



**PTC India**

PTC INDIA LIMITED

**17TH ANNUAL REPORT 2015-2016**

### 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 Wednesday, 28<sup>th</sup> September, 2016 at 12.30 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.

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## BOARD OF DIRECTORS (AS ON 11.08.2016)

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 H.L. Bajaj, Independent Director
11. Shri Hemant Bhargava, Director-LIC (Nominee)
12. Shri Jayant Kumar, Director-NHPC (Nominee)
13. Shri K. Biswal, Director-NTPC (Nominee)
14. Shri Ravi P. Singh, Director-POWERGRID (Nominee)
15. Shri Ved Kumar Jain, Independent Director

Company Secretary  
Shri Rajiv Maheshwari

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

Internal Auditors  
M/s. GSA & Associates

Registrar and Share Transfer Agents  
M/s. MCS Share Transfer Agent 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

## PTC INDIA LIMITED

CIN: L40105DL1999PLC099328

Regd. Office: 2nd Floor, NBCC Tower, 15 Bhikaji Cama Place

New Delhi - 110 066, Tel: 011-41595100, 41659500, 4648400, Fax: 011-41659144

E-mail: info@ptcindia.com. Website: www.ptcindia.com

**NOTICE** is hereby given that the 17th Annual General Meeting of the Members of PTC India Ltd. (PTC) will be held on Wednesday the 28th September, 2016 at 12:30 p.m. at Dr. SRKVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya No. 2, APS Colony, Gurgaon Road Delhi Cantt, New Delhi- 110010 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2016, Profit & Loss Account for the year ended on that date, the Auditors' report thereon and the Director's Report for the Financial Year 2015-16.
2. To consider and if thought fit, to pass with or without modification (s), the following resolution for dividend for the Financial Year 2015-16 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 25% (Rs. 2.50 per equity share of Rs.10 each) be and is hereby declared for the FY 2015-16, out of the profits of the Company on the 296008321 equity shares of Rs. 10/- each fully paid up to be paid as per the ownership as on 15<sup>th</sup> September 2016 (closing hours)."
3. To appoint a Director in place of Shri Ravi Prakash Singh (DIN: 05240974), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment. 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 Ravi Prakash Singh (DIN: 05240974) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director."
4. To appoint a Director in place of Smt. Jyoti Arora (DIN : 00353071), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment. 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 Smt. Jyoti Arora (DIN 00353071) who retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as Director."
5. To consider and if thought fit, to pass with or without modification (s), the following resolution for appointment and fixation of the remuneration of 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 re-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 from FY 2016-17 for a period of five years be and is hereby approved and M/s. K.G. Somani & Co., Chartered Accountants shall hold office from the conclusion of this 17<sup>th</sup> Annual General Meeting till the conclusion of the 22<sup>nd</sup> Annual General Meeting on such remuneration as may be determined

by the Board of Directors or the Audit Committee of the Company from time to time.

Further resolved that 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

6. To appoint Shri Kulamani Biswal (DIN: 03318539) 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 Kulamani Biswal (DIN: 03318539), who was appointed as Nominee Director of NTPC Limited by the Board of Directors w.e.f. 24<sup>th</sup> September, 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 Director as Nominee of NTPC Limited whose office 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."
7. To appoint Shri Jayant Kumar (DIN 03010235) as a 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 Jayant Kumar (DIN 03010235), who was appointed as Nominee Director of NHPC Limited by the Board of Directors w.e.f. 7<sup>th</sup> April, 2016 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 Director as Nominee of NHPC Limited 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."

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



(Rajiv Maheshwari)  
Company Secretary  
Membership no. F-4998  
Address: 2<sup>nd</sup> Floor, NBCC Tower,  
15 Bhikaji Cama Place,  
New Delhi-110066

Place: New Delhi  
Date: 26<sup>th</sup> August, 2016

**Notes:**

1. 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 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.
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed.
3. 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.
4. 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, between 11:00 a.m. and 1:00 p.m. upto the date of Annual General Meeting.
5. Brief resume of Directors seeking appointment and re-appointment as prescribed under SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 is annexed hereto and forms part of the notice.
6. 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.
7. 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.
8. 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.
9. Brief resume of Directors seeking appointment and re-appointment as prescribed under Listing Agreement with the Stock Exchanges is annexed hereto and forms part of the Notice.
10. The Register of Members and Share Transfer Books of the Company will be closed from 16<sup>th</sup> September 2016 to 28<sup>th</sup> September 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
11.
  - a) This Notice is being sent to all the members whose name appears as on 26<sup>th</sup> August 2016 (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 21<sup>st</sup> September 2016 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.
12. The Register of Members and Share Transfer Books of the Company will be closed from 16<sup>th</sup> September 2016 to 28<sup>th</sup> September 2016 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
13. 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 as under:
  - (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 15<sup>th</sup> September 2016.
  - (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 15<sup>th</sup> September 2016.
14. The Shareholders/ Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
15. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
16. 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.
17. The Company's Registrar & Transfer Agent (RTA) is MCS Share Transfer Agent Limited.
18. 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).
19. In respect of shareholders' holding shares in electronic form, members are requested to notify any change of address and change in bank details etc. to their Depositories Participants.
20. 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.
21. Members are requested to notify immediately any change of address :
  - i) to their DP in respect of Shares held in dematerialized form
  - ii) to RTA i.e. M/s MCS Share Transfer Agent Ltd. in respect of their physical shares, if any, quoting their folio number.
22. 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.
23. The notice of the AGM along with the Annual Report for the Financial year 2015-16 is being sent by electronic mode to those members whose e-mails addresses are registered with the company/ depositories unless any member has requested for the physical copy of the same.
24. The Annual Report is also available at the Company's Website [www.ptcindia.com](http://www.ptcindia.com).
25. Road map showing directions to reach the venue of the AGM is given at the end of this notice.

## 26. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25<sup>th</sup> September, 2016 (9:00 am) and ends on 27<sup>th</sup> September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:  
In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on "Shareholder - Login".
  - (iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on "remote e-voting: Active Voting Cycles".
  - (vii) Select "E-voting event number (EVEN) of "PTC India Limited" for casting your vote.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail

to ashishkapoorandassociates@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- (xiii) The member(s) whose email ID is not registered with the Company/Depository Participants(s) may obtain a login ID and password for casting his /her vote by remote e-voting by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or by contacting NSDL at the toll free no.: 1800-222-990 mentioning their Demat Account No/Folio Number.
  - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September 2016.
  - X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
  - XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - XIII. Mr. Ashish Kapoor, Company Secretary (Membership No. 20479) 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.
  - XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM) but have not cast their votes by availing the remote e-voting facility.
  - XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.ptcindia.com](http://www.ptcindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE, Mumbai.
27. The Company is not providing Video Conferencing facility for this meeting.

28. Members who wish to claim Dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. M/s MCS Share Transfer Agent Ltd. 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.
29. 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@mcsdel.com](mailto:admin@mcsdel.com).



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

### Item no. 6

#### Shri Kulamani Biswal

Sh. Kulamani Biswal, aged about 55 years is holding the position of Director (Fin.) in NTPC Limited (NTPC). Subsequent to the last AGM, Sh. Kulamani Biswal was appointed as Additional Director on the Board of Company w.e.f. 24<sup>th</sup> September, 2015 as Nominee of NTPC and holds office up to the date of the ensuing Annual General Meeting.

The company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Sh. Kulamani Biswal as Non-Executive Director on the Board of PTC.

The above appointment of Shri K. Biswal, 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 Biswal is **annexed**.

Sh. Biswal 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. K. Biswal does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri K. Biswal 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 Jayant Kumar

Sh. Jayant Kumar, aged about 59 years and holding the position of Director (Fin.) in NHPC Limited (NHPC). Sh. Jayant Kumar was appointed as Additional Director on the Board of Company w.e.f. 7<sup>th</sup> April, 2016 as Nominee of NTPC and holds office up to the date of the ensuing Annual General Meeting.

The company has received a notice in writing as per Section 160 of the Companies Act, 2013, signifying intention to propose Sh. Jayant Kumar as Director on the Board of PTC.

The above appointment of Shri Jayant Kumar, 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 Jayant Kumar is **annexed**.

Sh. Jayant Kumar 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. Jayant Kumar does not have any shareholding in the Company.

None of the Directors or Key Managerial Personnel and their relatives except Shri Jayant 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.

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



(Rajiv Maheshwari)  
Company Secretary

Place: New Delhi

Date: 26<sup>th</sup> August, 2016

**BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AND DIRECTORS BEING APPOINTED  
AT THIS 17th ANNUAL GENERAL MEETING**

Name	Date of Birth & Age	Qualifications	Expertise	Directorship in other Companies	Date of First appointment in the Board/ Number of meetings of the Board attended during the year	Membership/ Chairmanship of Audit and / or Shareholders Relationship Committee (s) other than in PTC	Number of shares held	Relationship between Directors
Shri Ravi Prakash Singh	21-01-1960/ 56 years	Mechanical Engineer from NIT, Allahabad and Post Graduate Diploma in HR from AIMA, New Delhi.	Shri Ravi Prakash Singh is the nominee Director of POWERGRID on the Board of PTC w.e.f. 3 <sup>rd</sup> April, 2012. He is serving as Director (Personnel) in POWERGRID. He has previously held the positions of Executive Director (Eastern Region-II) and Executive Director (Human Resource Management & Corporate Communication) in POWERGRID. Shri Singh has over 30 years of work experience in the power sector handling various multi-disciplinary functions like HR, Telecom, Contracts, Materials, Planning, Monitoring and Transmission System Construction/O&M. Prior to joining POWERGRID in 1991, Mr. Singh has worked for 10 years in NTPC.	-Power Grid Corporation of India Limited -Power System Operation Corporation Ltd. -Powerlinks Transmission Limited -Power Grid NM Transmission Limited -Power Grid Vizag Transmission Limited -Power Grid Unchahar Transmission Limited -Power Grid Jabalpur Transmission Limited -Power Grid Southern Interconnector transmission System Limited	03/04/2012 / 3	Power System Operation Corporation Ltd. (Member-Audit)  Power Grid Corporation of India Ltd. (Member -SRC)	NIL	NONE
Smt. Jyoti Arora	15-10-1961/ 54 years	IAS	Smt. Jyoti Arora, IAS is a director of the Company w.e.f. 24 <sup>th</sup> March, 2014. She is presently serving as a Joint Secretary in the Ministry of Power, Government of India. Smt. Jyoti Arora is a nominee Director of Ministry of Power, Government of India.	-PowerGrid Corporation of India Limited -Power System Operation Corporation Limited	24/03/2014 / 2	NIL	NIL	None

Name	Date of Birth & Age	Qualifications	Expertise	Directorship in other Companies	Date of First appointment in the Board/ Number of meetings of the Board attended during the year	Membership/ Chairmanship of Audit and / or Shareholders Relationship Committee (s) other than in PTC	Number of shares held	Relationship between Directors
Shri Kulamani Biswal	09-04-1961/ 55 years	ICWA , MBA, LLB	Shri K. Biswal, Nominee Director of NTPC Ltd is holding position of Director (Finance) in NTPC. Shri Biswal started his career with Coal India Limited in 1985. Later he joined Orissa Electricity Regulatory Commission at Director level in 1997. In 2004, he was appointed as Chief (Finance), Central Electricity Regulatory Commission (at the level of Joint Secretary to the Government of India). He joined NTPC Ltd as Director (Finance) on 9th Dec. 2013. Prior to joining NTPC Ltd, he was Director (Finance) in Mahanadi Coalfields Limited (MCL) since October 2010.	-NTPC Limited -Meja Urja Nigam Pvt Ltd. -NTPC Tamilnadu Energy Company Ltd. -NTPC Electric Supply Company Ltd. -NTPC Vidyut Vyapar Nigam Limited. -Patratu Vidyut Utpadan Nigam Limited. -Bangladesh- India Friendship Power Company Pvt. Ltd.	24/09/2015 / 2*	Bangladesh- India Friendship Power Company Ltd. (Chairman- Audit Committee)  NTPC Ltd. (Member-SRC)  NTPC Vidyut Vyapar Nigam Ltd. (Member-Audit)	NIL	None
Shri Jayant Kumar	03-02-1957/ 59 years	ICWA	Shri Jayant Kumar, 59 years, is nominee director of NHPC Limited. Mr. Jayant Kumar has been the Chief Financial Officer and Director of Finance at NHPC Ltd. since May 26, 2015. Earlier he was Executive Director of NHPC Ltd. He is Cost Accountant by profession, has eminent career in NHPC. He has rich and varied experience of over three decade in the Corporate Financial Management. Mr. Kumar is responsible for the Financial Management of NHPC.	-NHPC Limited -NHDC Limited -Chenab Valley Power Project Pvt. Ltd.	07/04/2016 / Not applicable	NHPC Limited ( Member-SRC) NHDC Limited (Member-Audit)	Nil	None

\* 3 meetings held during his tenure

## BOARD'S REPORT

Dear Shareholders,

On behalf of the Board of Directors, it is our pleasure to present the 17<sup>th</sup> Annual Report together with the Audited Statement of Accounts of PTC India Limited ("the Company" or "PTC") and its subsidiaries for the Financial Year ended March 31, 2016.

### 1. Financial Performance

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

₹ in Crores

Particulars	Financial Year ended			
	Standalone		Consolidated	
	31 <sup>st</sup> Mar 2016	31 <sup>st</sup> Mar 2015	31 <sup>st</sup> Mar 2016	31 <sup>st</sup> Mar 2015
Total Income	12,882.23	13,149.36	14,038.26	13,939.19
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	349.56	306.43	1224.04	866.43
Finance Charges	1.90	0.96	532.78	418.13
Depreciation	3.49	4.16	10.09	8.45
Provision for Income Tax (including for earlier years)	110.56	98.21	250.92	183.59
Net Profit/(Loss) After Tax	233.61	203.10	430.25	256.26
Profit/(Loss) brought forward from previous year	385.20	315.82	480.93	448.98
Amount transferred to General Reserve	70.08	60.93	70.08	60.93
Amount transferred to Proposed Dividend (including dividend distribution tax)	82.19	72.65	90.55	79.39
Transferred to special reserve	-	-	58.30	51.67
Transferred to statutory reserve	-	-	78.22	32.18
Adjusted in terms of transitional provision of schedule II to the Companies Act 2013	-	0.14	-	0.14
Profit/(Loss) carried to Balance Sheet	466.54	385.20	614.03	480.93

\*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 14.10% this year at 42,372 MUs as against 37,137 MUs during the previous year. With a turnover of ₹12,882.23 crore (including other income) for the year 2015-16 as against ₹13,149.36 crore (including other income) in the Financial Year 2014-15, your Company has earned a Profit After Tax of ₹ 233.61 crore as against ₹203.10 crore in the previous year.

Your Company has two subsidiaries, namely PTC India Financial Services Limited (PFS) and PTC Energy Limited (PEL). The consolidated turnover of the group is ₹14,038.26 crore for the Financial Year 2015-16 as against ₹13,939.19 crore for the Financial Year 2014-15. The consolidated Profit After Tax of the Group is ₹430.25 crore for the Financial Year as against ₹256.26 crore for the Financial Year 2014-15.

### 3. Reserves

Out of the profits of the Company, a sum of ₹70.08 crore has been transferred to General Reserves during the Financial Year and total reserves and surplus of the Company are ₹2,493.87 crore (including securities premium) as on 31<sup>st</sup> March 2016.

### 4. Dividend

The Board of Directors of your Company are pleased to recommend for your consideration and approval, a dividend @ 25% (which is higher by 14% from the last year) for the Financial Year 2015-16 i.e. ₹2.50 per equity share of ₹10 each. The dividend, if approved, at ensuing Annual General Meeting will absorb ₹89.06 crore including Dividend Distribution Tax amounting to ₹15.06 crore (without netting off credit of ₹6.87 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 (NSDL) and Central Depository (India) Limited (CDSL) as beneficial owners as on record date.

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

As on 31<sup>st</sup> March 2016, net worth of your Company aggregates to ₹2789.88 crore as compared to ₹2638.56 crore for the previous Financial Year thereby registering a growth of 5.73%.

EPS of the Company for the year ended 31<sup>st</sup> March, 2016 stands at ₹7.89 in comparison to ₹6.86 for the Financial Year ended 31<sup>st</sup> March, 2015.

### 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 relates (i.e. 31<sup>st</sup> March, 2016) 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 31<sup>st</sup> March 2016, PTC has Authorized Share Capital of ₹750,00,00,000 and paid-up share capital of ₹296,00,83,210/- divided into 29,60,08,321 equity shares of ₹10 each. The equity shares of your Company are listed on the 'BSE Limited (BSE) and '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 4.05% each or 16.20% collectively of the paid-up and subscribed equity share capital of your Company and the balance of 83.80% 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, 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 subsidiary or subsidiaries, associate company or companies and joint venture or ventures is given in Form AOC-1 as **Annexure 1**.

### 8.1 Subsidiary Companies

#### (a) PTC India Financial Services Limited

PTC India Financial Services Limited (PFS) is a subsidiary of PTC India Limited wherein PTC holds 60% stake and has invested ₹446 crore. 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 ₹1186.91 crore during FY16 compared to revenue of ₹801.89 crore during FY15. Interest income for FY16 stood at ₹921.41 crore compared to ₹741.61 crore during FY15, thus registering an increase of about 24%. The profit before tax and profit after tax for FY16 stood at ₹531.44 crore and ₹391.10 crore respectively. Net interest income increased to ₹421.58 crore, thereby recording a growth of over 23% during FY16.

The Board of Directors of PFS has recommended a dividend @ 12% i.e. ₹1.20 per equity share of ₹10/- each for the Financial Year 2015-16.

#### (b) PTC Energy Limited

PTC Energy Limited (PEL) was set up as a subsidiary of PTC India Limited to develop asset base taking in to its sphere the developmental activities, fuel intermediation etc. and company has invested ₹140.69 crore in PEL.

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.

PEL has commissioned 30 MW wind power project in Dist. of Ratlam and 20 MW wind power project in Dist. of Mandsaur of Madhya Pradesh before 31<sup>st</sup> March 2016. PEL is pursuing more opportunities for investment in renewable energy sector as it has emerged as most promising business sector in energy space.

### 8.2 Investment in other Companies (Amount released up to 31<sup>st</sup> March 2016)

(a) Your Company has earlier executed Equity Subscription Agreement (ESA) for investment in Athena Energy Ventures Private Limited (AEVPL). PTC has released ₹150 crore. The other investors in this Company are Athena Group and IDFC.

(b) Your Company has earlier executed Equity Subscription Agreement (ESA) for investment in Krishna Godavari Power Utilities Limited upto ₹40 crore. PTC has released ₹37.55 crore. However, due to slow progress and other issues, provision has been made for entire amount of ₹37.55 Crores.

(c) Teesta Urja Limited (TUL) is developing 1200 MW Teesta-III Hydro Electric Project in the State of Sikkim. Your Company had invested ₹224.02 crore. The Company had divested part of its long term investment in TUL so as Govt. of Sikkim could acquire 51% against its present holding of 26%. This disinvestment had been of 4,39,62,777 shares which reduced the shareholding of PTC to around 6.89%

(d) Your Company has 2% equity in M/s. Chenab Valley Power Projects Private Limited (CVPPPL) with NHPC and JKSPDC and as of now PTC has released approx. ₹4 Crores.

[The Policy for Determining Material Subsidiaries as approved by the Board is available on the company's website at the link: [http://ptcindia.com/statutory\\_information/Policy-on-Determining-Material-Subsidiaries.pdf](http://ptcindia.com/statutory_information/Policy-on-Determining-Material-Subsidiaries.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://ptcindia.com/statutory\\_information/Policy-on-materiality-of-Related-Party-Transactions-and-also-on-dealing-with-Related-Party-Transactions.pdf](http://ptcindia.com/statutory_information/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 confirms that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors had prepared the annual accounts on a going concern basis; and
- 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.
- 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. Listing Agreement

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective December 1, 2015. Accordingly, all listed entities were required to enter into Listing Agreement within six months from the effective date. The Company has executed the same with BSE and NSE within stipulated time.

