
Aggregate provision for diminution in value of unquoted non current investments				6.52	-

\*Transferred from non current investments

#### Note No. 17- TRADE RECEIVABLES

##### a) Trade receivables

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Trade receivables outstanding for a period exceeding six months from the date they become due</b>		
- Secured, considered good	8.12	6.30
- Unsecured, considered good	918.65	510.31
- Unsecured, doubtful	2.90	2.87
<b>Other Trade receivables</b>		
- Secured, considered good	-	-
- Unsecured, considered good	1,597.39	1,575.64
<b>Gross Debtors</b>	<b>2,527.06</b>	<b>2,095.12</b>
Less: Provision for doubtful debts	2.90	2.87
<b>Total</b>	<b>2,524.16</b>	<b>2,092.25</b>

b) Trade receivables are hypothecated to the banks for availing the non- fund based working capital facilities.

c) Trade receivables include an amount of ₹ 16.23 Crore due from Tamil Nadu Electricity Board (TNEB) towards compensation claim. The Group considers the said amount as good and recoverable even though TNEB has not accepted the claim of the Group. The matter was referred to the Madras High Court which has appointed a sole arbitrator, which gave the order not in favour of the Group. The Group has filed the appeal against the said order at Madras High Court.

#### Note No. 18- CASH AND BANK BALANCES

##### Cash and bank balances

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Cash and cash equivalents:-</b>		
Cash on hand (including foreign currency)	0.01	-
Cheques/ draft on hand	2.06	8.29
Balance with banks:-		
a) Current accounts	173.44	30.37
b) Term deposits	94.36	178.82
c) In earmarked accounts		
(i) unclaimed share application money lying in escrow account	0.02	0.02
(ii) Unclaimed interest accrued on debentures	1.80	1.87
<b>Sub total (i)</b>	<b>271.69</b>	<b>219.37</b>
<b>Other bank balances:-</b>		
a) Term deposits (refer notes i below)	68.47	396.65
b) Dividend accounts	0.95	0.76
<b>Sub total (ii)</b>	<b>69.42</b>	<b>397.41</b>
<b>Grand Total (i) +(ii)</b>	<b>341.11</b>	<b>616.78</b>

Note (i):- Balances with banks include deposits ₹ 8.27 crore (previous year ₹ 8.15 crore) with remaining maturity of more than 12 months from the balance sheet date.

**Note No. 19-SHORT TERM LOANS AND ADVANCES**
**a) Short term loans and advances**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Secured, considered good</b>		
Loans financing	200.00	160.00
<b>Sub Total (i)</b>	<b>200.00</b>	<b>160.00</b>
<b>Unsecured, considered good</b>		
Employees loans and advances	0.47	0.71
Security deposit	9.31	8.58
Unexpired discount on commercial paper	2.56	-
Prepaid expenses	1.05	0.63
Open access advances	43.25	35.61
Receivables from sale of investment	5.00	5.00
Service tax credit	0.32	0.54
Advance to trade payables	4.20	4.02
Other advances/ receivables *	20.98	20.92
<b>Unsecured, considered doubtful</b>		
Advance to trade payables	2.03	2.03
<b>Gross total</b>	<b>89.17</b>	<b>78.04</b>
Less: Provision for doubtful advances to trade payable	2.03	2.03
<b>Sub total (ii)</b>	<b>87.14</b>	<b>76.01</b>
<b>Grand Total (i) +(ii)</b>	<b>287.14</b>	<b>236.01</b>

\* includes ₹ 20.48 crore deposited with GUVNL. (refer Note No. 30 (d) (i))

**b) Loans and advances due from directors-NIL.**
**Note No. 20- OTHER CURRENT ASSETS**

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Secured, considered good</b>		
Current maturities of long term loan financing (refer note no. 14)	599.13	190.63
<b>Sub total (i)</b>	<b>599.13</b>	<b>190.63</b>
<b>Unsecured, considered good</b>		
a) Interest accrued and due on		
- Loan financing	14.23	8.17
- deferment of payments by debtors	0.72	0.85
b) Interest accrued but not due on:		
- Fixed deposits	1.53	6.63
- Debentures	0.50	0.50
- Loan financing	21.78	17.90
- Others	0.03	0.04
c) Demurrage recoverable	0.35	-
<b>Sub total (ii)</b>	<b>39.14</b>	<b>34.09</b>
<b>Grand Total (i) +(ii)</b>	<b>638.27</b>	<b>224.72</b>

**Note No. 21- REVENUE FROM OPERATIONS**

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Sale of electricity	12,896.15	11,042.93
Sale of coal	17.64	161.14
Rebate on purchase of power	111.73	132.46
Service charges	16.41	14.46
Interest income from		
(i) Loan financing	729.61	408.00
(ii) Debentures	12.00	12.00
<b>Other operating income</b>		
(i) Dividend income on non-current unquoted trade investment in equity shares	4.40	0.45
(ii) Profit on sale of Investment in non-current unquoted trade investment (equity shares)	-	82.17
(iii) Profit on sale of investments in current unquoted non- trade investment (mutual funds)	0.43	1.47
(iv) Interest on fixed deposits	1.34	6.22
(v) Fee based income	50.07	31.21
(vi) Sale of services (Consultancy)	0.65	0.14
(vii) Surcharge on sale of power (Refer note no. 30(f) and 30(j))	60.75	206.43
<b>Total</b>	<b>13,901.18</b>	<b>12,099.08</b>