## 12. 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.

Company has appointed M/s. Grant Thornton for the above purpose.

## 13. Directors & Key Managerial Personnel

In accordance with provisions of the Act and Articles of Association of the Company, Shri Ravi P. Singh and Smt. Jyoti Arora, Directors would retire by rotation at the ensuing Annual General Meeting and being eligible has offered themselves for re-appointment.

The tenure of Shri S. Balachandran, Independent Director was completed on 31<sup>st</sup> March 2016. On attaining the superannuation in NHPC, Shri D.P. Bhargava has ceased to be nominee of NHPC w.e.f. 31<sup>st</sup> March 2016. During the year, Shri I.J. Kapoor also ceased to be nominee of NTPC in PTC India Ltd.

Shri K. Biswal has been appointed as nominee of NTPC and Shri Jayant Kumar has been appointed as nominee of NHPC on the Board of PTC India Ltd.

The Company also appointed two Whole-time Directors i.e. Shri Ajit Kumar w.e.f. 2<sup>nd</sup> April, 2015 and Shri Arun Kumar w.e.f. 16<sup>th</sup> June, 2015.

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 Companies Act, 2013 and regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and erstwhile 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 from time to time. 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://ptcindia.com/statutory\\_information/FAMILIARISATION-PROGRAMME-MODULE.pdf](http://ptcindia.com/statutory_information/FAMILIARISATION-PROGRAMME-MODULE.pdf)]

The Policy of the Company on Nomination and Remuneration & Board Diversity is attached herewith at **Annexure 2**.

#### 14. Details of Board meetings

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

Date of the meeting	No. of Directors attended the meeting
28 <sup>th</sup> May 2015	12
05 <sup>th</sup> August 2015	14
12 <sup>th</sup> September 2015	15
3 <sup>rd</sup> November 2015	13
5 <sup>th</sup> February 2016	12

Further, the attendance of each director in the respective board meetings is mentioned under the heading of 'Report on Corporate Governance'.

#### 15. 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 the instances of unethical behavior, 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>]

#### 16. Corporate Social Responsibility

The CSR 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 CSR policy is uploaded on Company's website. Further, the report on CSR Activities/ Initiatives is enclosed as **Annexure 3**.

#### 17. 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.

#### 18. Employees' Stock Option Scheme

Shareholders' approval of the scheme was obtained at the Annual General Meeting held on 6<sup>th</sup> 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 Limited.*

As per PTC India Limited 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
1 <sup>st</sup>	1	15%	15%
2 <sup>nd</sup>	2	15%	30%
3 <sup>rd</sup>	3	30%	60%
4 <sup>th</sup>	4	40%	100%

##### *Exercise Period for PTC India Limited*

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.

The applicable disclosures as stipulated under SEBI guidelines as on March 31, 2016 with regard to Employees' Stock Options (ESOPs) are provided in **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.

#### 19. 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).

#### 20. 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 placed as **Annexure 5**.

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

M/s K.G. Somani & Co., Chartered Accountants, were appointed as Statutory Auditors of your Company in the 15<sup>th</sup> Annual General Meeting of the Company to hold office till the conclusion of 17<sup>th</sup> Annual General Meeting. In terms of Section 139 of Companies Act, 2013, the Statutory Auditors are to be appointed. 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 re-appointment.

The Statutory Auditors have audited the Accounts of the Company for the Financial year ended 31<sup>st</sup> March 2016 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.

#### 22. Internal Auditors

M/s. GSA & Associates, Chartered Accountants, New Delhi were appointed as Internal Auditors of the Company for the Financial Year 2015-16 and their reports for the year were submitted to the Audit Committee & Board.

#### 23. Cost Auditors

Cost audit is not applicable to the Company.

#### 24. Secretarial Auditors

In terms of Section 204 of the Companies Act, 2013 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 2015-16. The report of the Secretarial Auditors is enclosed as **Annexure 6** to this report and the report does not have any reservation or qualification.

#### 25. 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 organizational vision.

Your Company has continued to achieve an organizational 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 organizational 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. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

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 enthusiastic efforts of the employees have enabled the Company to grow at a steady pace.

#### 26. 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. Further, no complaints were received during the year and no complaint is pending as on 31<sup>st</sup> March, 2016.

#### 27. Management Discussion and Analysis

The baseline projection for global economic growth in 2016 is a modest 3.2%, broadly in line with last year. The recovery is projected to strengthen in 2017 and beyond, driven primarily by emerging markets and developing economies, as conditions in stressed economies start gradually to normalize. But uncertainty has increased, and risks of weaker growth scenarios are becoming more tangible. The fragile conjuncture increases the urgency of a broad-based policy response to raise growth and manage vulnerabilities.

India - Asia's third-largest economy retained its world-beating 7.6% GDP

growth for FY16 (with 2004-05 as base year), even as emerging markets like China, Russia and Brazil are slowing down. Data released by the Central Statistics Office showed that the Indian economy crossed the USD 2.02 trillion mark, compared to USD 1.9 trillion in the previous year supported by improved agriculture output, better manufacturing, mining, electricity production and lower interest rates leading to higher consumption. On the flip side, we have serious concern of NPAs. The banks are saddled with stressed assets, capacity utilization is low and corporate investments are dismal. Manufacturing, accounting for nearly 40% of total employment, witnessed a de-growth, so did mining, construction and non-financial services.

Indian power sector is in its growth path with developments in Renewable Energy (RE) segment taking the lead. The power sector witnessed 11.4% growth in installed capacity with an addition of 30,422 MW. Within power sector, there has been substantial capacity addition in the renewable energy and total RE installed capacity stood at 38,822 MW at the end of FY-16. Transmission lines' addition achieved was 28,114 CKms as against target of 23,712 CKms. The power supply situation has improved and we had 2.1% of energy deficit and 3.2% of peak deficit as compared to 3.6% & 4.7% during 2014-15.

In this year, the low demand from Distribution Utilities caused the major concern leading to PLFs going down to 62-63%. The Discoms are facing heavy debt burden (Total Discom Debt aggregates to ₹4.3 Lac Crores) and has accumulated losses of more than ₹4 lakh Crores. Government has come up with Ujwal DISCOM Assurance Yojana (UDAY) - a significant policy measure to improve financial condition of Discoms as well as measures for cost reflective tariffs and reduction in AT&C losses. So far 13 States have signed MoUs under this scheme and States have raised around ₹1 Lac Crores through UDAY bonds till 31 March 2016. Similarly, New Tariff Policy also emphasizes the need for efficiency improvements and has provision for usage of Smart meters in a phased manner to enable "Time of Day" metering, reduce theft and allow net-metering as well as timely revision of tariff.

Although, more than 80% of the power is tied up under long term arrangements with State Generation, Central Generation and IPPs, it is increasingly getting under dispute due to uncertainty over supply, tariff, demand projections and associate financial implications. Your company has been adapting to the changed requirements and has been promoting Medium Term procurement of power with a time horizon of 3-5 years along with short term procurement for temporary and very near term demand can be a solution which may provide a win-win solution both to the Discoms as well as generators. We need enabling policies to promote medium term power procurement such as inter-se parity in usage of common infrastructure (transmission, fuel transport arrangement), availability of fuel, and financing to support medium term PPAs.

The initiatives taken by government to improve the sector like UDAY, New Tariff Policy, and Coal rationalization and allocation policy are aimed towards improving the off-take and availability of power at affordable prices. These measures shall take more time to unwind the sector, accordingly the result is expected to come in due course of time.

The outlook of the sector is efficiency improvement in the value chain especially through the IT enablement, promotion of environment friendly renewable technologies and energy efficiency solutions in the coming future. These areas can provide business opportunities to various stakeholders.

This year, despite volatility, the power market showed a substantial growth and the volumes in the short term power market increased to ~16.4% (from 115,230 MUs in FY16 as compared to 98,987 MUs in FY15).

Your company maintained its leadership position with a market share of 35% (including Cross Border). During FY-16, your company's trading volumes increased by 14% to 42,372 MUs as compared to 37,137 MUs during FY15. Due to inter regional grid constraints, some of the contracts could not be operationalized/partially operationalized and the power flow was restricted to that extent resulting in a volume loss of about 5,360 MUs.

Your company improved on the average margin (net of rebate, surcharge and tolling converted PPAs) realization to 5 Paisa / unit as compared to 4.6 paisa / unit in FY15 exhibiting an increase of 8.6% YoY. Your company continues to consolidate in its core trading business with a balanced portfolio of Long /Medium /Short Term contracts within India as well as Cross Border trades and Exchange based transactions with resultant improvement in average margin realizations.

Your company participated in the recently launched, Ministry of Power, DEEP e-bidding portal offering the maximum number of bids at competitive rates for utilities of Uttarakhand and Kerala. PTC offered a total of 9 bids from different sources to Uttarakhand & 3 bids to Kerala on the first ever e-bidding & e-RA (Reverse Auction) conducted on the new DEEP portal and emerged successful in both.

In 2015-16, Your Company has added long term power supply to an extent of 461 MW to UP and Tamil Nadu. With this addition, total capacity under long term power supply has reached to 2,571 MW. Going forward, long term contracts of 890 MW is expected to get operationalize soon. I am happy to share the concerned regulatory commissions have approved the transactions.

On policy front, persistent efforts has brought the desired result in the form of inclusion of traders for participating in the medium term bidding process. Your company is participating in the various Medium Term tenders being issued by various State utilities.

Cross-border trades have always been of utmost importance to your company. This year, continuing the legacy, cross border transactions contributed 7,151 MUs (16.88%) in the total traded volumes in FY-16. The Cross-border trade with Bhutan in FY-16 was 5,107 MUs, with Nepal it was 136 MUs and with Bangladesh, the traded volume was 1908 MUs. Your company participated in the tariff based competitive bidding and received LOI for supply of 40 MW power to Bangladesh Power Development Board for 2 years. Your company has also signed a short term agreement with Nepal for supply of up to 30 MW RTC Power for the period starting from 1<sup>st</sup> November, 2015 to 30<sup>th</sup> June, 2016.

Your company has been focusing into developing new businesses to cater to the dynamic needs of the industry and customer. PTC Retail business, which was set up for facilitating power supply to the industrial and commercial consumers, is growing at a fast pace and has grown 34% over previous year. The retail business traded 7,221 MUs in the FY 2015-16 constituting around 17% of total traded volume. Your company has added reputed organizations such as Delhi Metro Rail Corporation, Indian Railways, SAIL, Reliance Industries, ACC Cements, MRF Tyres etc. in its client list.

Your company has increased its presence in the portfolio management business for the Utilities segment, as it executed agreements with Jharkhand Bijli Vitran Nigam Limited, and Indian Railways for managing their power portfolio. New Delhi Municipal Corporation has extended the agreement for management of NDMC's power portfolio by another three years. Further, PTC and Railways Energy Management Company have together set up a control room in PTC Office for managing the power portfolio of Indian Railways. State utilities and generators such as Department of Power, Arunachal Pradesh, Government of Himachal Pradesh, NEEPCO, NHPC, Haryana Power Generation Company Ltd and Bihar State Electricity Board were added/renewed agreement for sale/purchase of power. Your company was also awarded a contract by DVC to sell its surplus power for FY-16.

Your company has diversified in energy efficiency space, and is engaged as a project management consultant for DELP schemes in four States viz Maharashtra, UP, Himachal Pradesh and Rajasthan. Similar services are being provided in street lightning projects in two circles in Andhra Pradesh. Your company has mapped its potential and identified key areas for delivering knowledge-based value by rendering advisory services with an objective to expand its learning curve and create alternate revenue potential for its business. Your Company assisted petroleum refineries in conducting feasibility analysis for EHV transmission connectivity for optimized power procurement through Open Access. Successful execution of such assignments provided us strong credentials to undertake route survey,

engineering and contracting activities for bulk consumers The company has also formed strategic consortium with REC Transmission Projects Company Limited for jointly undertaking engineering and contracting activities for large size transmission projects. Your company assisted petroleum refineries and related constituents in contract structuring and transaction advisory in procurement of power through open access under group captive or bilateral mode. The company will be responsible for trading of power, contractual advisory and back-end support to trading operations. Your company has also executed consultancy assignments on evaluating economic benefits for Special Economic Zones as deemed distribution licensees.

Your company also believes in sharing knowledge with the neighboring countries to create knowledge base as well as strengthen relationships. With this objective, your company organized capacity building programme in the area of Power Trading for officials from Nepal, Bhutan, Bangladesh and Afghanistan and conducted 7 days on the job training at control room besides the sessions at NPTEL.

Your company was selected by Foreign & Commonwealth Office, UK through British High Commission, New Delhi under their Prosperity Fund Programme for preparing the Indian power market for carriage and content separation through collaboration with the UK. PTC worked in close association with key stakeholders in implementing business of supply licensee (introduced in draft Amendment to Electricity Act 2003) in India and undertook pilot study for TPDDL (Delhi) and PSPCL (Punjab). PTC successfully concluded national level final workshop on carriage and content separation in coordination with British High Commission.

Your company is focused towards the quality services to its customers. For taking customers' feedbacks, company rolled out a customer satisfaction survey for all the customers and followed up with customer interaction meet.

With the industry shift towards environment friendly technologies, your company has also made substantial progress in this arena. Your company entered into a MoU with Solar Energy Corporation of India (SECI) on 9<sup>th</sup> October'15 for sale and purchase of power generated from 3000 MW solar projects for onward sale on long term basis, for full term of 25 years. PTC is also supporting SECI in managing the operational and commercial aspects of solar energy being traded through SECI under JNNSM Phase-I. The total volume facilitated for SECI was 973 MUs in FY16. Further, CRISIL has awarded highest MNRE GRADE SP 1A to your company indicating the company has 'Highest Performance Capability and Highest Financial Strength' to undertake projects in Solar PV technology.

Your company's subsidiaries are on a high growth path. PTC India Financial Services Limited (PFS) recorded revenue of ₹1186.9 Crores during FY-16 compared to revenue of ₹801.9 Crores during FY-15. Interest income for FY-16 stood at ₹921.4 Crores compared to ₹741.6 Crores during FY-15, thus registering an increase of about 24%. The Profit Before Tax (PBT) and Profit After Tax (PAT) for FY-16 stood at ₹531.4 Crores and ₹391.1 Crores respectively. Net interest income increased to ₹421.6 Crores, thereby recording a growth of over 23% during FY-16. Earnings Per Share (EPS) for financial year stood at ₹6.96 per share vis a vis last year EPS of ₹2.86.

PTC Energy Limited (PEL) commissioned two wind power projects with cumulative capacity of 50 MW in Madhya Pradesh. The first of the projects of 30 MW in Jaora, Ratlam District got commissioned on 8<sup>th</sup> March 2016. Further, 2<sup>nd</sup> project of 20 MW Wind Power Project at Nipaniya, Mandasaur District got commissioned by March, 2016.

Going forward your company is consolidating its core trading business with a focus on high growth/high trading margin segments. Development, Financing and trading of renewable energy projects on our own or through subsidiaries will remain our thrust area in coming future. Further your company will keep on adding value added business in the form of advisory and other related services for the growth of the company as well to keep up with the expectations of the industry and customers.

## 28. Domestic Trading

Your Company has completed another significant year of its operations. Financial year 2015-16 has been a turbulent year for the power sector due to poor financial health of the State utilities and widespread transmission



constraints on various Inter Regional Links. The company has maintained and sustained its leadership position in the industry despite several turbulences. Volumes of the 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 42,372 MUs during 2015-16 against the previous year's figure of 37,137 MUs which is growth of 14% over the previous year. PTC achieved Short term trading volume of 10,334 MUs during 2015-16 despite of severe transmission constraints on various inter-regional 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 FY 2015-16 reached 13,044 MUs against 9,668 MUs in the previous year exhibiting an increase of ~34% over the previous year.

#### Long Term Agreements for Purchase of power

##### (A) Commissioned Projects

- i. Power Projects commissioned before FY 2015-16: The existing Long-Term arrangements where power supply commenced before FY2015-16: 2110 MW
- ii. Power Projects commissioned during FY 2015-16: The Long-term arrangements where power supply commenced during FY 2015-16: 461 MW
- iii. Power Projects expected to be commissioned in FY 2016-17: Pipeline of projects with long term arrangements which would be commissioned/commence power supply in FY 2016-17: 1880 MWs

##### (B) Power Purchase Agreements

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, hydro and other renewable energy resources.

##### (C) 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/Deemed Licensees like Rajasthan, UP, AP, MP, Kerala, Tamil Nadu, Railways, Bangladesh etc. (Long term and Medium term) and has bid for about 5,684 MW aggregate capacities. During the FY 2015-16, PTC has participated with about 500 MW aggregate capacities in long term and medium terms bids invited by Bangladesh which are under evaluation and had signed a Power Purchase Agreement for another 40 MW in May, 2016 through competitive bidding for medium term supply to Bangladesh.

##### 29. Cross Border Power Trade

Cross-border transactions remain a vital part of our portfolio. Cross-border trade with Bhutan witnessed 5,107.33 MUs for FY 2015-16. Also, Trade with Nepal witnessed 136 MUs.

In addition to the above, PTC continues to supply 250 MW power to Bangladesh Power Development Board (BPDB) from West Bengal State Electricity Distribution Company Limited. Accordingly, volume for this transaction for FY16 was 1,908.51 MUs. The same was 1,624 MUs last year.

##### 30. 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 2015-16 & 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. 2015-16 (₹ in crore)	Remuneration of Director/ KMP for F.Y. 2014-15 (₹ in crore)	% increase in Remuneration in the F.Y. 2015-16	Median Remuneration (F.Y.2015-16)	Ratio of remuneration of each Director/ to median remuneration of employees	Median Remuneration (F.Y.2014-15)	Increase in median	% with PAT 2015-16
1	Deepak Amitabh Chairman and Managing Director)	1.00	0.98	2.04%	0.13	7.69	0.12	8%	0.43%
2	Dr. Rajib Kumar Mishra (Whole Time Director)	0.76	0.06	1166.67%	0.13	5.85	0.01	1200%	0.33%
3	Arun Kumar (Director & Chief Financial Officer)	0.63	0	NA	0.10	6.12	NA	NA	0.27%
4	Arun Kumar (Executive Director & Chief Financial Officer)	0.11	0.42	NA	0.03	4.07	0.07	-61%	0.05%
5	Ajit Kumar (Whole Time Director)	0.66	0	NA	0.13	5.09	NA	NA	0.28%
6	Rajiv Maheshwari (Company Secretary)	0.38	0.34	11.76%	0.13	2.92	0.12	8%	0.16%

Note: - Dr. Rajib Kumar Mishra assumed the post of Director w.e.f. 24<sup>th</sup> February, 2015, Shri Ajit Kumar, assumed the post of Director w.e.f. 2<sup>nd</sup> April 2015. Shri Arun Kumar, assumed the post of Director w.e.f. 16<sup>th</sup> June, 2015.

(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 ₹0.13 crore & ₹0.12 crore in FY 2016 & FY 2015 respectively. The increase in median remuneration of employees (including WTDs) in FY 2016 as compared to FY 2015 is 8%.
(iii)	the number of permanent employees on the rolls of company;	The number of permanent employees on the rolls of the company as of 31 <sup>st</sup> March 2016 & 31 <sup>st</sup> March 2015 were 102 & 95 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: Base increment or cost of living adjustment (representing protection against inflation) Merit increase (on the basis of individual performance). Average increase in employee remuneration for FY 2015-16 was 12%.
(v)	comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	For the FY 2015-16, KMPs were paid approx. 1.52% 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 decreased from ₹ 2394.71 Crores as of March 31, 2015 to ₹ 1894.45 Crores as of March 31, 2016. Over the same period, the price to earnings ratio moved from 11.79 to 8.11. The Company's stock price as at March 31, 2016 has increased by 300% to ₹ 64.00 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 3% and the percentile increase in the managerial remuneration was 96.67% during the same period. During the year, at managerial level i.e. Shri Ajit Kumar assumed the post of whole time Director (C&O) w.e.f. 2 <sup>nd</sup> 2015 and Shri Arun Kumar as whole time Director (Fin.) & CFO w.e.f. 16 <sup>th</sup> June, 2015.
(viii)	comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	Refer 30 (i)
(ix)	the key parameters for any variable component of remuneration availed by the directors;	The factors considered for determining the Performance Related Pay are: Value added to Company ( Operating Profit and Net Profit); Value added to shareholders ( Net worth); Commercial performance 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.

**PARTICULARS OF TOP 10 EMPLOYEES (SECTION 197)**

S. No.	Name & Designation	Nature of Employment	Remuneration Received (amount in rupees crore)	Qualifications and Experience	Date of Commencement of Employment in PTC	Age (DOB)	Last Employment	% of Equity Shares held in the co.	If relative of any director or manager, name of such director or manager
1	Deepak Amitabh, CMD	CMD	1.00	M.Sc. 32 years	3-Sep-03	8-Oct-60	IRS. Govt. of India	79557	NO
2	Dr. Rajib Kumar Mishra, Director	Marketing & BD	0.76	B.Tech (Electrical), Ph.D 31 years	20-Oct-11	1-Mar-63	Power Grid Corporation of India Ltd.	1800	NO
3	Arun Kumar, Director & CFO	Finance	0.73	B.Sc., ICWA 38 years	28-Oct-03	13-Dec-55	Satluj Jal Vidyut Nigam Ltd.	70061	NO
4	Ajit Kumar, Director	Commercial & Operations	0.66	B.Sc. Engg. (Electrical), MBA 36 years	2-Apr-15	8-Apr-59	NTPC Ltd.	NIL	NO
5	Rajiv Malhotra, Executive Director & CRO	CRO	0.66	B.Sc., PDP, CFA 26 years	7-Jun-13	7-Nov-66	Athena Energy Ventures Pvt. Ltd.	NIL	NO

S. No.	Name & Designation	Nature of Employment	Remuneration Received (amount in rupees crore)	Qualifications and Experience	Date of Commencement of Employment in PTC	Age (DOB)	Last Employment	% of Equity Shares held in the co.	If relative of any director or manager, name of such director or manager
6	Harish Saran, Executive Director	Marketing	0.59	B.E.(Electrical) PGDOM 29 years	01-Oct-99	07-June -65	Power Grid Corporation of India Ltd.	105000	NO
7	Bimal Dhar, Executive Director	Commercial	0.58	B.Sc. Engg. (Electrical) 35 years	3-Jun-13	19-Oct-56	Monnet Power Company Ltd.	NIL	NO
8	B B Kathalia, Vice President (superannuated on 31-01-2016)	NA	0.56	B.Com, PGDIR 36 years	19-Jun-01	8-Jan-56	NHPC Ltd.	NA	NO
9	Hiranmay De, Executive Vice President	Operations	0.55	B.E. (Elec.) 29 years	20-Oct-03	1-Jun-64	Power Grid Corporation of India Ltd.	NIL	NO
10	Pankaj Goel, Senior Vice President	Retail	0.54	ICWAI, ICAI B.Com 24 years	17-Feb-09	19-Dec-69	IRCTC Ltd.	2563	NO

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

The Remuneration for the purpose of above 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, no employee of the Company employed throughout the year who was in receipt of remuneration of rupees one crore and two lacs or more in a year. Further, during the year under review, there was no employee of the Company employed for a part of year who was in receipt of remuneration of rupees eight lacs and fifty thousand or more per month.

### 31. 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.

### 32. Foreign exchange earnings and Outgo

During the year, the total foreign exchange earning was ₹1,026.22 crore and total foreign exchange expense was ₹1.92 crore.

### 33. Other Disclosures

#### i) Significant and material orders

There are no significant or material orders 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, 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.

### 34. General

Your Directors state that no disclosure or reporting in respect of the following items is required 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.

### 35. 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 is about maximizing shareholder value legally, ethically and sustainably. At PTC India Limited, the goal of corporate governance is to ensure fairness for every stakeholder. We believe sound corporate governance is critical to enhance and retain investor trust. Our corporate governance report for financial year 2015-16 forms part of this Annual report.

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.

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 to keep stakeholders informed.

## 1. Board of Directors

### (A) Composition of Board

The Board of Directors 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 Directors of the Company comprises of distinguished personalities, who are well known in their respective fields. As on the end of Financial Year 2015-16, the Board comprised of 15 Directors out of which 4 are Whole-time (1 CMD & 3 WTD) and 11 are Non-Executive Directors out of which 5 are Independent Directors. The Company is headed by Chairman & Managing Director (CMD).

The current composition of Board of Directors of your Company 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 Shri. Rajib Kumar Mishra	
Non -Executive Directors	Smt. Jyoti Arora	Nominee - MoP, GoI
	Shri K. Biswal	Nominee - NTPC
	Shri Ravi P. Singh	Nominee - POWERGRID
	Shri A.K. Agarwal	Nominee - PFC
	Shri Jayant Kumar	Nominee - NHPC
	Shri Hemant Bhargava	Nominee - LIC of India
	Shri Anil Razdan	Independent Director
	Shri Dipak Chatterjee	Independent Director
	Shri Dharendra Swarup	Independent Director
	Shri H.L. Bajaj	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 to those who accept the same.

Sr. No.	Meetings	*Sitting fee per Meeting (₹)
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.

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

#### (i) Details of Board Meetings held during the Financial Year 2015-16

During the financial year ended 31<sup>st</sup> March 2016, the Board met five times as against the minimum requirement of four Board Meetings.

The details of the Board Meeting held during the financial year 2015-16 are as under:-

Sr. No.	Date	Board strength	Number of Directors present
1.	28 <sup>th</sup> May 2015	15	12
2.	5 <sup>th</sup> August 2015	16	14
3.	12 <sup>th</sup> September 2015	16	15
4.	3 <sup>rd</sup> November 2015	16	13
5.	5 <sup>th</sup> February 2016	16	12

#### ii) Directors Attendance Record and Directorship in other companies as on 31st March, 2016

Sr. No	Name of the Director	Board Meetings in FY 2015-16		Attendance at Last AGM (held on 23/09/2015)	No. of Directorships in other companies held as on 31st March, 2016	No. of Committee Chairmanship/ Membership as on 31st March, 2016*
		Held during the Tenure	Attended			
1.	Shri Deepak Amitabh	5	5	Y	2	-
2.	Shri Ajit Kumar	5	5	Y	3	-
3.	Dr. Rajib Kumar Mishra	5	5	Y	1	-
4.	Shri Arun Kumar**	4	4	Y	2	-
5.	Shri K. Biswal***	3	2	N	2	2
6.	Shri A.K. Agarwal	5	4	N	10	4
7.	Shri Ravi P. Singh	5	3	N	2	2
8.	Shri D.P. Bhargava	5	4	N	2	1
9.	Smt. Jyoti Arora	5	2	N	2	-
10.	Shri S. Balachandran	5	5	Y	2	4
11.	Shri Hemant Bhargava	5	3	N	1	2
12.	Shri Ved Kumar Jain	5	3	Y	4	10
13.	Shri Dipak Chatterjee	5	5	N	2	1
14.	Shri Anil Razdan	5	5	N	-	-
15.	Shri Dharendra Swarup	5	5	N	5	4
16.	Shri H.L. Bajaj	5	5	N	NIL	NIL

- (i) \*In line with Listing Regulations, only the Directorship of Audit Committee and Stakeholders Relationship Committee have been taken in to consideration in reckoning the membership/ chairmanship of committees.
- (ii) \*\*Appointed w.e.f. 16<sup>th</sup> June 2015
- (iii) \*\*\*w.e.f. 1<sup>st</sup> September 2015
- (iv) Y=Yes, N= No, N.A. = Not Applicable

In terms of Listing Regulations, 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 and 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 998 (nine hundred ninety eight only) members (including proxies) holding 5,96,63,641 (five crore ninety six lakh sixty three thousand six hundred forty one only) number of equity shares recorded presence during the meeting.

(iii) Changes in Directorship of the Company in FY 2015-16

During the Financial Year 2015-16, 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 Ajit Kumar*	Joining	02.04.2015
2.	Shri Arun Kumar**	Joining	16.06.2015
3.	Shri K. Biswal	Joining	24.09.2015
4.	Shri I.J. Kapoor	Cessation	20.08.2015
5.	Shri Srinivasan Balachandran	Cessation	31.03.2016
6.	Shri D.P. Bhargava#	Cessation	31.03.2016

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

\*\*Whole time Director designated as Director (Finance) & CFO

#Nominee of NHPC. Now, NHPC has nominated Shri Jayant Kumar as Director w.e.f. 7th April, 2016.

The Board places on record its deep appreciation for the valuable contributions made by Shri IJ Kapoor, Shri Srinivasan Balachandran and Shri. D.P. Bhargava during their tenure as Director of the Company.

(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

(a) 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.

(b) 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, SEBI Guidelines, Listing Agreement, and various other statutory requirements.

(c) 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.

(d) 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.

(e) The meetings are usually held at the Company's Registered Office in New Delhi.

(f) 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.

(g) 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 noting/ 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.

(G) Follow-up mechanism

Documents Retention and Archival policy and Code of conduct for the prevention of Insider Trading have been framed by the Company.

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 the Listing Regulations, 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 Dipak Chatterjee	Chairman	Independent Director
2	Shri Hemant Bhargava	Member	Non-Executive Director
3	Shri Ved Kumar Jain	Member	Independent Director
4	Shri Dharendra Swarup	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;
- Discussion with internal auditors any significant findings and follow-up thereon;
- 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.
- 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.
- 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.
- 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 Listing Regulations 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 were 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

Eight meetings of Audit Committee were held during FY 2015-16. The details of Committee meeting and its members attendance during FY 2015-16 is mentioned below:-

Sr. No.	Name of Director	Audit Committee Meetings	
		Held during the Tenure	Attended
1.	Shri S. Balachandran	8	8
2.	Shri Hemant Bhargava	8	7
3.	Shri Ved Kumar Jain	8	7
4.	Shri Dipak Chatterjee	8	8
5.	Shri Dharendra Swarup	8	7

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

In accordance with the requirements of Section 178 of the Companies Act, 2013 and Listing Regulations, the Nomination and Remuneration Committee (ESOP) Committee has been constituted.

### (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 Director	Designation	Status
1	Shri Dipak Chatterjee	Chairman	Independent Director
2	Shri Deepak Amitabh	Member	Executive Director (CMD)
3	Smt. Jyoti Arora	Member	Non-Executive Director
4	Shri Anil Razdan	Member	Independent Director
5	Shri D. Swarup	Member	Independent Director
6	Shri H.L. Bajaj	Member	Independent Director

### (c) Number of meetings and attendance

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

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**

Remuneration policy of the Company is recommended by the N & R Committee and approved by the Board.

(e) **Detail of Remuneration to Chairman & Managing Director and Whole-time Directors of the Company during FY 2015-16**

The remuneration paid to the Chairman & Managing Director (CMD) and Whole-time Directors during the FY 2015-16 is as under:

Sr. No.	Director	Designation	Remuneration (figures in ₹crore) FY 2015-16
1.	Shri Deepak Amitabh	CMD	1.00
2.	Shri Rajib Kumar Mishra	Director (Marketing & Business Development)	0.76
3.	Shri Ajit Kumar*	Director (Commercial & Operation)	0.66
4.	Shri Arun Kumar**	Director (Finance & CFO)	0.63

\* became director w.e.f. 2<sup>nd</sup> April, 2015

\*\* became director w.e.f. 16<sup>th</sup> June, 2015

The CTC structure of PTC including management is mix of fixed and performance linked. Notice period of CMD & WTDs is 3 months. Further, none of the directors of the company was in receipt of any remuneration from its subsidiary companies during the period.

d) **Details of payment made towards sitting fee to the Non- Executive Directors for Board/ Committee Meetings during the year 2015-16 is as under:**

S. No.	Name of the Director	Designation	Remuneration (figures in ₹crore- FY 2015-16)
1	Shri Anil Razdan	Independent Director	0.06
2	Shri D. P. Bharagava	Non-Executive	0.02
3	Shri Dharendra Swarup	Independent Director	0.10
4	Shri Dipak Chatterjee	Independent Director	0.10
5	Shri H.L. Bajaj	Independent Director	0.05
6	Shri I. J. Kapoor/ Sh. K. Biswal	Non-Executive	0.03
7	Shri Hemant Bhargava	Non-Executive	0.05
8	Shri A. K. Agarwal	Non-Executive	0.02
9	Shri R P Singh	Non-Executive	0.01
10	Shri S. Balachandran	Independent Director	0.10
11	Shri Ved Kumar Jain	Independent Director	0.06

Sitting fee paid to the nominating respective Promoter Company/ LIC of India. Further, the non-executive directors has not been paid any other remuneration during the period.

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 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 2015-16, 208 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	2015-16	208
2	2014-15	170
3	2013-14	235

\*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	
1	Shri D. Swarup	Chairman
2	Shri Deepak Amitabh	Member
3	Shri Ved Kumar Jain	Member

**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 of Companies Act, 2013;
- 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.

As a responsible 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 various Corporate Social Responsibility ("CSR") Initiatives.

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 Corporate Social Responsibility Committee has approved a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company presently, which has also been approved by the Board.

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 as Annexure-3.

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

### Composition

Presently this Committee comprises of following Directors:-

Sr. No.	Name of the Director	
1	Shri Dipak Chatterjee	Chairman
2	Shri Ved Kumar Jain	Member

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 2015-16 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.

### Declaration required under the Listing Regulations

All the members covered under the "Code of Business Conduct and Ethics for Board Members and Senior Management" have affirmed with the said code for the Financial year 2015-16.

Sd/  
Deepak Amitabh  
Chairman & Managing Director

## 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
2014-15	September 23, 2015	3.30 p.m.	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, Delhi Cantt., New Delhi-110010	No
2013-14	September 26, 2014	3.30 p.m.	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, Delhi Cantt., New Delhi-110010	No
2012-13	August 19, 2013	3.00 p.m.	FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi- 110001	Yes, u/s 314(1) of Companies Act, 1956

## 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.

None of the business proposed to be transacted in the ensuing AGM requires passing a special resolution through Postal Ballot.

## 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).

- Website:* The Company's website contains a separate dedicated section 'Investor Relations' where shareholders information is available.

- 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)

- 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 17(8) of SEBI Listing Regulations, 2015, a certificate duly signed by Shri Deepak Amitabh, Chairman & Managing Director and Shri Arun Kumar, Director (Finance) & Chief Financial Officer of the Company was placed before the Board of Directors in its meeting dated 18<sup>th</sup> May, 2016 while considering Annual Accounts for the period ended 31<sup>st</sup> March, 2016.



## 12. General Shareholders Information

### a) Annual General Meeting(AGM)

Meeting No.	17 <sup>th</sup>
Date	28 <sup>th</sup> September 2016
Time	12.30 P.M.
Venue	Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalyaya No. 2, Delhi Cantt., New Delhi-110010

### b) Tentative Financial Calendar for year ended 31<sup>st</sup> March, 2017

Particulars	Date
1. Financial Year	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
2. Un-audited Financial Results for first three Quarters	Announcement will be in compliance with the Listing Regulations
3. Annual Financial Results	Will be announced and published within 60 days from the end of financial year

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

In accordance with the provisions of Companies Act, 2013 and Articles of Association of the Company, Shri Ravi P. Singh and Smt. Jyoti Arora shall retire by rotation at the ensuing Annual General Meeting of your Company, and being eligible, offer themselves for re-appointment.

Shri K. Biswal and Shri Jayant Kumar, presently Additional Directors, are proposed to be regularized as a Director of the Company, liable to retire by rotation, at the ensuing Annual General Meeting.

Your Directors have recommended the 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 2015-16

The Board of Directors in its meeting held on 18<sup>th</sup> May, 2016 has recommended a dividend @ 25% i.e. ₹2.50 per Equity Share (on the face value of ₹10/- each) for the Financial Year 2015-16, 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	2014-15	296,00,83,210	22
2	2013-14	296,00,83,210	20
3	2012-13	296,00,83,210	16
4	2011-12	294,97,35,710	15
5	2010-11	294,97,35,710	15

### f) Book Closure

The book closures dates of the Company are from 16<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2016 (both days inclusive) for the purpose of payment of dividend for the FY 2015-16.

### 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 as on the first date of book closure or in the list of beneficial holders provided by NSDL/CDSL.

### 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 31<sup>st</sup> March 2016, the following dividend amount was remained unpaid:

Year	Type	Dividend Per Share (₹)	Date of Declaration	Amount (₹)
2008-09	Final	1.2	23rd September, 2009	11,37,047
2009-10	Final	1.2	23rd September, 2010	6,82,453
2010-11	Final	1.5	28th September, 2011	11,66,523
2011-12	Final	1.5	21st September, 2012	14,64,873
2012-13	Final	1.6	19th August, 2013	14,07,488
2013-14	Final	2.0	26 <sup>th</sup> September 2014	17,94,968
2014-15	Final	2.2	24 <sup>th</sup> September 2015	25,40,497

### 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 2007-08 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
BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	532524	

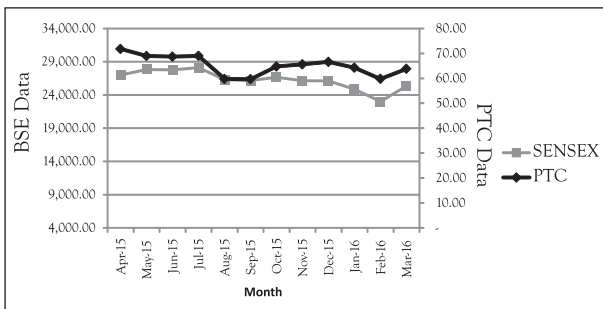
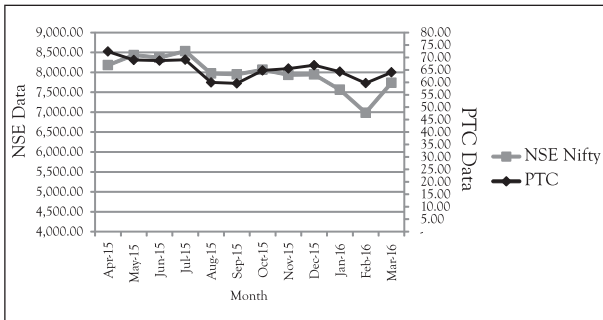
### k) Listing Fees

Annual Listing Fee for FY 2016-17 (as applicable) has been paid by the Company to both the Stock Exchanges. Further the Company has also paid the annual Custody Fee to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL)

**D) 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 2016 were as follows:

Month	BSE		NSE	
	High	Low	High	Low
April -15	81.80	70.45	81.9	70.25
May -15	73.00	64.95	73.15	64.7
June -15	69.80	59.05	69.80	59.05
July -15	74.90	65.25	74.95	65.2
August -15	74.00	50.20	74.00	50.05
September -15	62.30	53.10	62.35	52.70
October -15	68.70	59.20	68.75	59.15
November -15	68.10	61.20	68.25	61.05
December -15	67.40	58.25	67.75	58.20
January -16	71.50	56.40	71.50	56.05
February -16	67.40	56.15	67.40	56.15
March -16	65.55	57.00	65.65	57.5