**Note No. 22- OTHER INCOME**

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Interest income on FDR's	25.57	25.18
Interest on debtors	0.81	0.85
Interest - others	0.01	0.02
Dividend		
- from current investments-non trade	10.07	16.52
Profit from sale of investment		
- on current investments-non trade (net)	0.08	0.25
- on long term investments-non trade (net)	-	1.18
Foreign currency fluctuation (net)	1.23	-
Miscellaneous income	0.24	0.23
<b>Total</b>	<b>38.01</b>	<b>44.23</b>

**Note No. 23- PURCHASE**

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Purchases of electricity	12,695.44	10,866.17
Purchase of coal	16.63	135.20
<b>Total</b>	<b>12,712.07</b>	<b>11,001.37</b>

# Note No. 24- EMPLOYEE BENEFITS EXPENSE

## a) Employee benefits expense

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Salaries and wages	27.72	23.64
Contribution to provident fund	1.15	0.99
Gratuity	0.37	0.41
Staff welfare expenses	1.88	1.69
Employee compensation expense (ESOP)	(0.06)	(2.09)
<b>Total</b>	<b>31.06</b>	<b>24.64</b>

b) The Details of the Employee Stock Options Scheme (ESOP) of the company is given as under:

## i) Particulars of scheme

Date of grant	21-Aug-2008, 22-July-2009
Date of board approval	21-Aug-08
Date of shareholders' approval	6-Aug-08
Number of options granted	6,254,023
Method of settlement	Equity
Vesting period	1 to 4 years
Exercise period	5 years from the date of first vesting
Vesting conditions	Employee's continued employment during vesting period (as per clause 10 of the Plan) with the Company or group.

## ii) Details of vesting:

Vesting period from the grant date	Vesting schedule
On completion of 1st year	15%
On completion of 2nd year	15%
On completion of 3rd year	30%
On completion of 4th year	40%

## iii) The details of activity under the plan have been summarized below:-

(₹ in crore)

Particulars	As at 31.03.2015		As at 31.03.2014	
	Number of shares (Nos)	Weighted average exercise price (₹)	Number of shares (Nos)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	80,471	54.16	732,805	58.93
Forfeited/ surrendered during the year	14,658	64.20	652,334	61.47
Exercised during the year	-	-	-	-
Outstanding at the end of the year	65,813	51.92	80,471	54.16
Exercisable at the end of the year	65,813	51.92	80,471	54.16
Weighted average remaining contractual life (in years)	0.30	-	0.39	-

## iv) The details of exercise price for stock options outstanding at the end of the year are as given:-

Particulars	As at 31.03.2015	As at 31.03.2014
Range of exercise prices (₹)	10 to 64.20	10 to 64.20
Number of options outstanding	65,813	80,471
Weighted average remaining contractual life of options (in years)	0.30	0.39
Weighted average exercise price (₹)	51.92	54.16

## v) Effect of ESOP scheme on profit & loss and financial position:-

## a) Effect on profit & loss:-

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Employee compensation cost pertaining to ESOP Plan during the year	(0.06)	(1.53)

## b) Effect on financial position:-

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Liability for employee stock options outstanding as at the year end	0.22	0.38

(vi) The fair value of each stock option issued in the year 2009-10 and 2008-09 has been estimated using Black Scholes Options Pricing model after applying the following key assumptions (weighted value):

Particulars	Options granted in the year 2009-10	Options granted in the year 2008-09
Volatility	52.04%	67.53%
Expected dividend	1.47%	1.23%
Risk free rate of interest	6.80%	9.10%
Option life (years)	6	6
The price of underlying share in the market	81.90	81.36
Fair value per option	46.45	66.18

c) The Subsidiary Company (PFS) instituted the Employee Stock Option Plan – ESOP 2008 to grant equity based incentives to all its eligible employees. During the year ended March 31, 2009, the first tranche of ESOP 2008 was approved by the shareholders on October 27, 2008 and the Company granted two types of options i.e. Growth options granted to the employees and exercisable at intrinsic value as on the date of grant as certified by an independent valuer and Founder Member Options exercisable at face value of shares i.e. ₹ 10 per share, representing one share for each option upon exercise. Further, during the year ended March 31, 2010, second tranche of ESOP 2008 was approved by the shareholders on October 23, 2009 and provided for grant of 10,075,000 growth options exercisable at a price of ₹ 16 per share, representing one share for each option upon exercise. Options granted under ESOP 2008 would vest not less than one year and not more than five years from the date of grant of such options.