**m) Registrar & Share Transfer agent**

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

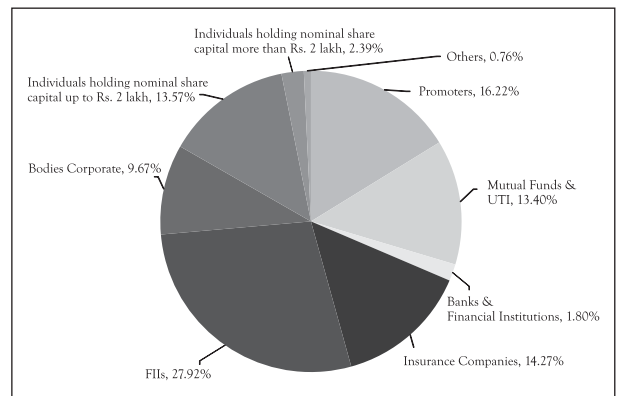
**n) Share Transfer System**

The shares under physical segment are transferred through M/s MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent (RTA). Further pursuant to regulation 40(9) of SEBI Listing Regulations, 2015 and clause 47(c) of erstwhile 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 31<sup>st</sup> March, 2016**  
**Distribution by Category**

Description	No. of Cases	Total Shares	% of Equity
Promoters	4	4,80,00,000	16.22
Mutual Funds/ UTI	40	3,96,55,571	13.3968
Financial Institutions/ Banks	24	53,27,679	1.7998
Insurance Companies	13	4,22,42,952	14.2709
Foreign Portfolio Investors	110	8,26,56,878	27.9238
Bodies Corporates	1325	2,86,24,255	9.6701
Individuals :- (1) Individuals holding nominal Share Capital upto ₹2 Lakh	152752	4,01,82,738	13.5749
(2) Individuals holding nominal Share Capital more than ₹2 Lakh	99	70,61,382	2.3855
Others:- (1) Trust & Foundations	13	58,400	.0197
(2) NRIs	1654	21,98,466	.7427
<b>Total</b>	<b>1,56,034</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 31<sup>st</sup> March, 2016



**Distribution by size**

As on 01.04.2016

Range of Equity Shares held	Folios	% of Shareholders	Total No. of Shares	% of Shares
1 - 500	140481	90.03	17331118	5.85
501 - 1000	8623	5.53	7046681	2.38
1001 - 2000	3764	2.41	5766500	1.95
2001 - 3000	1131	0.72	2910851	0.98
3001 - 4000	517	0.33	1888173	0.64
4001 - 5000	363	0.23	1722908	0.58
5001 - 10000	569	0.36	4291659	1.45
10001 - 50000	382	0.24	7966116	2.69
50001 - 100000	47	0.03	3376848	1.14
100001-Above	157	0.10	243707467	82.33
<b>Total</b>	<b>156034</b>	<b>100.00</b>	<b>296008321</b>	<b>100.00</b>

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 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016, 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 31<sup>st</sup> March, 2016:

Category	No. of Holders	No. of Shares	% of total Shares Issued
Physical	12,745	1,00,19,510	3.38
NSDL	99,320	2,59,64,8151	87.72
CDSL	43,969	2,63,40,660	8.90
Total	1,56,034	29,60,08,321	100

**q) Shares Liquidity**

The trading volumes at the Stock Exchanges, during the financial year 2015-16, are given below:

Months	National Stock Exchange of India Limited	Bombay Stock Exchange Limited
	Number of Shares Traded	Number of Shares Traded
April, 2015	2,97,08,745	27,68,604
May, 2015	3,19,88,164	49,81,135
June, 2015	2,92,58,074	43,35,686
July, 2015	2,74,22,212	31,74,120
August, 2015	4,30,42,490	55,16,025
September, 2015	9,93,19,891	72,71,829
October, 2015	4,03,82,865	37,56,197
November, 2015	2,26,33,016	26,73,684
December, 2015	1,82,02,890	23,14,840
January, 2016	3,94,20,594	44,83,955
February, 2016	2,68,99,812	31,63,451
March, 2016	2,45,82,808	37,35,133

**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.  
2<sup>nd</sup> Floor, NBCC Towers, 15 Bhikaji Cama Place,  
New Delhi-110066

**• Company Secretary & Compliance Officer:-**

Rajiv Maheshwari  
PTC India Limited  
2<sup>nd</sup> 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 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 Listing Agreement**

The status/ extent for non-mandatory requirements of Listing

Agreement is as under:

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, 2016.
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

**w) Discretionary Requirements**

The status of discretionary requirements as per regulation 27(1) of SEBI Listing Regulations, 2015 is as follows:-

- The Board: The company has an Executive Chairman i.e. CMD.
- Shareholder Rights: The quarterly/half yearly/annual financial results of the Company are published in leading newspapers as mentioned under the heading "Means of Communication" of the Corporate Governance Report and also displayed on the website of the Company. The results are separately circulated to the shareholders.
- Modified Opinion (s) in audit report : The auditor has given unqualified report for the financial year ended 31<sup>st</sup> March, 2016
- Separate post of Chairman and CEO : The Company does not have separate persons to the post of Chairman and Managing Director & CEO
- Reporting of Internal Auditor: The Internal Auditor reports directly to the Audit Committee.

- Plant Locations or any manufacturing division: Company doesn't have any plant or manufacturing division.

**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 of PTC India Ltd.

Sd/-

**Deepak Amitabh**

**(Chairman & Managing Director)**

**DIN: 01061535**

Date : 11th August, 2016

Place : New Delhi

## 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	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	140.69
4. Reserves & surplus	1180.45	(9.68)
5. Total assets	8822.79	385.76
6. Total Liabilities	8822.79	385.76
7. Investments (net of provision)	234.90	-
8. Turnover	1186.91	0.98
9. Profit before taxation	531.44	(3.84)
10. Provision for taxation	140.34	0.02
11. Profit after taxation	391.10	(3.86)
12. Proposed Dividend	67.45	NA
13. % of shareholding	60%	100%

#### 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				
No.	3,75,48,700	6,11,21,415	43,90,000	2,34,02,542
Amount of Investment in Associates/Joint Venture (₹In crore)	37.55	61.12	4.39	23.40
Extend of Holding %	49%	37%	26%	48%
3. Description of how there is significant influence	Note A	Note A	Note A	Note A
4. Reason why the associate/joint venture is not consolidated	Note B	Note C	Note C	Note C
5. Networth attributable to Shareholding as per latest audited Balance Sheet	Not available	Not available	Not available	Not available
6. Profit / Loss for the year				
i. Considered in Consolidation	Nil	Not available	Not available	Not available
ii. Not Considered in Consolidation				

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.

For and on behalf of the Board  
PTC India Limited

Place: New Delhi  
Date: 11.08.2016

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN: 01853255

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN: 01061535

## “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

Sd/-  
Chairman & Managing Director  
DIN: 01061535

Place: New Delhi

Date: 11.08.2016

**Annexure 3**

**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 CSR Committee and the Annual Report on CSR Activities forms the part of this Report:

**1. A brief outline of the Company's CSR policy:-**  
**CSR Policy-**

As a corporate citizen, your company, is committed to ensure the social uplift 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.

The Company's thrust areas for undertaking CSR activities are in line with the key points specified in Schedule VII of Section 135, Companies Act, 2013 and changes therein from time to time.

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

**2. Composition of CSR Committee-**

Your Company recognizes its responsibility towards the Nation & Environment. The company has constituted a Corporate Social Responsibility Committee for smooth conduction of various CSR Initiatives.

Members of the Committee are:

Shri Dharendra Swarup, Independent Director (Chairman of the Committee)

Shri Deepak Amitabh, Chairman & Managing Director, PTC India Limited

Shri Ved Kumar Jain, Independent Director

<b>3. Average net profit of the company during last three financial years</b>	:	278.54 Crores
<b>4. Prescribed CSR Expenditure from the F Y 2015-16</b>		
(Two percent of the amount as in item 3 above)	:	5.57 Crores
Carried over amount from F Y 2014-15	:	4.31 Crores
Total CSR Budget	:	9.88 Crores

5. Details of CSR funds spent during the financial year:

- a. Total amount to be spent during the financial year; : 9.88 Crores  
 Amount spent during the financial year 2015-16 : 1.33 Crores  
 b. Amount unspent, if any; : 8.55 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).

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector under which the project is covered	Projects or program (1) Local area or other(2) Specify the state and district where where projects or programs was undertaken	Amount outlay(budget) project or program wise	Amount spent on the projects or programs <b>Sub-heads:</b> (1).Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1	Prime Minister Relief Fund	Contribution to Prime Minister National Relief Fund	-	1.0 Cr	1.0 Cr	1.0 Cr	Direct
2	Sanitation work	Preventive health care & Sanitation	Bhikaji Cama Place, New Delhi	2.5 Cr (03 years Duration)	0.26 Cr 0.03 Cr	0.29 Cr	Through BVG India Limited & G4S Facility Management Services Limited
3	Promotion of Education, Gender Equality and Women's Empowerment	Skill Development & Women Empowerment	Gurgaon, Haryana	0.35 Cr ( 01 year Duration)	0.04 Cr	0.04 Cr	Through Vidya Roshan Charitable Trust
4	Total				1.33 Cr	1.33 Cr	

Your Company is not carrying over the unspent amount in the next financial year. Your company is in the process of preparing a roadmap in conjunction with its two other group companies for spending the CSR amount of 2016-17. Presently on-going activities, which involve long implementation periods and also takes longer time in mobilization and execution, mentioned at SL. No.2&3 in the table above shall be continued during the financial year 2016-17.

For and on behalf of the Board  
**PTC India Limited**

Place: New Delhi  
 Date: 11.08.2016

Sd/-  
**(D. Swarup)**  
 Director  
 DIN: 02878434

Sd/-  
**(Deepak Amitabh)**  
 Chairman & Managing Director  
 DIN: 01061535



#### 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 31.03.2016.

Sr. No.	Description	Particulars of Employee Stock Option Scheme -2008 :-1st tranche		Particulars of Employee Stock Option Scheme -2008 :-2nd 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)	₹10.00 being higher of the following: ₹8.58, being 10% of Market Price, or ₹10.00	
		Category II (who joined the Company or the Group between April 01, 2003 to March 31, 2006)	₹25.73, being higher of the following ₹25.73, being 30% of Market Price, or ₹10.00	
		Category III (who joined the Company or the Group on or after April 01, 2006 onwards)	₹42.88, being higher of the following ₹42.88, being 50% of Market Price, or ₹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		1611429
G	Variation of terms of Options	Nil		Nil
H	Money realized by exercise of Options	₹3.36 crore		₹0.61 crore
I	Total number of Options in force	21,000		-
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.	₹7.89 per share		

Sr. No.	Description	Particulars of Employee Stock Option Scheme -2008 :-1st tranche	Particulars of Employee Stock Option Scheme -2008 :-2nd tranche	
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 2015-16.	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 2015-16.	
	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 ₹0.12 crore		
	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:		
			₹in crore	
		Net Income as reported	233.61	
		Add: Intrinsic value Compensation cost	(0.10)	
		Less: Fair value compensation cost (as per Black Scholes)	(0.22)	
		On the basis of Fair Valuation Method		
		Adjusted Net Income	233.73	
		Earning Per Share (₹)	Basic	Diluted
		As reported	7.89	7.89
		As adjusted	7.90	7.90
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 : ₹25.73 - Weighted average fair value of first tranche : ₹66.18		NA
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) ₹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

Place: New Delhi  
Date: 11.08.2016

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN: 01061535

Annexure 5

**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. REGISTRATION & OTHER DETAILS:**

i	CIN	L4015DL1999PLC099328
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 Available	

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

SI 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.	U40109TG1995PLC020948	Associate	49	2(6)
4	RS India Wind Energy Pvt. Ltd.* GL Business Center, Old Gurgaon Road, Dundaheera, Gurgaon, Haryana	U40101HR2006PTC049781	Associate	37	2(6)
5	Varam Bio Energy Pvt. Ltd.*	U40108TG2002PTC038381	Associate	26	2(6)
6	RS India Global Energy Ltd.** GL Business Center, Old Gurgaon Road, Dundaheera, 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)**

**i) Category-wise Share Holding**

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>									
(I) 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>	<b>48000000</b>	<b>0</b>	<b>48000000</b>	<b>16.22</b>	<b>48000000</b>	<b>0</b>	<b>48000000</b>	<b>16.22</b>	<b>-</b>

(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>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>"Total Shareholding of Promoter (A)= (A)(1)+(A)(2)"</b>	<b>48000000</b>	<b>0</b>	<b>48000000</b>	<b>16.22</b>	<b>48000000</b>	<b>0</b>	<b>48000000</b>	<b>16.22</b>		<b>-</b>
<b>B. PUBLIC SHAREHOLDING</b>										
(1) Institutions										
a) Mutual Funds	42827045		42827045	14.47	39655571		39655571	13.40		(1.07)
b) Banks/FI	5542081		5542081	1.87	5327679		5327679	1.80		(0.07)
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	49781046		49781046	16.82	42242952		42242952	14.27		(2.55)
g) FIIS	82949644	0	82949644	28.02	82656878	0	82656878	27.92		(0.10)
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>	<b>181099816</b>	<b>0</b>	<b>181099816</b>	<b>61.18</b>	<b>169883080</b>	<b>0</b>	<b>169883080</b>	<b>57.39</b>		<b>(3.79)</b>
(2) Non Institutions										
a) Bodies corporates										
i) Indian**	13422421	10000000	23422421	7.912757628	18624255	10000000	28624255	9.67		1.76
ii) Overseas	0	0	0	-	0	0	0	-	-	-
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.2 lakhs**	34525258	28664	34553922	11.67	40163228	19510	40182738	13.57		1.90
ii) Individuals shareholders holding nominal share capital in excess of Rs. 2 lakhs	6499043	0	6499043	2.20	7061382	0	7061382	2.39		0.19
c) Others (specify)										
Trust & Foundations	56400	0	56400	0.02	58400	0	58400	0.02		0.00
Cooperative Societies	0	0	0	-	0	0	0	-	-	-
Educational Institutions	0	0	0	-	0	0	0	-	-	-
Non Resident Individual	2376719	0	2376719	0.80	2198466	0	2198466	0.74		0.06
Foreign Companies	0	0	0	-	0	0	0	-	-	-
OCBs	0	0	0	-	0	0	0	-	-	-
<b>SUB TOTAL (B)(2):</b>	<b>56879841</b>	<b>10028664</b>	<b>66908505</b>	<b>22.60</b>	<b>68105731</b>	<b>10019510</b>	<b>78125241</b>	<b>26.39</b>		<b>3.91</b>
<b>"Total Public Shareholding (B)= (B)(1)+(B)(2)"</b>	<b>237979657</b>	<b>10028664</b>	<b>248008321</b>	<b>83.78</b>	<b>237988811</b>	<b>10019510</b>	<b>248008321</b>	<b>83.78</b>		<b>-</b>
<b>"C. Shares held by Custodian for GDRs &amp; ADRs"</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>		<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>285979657</b>	<b>10028664</b>	<b>296008321</b>	<b>100.00</b>	<b>285988811</b>	<b>10019510</b>	<b>296008321</b>	<b>100.00</b>		<b>-</b>

(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)

	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the company	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

(iv) SHAREHOLDING OF DIRECTORS & KEY MANAGERIAL PERSONNEL

S. No.	For Each of the Directors & KMP	No. of shares (as at beginning of Year)	% of total shares of the company	No. of shares (as at end of Year)	% of total shares of the company
1.	Shri Deepak Amitabh				
	At the beginning of the year	79557	0.03	79557	0.03
	Date wise increase/ decrease in share holding during the year specifying the reasons for increase/ decrease	-	-	-	-
	At the end of Year	79557	-	79557	-
2	Shri Rajib Kumar Mishra	1800	-	1800	-
	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	-	-	-	-
3	Shri Arun Kumar				
	At the beginning of the year	70061	0.02	70061	0.02
	Date wise increase/ decrease in share holding at the end of year				
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

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>			Nil	
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				

(vi) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNELT

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total
		Deepak Amitabh, CMD	Rajib Kumar Mishra, WTD	Ajit Kumar, WTD	Arun Kumar*, WTD & CFO	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	0.92	0.70	0.60	0.58	2.80
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.04	0.03	0.03	0.02	0.12
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00	0.00	0.00
2	Stock option	0.00	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00	0.00	0.00
	as % of profit	0.00%	0.00%	0.00%	0.00%	0.00%
	others (specify)	0.00	0.00	0.00	0.00	0.00
5	Others, please specify	0.04	0.03	0.03	0.03	0.13
	Total (A)	1.00	0.76	0.66	0.63	3.05
	Ceiling as per the Act					

\* w.e.f. 16 June, 2015.

**B. Remuneration to other directors:**

Sl. No	Particulars of Remuneration	Name of the Directors						Total Amount
1	Independent Directors	Dhirendra Swarup	Dipak Chatterjee	H.L.Bajaj	S Balachandran	Ved Kumar Jain	Anil Razdan	
	(a) Fee for attending board committee meetings	0.10	0.10	0.05	0.10	0.06	0.06	0.45
	(b) Commission	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total (1)	0.10	0.10	0.05	0.10	0.06	0.06	0.45
2	Other Non Executive Directors	D P Bharagava	I J Kapoor/ K Biswal	A K Agarwal	R P Singh	Hemant Bhargava		
	(a) Fee for attending board committee meetings	0.02	0.03	0.02	0.01			0.08
	(b) Commission	0.00	0.00	0.00	0.00	0.05		0.05
	(c) Others, please specify.	0.00	0.00	0.00	0.00	0.00		0.00
	Total (2)	0.02	0.03	0.02	0.01	0.05		0.13
	Total (B)=(1+2)	0.58						
	Total Managerial Remuneration	3.63						
	Overall Ceiling as per the Act.							

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		CFO*	Company Secretary	Total
1	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	0.09	0.34	0.43
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.01	0.03	0.04
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00
	as % of profit	0.00	0.00	0.00
	others, specify	0.00	0.00	0.00
5	Others, please specify	0.01	0.01	0.02
	<b>Total</b>	<b>0.11</b>	<b>0.38</b>	<b>0.49</b>

\* upto 15<sup>th</sup> June, 2015

**(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

**PTC India Limited**  
Detail of Top 10 Shareholders as on 31-03-15 & 31-03-16 and their transactions (Other Than Promoters)

S. No.	Folio No.	Name	PAN	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (31-03-15 to 31-03-16)		Category
				No of Shares at the Beginning (31-03-15) / end of the Year (31-03-16)	% of total shares of the Company				Shares	% of total shares of the Company	
1	IN 30081210000012	Life Insurance Corporation Of India	AAACL0582H	29985692	10.13	20150331					Insurance Companies
				29985692	10.13	20160331	NIL	NIL			
2	IN30016710014466	Reliance Capital Trustee Co. Ltd. A/C Reliance Diversified Power Sector Fund	AAATR0090B	11696148	3.95	20150331					Mutual Funds Promoted By Banks / Inst.
						20150710	-200000	Sale	11496148	3.88	
						20150930	-116000	Sale	11380148	3.84	
						20151002	-52000	Sale	11328148	3.83	
						20151009	-180000	Sale	11148148	3.77	
						20151023	52000	Purchase	11200148	3.78	
						20151030	296000	Purchase	11496148	3.88	
				11496148	3.88	20160331					
3	IN30005410076881	Government Pension Fund Global	AACCN1454E	11322892	3.83	20150331					Foreign Financial Institutions
				11322892	3.83	20160331	NIL	NIL			
4	IN30014210645506	Active Emerging Markets Equity Fund	AABTB3889P	4487536	1.52	20150331					Foreign Financial Institutions
						20150501	161248	Purchase	4648784	1.57	
						20150508	88485	Purchase	4737269	1.6	
						20150522	1262611	Purchase	5999880	2.03	
						20150529	190615	Purchase	6190495	2.09	
						20150605	151029	Purchase	6341524	2.14	
						20150724	57920	Purchase	6399444	2.16	
						20150731	337504	Purchase	6736948	2.28	
						20150904	732224	Purchase	7469172	2.52	
				7469172	2.52	20160331					
5	IN 30016710049887	Idfc Premier Equity Fund	AAETS9556K	16653000	5.63	20150331					Mutual Funds Promoted By Banks / Inst.



S. No.	Folio No.	Name	PAN	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (31-03-15 to 31-03-16)		Category
				No of Shares at the Beginning (31-03-15) / end of the Year (31-03-16)	% of total shares of the Company				Shares	% of total shares of the Company	
						20150501	-256038	Sale	16396962	5.54	
						20150508	-1399842	Sale	14997120	5.07	
						20150515	-1912830	Sale	13084290	4.42	
						20150522	-3985107	Sale	9099183	3.07	
						20150529	-468486	Sale	8630697	2.92	
						20150619	-630697	Sale	8000000	2.7	
						20150626	-1200000	Sale	6800000	2.3	
						20151030	-96000	Sale	6704000	2.26	
						20151106	96000	Purchase	6800000	2.3	
				6800000	2.3	20160331					
6	00000023	Damodar Vally Corporation Ltd		6000000	2.2	20150331					Other Bodies Corporates
				6000000	2.2	20160331		NIL			
7	IN30016710119319	Caisse De Depot Et Placement Du Quebec-Quantum Advisors Private Limited	AADCC1811B	2829836	0.96	20150331					Foreign Financial Institutions
						20150501	85172	Purchase	2915008	0.98	
						20150508	46738	Purchase	2961746	1	
						20150522	442384	Purchase	3404130	1.15	
						20150529	66785	Purchase	3470915	1.17	
						20150605	52916	Purchase	3523831	1.19	
						20150828	403633	Purchase	3927464	1.33	
						20150904	233170	Purchase	4160634	1.41	
						20151106	709283	Purchase	4869917	1.65	
				4869917	1.65	20160331					
8	IN30005410040054	Dimensional Emerging Markets Value Fund	AACCD1578M	4340004	1.47	20150331					Foreign Financial Institutions
						20150410	39656	Purchase	4379660	1.48	
						20150417	50003	Purchase	4429663	1.5	
						20150515	24598	Purchase	4454261	1.5	
						20150522	18820	Purchase	4473081	1.51	
						20151218	-79403	Sale	4393678	1.48	
						20160205	42568	Purchase	4436246	1.5	
						20160212	29019	Purchase	4465265	1.51	

S. No.	Folio No.	Name	PAN	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (31-03-15 to 31-03-16)	
				No of Shares at the Beginning (31-03-15) / end of the Year (31-03-16)	% of total shares of the Company				Shares	% of total shares of the Company
						20160219	23738	Purchase	4489003	1.52
						20160226	28331	Purchase	4517334	1.53
				4517334	1.53	20160331				
9	IN 3005410009159	Colonial First State Investments Limited As Responsible Entity For The Commonwealth Specialist Fund	AAATC5667R	4381451	1.48	20150331				Foreign Financial Institutions
				4381451	1.48	20160331	NIL	NIL		
10	IN 30014210746091	Msd India Fund Lrd	AAJCM9231B	0	0	20150331				Foreign Financial Institutions
						20160129	0	Purchase	54694	0.02
						20160205	45350	Purchase	100044	0.03
						20160212	297430	Purchase	397474	0.13
						20160219	553443	Purchase	950917	0.32
						20160304	128506	Purchase	1079423	0.36
						20160311	3090066	Purchase	4169489	1.41
				4169489	1.41	20160331				
11	IN 3001261179789	Hdfc Standard Life Insurance Company Limited	AAACH8755L	10556353	3.57	20150331				Other Insurance
						20150410	-1661795	Sale	8894558	3
						20150417	-1359029	Sale	7535529	2.55
						20150424	-510995	Sale	7024534	2.37
						20150501	-50786	Sale	6973748	2.36
						20150508	-713	Sale	6973035	2.36
						20150717	-1260456	Sale	5712579	1.93
						20150723	-87316	Sale	5625263	1.9
						20150731	27365	Purchase	5652628	1.91
						20150828	-3482260	Sale	2170368	0.73
						20150904	-1844801	Sale	325567	0.11
						20150911	-323005	Sale	2562	0
				2562	0	20160331				

S. No.	Folio No.	Name	PAN	Shareholding		Date	Increase / Decrease in Reason Shareholding	Cumulative Shareholding during the year (31-03-15 to 31-03-16)		Category
				No of Shares at the Beginning (31-03-15) / end of the Year (31-03-16)	% of total shares of the Company			Shares	% of total shares of the Company	
12	IN30005410054081	Kuwait Investment Authority Fund 225	AAATK3858Q	7019422	2.37	20150331				Foreign Financial Institutions
						20150918	-54096	Sale	6465326	2.18
						20151016	-624146	Sale	5841180	1.97
						20160304	-2036870	Sale	3804310	1.29
						20160311	-1487795	Sale	2316515	0.78
						20160325	-1826222	Sale	490293	0.17
				0	0	20160331	-490293	Sale		
13	IN30016710038774	The Wellington Trust Company National Association Multiple Common Trust Funds Trust Emerging Markets Local Equity Portfolio	AAATW1456C	4396848	1.49	20150331				Foreign Financial Institutions
						20150410	96760	Purchase	4493608	1.52
						20150508	-74875	Sale	4418733	1.49
						20150710	491013	Purchase	4909746	1.66
						20150821	-207120	Sale	4702626	1.59
						20150828	-754635	Sale	3947991	1.33
						20151016	-817628	Sale	3130363	1.06
						20151023	-1261705	Sale	1868658	0.63
						20151030	-1635788	Sale	232870	0.08
				0	0	20151106	-232870	Sale	0	
						20160331				

For and on behalf of the Board  
PTC India Limited

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN: 01061535

Place: New Delhi  
Date: 11.08.2016

Annexure 6

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

{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 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 31st March, 2016 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 31st March, 2016 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, 2015;
  - (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 annual 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

Applicable w.e.f. July 01, 2015-Generally complied with.

- (b) The Listing Agreements and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per opinion dated 06.02.2016 obtained by the Company from Senior Advocate on the subject matter and declarations submitted by the Company under listing agreements. However, Company had received letter from NSE for non-compliance on composition of Board, which was duly replied by the Company enclosing the copy of legal opinion dated 06.02.2016. However, Company has again received letter dated 15th July, 2016 from NSE regarding non-compliance on composition of Board, for which Company shall reply within due course.

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,

Sd/-  
(Sachin Agarwal)  
Partner  
FCS No. : 5774  
C.P No. : 5910

Place: New Delhi  
Date: July 25, 2016

## COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of

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

I have examined the compliance of conditions of Corporate Governance by PTC India Limited ("the Company"), for the year ended on March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.

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

In my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement/Listing Regulations as applicable.

I further state that Company had received notices from NSE dated February 26, 2016, May 17, 2016 & July 15, 2016 for non-compliance on composition of Board as per the clauses of Listing Agreement/Listing Regulations. As per the explanation given me by the Company the Company had obtained legal opinion from a Senior Advocate on the subject matter dated February 2, 2016, according to whom the Company's Board composition is in line with the clauses of Listing Agreement/Listing Regulations. The Company has filed its reply for all the notices received on March 3, 2016, July 8, 2016 and August 1, 2016 respectively and made its submission as per the opinion obtained that is Company's composition of Board is in line with the Listing Agreement/Listing Regulations.

Further 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.

I 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  
Unique Code Number: S2007DE093800

Dated : 11<sup>th</sup> August, 2016  
Place : New Delhi

Ashish Kapoor  
New Delhi Proprietor  
Membership No. F 8002

## CEO & CFO CERTIFICATE

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 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 : 11<sup>th</sup> August, 2016  
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 comprises the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of 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. 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 March 31, 2016, and its Profit and its Cash Flow for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, 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" 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, 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 purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as 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 written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 14(c) and note no. 27(c) to the financial statements;
    - ii. The company has long term contracts as at 31st March, 2016 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, 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

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
Membership No.- 088155

Place: New Delhi  
Date: 18th May 2016

## “ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- (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.
- (c) In our opinion and according to the information and explanations given to us during the course of audit, the title deeds of immovable properties are held in the name of the company.
- (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, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us during the course of audit, the Company has complied with the provisions of Section 186 of the Companies Act, 2013 in respect of investment of the company. Further, the company has not granted any loans and has not given any guarantees and security under the provision of section 185 of the companies Act, 2013; thereby the provision of the said section is not applicable to the company.
- (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) According to information and explanations given to us and on the basis of our examination of the books of account and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities and there were no outstanding at March 31, 2016 for a period of more than six months from the date they become 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	Income Tax	AY 2010-11	1.48	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 2010-11	1.48	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2011-2012	0.05	ITAT Delhi
Income Tax Act, 1961	Penalty	AY 2011-2012	0.01	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	AY 2012-2013	0.92	ITAT Delhi
Customs Act, 1962	Custom Duty	AY 2012-2013	17.16	CESTAT, Bangalore
Income Tax Act, 1961	Income Tax	AY 2013-2014	1.4	ITAT Delhi

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) According to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.
- (x) 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 by the company or any fraud on the company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- (xi) In our opinion and according to the information and explanations given to us during the course of audit, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us during the course of audit, the company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that transactions with the related parties are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us by the management and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that the company has not made any preferential allotment or private placements of shares or fully or partly convertible debentures during the year.
- (xv) In our opinion and according to the information and explanations given to us during the course of audit, we state that the Company has not entered into non-cash transaction with directors or persons connected with him. Therefore clause 3(xv) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- (xvi) The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

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

Sd/-  
**(Bhuvnesh Maheshwari)**  
**(Partner)**

Place: New Delhi  
Date: 18th May 2016

Membership No.: 088155



## **“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STAND ALONE FINANCIAL STATEMENTS OF PTC INDIA LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of PTC INDIA LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

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

### **Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

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

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

Sd/-  
(Bhuvnesh Maheshwari)  
(Partner)  
Membership No.: 088155

Place: New Delhi  
Date: 18th May 2016

## BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in crore)

S. No.	Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
<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	2,493.87	2,342.55
			<b>2,789.88</b>	<b>2,638.56</b>
(2)	<b>Non-current liabilities</b>			
	(a) Long-term provisions	5	3.86	2.64
			<b>3.86</b>	<b>2.64</b>
(3)	<b>Current liabilities</b>			
	(a) Trade payables	6	2,006.21	1,620.71
	(b) Other current liabilities	7	50.63	33.97
	(c) Short-term provisions	8	108.91	81.64
			<b>2,165.75</b>	<b>1,736.32</b>
	<b>Total</b>		<b>4,959.49</b>	<b>4,377.52</b>
<b>II.</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	9	24.13	26.45
	(ii) Intangible assets	10	0.49	0.78
	(b) Non-current investments	11	890.40	877.26
	(c) Deferred tax assets (net)	4	6.89	6.44
	(d) Long-term loans and advances	12	17.31	16.11
			<b>939.22</b>	<b>927.04</b>
(2)	<b>Current assets</b>			
	(a) Current investments	13	470.71	576.83
	(b) Trade receivables	14	3,225.75	2,515.10
	(c) Cash and bank balances	15	161.45	279.55
	(d) Short-term loans and advances	16	162.31	78.51
	(e) Other current assets	17	0.05	0.49
			<b>4,020.27</b>	<b>3,450.48</b>
	<b>Total</b>		<b>4,959.49</b>	<b>4,377.52</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

For and on behalf of the Board of Directors

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Date: May 18, 2016  
Place: New Delhi

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in crore)

S. No.	Particulars	Note No.	For the year ended 31.03.2016	For the year ended 31.03.2015
I.	Revenue from operations	18	12,798.72	13,081.65
II.	Other income	19	83.51	67.71
III.	<b>Total Revenue (I + II)</b>		<b>12,882.23</b>	<b>13,149.36</b>
IV.	<b>Expenses:</b>			
	Purchases	20	12,356.16	12,695.44
	Rebate on sale of power		52.95	63.59
	Operating Expenses (Refer Note No. 27 (j))		33.72	3.32
	Employee benefits expense	21	25.32	19.88
	Finance costs	22	1.90	0.96
	Depreciation and amortization expense	9 & 10	3.49	4.16
	Other expenses	23	27.00	28.51
	<b>Total expenses</b>		<b>12,500.54</b>	<b>12,815.86</b>
V.	<b>Profit before exceptional, prior period items and tax (III-IV)</b>		<b>381.69</b>	<b>333.50</b>
VI.	<b>Exceptional items</b>	24	<b>(37.52)</b>	<b>(32.47)</b>
VII.	<b>Profit before prior period items and tax (V +VI)</b>		<b>344.17</b>	<b>301.03</b>
VIII.	<b>Prior period items</b>	25	<b>-</b>	<b>(0.28)</b>
IX.	<b>Profit before tax (VII-VIII)</b>		<b>344.17</b>	<b>301.31</b>
X.	<b>Tax expense:</b>			
	-Current tax		111.01	98.26
	-Deferred tax (net)		(0.45)	(0.05)
XI.	<b>Profit for the year after tax (IX-X)</b>		<b>233.61</b>	<b>203.10</b>
XII.	<b>Earnings per equity share</b>	26		
	(1) Basic (₹)		7.89	6.86
	(2) Diluted (₹)		7.89	6.86

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

For and on behalf of the Board of Directors

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Date: May 18, 2016  
Place: New Delhi

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in crore)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	344.17	301.31
<b>Adjustment for:</b>		
Depreciation and amortization	3.49	4.16
ESOP expenses	(0.10)	(0.06)
Provision for investment	0.06	(0.50)
Loss on sale of fixed assets	(0.03)	0.03
Excess provision written back	(6.52)	(0.77)
Foreign exchange fluctuation loss / (gain)	(2.58)	(1.22)
Provision for doubtful debts / advances	0.12	0.03
Provision for diminution in value of long term investment	37.55	33.21
Loss on sale of long term investment	6.52	-
Miscellaneous income	-	(0.10)
Finance cost	1.90	0.96
Dividend Income	(61.54)	(43.80)
Interest Income	(2.70)	(22.22)
Rental Income	(0.19)	(0.24)
Profit on sale of investment	(16.30)	(0.08)
<b>Operating profit before working capital changes</b>	<b>303.85</b>	<b>270.71</b>
<b>Adjustment for:</b>		
Trade receivables	(710.77)	(429.44)
Loans and advances	(38.81)	(9.00)
Current liabilities	403.20	521.93
Provisions	0.68	0.45
<b>Cash generated/(used) from operating activities</b>	<b>(41.85)</b>	<b>354.65</b>
Direct taxes paid (net)	(140.11)	(96.92)
<b>Net cash generated/(used) from operating activities (A)</b>	<b>(181.96)</b>	<b>257.73</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest received	3.18	27.37
Dividend received	61.54	43.80
Rent received	0.19	0.24
Purchase of fixed assets	(0.96)	(1.61)
Sale of fixed assets	0.12	0.02
Sale/(Purchase) of investments in subsidiaries	(85.69)	-
Sale/ (Purchase) of investments (net)	157.36	(526.87)
Decrease/(Increase) in term deposits	30.00	315.02
<b>Net cash generated/ (used) in investing activities (B)</b>	<b>165.74</b>	<b>(142.03)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance cost paid	(0.52)	(2.39)
Dividend paid (including dividend tax)	(71.51)	(63.53)
<b>Cash flow generated/(used) from financing activities (C)</b>	<b>(72.03)</b>	<b>(65.92)</b>
<b>Net increase/ (use) in cash and cash equivalents (A+B+C)</b>	<b>(88.25)</b>	<b>49.78</b>
Cash and cash equivalents (opening balance)	248.68	198.90
<b>Cash and cash equivalents (closing balance)</b>	<b>160.43</b>	<b>248.68</b>

Notes:

1. Cash and cash equivalents include

Cash on hand (including foreign currency)	0.01	0.01
Current accounts	158.81	165.97
Term deposits (original maturity period upto 3 months)	1.61	82.70
<b>Cash and cash equivalents at the year end (a)</b>	<b>160.43</b>	<b>248.68</b>
<b>Other bank balances</b>		
-Term deposits (original maturity period more than 3 months)	-	30.00
-Dividend accounts	1.02	0.87
<b>Other bank balances at the year end (b)</b>	<b>1.02</b>	<b>30.87</b>
<b>Cash and bank balances at the year end (a)+(b)</b>	<b>161.45</b>	<b>279.55</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 prescribed by the Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

For and on behalf of the Board of Directors

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Date: May 18, 2016  
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 and in the case of mobile phones, which are depreciated over a period of three years instead of five years life given in Schedule II.
- 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 in case of leasehold land on perpetual lease. Other Leasehold land is amortised over the lease period. Leasehold improvements are depreciated over the remaining period of the lease.

#### 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. 5000/- 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 recognized 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.

### 15 Cash and cash equivalents

Cash and cash equivalents comprise cash balances on hand, cash balance with bank and fixed deposits with an original maturity period of three months or less.

## Note No. 2- SHARE CAPITAL

### a) Share Capital

Particulars	As at 31.03.2016 ₹ in crore	As at 31.03.2015 ₹ 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 31.03.2016	For the year ended 31.03.2015
Equity shares outstanding at the beginning of the year	296,008,321	296,008,321
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 31.03.2016		As at 31.03.2015	
	No. of shares	%	No. of shares	%
Life Insurance Corporation of India Limited	31,552,906	10.66%	31,599,606	10.68%
IDFC PREMIER EQUITY FUND	6,800,000	2.30%	16,653,000	5.63%

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

### e) Shares reserved for issue

Particulars	As at 31.03.2016	As at 31.03.2015
Equity shares for Employee stock options (ESOP)* (Nos.)	21,000	65,813

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

## Note No. 3- RESERVES AND SURPLUS

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
<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	0.22	0.38
Deductions during the year	(0.10)	(0.16)
<b>Closing balance</b>	<b>0.12</b>	<b>0.22</b>
<b>(iii) General reserve</b>		
Opening balance	365.68	304.75
Additions during the year	70.08	60.93
<b>Sub total (iii)</b>	<b>435.76</b>	<b>365.68</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	385.20	315.82
Less: Adjusted in terms of transitional provision of schedule II to the Companies Act 2013	-	(0.14)
Add: Profit for the year	233.61	203.10
<b>Deductions during the year:</b>		
(a) Proposed dividend	(74.00)	(65.12)
(b) Dividend tax on proposed dividend	(8.19)	(7.53)
(c) Transfer to general reserve	(70.08)	(60.93)
<b>Sub total (v)</b>	<b>466.54</b>	<b>385.20</b>
<b>Grand Total (i)+(ii)+(iii)+(iv)+(v)</b>	<b>2,493.87</b>	<b>2,342.55</b>

The Board of Directors in their meeting held on 18th May, 2016 has proposed a dividend of ₹2.50 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 31.03.2016	As at 31.03.2015
<b>(a) Deferred tax liability on account of timing differences in:-</b>		
Depreciation	2.16	2.33
<b>Sub-total (a)</b>	<b>2.16</b>	<b>2.33</b>
<b>(b) Deferred tax asset arising on account of timing differences in:-</b>		
Employee benefits	1.28	1.05
Expenses not allowable for income tax in the current year	6.02	6.02
Provision for doubtful debts / advances / Investment	1.75	1.70
<b>Sub-total (b)</b>	<b>9.05</b>	<b>8.77</b>
<b>Net deferred tax (liabilities)/ Assets (b-a)</b>	<b>6.89</b>	<b>6.44</b>

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for employee benefits	3.86	2.64
<b>Total</b>	<b>3.86</b>	<b>2.64</b>

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Trade payables - micro & small enterprises	-	-
Trade payables - others	2,006.21	1,620.71
<b>Total</b>	<b>2,006.21</b>	<b>1,620.71</b>

- b) Based on the information available with the Company, there are no dues as at March 31, 2016 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 31.03.2016	As at 31.03.2015
Advances from customers	32.11	23.65
Security deposits received	6.84	6.66
Unpaid/ unclaimed dividend	1.02	0.87
Statutory liabilities	7.66	0.95
PTC Energy Limited (subsidiary company)	0.27	-
Other payables-employees	2.73	1.84
<b>Total</b>	<b>50.63</b>	<b>33.97</b>