Movement in Stock Options	As at 31.03.2015		As at 31.03.2014	
	Growth options	Founder member options	Growth options	Founder member options
Outstanding at the beginning of the year	1,140,000	-	4,337,600	10,000
Less: Forfeited during the year	-	-	3,197,600	10,000
Outstanding as at the end of the year	1,140,000	-	1,140,000	-

The fair value of each stock option granted under ESOP 2008 as on the date of grant has been computed using Black-Scholes Option Pricing Model without inclusion of Dividend Yield and the model inputs are given as under:

Particulars	Options granted during the year ended March 31, 2010	Options granted during the year ended March 31, 2009	
	Growth options	Growth options	Founder member option
Price per Option (in ₹)	16	16	10
Volatility	29.64%	73.60%	73.60%
Risk free rate of interest	7.27%	7.00%	7.00%
Option life (in years)	5	5	5
Fair Value per Option	10.55	11.36	12.76

There was no history of dividend declaration by the Subsidiary company (PFS) as at the grant date, hence the dividend yield had been considered as Nil.

d) Impact of above ESOP schemes on reported profit and earnings per share, if the employee compensation cost would have been computed using the fair value method:-

i) Reported profit

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Profit as reported for the year	256.26	360.84
Add: Employee stock compensation under intrinsic value method	(0.06)	(2.09)
Less: Employee stock compensation under fair value method	(0.13)	(9.06)
Pro forma profit	256.33	367.81

ii) Earnings per share (₹)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Basic		
- As reported	8.66	12.19
- As pro forma	8.66	12.43
Diluted		
- As reported	8.66	12.19
- As pro forma	8.66	12.42

e) The disclosures as required by AS-15 (Revised) on Employees Benefits are as under:

i) The amounts recognized in the balance sheet are as follows:

(₹ in crore)

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Present value of obligation	2.92	2.49	0.49	0.38	1.81	1.47
Fair value of plan assets	-	-	-	-	0.71	0.72
Net asset / (liability) recognized in Balance Sheet	(2.92)	(2.49)	(0.49)	(0.38)	(1.10)	(0.75)

ii) Changes in the present value of obligation representing reconciliation of opening and closing balances thereof are as follows:

(₹ in crore)

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Present value of obligation as at the beginning of the year	2.49	2.03	0.38	0.29	1.47	1.10
Interest cost	0.21	0.16	0.03	0.02	0.13	0.09
Current service cost	0.49	0.41	0.05	0.04	0.30	0.25
Benefits paid	(0.36)	(0.22)	(0.03)	(0.01)	(0.14)	(0.10)
Actuarial (gain)/ loss on obligation	0.09	0.11	0.06	0.04	0.05	0.13
Present value of obligation as at the end of year	2.92	2.49	0.49	0.38	1.81	1.47

iii) Changes in the fair value of plan assets are as follows:

(₹ in crore)

Particulars	Gratuity (Funded) As at 31.03.2015	Gratuity (Funded) As at 31.03.2014
Fair value of plan assets as at the beginning of the year	0.72	0.76
Expected return on plan assets	0.06	0.06
Actuarial gain/(loss) on obligation	0.05	-
Benefits paid	(0.12)	(0.10)
Fair value of plan assets as at the end of the year	0.71	0.72

iv) Percentage of each category of plan assets to total fair value of plan assets as at the end of the year:-

Particulars	Gratuity (Funded) As at 31.03.2015	Gratuity (Funded) As at 31.03.2014
Administered by ICICI Prudential Life Insurance	91.55%	98.61%
Bank balance	8.45%	1.39%

v) The amounts recognized in the statement of profit and loss for the year are as follows:-

(₹ in crore)

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Current service cost	0.49	0.41	0.05	0.04	0.30	0.25
Interest cost	0.21	0.16	0.03	0.02	0.13	0.09
Expected return on plan assets	-	-	-	-	(0.06)	(0.06)
Net actuarial (gain)/ loss recognized in the year	0.09	0.11	0.06	0.04	-	0.13
Expenses recognized in the statement of profit and loss	0.79	0.68	0.14	0.10	0.37	0.41

The Group expects to contribute ₹ 0.43 crore to gratuity, ₹ 0.54 crore to Post Employment Medical benefit and ₹ 0.11 crore to leave encashment in 2015-16



- vi) Effect of one percentage point change in the assumed inflation rate in case of valuation of benefits under post retirement medical benefits scheme.

(₹ in crore)

Sr. No.	Particulars	One percent point increase in medical inflation rate	One percent point decrease in medical inflation rate
I	Increase/(decrease) on aggregate service and interest cost of post retirement medical benefits	0.01	0.02
II	Increase/(decrease) on present value of defined benefit obligations as at year end.	0.06	0.08

- vii) Economic Assumption:

The principal assumptions are the discount rate and salary increase. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of the liabilities and the salary increase takes.

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Discounting rate	8.00%	8.50%	8.00%	8.50%	8.00%	8.50%
Future salary increase	5.50%	6.00%	5.50%	6.00%	5.50%	6.00%
Expected Rate of return on plan assets	N. A.	N. A.	N. A.	N. A.	8.00%	8.00%
Expected remaining working lives of employees in number of years	21.96 to 24.77	23.27 to 24.34	21.96 to 24.77	23.27 to 24.34	21.96 to 24.77	23.27 to 24.34

- viii) Experience on actuarial gain/ (loss) for benefit obligations and plan assets:

(₹ in crore)

Particulars	31.03.2015	31.03.2014	31.03.2013	31.03.2012
Experience adjustments on present value of gratuity obligation	(0.05)	(0.14)	(0.09)	(0.07)
Experience adjustments on plan assets of gratuity	0.052	0.001	0.020	(0.004)
Experience adjustments on present value of leave encashment obligation	(0.08)	(0.11)	0.17	0.26

- ix) Demographic assumptions

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Retirement age	60 years	60 years	60 years	60 years	60 years	60 years
Mortality table	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified	IALM (2006-08) duly modified
Ages	Withdrawal rates					
upto 30 years	3.00%	3.00%	3.00%	3.00%	3.00%	3.00%
from 31 to 44 years	2.00%	2.00%	2.00%	2.00%	2.00%	2.00%
Above 44 years	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%

Note- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

- (x) Details of expenses incurred for defined contribution plans during the year:

(₹ in crore)

Defined contribution plans	Year ended 31.03.2015	Year ended 31.03.2014
Provident fund	1.15	0.99

#### Note No. 25- FINANCE COSTS

- a) Finance cost

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<b>a) Interest cost on:</b>		
- Infrastructure bonds	20.41	19.13
-Debentures	11.22	14.75
-Rupee term loans from banks	316.33	157.81
-Rupee term loans from financial institutions	0.36	-
Commercial paper	36.59	-
-External commercial borrowings from financial institutions	14.37	15.08
-Interest on payment of income tax	1.14	1.72
-Others	0.69	1.06
<b>b) Other borrowing cost</b>		
- Other charges on external commercial borrowings from financial institutions	0.24	1.03
-Rupee term loans from banks	0.52	0.55
-Amortisation of foreign currency translation	16.26	12.57
<b>Total</b>	<b>418.13</b>	<b>223.70</b>

- b) As per Power purchase agreements entered into with the off takers of Chukha and Kurichhu power projects (Bhutan), the interest earned on the term deposits made with commercial banks for the payments received on behalf of these projects is passed back to them. Accordingly interest income as well as expense is accounted for in the books of account.

#### Note No. 26- OTHER EXPENSES

- a) Other expenses

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Rent	3.20	3.10
Repairs to building	3.05	1.34
Repairs to machinery - Wind mill	1.65	1.56
Insurance	0.16	0.26
Rates and taxes	1.66	0.69
Foreign exchange fluctuation (Net)	-	6.10
Auditors' remuneration	0.43	0.41
Provision for diminution in value of investments	(0.50)	2.64
Legal & professional charges	6.71	3.68
Consultancy expenses	4.20	4.92
Advertisement	0.22	0.31
Communication	1.03	0.80
Business development	1.94	1.00
Travelling and conveyance expenses	3.76	4.17
Printing & stationery	0.47	0.37
Fees & expenses to directors	0.79	0.51

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Repair & Maintenance - Others	1.08	0.85
Bank charges	3.91	4.66
EDP expenses	0.20	0.18
Books & periodicals	0.03	0.03
Water & electricity expenses	0.92	0.77
Donation	0.04	-
Provision for doubtful debts / advances	0.03	4.90
Commission and brokerage	-	0.01
Security expenses	0.37	0.30
Property tax	0.08	0.08
Provision for non-performing assets	13.92	-
Bad Debt written off	-	0.48
Other general expenses	4.74	3.88
Corporate social responsibilities Expenses (CSR)	0.44	0.03
<b>Total</b>	<b>54.53</b>	<b>48.03</b>

- b) The Group has taken a warehouse/ office premise on operating lease. The disclosures as per AS-19 are given as under:-
- a) ₹ 3.20 crore has been debited to the statement of profit and loss (Previous year ₹ 3.10 crore).
- b) Details of future lease payments

(₹ in crore)		
Particulars	As at 31.03.2015	As at 31.03.2014
Year up to 1 year	3.31	3.16
Years later than 1 year and not later than 5 years	6.03	9.27
Years later than 5 years	NIL	NIL

#### Note No. 27- EXCEPTIONAL ITEMS

(₹ in crore)		
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Loss on sale of fixed assets (net)	(0.03)	(0.05)
Provision for diminution in value of long term investments	(33.21)	-
Excess provision written back	0.77	4.34
<b>Total</b>	<b>(32.47)</b>	<b>4.29</b>

#### Note No. 28- PRIOR PERIOD ITEMS

(₹ in crore)		
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Legal & professional charges	0.09	0.03
Service Charges	-	0.72
Application fee/ Misc Income	(0.39)	(0.32)
Others	0.02	-
<b>Total</b>	<b>(0.28)</b>	<b>0.43</b>

#### Note No 29- EARNINGS PER EQUITY SHARE

(₹ in crore)		
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Opening equity shares (Nos. in crore)	29.60	29.60
Closing equity shares (Nos. in crore)	29.60	29.60
Weighted average number of equity shares used as denominator for basic earnings (Nos. in crore)	29.60	29.60
Weighted average number of equity shares used as denominator for diluted earnings (Nos. in crore)	29.60	29.60
Net profit after tax used as numerator (Amount in ₹ crore)	256.26	360.84
Basic earnings per share (Amount in ₹)	8.66	12.19
Diluted earnings per share (Amount in ₹)	8.66	12.19
Face value per share (Amount in ₹)	10.00	10.00

#### Note No. 30 - OTHER INFORMATION

- (a) The group is primarily in the business of power and investment. Trading of coal and Consultancy income have not been reported separately as the same being insignificant.
- (b) The group is organized into following reportable segments referred to in Accounting Standard (AS-17) "Segment Reporting":

(₹ in crore)		
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<b>Segment revenue</b>		
Power trading	13,087.18	11,400.86
Investment	797.85	541.51
Unallocated	54.93	205.28
<b>Revenue from operations</b>	<b>13,939.96</b>	<b>12,147.65</b>