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Proposed dividend-equity shares	74.00	65.12
Dividend distribution tax on proposed dividend	15.06	13.26
Provision for income tax (net of advance tax for income tax ₹92.36 crore, previous year ₹95.90)	19.75	2.62
Provision for employee benefits	0.10	0.64
<b>Total</b>	<b>108.91</b>	<b>81.64</b>

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

(₹ in crore)

Description	Gross block				Depreciation/Amortisation				Net block	
	As at 01.04.2015	Additions	Sales/ Adjustments	As at 31.03.2016	As at 01.04.2015	For the year	Adjustments	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
<b>TANGIBLE ASSETS</b>										
Land										
- Leasehold land - perpetual Lease	3.44	-	-	3.44	-	-	-	-	3.44	3.44
- Leasehold land - others	0.13	-	-	0.13	0.05	0.01	-	0.06	0.07	0.08
Buildings	14.92	-	-	14.92	7.28	0.35	-	7.63	7.29	7.64
Furniture and fixtures	2.92	0.10	(0.01)	3.01	2.01	0.24	(0.01)	2.24	0.77	0.91
Vehicle	1.09	0.48	(0.34)	1.23	0.51	0.26	(0.28)	0.49	0.74	0.58
Plant and equipment	35.48	-	-	35.48	22.82	1.56	-	24.38	11.10	12.66
Office equipments	4.76	0.27	(0.07)	4.96	3.62	0.67	(0.05)	4.24	0.72	1.14
Capital expenditures not represented by capital asset	0.55	-	-	0.55	0.55	-	-	0.55	-	-
<b>Total</b>	<b>63.29</b>	<b>0.85</b>	<b>(0.42)</b>	<b>63.72</b>	<b>36.84</b>	<b>3.09</b>	<b>(0.34)</b>	<b>39.59</b>	<b>24.13</b>	<b>26.45</b>
Previous year	62.47	1.29	(0.47)	63.29	33.28	3.76	(0.20)	36.84	26.45	

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

(₹ in crore)

Description	Gross block				Depreciation/Amortisation				Net block	
	As at 01.04.2015	Additions	Sales/ Adjustments	As at 31.03.2016	As at 01.04.2015	For the year	Adjustments	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Computer software	3.18	0.11	-	3.29	2.40	0.40	-	2.80	0.49	0.78
Membership fee to power exchanges	0.30	-	-	0.30	0.30	-	-	0.30	-	-
<b>Total</b>	<b>3.48</b>	<b>0.11</b>	<b>-</b>	<b>3.59</b>	<b>2.70</b>	<b>0.40</b>	<b>-</b>	<b>3.10</b>	<b>0.49</b>	<b>0.78</b>
Previous year	3.08	0.40	-	3.48	2.30	0.40	-	2.70	0.78	

- i) The management is of the opinion that no case of impairment of assets exists under the provisions 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 31.03.2016	Quantity as at 31.03.2015	Amount as at 31.03.2016	Amount as at 31.03.2015
<b>Long term trade investments - Quoted (At cost)</b>					
<b>Equity shares- fully paid up</b>					
<b>Subsidiary company</b>					
- 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>					
<b>Equity shares- fully paid up</b>					
<b>Subsidiary company</b>					
- PTC Energy Limited (Wholly Owned)	10	140,687,488	55,000,000	140.69	55.00
<b>Associate companies</b>					
- Krishna Godavari Power Utilities Limited #	10	37,548,700	37,548,700	37.55	37.55
(Provision for diminution in value)				(37.55)	-
<b>Other companies</b>					
- Teesta Urja Limited	10	180,052,223	180,051,706	180.30	180.30
(Provision for diminution in value)		-	-	(26.69)	(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	150,000,000	150.00	150.00
<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
<b>Total</b>				<b>890.40</b>	<b>877.26</b>
Aggregate market value of quoted non current investments				1,143.28	1,903.10
Aggregate cost of quoted non current investments				446.00	481.00
Aggregate cost of unquoted non current investments				508.64	422.95
Aggregate provision for diminution in value of unquoted non current investments				64.24	26.69

# refer Note No 27(l).

(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 31.03.2016	As at 31.03.2015
<b>Unsecured, considered good</b>		
Loans and advances to employees	0.71	0.81
Interest accrued but not due	0.39	0.43
Capital advances	0.38	0.38
Security deposits	1.20	1.20
Advance income tax (net of provision for income tax ₹439.32 crore, previous year ₹385.94 crore)	14.44	13.21
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	0.13	0.02
<b>Total</b>	<b>17.31</b>	<b>16.11</b>

Note No. 13- CURRENT INVESTMENTS

(₹ in crore)

Particulars	Face Value ₹	Quantity as at 31.03.2016	Quantity as at 31.03.2015	Quantity as at 31.03.2016	Quantity as at 31.03.2015
<b>*Long term investments expected to be realized within 12 months</b>					
<b>Equity Shares-fully paid-trade investment - unquoted (At cost)</b>					
- Teesta Urja Limited	10	-	43,963,294	-	44.03
(Provision for diminution in value)				-	(6.52)
<b>-Mutual Funds-Non-trade investments-Quoted (At cost)</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>"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	27,330,845	4,781,586	32.18	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 Active Debt Multi Manager FOF Scheme Direct Plan Dividend	10	-	4,545,108	-	5.40
- Reliance Liquid Fund-Cash Plan- Growth	1000	202,694	24,617	49.50	5.50
- Reliance Liquid Fund-Treasury Plan- (G)	1000	-	73,326	-	25.00
- Kotak Liquid Scheme Plan A (G)	1000	162,826	176,417	50.00	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	3,163,657	2,176,022	72.53	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
- 'Reliance Liquid Fund-Cash Plan- Growth	1000	4,471	-	1.09	-
- 'Reliance Medium Term Fund DDR	10	12,047,395	-	38.23	-
- 'Birla Sunlife Savings Fund -Growth	100	3,069,182	-	90.18	-
- 'ICICI Prudential Ultra Short Term Fund- direct (G)	10	32,852,945	-	50.94	-
- 'Indiabulls ultra Short Term Fund-Growth-Direct	1000	169,554	-	25.06	-
- 'Indiabulls Liquid Fund Growth-Direct	1000	149,087	-	22.00	-
- 'SBI Premier Liquid Fund -Direct-Growth	1000	16,822	-	4.00	-
<b>Total</b>				<b>470.71</b>	<b>576.83</b>
Aggregate market value of quoted current investments				478.89	542.67
Aggregate cost of quoted current investments				470.71	539.32
Aggregate cost of unquoted current investments				-	44.03
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 31.03.2016	As at 31.03.2015
Trade receivables outstanding for a period exceeding six months from the date they become due.		
- Secured, considered good	-	-
- Unsecured, considered good	912.62	918.65
- Unsecured, doubtful	4.10	2.90
Other Trade receivables		
- Secured, considered good	-	-
- Unsecured, considered good	2,313.13	1,596.45
<b>Gross debtors</b>	<b>3,229.85</b>	<b>2,518.00</b>
Less: Provision for doubtful debts	4.10	2.90
<b>Total debtors</b>	<b>3,225.75</b>	<b>2,515.10</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. Sole arbitrator gave order unfavourable to the company against which a petition has been filed by the company at Madras high Court. As assessed by the management, the chances of a decision in favour of the company is high as the award has been erroneously passed against the settled law and accordingly is likely to be set aside by the Hon'ble Madras High Court. Further, the Company has a recourse to claim similar amount from PSPCL in case the High Court Order is against the company.

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

(₹ in crore)		
Particulars	As at 31.03.2016	As at 31.03.2015
Cash and cash equivalents:-		
Cash on hand (including foreign currency)	0.01	0.01
Balance with banks:-		
-Current accounts	158.81	165.97
-Term deposits (original maturity period upto 3 months)	1.61	82.70
<b>Sub total (i)</b>	<b>160.43</b>	<b>248.68</b>
Other bank balances:-		
-Term deposits (original maturity more than 3 months)	-	30.00
-Dividend accounts	1.02	0.87
<b>Sub total (ii)</b>	<b>1.02</b>	<b>30.87</b>
<b>Grand Total (i) +(ii)</b>	<b>161.45</b>	<b>279.55</b>

**Note No. 16-SHORT TERM LOANS AND ADVANCES**
**a) Short term loans and advances**

(₹ in crore)		
Particulars	As at 31.03.2016	As at 31.03.2015
Unsecured, considered good		
i) Loan and advances to related parties:-		
<b>Subsidiary company</b>		
- PTC India Financial Services Limited	0.12	-
- PTC Energy Limited - Security deposit	0.24	-
<b>(ii) Others</b>		
Employees loans and advances	0.30	0.29
Security deposit	14.40	9.31
Prepaid expenses	1.26	0.72

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Open access advances	56.81	43.25
Advance Income Tax	45.00	-
Service tax credit	0.12	-
Advance to trade payables	16.87	4.20
Other advances *	27.19	20.74
<b>Unsecured, considered doubtful</b>		
Advance to trade payables	0.94	2.03
<b>Gross total</b>	<b>163.25</b>	<b>80.54</b>
<b>Less: Provision for doubtful advances to trade payable</b>	<b>0.94</b>	<b>2.03</b>
<b>Total</b>	<b>162.31</b>	<b>78.51</b>

\* includes ₹20.48 crore deposited with GUVNL and ₹6.45 crore deposited with Commissioner of custom (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 31.03.2016	As at 31.03.2015
Unsecured, considered good		
Interest accrued but not due	0.05	0.49
<b>Total</b>	<b>0.05</b>	<b>0.49</b>

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

(₹ in crore)		
Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Sale of electricity	12,560.42	12,892.11
Sale of services (Consultancy)	5.48	0.65
Rebate on purchase of power	104.92	111.73
Service charges	24.27	16.41
Surcharge on sale of power (Refer Note No. 27 (j))	103.63	60.75
<b>Total</b>	<b>12,798.72</b>	<b>13,081.65</b>

**Note No. 19- OTHER INCOME**
**a) Other income**

(₹ in crore)		
Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Interest income	2.70	22.22
Dividend	61.54	43.80
Profit from sale of investment		
- on current investments-non trade (net)	16.30	0.08
Rental Income	0.19	0.24
Foreign currency fluctuation (net)	2.58	1.22
Miscellaneous income	0.20	0.15
<b>Total</b>	<b>83.51</b>	<b>67.71</b>

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

**Note No. 20- PURCHASE**

(₹ in crore)		
Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Purchases of electricity	12,356.16	12,695.44
<b>Total</b>	<b>12,356.16</b>	<b>12,695.44</b>

Note No. 21- EMPLOYEE BENEFITS EXPENSE

a) Employee benefit expenses

(₹ in crore)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Salaries and wages	22.61	17.70
Contribution to provident fund	0.87	0.73
Gratuity	0.42	0.20
Staff welfare expenses	1.52	1.31
Employee compensation expense (ESOP)	(0.10)	(0.06)
<b>Total</b>	<b>25.32</b>	<b>19.88</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 31.03.2016		As at 31.03.2015	
	Number of shares (Nos)	Weighted average exercise price (₹)	Number of shares (Nos)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	65,813	51.92	80,471	54.16
Forfeited/ surrendered during the year	44,813	64.20	14,658	64.20
Exercised during the year	-	-	-	-
Outstanding at the end of the year	21,000	25.73	65,813	51.92
Exercisable at the end of the year	21,000	25.73	65,813	51.92
Weighted average remaining contractual life (in years)	-	-	0.30	-

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Range of exercise prices (₹)	25.73	10 to 64.20
Number of options outstanding	21,000	65,813
Weighted average remaining contractual life of options (in years)	-	0.30
Weighted average exercise price (₹)	25.73	51.92

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

a) Effect on profit & loss:-

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Employee compensation cost pertaining to ESOP Plan during the year	(0.10)	(0.06)

b) Effect on financial position:-

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Liability for employee stock options outstanding as at the year end	0.12	0.22

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

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Profit as reported for the year	233.61	203.10
Add: Employee stock compensation under intrinsic value method	(0.10)	(0.06)
Less: Employee stock compensation under fair value method	(0.22)	(0.13)
<b>Pro forma profit</b>	<b>233.73</b>	<b>203.17</b>

vii) Earnings per share (₹)

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
<b>Basic</b>		
- As reported	7.89	6.86
- As pro forma	7.90	6.86
<b>Diluted</b>		
- As reported	7.89	6.86
- As pro forma	7.90	6.86

(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:

(₹ in crore)

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Present value of obligation	2.63	2.22	0.30	0.43	1.73	1.33
Fair value of plan assets	-	-	-	-	0.69	0.71
Net asset / (liability) recognized in Balance Sheet	(2.63)	(2.22)	(0.30)	(0.43)	(1.04)	(0.62)

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)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Present value of obligation as at the beginning of the year	2.22	2.09	0.43	0.34	1.33	1.12
Interest cost	0.18	0.18	0.03	0.03	0.11	0.10
Current service cost	0.38	0.33	0.01	0.04	0.25	0.20
Benefits paid	(0.36)	(0.32)	(0.02)	(0.03)	(0.07)	(0.12)
Actuarial (gain)/loss on obligation	0.21	(0.06)	(0.15)	0.05	0.11	0.03
Present value of obligation as at the end of year	2.63	2.22	0.30	0.43	1.73	1.33

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

(₹ in crore)

Particulars	Gratuity (Funded) As at 31.03.2016	Gratuity (Funded) As at 31.03.2015
Fair value of plan assets as at the beginning of the year	0.71	0.72
Expected return on plan assets	0.05	0.06
Actuarial gain/(loss) on obligation	-	0.05
Contributions	-	-
Benefits paid	(0.07)	(0.12)
Fair value of plan assets as at the end of the year	0.69	0.71

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 31.03.2016	Gratuity (Funded) As at 31.03.2015
Administered by ICICI Prudential Life Insurance	91.30%	91.55%
Bank balance	8.70%	8.45%

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)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Current service cost	0.38	0.33	0.01	0.04	0.25	0.20
Interest cost	0.18	0.18	0.03	0.03	0.11	0.10
Expected return on plan assets	-	-	-	-	(0.05)	(0.06)
Net actuarial (gain)/loss recognized in the year	0.21	(0.06)	(0.15)	0.05	0.11	(0.02)
Expenses recognized in the statement of profit and loss*	0.77	0.45	(0.11)	0.12	0.42	0.22

\*includes amount recoverable from group companies

The Company expects to contribute ₹0.27 crore to gratuity, ₹0.03 crore to Post-employment medical benefit and ₹0.32 crore to leave encashment in 2016-17.

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, 2016	(0.03)	0.03

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)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Discounting rate	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Future salary increase	6.00%	5.50%	6.00%	5.50%	6.00%	5.50%
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	22.55	22.97	6.32	22.97	22.55	22.97

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

Particulars	(₹ in crore)			
	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Experience adjustments on present value of gratuity obligation	(0.106)	(0.031)	(0.090)	(0.079)
Experience adjustments on plan assets of gratuity	(0.005)	0.052	0.001	0.020
Experience adjustments on present value of leave encashment obligation	(0.246)	0.058	(0.100)	0.108

ix) Demographic assumptions

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Retirement age	60/62 years	60/62 years	60/62 years	60/62 years	60/62 years	60/62 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:

Defined contribution plans	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
Provident fund	0.87	0.73

Note No. 22- FINANCE COSTS

a) Finance cost

Particulars	(₹ in crore)	
	For the year ended 31.03.2016	For the year ended 31.03.2015
Interest expense	0.79	0.69
Interest on payment of income tax	1.11	0.27
<b>Total</b>	<b>1.90</b>	<b>0.96</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

Particulars	(₹ in crore)	
	For the year ended 31.03.2016	For the year ended 31.03.2015
Rent	0.37	0.08
Repairs to building	0.67	2.74
Repairs to machinery - Wind mill	0.91	0.86
Insurance	0.09	0.07

(₹ in crore)

Particulars	(₹ in crore)	
	For the year ended 31.03.2016	For the year ended 31.03.2015
Rates and taxes	0.76	0.69
Auditors' remuneration	0.11	0.09
Provision for diminution in value of investments	0.06	(0.50)
Legal & professional charges	3.42	3.55
Consultancy expenses	6.90	4.20
Advertisement	0.24	0.17
Communication	0.67	0.72
Business development	1.37	1.74
Travelling and conveyance expenses	3.28	3.18
Printing & stationery	0.28	0.34
Fees & expenses to directors	0.58	0.42
Repair & Maintenance - Others	0.70	0.61
Bank charges	2.38	3.89
EDP expenses	0.15	0.14
Books & periodicals	0.03	0.02
Water & electricity expenses	0.74	0.65
Provision for doubtful debts / advances	0.12	0.03
Security expenses	0.26	0.24
Property tax	0.08	0.08
Donation	0.06	0.03
Other general expenses	1.44	4.28
Corporate social responsibilities Expenses (CSR)	1.33	0.19
<b>Total</b>	<b>27.00</b>	<b>28.51</b>

b) Details of Auditors' Remuneration:

Particulars	(₹ in crore)	
	For the year ended 31.03.2016	For the year ended 31.03.2015
Statutory audit fees	0.08	0.07
Tax audit fees	0.01	0.01
Other matters	0.01	-
Out of pocket expenses	0.01	0.01
<b>Total*</b>	<b>0.11</b>	<b>0.09</b>

\* inclusive of service tax

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

i) ₹0.37 crore has been debited to the statement of profit and loss (Previous year ₹0.08 crore).

ii) Details of future lease payments

Particulars	(₹ in crore)	
	As at 31.03.2016	As at 31.03.2015
Year up to 1 year	0.78	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 31.03.2016	As at 31.03.2015
a) Gross amount required to be spent during the year	5.57	4.50
(b) (i) -Construction/ acquisition of any asset (NIL)	-	-
(ii) -On purpose other than (i) above *	-	-
- Vocational skills training (paid in cash)	-	0.19
- General Equality (paid in cash NIL, yet to be paid in cash ₹0.04 crore)	0.04	-
- Sanitation (paid in cash ₹0.20 crore, yet to be paid in cash ₹0.06 crore)	0.26	-
- Execution of projects (paid in cash ₹0.02 crore, yet to be paid in cash ₹0.01 crore)	0.03	-
<b>Balance to be spent</b>	<b>5.24</b>	<b>4.31</b>

\* Total CSR expense incurred during the year is ₹1.33 Crore (₹0.33 from amount to be spent in FY 2015-16 and ₹1.00 crore for contribution to prime minister relief fund from unspent amount of FY 2014-15).