(₹ in crore)		
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<b>Segment profit/(loss) before tax</b>		
Power trading	269.63	316.61
Investment	306.35	285.12
Unallocated	0.98	40.36
<b>Total profit before tax</b>	<b>576.96</b>	<b>642.09</b>
Less: Tax Expenses	183.59	192.06
<b>Profit after tax</b>	<b>393.37</b>	<b>450.03</b>
Less: Provision for investment in Associates	(67.26)	(3.00)
Add: Profit/(loss) of associates	-	(5.22)
Add: Profit on sale of investment	-	0.06
Less: Minority interest	(69.85)	(81.03)
<b>Net profit after tax</b>	<b>256.26</b>	<b>360.84</b>

(₹ in crore)		
Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<b>Segment assets</b>		
Power trading	2,803.95	2,227.75
Investment	6,712.61	5,371.57
Unallocated	1,152.94	1,075.30
<b>Total assets</b>	<b>10,669.50</b>	<b>8,674.62</b>

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<b>Segment liabilities</b>		
Power trading	1,657.09	1,136.47
Investment	5,237.33	3,974.22
Unallocated	117.78	120.94
<b>Total liabilities</b>	<b>7,012.20</b>	<b>5,231.63</b>

(₹ in crore)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
<b>Capital expenditure during the Year</b>		
Power trading	1.61	1.67
Investment	1.01	7.01
Unallocated	0.01	0.01
<b>Total capital expenditure</b>	<b>2.63</b>	<b>8.69</b>

(₹ in crore)

Depreciation/amortization during the year	Year ended 31.03.2015	Year ended 31.03.2014
Power trading	6.46	7.49
Investment	1.96	1.03
Unallocated	0.03	0.02
<b>Total depreciation/amortization during the Year</b>	<b>8.45</b>	<b>8.54</b>

(₹ in crore)

Non cash expenses (other than depreciation /amortisation) during the year	Year ended 31.03.2015	Year ended 31.03.2014
Power trading	0.06	11.32
Investment	100.18	18.72
Unallocated	52.60	3.98
<b>Total</b>	<b>152.84</b>	<b>34.02</b>

c) Commitments:

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014
Loan Financing	186.90	349.31
Share of estimated amount of contracts remaining to be executed on capital account and not provided for of Group/ associate companies.	121.88	131.65

d) Details of contingent liabilities:

i) Claims against the Group not acknowledged as debt:

(₹ in crore)

Particulars	As at 31.03.2015	As at 31.03.2014	Remarks
Claims of suppliers	165.91	132.38	Claims of suppliers include a) ₹ 84.95 Crore pertaining to claim of Himachal Pradesh State Electricity Board. The arbitrator concluded the arbitration in favour of PTC on 31.10.2008. However, HPSEB has contested the award in the High Court of Himachal Pradesh. b) ₹ 43.28 Crore pertaining to compensation bills raised by Gujarat Urja Vikas Nigam Limited (GUVNL). GUVNL filed a petition before GERC for direction of payment. GERC passed order against PTC. PTC filed an appeal before APTEL which had directed PTC to deposit 50% of the amount (₹ 20.48 crore) determined by GERC. APTEL has passed order against PTC. An appeal has been filed in Supreme Court against the order of APTEL, the same has been admitted and granted the stay on the order of APTEL.
Income tax demands	108.15	46.35	
Guarantees given/ investment pledged by associate companies	99.94	99.94	
- outstanding against above	16.87	16.87	
Custom Duty	17.16	17.16	
Estimated management fee/ other expense	10.67	1.51	Group share in estimated management fee/ other expense/ interest on term loan of Associate Companies.
Corporate Guarantee and counter guarantee	0.07	35.16	Group share in Associate Companies.

ii) Bank guarantees :

(₹ in crore)

As at 31.03.2015	As at 31.03.2014
990.60	993.62

\*includes ₹ 0.49 crore (Previous Year ₹ 0.49 crore) share in associate's bank guarantees

- e) The Group has entered into the following related party transactions. Such parties and transactions have been identified as per Accounting Standard 18 "Related Party Disclosures" notified under Companies (Accounting Standards) Rules, 2006.

(₹ in crore)				
Name of Related Party	Influence	Nature of Transaction	Year ended 31.03.2015	Year ended 31.03.2014
NTPC Limited.	Significant Influence	Director sitting fees to nominee directors	0.03	0.03
		Conference Fee	0.000	0.004
Power Grid Corporation of India Limited.	Significant Influence	Director sitting fees to nominee directors	0.02	0.02
		Club membership fee	0.0009	0.002
		Services received (wheeling charges)	0.04	0.15
Power Finance Corporation Limited	Significant Influence	Director sitting fees to nominee directors	0.01	0.01
		Pledging of shares (Refer note no.13 b)		
NHPC Limited	Significant Influence	Director sitting fees to nominee directors	0.02	0.01
		Electricity traded through IEX (inclusive of Service charges & Service tax)	116.12	10.61
Varam Bio Energy Private Limited	Associates	Provision for diminution in investment in debenture	-	2.14
		Loan financing written off	-	0.62
RS India Wind Energy Private Limited	Associate	Provision for diminution in investment in equity	47.37	0.00
Athena Energy Ventures Private Limited	Associate	Director sitting fees for nominee directors	0.00	0.01
		Payment of expenses by associate on behalf of the Company	-	0.0002
RS India Global Energy Limited	Associate	Provision for diminution in investment in equity	19.89	3.00
Key Management Personnel (₹ in crore)				
Mr. Deepak Amitabh	Chairman & Managing Director	Directors remuneration	0.98	0.79
Dr. Rajib Kumar Mishra *	Director	Directors remuneration	0.06	0.00
Mr. S. N. Goel**	Director	Directors remuneration	0.00	0.51
Mr. Rajender Mohan Malla ***	Managing Director	Directors remuneration	0.69	0.29
Mr. Ashok Haldia	Director	Directors remuneration	0.73	0.58
Mr. Pawan Singh	Director	Directors remuneration	0.69	0.49
Mr. Arun Kumar	Director	Directors remuneration	0.23	0.49
		Sale of Fixed assets	0.02	0.00

\* Became director w.e.f. 24th February 2015

\*\*ceased to be director on 20th January 2014

\*\*\* appointed as director on 27th September 2013.

#### Investment balances outstanding at the balance sheet date without considering provision for diminution

(₹ in crore)			
Name of the company	Relationship	As at 31.03.2015	As at 31.03.2014
Athena Energy Ventures Private Limited*	Associate	0.00	155.44
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55
RS India Wind Energy Private Limited	Associate	47.37	47.37
Varam Bio Energy Private Limited	Associate	-	-
RS India Global Energy Limited	Associate	22.89	22.89

\* Ceased to be an associate

#### Investment in debentures at the balance sheet date without considering provision for diminution

(₹ in crore)			
Name of the company	Relationship	As at 31.03.2015	As at 31.03.2014
Varam Bio Energy Private Limited	Associates	4.29	4.29
Provision for diminution in investment in equity shares			
Name of the Company	Relationship	As at 31.03.2015	As at 31.03.2014
R. S India Wind Energy Private Limited	Associates	47.37	0.00
RS India Global Energy Limited	Associates	22.89	0.00

#### Balance Outstanding

(₹ in crore)				
Name of the company	Relationship	Nature	As at 31.03.2015	As at 31.03.2014
NHPC Limited	Significant Influence	Balance payable	4.62	0.25
NTPC Limited	Significant Influence	Balance payable	-	0.004
Athena Energy Ventures Private Limited	Associate	Balance recoverable	-	0.002

- f) i) In accordance with the accounting policy, the surcharge recoverable on late/ non-payment of dues by sundry debtors is accounted for on receipt basis. Correspondingly surcharge liabilities on late/ non-payments to the suppliers, in view of the matching concept, is not being recognized in the accounts. The estimated liability in this regard, however is lower than the Group's claims from its sundry debtors.
- ii) During the year, the Group has recognized surcharge of ₹ 60.75 crore (previous year, ₹ 206.43 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹ 3.32 crore (previous year, ₹ 68.02 crore) paid/payable to sundry creditors has been included in "other operating expenses".
- g) Some of the balances of trade payables, trade receivables and advances are subject to confirmation/ reconciliation. Adjustment, if any will be accounted for on confirmation/ reconciliation of the same, which in the opinion of the management will not have a material impact.
- h) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.
- i) The Group is to divest part of its long term investment in Teesta Urja Limited (TUL) so as Government of Sikkim can acquire 51% against its present holding of 26%. On current fundamentals of the project, the share of TUL was valued below the face value and for sale / transfer of such shares, there will be a loss of ₹ 6.52 crore for which a provision has been made in the accounts. On conservative basis the Group has further made provision of ₹ 26.69 Crore on the balance of its holding.
- j) During the year Group has changed its accounting policy to recognize surcharge when no significant uncertainty as to measurability or collectability exists from receipt basis. Due to change in accounting profit, both the Surcharge on sale of power and Trade receivable are higher by ₹ 18.69 Crore and Profit for the year is higher by ₹ 12.34 Crore (net of tax of ₹ 6.35 crore).
- k) The Company has revised depreciation rates on certain fixed assets w.e.f. April 1, 2014 as per useful life specified in schedule II of Companies Act, 2013. Accordingly the company has accounted for additional depreciation charge of ₹ 0.39 crore for the year and ₹ 0.14 crore (net of deferred tax) in opening Retained earning in terms of the transitional provision of said schedule II. Thus, by charging depreciation at the revised depreciation rates, both the profit for the year and fixed assets are lower by ₹ 0.39 crore.
- l) (i) During the current year, based on an independent investigation into the affairs of an associate company (Associate), it has been concluded that in earlier years, the Associate and its promoters had misrepresented various facts to it and induced PFS to make investments aggregating ₹ 61.12 crore in the Associate. The Company has filed a criminal complaint against the Associate and its promoters and is taking suitable steps both under civil and criminal law to safeguard its investments and to recover the same. Pending outcome thereof, the Company has fully provided for the diminution in value of investment held in this Associate.
- l) (ii) RSIGEL and its promoters had made several misrepresentations and induced PEL to invest money of Rs. 23.40 Crore as equity in RSIGEL (even project has also not come up) and accordingly the company has lodged a complaint with Economic Offence Wing of the Delhi Police and the same is under investigation. The company is also contemplating other legal recourses to recover the investment.
- m) Due to the financial statements for the year ended March 31, 2015 of RS India Wind energy India Private Limited (RSIWEPL) and RS India Global Energy Limited (RSIGEL), (Associates of the group) not being available, the impact thereof on these financial statements as per the requirements of Accounting Standard - 23 "Accounting for Investments in Associate in Consolidated Financial Statements" could not be determined and accounted for. However for the purpose of consolidated financial statements, the group has accounted for a provision of ₹ 67.26 Crore for diminution in value of investments without considering underlying value of these investments. (l)(i) and (l)(ii) above).
- n) Pursuant to the notification dated December 29, 2011 issued by the Ministry of Corporate Affairs amending the Accounting Standard 11, the group has exercised the option as per Para 46A inserted in the Standard for all long-term monetary assets and liabilities. Consequently, an amount of ₹ 28.56 Crore (gross of tax) is remaining to be amortised in 'Foreign Exchange Monetary Item Translation Difference Account' as at March 31, 2015
- o) Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary and Associates.