Note No. 24- EXCEPTIONAL ITEMS

(₹ in crore)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Profit/ (Loss) on sale of fixed assets (net)	0.03	(0.03)
Provision for diminution in value of long term investments	(37.55)	(33.21)
Loss on sale of long term investment	(6.52)	-
Excess provision written back	6.52	0.77
<b>Total</b>	<b>(37.52)</b>	<b>(32.47)</b>

Note No. 25- PRIOR PERIOD ITEMS

(₹ in crore)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Legal & professional charges	-	0.09
Application fee/ Misc Income	-	(0.39)
Others	-	0.02
<b>Total</b>	<b>-</b>	<b>(0.28)</b>

Note No 26- EARNINGS PER EQUITY SHARE

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
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

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Net profit after tax used as numerator (Amount in ₹ crore)	233.61	203.10
Basic earnings per share (Amount in ₹)	7.89	6.86
Diluted earnings per share (Amount in ₹)	7.89	6.86
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 has 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 31.03.2016	As at 31.03.2015
0.38	0.38

c) Details of contingent liabilities:

i) Claims against the Company not acknowledged as debt:

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015	Remarks
Claims of suppliers	187.33	165.91	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	7.78	95.64	
Custom Duty	17.16	17.16	
<b>Total</b>	<b>212.27</b>	<b>278.71</b>	

ii) Bank guarantees :

(₹ in crore)

As at 31.03.2016	As at 31.03.2015
980.00	990.11

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

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Travelling	0.10	0.20
Consultancy	1.76	1.40
Business promotion	0.06	-
<b>Total</b>	<b>1.92</b>	<b>1.60</b>

e) Income earned in foreign exchange:

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Sale	1,025.22	852.79
Consultancy	1.00	-
<b>Total</b>	<b>1,026.22</b>	<b>852.79</b>

f) 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 section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

(₹ in crore)

Name of Related Party	Influence	Nature of Transaction	Year ended 31.03.2016	Year ended 31.03.2015
NTPC Limited.	Significant Influence	Director sitting fees to nominee directors	0.03	0.03
		Professional charges	0.24	-
Power Grid Corporation of India Limited.	Significant Influence	Director sitting fees to nominee directors	0.01	0.02
		Club membership fee	-	0.0009
		Services received (wheeling charges)	0.03	0.04
Power Finance Corporation Limited	Significant Influence	Director sitting fees to nominee directors	0.02	0.01
		Pledging of shares (Refer note no.11 b)		
NHPC Limited	Significant Influence	Director sitting fees to nominee directors	0.06	0.02
		Electricity traded through IEX	184.58	116.12
		Services charges (IEX) (excluding service tax of ₹0.39 crore, Previous year ₹0.17 crore)	2.89	1.39
Krishna Godavari Power Utilities Limited	Associate	Provision for Investment	37.55	-
PTC India Financial Services Limited	Subsidiary	Payment of expenses on behalf of the subsidiary	0.15	0.20
		Payment of expenses by the subsidiary on behalf of the Company	-	0.13
		Dividend received from subsidiary company	33.73	33.73
PTC Energy Limited	Subsidiary	Payment of expenses etc on behalf of the subsidiary	0.17	0.37
		Transfer of Fixed assets to subsidiary	0.01	-
		Transfer of Fixed assets by subsidiary	-	0.006
		Payment of expenses etc by the subsidiary on behalf of the Company	0.02	-
		Liabilities of Leave & Gratuity transfer	0.01	-
		Equity Contribution	85.69	-
		Rent paid (including service tax)	0.29	-
		Security Given	0.24	-
Rental income (including service tax)	0.21	0.27		

**Key Management Personnel**

(₹ in crore)

Name	Position	Nature of Transaction	Year ended 31.03.2016	Year ended 31.03.2015
Mr. Deepak Amitabh	Chairman & Managing Director	Directors remuneration	1.00	0.98
Dr. Rajib Kumar Mishra *	Director	Directors remuneration	0.76	0.06
Mr. Ajit Kumar **	Director	Directors remuneration	0.66	-
Mr. Arun Kumar ***	Director	Directors remuneration	0.63	-

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

\*\* Became director w.e.f. 2nd April 2015

\*\*\* Became director w.e.f. 16th June 2015



**Investment Outstanding without considering Provision for diminution in investment**

(₹ in crore)

Name of the company	Relationship	As at 31.03.2016	As at 31.03.2015
PTC Energy Limited	Subsidiary	140.69	55.00
PTC India Financial Services Limited	Subsidiary	446.00	446.00
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55

**Balance Outstanding**

(₹ in crore)

Name of the company	Relationship	Nature	As at 31.03.2016	As at 31.03.2015
NHPC Limited	Significant Influence	Balance payable	2.27	4.62
PTC India Financial Services Limited	Subsidiary	Balance recoverable	0.12	-
		Maximum recoverable balance	0.13	0.06
PTC Energy Limited	Subsidiary	Balance Payable	0.27	-
		Security deposit Receivables	0.24	-
		Maximum recoverable balance	0.26	0.24

- g) Some of the balances of trade payables, trade receivables and advances are subject to confirmations/ reconciliations. 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) Dividend paid to non-resident shareholders (in foreign currency):

	2014-15	2013-14
Number of shareholders	1,771	1,716
Number of shares held	90,885,930	85,603,887
Dividend remitted (₹ in crore)	19.99	17.12
Year to which it relates	2014-15	2013-14

- j) (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.
- (ii) During the year, the company has recognized surcharge of ₹103.63 crore (previous year, ₹60.75 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹33.72 crore (previous year, ₹3.32 crore) paid/payable to sundry creditors has been included in "other operating expenses".

- k) Foreign exchange unhedged :

Particulars	As at 31.03.2016		As at 31.03.2015	
	USD (in million)	Amount (in crore)	USD (in million)	Amount (in crore)
Sundry debtors	26.09	173.05	24.85	155.52

- l) The company invested Rs. 37.55 Crore as 49% of equity into 60 MW-Thermal -imported coal based project. The project is about 90% complete and the further progress on the project has stopped due to paucity of funds. One of the lenders has carried out the valuation of the assets of the project and based on the valuation report the company has made full provision for diminution in value of investment in the said project, even though the efforts are on to revive the project. But for this provision, the PAT of the company would have been Rs. 271.16 crores for the year.
- m) 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

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Date: May 18, 2016  
Place: New Delhi

For and on behalf of the Board of Directors

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

## 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 31<sup>st</sup> March, 2016, 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. 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, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Other Matters

- (a) We did not audit the financial statements / financial information of subsidiaries, whose financial statements / financial information reflect total assets of Rs.9208.54 crore (Previous year Rs.6,799.82 crore) as at 31st March, 2016, total revenues of Rs.1191.46 crore (Previous year Rs.823.80 crore) and consolidated net increase in cash flows amounting to Rs.10.81 crore (Previous year net decrease Rs.2.41 crore) for the year ended on 31st March, 2016, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other Auditors 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, 2016, 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, 2016, 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 31 (I) (i) & (ii) and Note 31 (j) 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

- 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:
  - 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.
  - 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.
  - 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.
  - 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.
  - On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 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, 2016 from being appointed as a director in terms of Section 164 (2) of the Act
  - With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A"
  - 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:
    - 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. 31 (d) (i) to the consolidated financial statements.
    - 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.
    - 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

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
Membership No.- 088155

Place: New Delhi  
Date: 18th May 2016

**“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of PTC INDIA LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

(We have audited the internal financial controls over financial reporting 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 as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Group and its associates for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A Holding company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting

and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Holding company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Holding company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Holding company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiaries and associate company, which are companies incorporated in India, subject to the other matter paragraph given below have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act include the information of the Holding Company and its subsidiaries companies in respect of the adequacy and operating effectiveness of the internal financial controls over financial reporting. It did not contain such information in respect of the associate companies for which no corresponding reports of the auditor have been obtained.

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

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
Membership No.- 088155

Place: New Delhi  
Date: 18th May 2016

Consolidated Balance Sheet as at 31 March, 2016

(₹ in crore)

S. No.	Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
<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	3,123.41	2,786.42
			<b>3,419.42</b>	<b>3,082.43</b>
(2)	<b>Minority interest</b>		696.71	574.87
(3)	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	4	4,997.66	3,764.74
	(b) Deferred tax liabilities (net)	5	-	1.45
	(c) Long-term provisions	6	65.81	70.82
			<b>5,063.47</b>	<b>3,837.01</b>
(4)	<b>Current liabilities</b>			
	(a) Short-term borrowings	7	1,407.62	1,159.86
	(b) Trade payables	8	2,010.12	1,623.93
	(c) Other current liabilities	9	765.88	275.97
	(d) Short-term provisions	10	149.67	115.43
			<b>4,333.29</b>	<b>3,175.19</b>
	<b>Total</b>		<b>13,512.89</b>	<b>10,669.50</b>
<b>II.</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Fixed assets			
	(i) Tangible assets	11	386.28	46.30
	(ii) Intangible assets	12	1.90	2.98
	(b) Non-current investments	13	538.27	715.82
	(c) Deferred tax assets (net)	5	11.40	-
	(d) Long-term loans and advances	14	7,788.76	5,502.20
	(e) Other non-current assets	15	29.54	34.69
			<b>8,756.15</b>	<b>6,301.99</b>
(2)	<b>Current assets</b>			
	(a) Current investments	16	470.71	576.83
	(b) Trade receivables	17	3,227.87	2,524.16
	(c) Cash and bank balances	18	221.98	341.11
	(d) Short-term loans and advances	19	368.79	287.14
	(e) Other current assets	20	467.39	638.27
			<b>4,756.74</b>	<b>4,367.51</b>
	<b>Total</b>		<b>13,512.89</b>	<b>10,669.50</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

For and on behalf of the Board of Directors

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Date: May 18, 2016  
Place: New Delhi

Consolidated Statement of Profit and Loss for the year ended 31 March, 2016

(₹ in crore)

S. No.	Particulars	Note No.	For the year ended 31.03.2016	For the year ended 31.03.2015
I.	Revenue from operations	21	13,985.36	13,901.18
II.	Other income	22	52.90	38.01
III.	<b>Total Revenue (I + II)</b>		<b>14,038.26</b>	<b>13,939.19</b>
IV.	<b>Expenses:</b>			
	Purchases	23	12,356.16	12,712.07
	Rebate on sale of power		52.95	63.59
	Provisions & contingencies	26	95.19	52.81
	Operating Expenses (Refer Note No.31 (f))		33.72	3.32
	Employee benefits expense	24	36.92	31.06
	Finance costs	25	532.78	418.13
	Depreciation and amortization expense	11 & 12	10.09	8.45
	Other expenses	27	45.63	40.61
	<b>Total expenses</b>		<b>13,163.44</b>	<b>13,330.04</b>
V.	<b>Profit before exceptional, prior period items and tax (III-IV)</b>		<b>874.82</b>	<b>609.15</b>
VI.	Exceptional items	28	(37.53)	(32.47)
VII.	<b>Profit before prior period items and tax (V +VI)</b>		<b>837.29</b>	<b>576.68</b>
VIII.	Prior period items	29	(0.01)	(0.28)
IX.	<b>Profit before tax (VII-VIII)</b>		<b>837.30</b>	<b>576.96</b>
X.	<b>Tax expense:</b>			
	-Current tax		265.41	200.56
	-Deferred tax (net)		(12.86)	(16.97)
	-Tax earlier year		(1.63)	-
XI.	Profit for the year before share of associates and minority interest		586.38	393.37
	Less: Provision for investment in Associates		-	(67.26)
	Less: Minority interest in profit		(156.13)	(69.85)
	<b>Net profit for the year after share of associates and minority interest</b>		<b>430.25</b>	<b>256.26</b>
XII.	Earnings per equity share	30		
	(1) Basic (₹)		14.54	8.66
	(2) Diluted (₹)		14.54	8.66

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

For and on behalf of the Board of Directors

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Date: May 18, 2016  
Place: New Delhi

Consolidated Cash Flow Statement for the year ended 31 March, 2016

(₹ in crore)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	837.30	576.96
<b>Adjustment for:</b>		
Depreciation and amortization	10.09	8.45
ESOP expenses	(0.35)	(0.06)
Provision for diminution of investment	0.06	-
Loss on sale of fixed assets	(0.02)	0.03
Provisions & Contingencies	95.19	52.81
Excess provision written back	(6.52)	(0.77)
Foreign exchange fluctuation loss / (gain)	(2.58)	(1.23)
Loss on sale of long term investment	6.52	-
Provision for doubtful debts / advances	0.12	0.03
Provision for diminution in value of investment	37.55	32.71
Miscellaneous income	-	(0.10)
Finance cost	532.78	418.13
Dividend Income	(27.81)	(10.07)
Interest Income	(6.01)	(26.39)
Profit on sale of investment	(223.23)	(0.08)
	1,253.09	1,050.42
Add: Processed from Profit on sale of non-current unquoted trade investments in equity	311.93	-
<b>Operating profit before working capital changes</b>	<b>1,565.02</b>	<b>1,050.42</b>
<b>Adjustment for:</b>		
Trade receivables	(703.83)	(431.94)
Loans and advances	(2,415.82)	(1,008.68)
Current liabilities & provisions	438.77	522.35
Other current assets	169.78	(418.81)
<b>Cash generated/(used) from operating activities</b>	<b>(946.08)</b>	<b>(286.66)</b>
Direct taxes paid (net)	(300.34)	(210.29)
<b>Net cash generated/(used) from operating activities (A)</b>	<b>(1,246.42)</b>	<b>(496.95)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest received	7.16	31.60
Dividend received	27.81	10.07
Purchase of fixed assets	(349.11)	(2.63)
Sale of fixed assets	0.14	0.06
Long term loan & advances	(0.69)	-
Sale/ (Purchase) of investments (net)	157.36	(526.87)
Decrease/(Increase) in term deposits	48.11	328.18
<b>Net cash generated/ (used) in investing activities (B)</b>	<b>(109.22)</b>	<b>(159.59)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long term borrowings	1,800.18	1,579.61
Repayments of long term borrowings	(185.73)	(121.33)
Proceeds/(repayment) from/ to short term borrowings	247.76	(257.44)
Finance cost paid	(472.40)	(396.47)
Dividend paid (including dividend tax)	(105.38)	(95.51)
<b>Cash flow generated/(used) from financing activities (C)</b>	<b>1,284.43</b>	<b>708.86</b>
<b>Net increase/ (use) in cash and cash equivalents (A+B+C)</b>	<b>(71.22)</b>	<b>52.32</b>
<b>Cash and cash equivalents (opening balance)</b>	<b>271.69</b>	<b>219.37</b>
<b>Cash and cash equivalents (closing balance)</b>	<b>200.48</b>	<b>271.69</b>

Notes:

1. Cash and cash equivalents include

Cash on hand (including foreign currency & cheque in hand)	0.01	2.07
Current accounts	176.53	173.44
Term deposits (original maturity period upto 3 months)	21.61	94.36
<b>In earmarked accounts:</b>		
- unclaimed share application money lying at escrow account*	0.02	0.02
- Unclaimed interest accrued on debentures*	2.31	1.80
<b>Cash and cash equivalents at the year end (a)</b>	<b>200.48</b>	<b>271.69</b>
<b>Other bank balances</b>		
-Term deposits (original maturity period more than 3 months)	20.36	68.47
-Dividend accounts*	1.14	0.95
<b>Other bank balances at the year end (b)</b>	<b>21.50</b>	<b>69.42</b>
<b>Cash and bank balances at the year end (a)+(b)</b>	<b>221.98</b>	<b>341.11</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 prescribed by the Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

3. Figures in bracket indicate cash outflow.

4. Previous year's figures have been rearranged/regrouped/reclassified wherever necessary.

\* Balances can be settled only against related liabilities.

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

For and on behalf of the Board of Directors

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Date: May 18, 2016  
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 31.03.2016	As on 31.03.2015	As on 31.03.2016	As on 31.03.2015
1	PTC India Financial Services Limited (PFS)	Subsidiary	60%	60%	NA	NA
2	PTC Energy Ltd (PEL)	Subsidiary	100%	100%	NA	NA
3	Krishna Godavari Power Utilities Limited@	Associate	49%	49%	-	-
4	RS India Wind Energy Private Limited (formally known as R.S. India Wind Energy Limited)*	Associate	37%	37%	-	-
5	Varam Bio Energy Private Limited*	Associate	26%	26%	-	-
6	RS India Global Energy Limited*	Associate	48%	48%	-	-

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

\* Financial statements for the year 2015-16 of these associates were not made available for consolidation (refer note no. 31(i)(i), 31(i)(ii) and 31 (j))

#### 2 Basis of preparation of Accounts

- i) 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.
- ii) 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.
- iii) 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.
- iv) 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.
- v) 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.
- vi) 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

- 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 and mobile phones, which are depreciated over a period of three years instead of five years life given in Schedule II.
- 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 3 years.
- v) No amortization is provided for in case of leasehold land on perpetual lease. Other Leasehold land is amortised over the lease period. Leasehold improvements are depreciated over the remaining period of the lease.
- vi) 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

- 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) 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 Rs. 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 recognize 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 section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, 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.

#### 20 Cash and cash equivalents

Cash and cash equivalents comprise cash balances on hand, cash balance with bank and fixed deposits with an original maturity period of three months or less.

#### Note No. 2- SHARE CAPITAL

##### a) Share capital

Particulars	As at 31.03.2016 ₹ in crore	As at 31.03.2015 ₹ 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 31.03.2016	For the year ended 31.03.2015
Equity shares outstanding at the beginning of the year	296,008,321	296,008,321
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 31.03.2016		As at 31.03.2015	
	No. of shares	%	No. of shares	%
Life Insurance Corporation of India Limited	31,552,906	10.66%	31,599,606	10.68%
IDFC Premier Equity Fund	6,800,000	2.30%	16,653,000	5.63%

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

##### e) Shares reserved for issue

Particulars	As at 31.03.2016	As at 31.03.2015
Equity shares for Employee stock options (ESOP)* (Nos.)	21,000	65,813

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

**Note No. 3- RESERVES AND SURPLUS**

(₹ in crore)

Particulars	As at 31.03.2016		As at 31.03.2015	
<b>(i) Securities premium account</b>				
Opening balance	1,715.13		1,715.13	
<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	0.37		0.53	
Add: Deduction during the year	(0.25)		(0.16)	
<b>Sub total (iii)</b>	<b>0.12</b>		<b>0.37</b>	
<b>(iv) Statutory reserve</b>				
[in terms of Section 45-IC of the Reserve Bank of India Act, 1934)				
Opening balance	139.57		107.39	
Additions during the year	78.22		32.18	
<b>Sub total (iv)</b>	<b>217.79</b>		<b>139.57</b>	
<b>(v) Special Reserve [in term of section 36(i) (viii) of the Income Tax Act, 1961)</b>				
Opening balance	104.17		52.50	
Additions during the year	58.30		51.67	
<b>Sub total (v)</b>	<b>162.47</b>		<b>104.17</b>	
<b>(vi) General reserve</b>				
Opening balance	365.68		304.75	
Additions during the year	70.08		60.93	
<b>Sub total (vi)</b>	<b>435.76</b>		<b>365.68</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	480.93		448.98	
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	430.25		256.26	
Deductions during the year:				
(a) Proposed dividend	(74.00)		(65.12)	
(b) Transferred to statutory reserve	(78.22)		(32.18)	
(c) Transferred to special reserve	(58.30)		(51.67)	
(d) Dividend tax on proposed dividend	(16.55)		(14.27)	
(e) Transferred to general reserve	(70.08)		(60.93)	
<b>Sub total (viii)</b>	<b>614.03</b>		<b>480.93</b>	
<b>(ix) Foreign currency monetary items translation difference account</b>				
Opening balance (Debit)	(28.56)		(25.47)	
Add : Effect of foreign exchange rate variations during the year (net)	(16.18)		(12.85)	
Add: Amortisation for the year	13.72		9.76	
<b>Sub total (ix)</b>	<b>(31.02)</b>		<b>(28.56)</b>	
<b>Grand Total (i) +(ii)+(iii) +(iv) +(v)+(vi)+(vii)+(viii)+(ix)</b>	<b>3,123.41</b>		<b>2,786.42</b>	

**Note No. 4 Long-term borrowings**

(₹ in crore)

Secured	As at 31.03.2016			As at 31.03.2015		
	Non-current	Current	Total	Non-current	Current	Total
a. Infrastructure bonds (i)	12.34	181.63	193.97	160.93	40.76	201.69
b. Debentures (ii)	453.50	-	453.50	90.00	-	90.00
c. Rupee term loans from banks (iii)	3,585.63	350.13	3,935.76	3,096.60	95.71	3,192.31
d. External commercial borrowings from financial institutions (iv)	364.82	60.67	425.49	401.46	47.46	448.92
e. Rupee term loans from financial institution (v)	581.37	1.80	583.17	15.75	1.80	17.55
	<b>4,997.66</b>	<b>594.23</b>	<b>5,591.89</b>	<b>3,764.74</b>	<b>185.73</b>	<b>3,950.47</b>
Amount disclosed under the head "Other current liabilities" (refer note 9)	-	594.23	594.23	-	185.73	185.73
	<b>4,997.66</b>	<b>-</b>	<b>4,997.66</b>	<b>3,764.74</b>	<b>-</b>	<b>3,764.74</b>

**Notes:**
**Details of terms of repayment and security provided on above:**

- i. 68,724 (previous year 84,172) privately placed 8.25%/8.30% secured redeemable non-convertible long-term infrastructure bonds of ₹5,000 each (Infra Series 1) amounting to ₹34.36 crore (previous year ₹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. ₹7.72 crore has been repaid during FY2015-16 under buyback scheme exercised by eligible holders of infrastructure bonds in FY2015-16 as per terms of Infra Series 1.