Name of the enterprises	Net Assets (Total Assets - Total Liabilities)		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount
Subsidiaries				
1. PTC India Financial Services Limited	60%	862.31	60%	104.77
2. PTC Energy Limited	100%	49.18	100%	(17.92)
Minority interest in all subsidiaries	40%	574.87	40%	69.85
Associates (Investments as per the equity method) without considering provision for diminution in value of investment				
Krishna Godavari Power Utilities Limited	49%	37.55	49%	NA
RS India Wind Energy Private Limited*	37%	47.37	37%	-
Varam Bio Energy Private Limited*	26%	-	26%	-
RS India Global Energy Limited*	48%	22.89	48%	-

\* Accounts were not available for consolidation, hence not considered for the consolidated accounts

- p) The previous year figures have been reclassified / regrouped / rearranged to conform to this year classification, wherever necessary.

As per our report of even date attached  
For K G Somani & Co.  
Chartered Accountants  
Firm Regn. No. 006591N

(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

For and on behalf of the Board of Directors

Rajib Kumar Mishra  
Director  
DIN 06836268

(Arun Kumar)  
Executive Director & CFO

(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

(Rajiv Maheshwari)  
Company Secretary

Date: May 28, 2015  
Place: New Delhi

# PTC INDIA LIMITED

CIN: L40105DL1999PLC099328

Regd. Office: 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place, New Delhi - 110 066,

Tel: 011-41595100, 41659500 Fax: 011-41659144

E-mail: info@ptcindia.com Website: www.ptcindia.com

## PROXY FORM

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s):	
Registered Address:	
E-mail:	
Folio No./Client ID No.:	
DP ID No.:	

I/We being the member(s) of ..... shares of the above mentioned Company hereby appoint:

Name:	Address:
E-mail Id:	Signature:

or falling him/her

Name:	Address:
E-mail Id:	Signature:

or falling him/her

Name:	Address:
E-mail Id:	Signature:

as my/our proxy to attend and vote (on a Poll) for me /us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 24th September 2015 at 3:30 PM at Dr. S R KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution Number.	Resolution	For*	Against*
<b>Ordinary Business</b>			
1.	Adoption of Financial Statements for the year ended 31st March 2015		
2.	Declaration of dividend for FY 2014-15		
3.	Re-appointment of Shri Hemant Bhargava (DIN 01922717) who retires by rotation		
4.	Ratification of appointment of M/s K.G. Somani & Co. as Statutory Auditors of the Company		
<b>Special Business</b>			
5.	Appointment of Shri Anil Kumar Agarwal (DIN 01987101) as nominee director of PFC as		
6.	Appointment of Shri Ajit Kumar (DIN 06518591) as Whole time Director		
7.	Re-appointment of Shri Arun Kumar (DIN 01853255) as Whole time Director		
8.	Appointment of Dr. Rajib Kumar Mishra (DIN 06836268) as Whole time Director		

Signed this ..... day of ..... 2015

Affix  
Revenue  
Stamp not  
less than  
Re. 0.15

Signature of Member .....

Signature of Proxy holder(s) .....

### Note:

The instrument of 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.

For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the 16th Annual General Meeting.

It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.





**PTC INDIA LTD.**

CIN: L40105DL1999PLC099328

Regd. Office: 2ndFloor, NBCC Tower, 15BhikajiCama Place New Delhi - 110 066

Tel: 011-41659127, 41659128, 41659500. Fax: 011-41659126

E-mail: info@ptcindia.com Website: www.ptcindia.com

**ATTENDANCE SLIP**

**16<sup>th</sup> Annual General Meeting 24th September 2015**

Regd. Folio No./DP Client ID	No. of shares
------------------------------	---------------

I certify that I am member / proxy for the member of the company.

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Company to be held on 24th September, 2015 at 03:30 p.m. at Dr. SR KVS Auditorium(Dr. SarvepalliRadhakrishnan Auditorium), KendriyaVidyalaya No. 2, APS Colony, Delhi Cantt, New Delhi- 110010.

.....  
Name of member / proxy  
(in BLOCK Letters)

.....  
Signature of member / proxy

**Note:** Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint holders may obtain attendance slip on request.





**PTC INDIA LIMITED**

CIN: L40105DL1999PLC099328  
Regd. Office: 2nd Floor, NBCC Tower,  
15 Bhikaji Cama Place, New Delhi - 110 066,  
Tel: 011-41595100, 41659500 Fax: 011-41659144  
E-mail: info@ptcindia.com Website: [www.ptcindia.com](http://www.ptcindia.com)

**Format of Application for payment of dividend through ECS**

MCS Share Transfer Agent Ltd.,  
F-65, Okhla Industrial Area, Phase I  
New Delhi 110020

**Unit - PTC**

DPID no. - Client ID no. / folio no.

Name of the shareholder: \_\_\_\_\_

**Re: Payment of Dividend through ECS**

Dear Sir,

I hereby give the company my mandate to credit my dividend on the shares held by me under the aforesaid details directly to my bank account through the Electronic Clearing Service. The details of the bank account are given below:

Name of the Bank	
Bank Branch Name	
Account Type (Savings/Current/O.D/Cash Credit)	
Account Number (As appearing on the cheque book)	
Ledger Folio no. (if any, as appearing on the cheque book)	
*Code number of the bank & branch	
Contact Tel. No. (if any)	

(Please attach a photocopy of the cheque or a cancelled bank cheque of the aforesaid account)

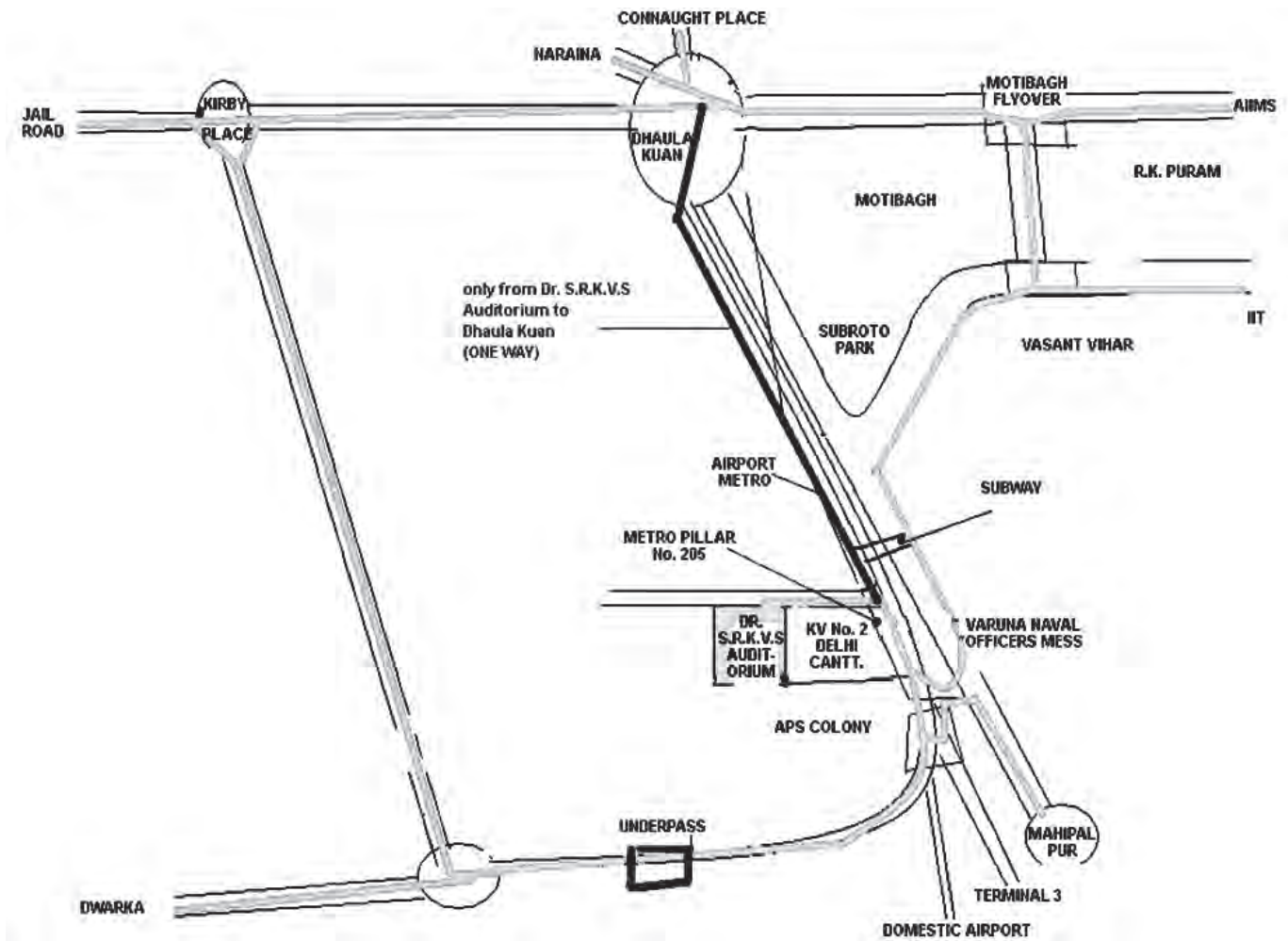
Yours faithfully

.....  
(Signature of the first/sole shareholder)

(\*9 digit number appearing on the MICR cheques issued to you by the bank i.e. the code located immediately adjacent to the specific cheque number)



### Route Map of the location of AGM





**PTC India**

**PTC INDIA LIMITED**

(Formerly known as Power Trading Corporation of India Ltd.)

CIN: L40105DL1999PLC099328

Regd. Office: 2nd Floor, NBCC Tower,

15 Bhikaji Cama Place New Delhi - 110 066

Tel: 011-41595100, 41659500. Fax: 011-41659144

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