319,210 (previous year 319,210) privately placed 8.93%/9.15% secured redeemable non-convertible long-term infrastructure bonds of ₹5,000 each (Infra 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

- ii. 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 instalments commencing from January 26, 2018.

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 Company to the extent of 125% of debentures.

2135 (previous year Nil) privately placed 9.62% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 4) amounting to ₹213.50 crore were allotted on June 03, 2015 redeemable at par in 3 tranches divided in 33% of face value on 28th May 2019, 33% of face value on 28th May 2021 and balance 34% of face value on 28th May 2025

Series 4 are secured by way of first charge by way of hypothecation of the specified receivables of the Group comprising asset cover of at least 110% of the amount of the Debentures

1500 (previous year Nil) privately placed 9.80% secured redeemable non-convertible debentures of ₹1,000,000 each (Series 5) amounting to ₹150.00 crore were allotted on June 16, 2015 redeemable at par in five equal annual instalments commencing from June 12, 2018

Series 5 are secured by way of first ranking exclusive charge by way of hypothecation of the identified receivables of the Group comprising asset cover of at least 100% of the amount of the Debentures

- iii. Term loans of ₹3849.15 crore from banks carry interest ranging from 9.55% to 9.70% p.a. The loans carry various repayment schedules according to their respective sanctions and thus are repayable in 12 to 48 quarterly instalments. 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%/ 111% security coverage on its outstanding loan at all times during the currency of the loan.

Term loans of ₹86.61 crore from banks carry interest ranging from (9.35% + Spread) to (Base rate +0.90%) p.a. The loans carry various repayment schedules according to their respective sanctions and thus are repayable in 56 quarterly equal instalments. The Facilities, interest thereon and all other amounts outstanding in respect thereof shall be secured inter alia by a pari passu basis with with senior debt/ LC/LUT and BG facility availed/ to be availed by the Borrower to the extent approved by lenders. first ranking mortgage/ hypothecation/ assignment/ security interest/ charge, including but without limitation upon: First charge over the entire immovable properties of the Borrower in relation to the project, by way of mortgage; First Charge over all the movable fixed assets including but not limited to plant & machinery, machinery spares, tools, spares and accessories of the Project by way of hypothecation; Assignment to the satisfaction of the Lenders over all or any of the rights under the Project Documents including Power Purchase agreements, documents, insurance policies relating to the power plant, rights, titles, permits / approvals, clearances and all benefits incidental thereto of the "Project" except to the extent not permitted by government authorities / law; First Charge by way of hypothecation on all current assets of project (present and future) including but not limited to book debt, operating cash-flows, receivables, commissions, revenues of whatsoever nature and wherever arising; In relation to The Project all bank accounts including but not limited to the Debt Service Reserve Account (DSRA) and Trust & Retention Accounts.

- 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 instalments 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 instalments amounting to USD 1,444,444 (₹88,490,250) on one of the ECB loans was made during the year ended March 31, 2014, 4 quarterly instalment amounting to USD 28,88,888 (₹176,623,001) on one of the ECB loans was made during the year ended March 31, 2015 and 4 quarterly instalment amounting to USD 28,88,888 (₹191,215,497) on one of the ECB loans and 3 quarterly instalment amounting to USD 46,87,500 (₹304,768,125) on two of the ECB loans was made during the year ended March 31, 2016.

- v. Term loan outstanding ₹15.75 crore (previous year ₹17.55 crore) from a financial institution carries interest rate of 2% p.a. The loan is repayable in 40 equal quarterly instalments 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.

Term loan outstanding ₹500.00 crore (previous year NIL) from a financial institution carries interest rate of 9.30% p.a. The loan is repayable in 20

equal quarterly instalments starting after 18 months from the date of first loan disbursement i.e. December 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.

Term loan outstanding ₹67.42 crore (previous year NIL) from a financial institution carries interest rate of 10.50% (11.50%-100 bps rebate) and repayable in 56 equal quarterly instalments. The entire Rupee Term Loan together with interest, costs, expenses and all other monies whatsoever accruing out of the Loan Agreement shall be secured in the form and manner as under and to the satisfaction of lender.

- A) By Mortgage: Exclusive first charge by way of mortgage of all immovable assets pertaining to the project (20MW wind in Nipaniya). Such mortgage shall be executed within six months from the date of first disbursement, subject to additional specific condition in this regard.

AND

- B) By Hypothecation: First Charge by way of hypothecation of all the Borrower's movable properties, including plant and machinery spare, equipment, tools and accessories, furniture, fixtures, vehicles, stocks and all other movable assets, created/ to be created in the project (20 MW Wind in Nipaniya) (and also first charge by way of hypothecation/assignment of all the book debts, bills, receivables, monies including bank accounts, claims of all kinds and stocks including consumables and other general stores, arising out of the project. Only book debts, bills, receivables and stocks excluding stores relating to plant and machinery shall be subject to the first charge in favour of Working Capital Lenders and second charge shall be created in favour of REC.

AND

- C) By Assignment: A first charge by way of assignment or creation of security interest including all rights, title, interest, benefits, claims and demands whatsoever of the project-  
a) in the Project documents/Contracts, as amended, varied or supplemented from time to time;  
b) in the Clearances relating to the project (investor approval etc) and  
c) all insurance Contracts/Insurance Proceeds;

Such assignment shall be executed within six months from the date of first disbursement.

- vi. In terms of the RBI circular (Ref. No. DNBS(PD) CC No. 043/03.10.119/2015-16 dated July 1, 2015) no borrowings remained overdue as at March 31, 2016 (previous year ₹Nil).

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>(a) Deferred tax liability on account of timing differences in:-</b>		
Depreciation	2.74	3.77
Foreign currency monetary items translation difference account	17.89	16.47
Special reserve under section 36(1)(viii) of Income Tax Act, 1961	56.23	36.05
<b>Sub-total (a)</b>	<b>76.86</b>	<b>56.29</b>

(b) Deferred tax asset arising on account of timing differences in:-		
Retirement benefits and other expenses	2.35	1.94
Provision for non performing loans	30.82	4.82
Contingent provision against standard asset	30.14	23.19
Provision for doubtful debts / advances / investment	1.75	1.70
Expenses not allowable for income tax in current year	6.60	6.59
Provision for diminution in non-current unquoted trade investment	16.60	16.60
<b>Sub-total (b)</b>	<b>88.26</b>	<b>54.84</b>
<b>Net deferred tax liabilities (a-b) Liability/(Asset)</b>	<b>(11.40)</b>	<b>1.45</b>

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Provision for employee benefits	5.49	3.80
Contingent provision against standard assets (refer note i & ii below)	60.32	67.02
<b>Total</b>	<b>65.81</b>	<b>70.82</b>

**Notes:**

- A contingent provision against standard assets includes provision created @ 0.50% of the outstanding standard assets in terms of the RBI circular ((Ref. No. DNBS(PD) CC No. 043/03.10.119/2015-16 dated July 1, 2015), provision against restructured standard loans as per applicable RBI guidelines and other provisions on standard assets.
- Movement in contingent provision against standard assets during the period/ year is as under:

Opening balance	67.02	28.13
Additions/Deduction during the year (net)	12.35	38.89
Less:-Transferred to non-performing assets	(19.05)	-
Closing balance	60.32	67.02

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Secured</b>		
Term loans from banks (refer note below)	692.62	905.86
Term loans from a financial institution (refer note below)	665.00	-
<b>Unsecured</b>		
Term loans from banks	-	4.00
Commercial papers at face value of ₹ 5,00,000 each	50.00	250.00
<b>Total</b>	<b>1,407.62</b>	<b>1,159.86</b>

Term loans from banks/financial institution are secured by first pari passu charge on all present and future receivables of the standard loan assets of the

Group 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 31.03.2016	As at 31.03.2015
Trade payables - micro & small enterprises*	0.19	0.56
Trade payables - others	2,009.93	1,623.37
<b>Total</b>	<b>2,010.12</b>	<b>1,623.93</b>

- \*The amount due to Micro and Small Enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 has been disclosed to the extent of information available with the Group from vendors regarding their status. As per information available with the Group, no interest is paid/ payable under this Act.

**Note No. 9 OTHER CURRENT LIABILITIES**

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Advances from customers	32.11	23.65
Creditors for Capital Goods	31.58	-
Security deposits received	6.84	6.66
Unpaid/ unclaimed dividend	1.14	0.95
Current maturities of long term borrowings (refer note 4)	594.23	185.73
Unclaimed interest on debentures	2.31	1.80
Unclaimed equity share application money	0.02	0.02
Statutory liabilities	9.72	1.16
Interest accrued but not due on borrowings	83.94	53.46
Creditors for expenses	0.42	0.51
Income received in advance	0.64	0.19
Other payables-employees	2.93	1.84
<b>Total</b>	<b>765.88</b>	<b>275.97</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 31.03.2016	As at 31.03.2015
Proposed dividend-equity shares	100.98	87.60
Dividend distribution tax on proposed dividend	28.79	24.50
Provision for income tax (net of advance tax for income tax)	19.75	2.62
Provision for employee benefits	0.15	0.71
<b>Total</b>	<b>149.67</b>	<b>115.43</b>

Note No. 11-FIXED ASSETS-TANGIBLE ASSETS

(₹ in crore)

Description	Gross block-Cost/Book Value				Depreciation/Amortisation				Net block	
	As at 01.04.2015	Additions	Sales/ Adjustments	As at 31.03.2016	As at 01.04.2015	For the year	Adjustments	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
<b>TANGIBLE ASSETS</b>										
Land										
-Leasehold improvemet	3.30	0.18	-	3.48	1.10	0.67	-	1.77	1.71	2.20
-Leasehold land - perpetual Lease	3.44	-	-	3.44	-	-	-	-	3.44	3.44
-Leasehold land - others	0.13	-	-	0.13	0.05	0.01	-	0.06	0.07	0.08
-Freehold land *	-	5.51	-	5.51	-	-	-	-	5.51	-
Buildings	15.04	-	-	15.04	7.31	0.35	-	7.66	7.38	7.73
Furniture and fixtures	3.68	0.18	(0.01)	3.85	2.29	0.37	(0.01)	2.65	1.20	1.39
Vehicle	1.46	0.48	(0.34)	1.60	0.71	0.32	(0.28)	0.75	0.85	0.75
Plant and machinery	70.70	341.92	-	412.62	42.24	5.87	-	48.11	364.51	28.46
Office equipments	7.30	0.71	(0.29)	7.72	5.05	1.29	(0.23)	6.11	1.61	2.25
Capital expenditures not represented by capital asset	0.55	-	-	0.55	0.55	-	-	0.55	-	-
<b>Total</b>	<b>105.60</b>	<b>348.98</b>	<b>(0.64)</b>	<b>453.94</b>	<b>59.30</b>	<b>8.88</b>	<b>(0.52)</b>	<b>67.66</b>	<b>386.28</b>	<b>46.30</b>
Previous year	104.84	1.36	(0.60)	105.60	51.73	7.86	(0.29)	59.30	46.30	

Note No. 12-FIXED ASSETS-INTANGIBLE ASSETS

(₹ in crore)

Description	Gross block-Cost/Book Value				Depreciation/Amortisation				Net block	
	As at 01.04.2015	Additions	Sales/ Adjustments	As at 31.03.2016	As at 01.04.2015	For the year	Adjustments	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Computer software	5.76	0.13	-	5.89	2.78	1.21	-	3.99	1.90	2.98
Membership fee to power exchanges	0.30	-	-	0.30	0.30	-	-	0.30	-	-
<b>Total</b>	<b>6.06</b>	<b>0.13</b>	<b>-</b>	<b>6.19</b>	<b>3.08</b>	<b>1.21</b>	<b>-</b>	<b>4.29</b>	<b>1.90</b>	<b>2.98</b>
Previous year	3.42	2.64	-	6.06	2.49	0.59	-	3.08	2.98	

\*Includes the following Freehold lands which are not registered in the name of the group company as on 31st March, 2016:

Land of ₹1.04 crore of Ratlam District, Madhya Pradesh, out of which land of ₹ 0.78 crore was registered subsequently; and

Land of ₹1.63 crore at Mandsaur District, Madhya Pradesh

i) 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 31.03.2016	Quantity as at 31.03.2015	Amount as at 31.03.2016	Amount as at 31.03.2015
<b>Long term trade investments - Unquoted (At cost as reduced by diminution in value, if any)</b>					
<b>Associate companies</b>					
- Krishna Godavari Power Utilities Limited #	10	37,548,700	37,548,700	37.55	37.55
- RS India Global Energy Limited (refer note no 31(i)(ii) and 31 (j))"	10	23,402,542	23,402,542	22.89	22.89
-RS India Wind Energy Private Limited (refer note no 31(i)(i) and 31 (j))	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	10	180,052,223	180,051,706	174.51	174.51
- Chenab Valley Power Projects Private Limited	10	100,000	100,000	0.10	0.10
-Ind-Barath Energy (Utkal) Limited (sold during the year)	10	-	105,000,000	-	105.00
- East Coast Energy Private Limited	10	133,385,343	133,385,343	133.39	133.39

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2016	Quantity as at 31.03.2015	Amount as at 31.03.2016	Amount as at 31.03.2015
- Athena Energy Ventures Private Limited	10	150,000,000	150,000,000	155.44	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)	500,000	90	90	4.29	4.29
-Mytrah Energy (India) Limited (Other Company)	3,333,333	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
				<b>677.06</b>	<b>817.06</b>
Less: Provision for diminution in value of Investments				138.79	101.24
<b>Total</b>				<b>538.27</b>	<b>715.82</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				677.06	782.06
Aggregate provision for diminution in value of unquoted non current investments				138.79	101.24

# Refer Note No. 31(l).

(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 31.03.2016	As at 31.03.2015
<b>Secured, considered good</b>		
Loan Financing	8,263.02	6,076.00
Less:-Provision for Non-performing loans (Including ₹19.05 crore (previous year Nil) transferred from contingent provision against standard assets )	(89.05)	(13.92)
Less:-Provision for contingencies	(26.75)	-
Less:-Current maturities transferred to "Other current assets" (refer note 19)	(407.04)	(599.13)
	<b>7,740.18</b>	<b>5,462.95</b>
<b>Unsecured, considered good</b>		
Loans and advances to employees	0.90	1.02
Capital advances	0.38	0.38
Interest accrued but not due	0.39	0.43
CENVAT Credit	0.26	-
Security deposits	2.33	1.90
Advance income tax (Net of provision for income tax)	44.13	35.43
Advance fringe benefit tax (net of provision for fringe benefit tax)	0.06	0.07
Prepaid expenses	0.13	0.02
<b>Total</b>	<b>7,788.76</b>	<b>5,502.20</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	8,040.31	5,998.69
Sub-standard assets	289.43	77.31
	<b>8,329.74</b>	<b>6,076.00</b>

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

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Premium on derivative contracts *	29.54	34.69
<b>Total</b>	<b>29.54</b>	<b>34.69</b>

\* In respect of hedging foreign currency risk.

Note No. 16- CURRENT INVESTMENTS

(₹ in crore)

Particulars	Face value ₹	Quantity as at 31.03.2016	Quantity as at 31.03.2015	Amount as at 31.03.2016	Amount as at 31.03.2016
<b>*Long term investments expected to be realized within 12 months</b>					
<b>-Equity Shares-fully paid-trade investment - unquoted (At cost)</b>					
- Teesta Urja Limited (Provision for diminution in value)	10	-	43,963,294	-	44.03 (6.52)
<b>-Mutual Funds-Non-trade investments-Quoted (At cost)</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>"Short term investment- non trade (Quoted) (At cost or fair value whichever is lower)"</b>					
Mutual funds					
- Reliance Short Term Fund- Growth	10	-	19,036,308	-	50.00
- Birla Sunlife Short Term Fund-DDR	10	27,330,845	4,781,586	32.18	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 Active Debt Multi Manager FOF Scheme Direct Plan Dividend	10	-	4,545,108	-	5.40
- Reliance Liquid Fund-Cash Plan- Growth	1000	202,694	24,617	49.50	5.50
- Reliance Liquid Fund-Treasury Plan- (G)	1000	-	73,326	-	25.00
- Kotak Liquid Scheme Plan A (G)	1000	162,826	176,417	50.00	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	3,163,657	2,176,022	72.53	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
- 'Reliance Liquid Fund-Cash Plan- Growth	1000	4,471	-	1.09	-
- 'Reliance Medium Term Fund DDR	10	12,047,395	-	38.23	-
- 'Birla Sunlife Saving Fund -Growth	100	3,069,182	-	90.18	-
- 'ICICI Prudential Ultra Short Term Fund- direct (G)	10	32,852,945	-	50.94	-
- 'Indiabulls ultra Short Term Fund-GROWTH-Direct	1000	169,554	-	25.06	-
- 'Indiabulls Liquid Fund Growth-Direct	1000	149,087	-	22.00	-
- 'SBI Premier Liquid fund - Direct - Growth	1000	18,822	-	4.00	-
Total				470.71	576.83
Aggregate market value of quoted current investments				478.89	542.67
Aggregate cost of quoted current investments				470.71	539.32
Aggregate cost of unquoted current investments				-	44.03
Aggregate provision for diminution in value of unquoted non current investments				-	6.52

\* transferred from non-current investment



**Note No. 17- TRADE RECEIVABLES**
**a) Trade receivables**

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Trade receivables outstanding for a period exceeding six months from the date they become due</b>		
- Secured, considered good	-	8.12
- Unsecured, considered good	912.62	918.65
- Unsecured, doubtful	4.10	2.90
<b>Other Trade receivables</b>		
- Secured, considered good	-	-
- Unsecured, considered good	2,315.25	1,597.39
<b>Gross Debtors</b>	<b>3,231.97</b>	<b>2,527.06</b>
Less: Provision for doubtful debts	4.10	2.90
<b>Total</b>	<b>3,227.87</b>	<b>2,524.16</b>

- b) Book Debts are hypothecated to the banks for availing the non fund based working facilities.
- c) Trade receivables include an amount of ₹16.23 Crore due from Tamil Nadu Electricity Board (TNEB) towards compensation claim. Sole arbitrator gave order unfavourable to the Group against which a petition has been filed by the Group at Madras high Court. As assessed by the management, the chances of a decision in favour of the Group is high as the award has been erroneously passed against the settled law and accordingly is likely to be set aside by the Hon'ble Madras High Court. Further, the Group has a recourse to claim similar amount from PSPCL in case the High Court Order is against the Group.

**Note No. 18- CASH AND BANK BALANCES**
**Cash and bank balances**

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Cash and cash equivalents:-</b>		
Cash on hand (including foreign currency)	0.01	0.01
Cheques/ draft on hand	-	2.06
Balance with banks:-		
a) Current accounts	176.53	173.44
b) Term deposits	21.61	94.36
c) In earmarked accounts		
(i) unclaimed share application money lying in escrow account	0.02	0.02
(ii) Unclaimed interest accrued on debentures	2.31	1.80
<b>Sub total (i)</b>	<b>200.48</b>	<b>271.69</b>
<b>Other bank balances:-</b>		
a) Term deposits (Original maturity more than 3 months) (refer notes i below)*	20.36	68.47
b) Dividend accounts	1.14	0.95
<b>Sub total (ii)</b>	<b>21.50</b>	<b>69.42</b>
<b>Grand Total (i) +(ii)</b>	<b>221.98</b>	<b>341.11</b>

- (i) Includes Term Deposits of ₹9.20 crore (previous year Nil) which are in lien with ICICI Bank in respect of Term Loan and term deposits ₹ Nil (previous

year ₹8.27 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 31.03.2016	As at 31.03.2015
<b>Secured, considered good</b>		
Loans financing	200.00	200.00
<b>Sub Total (i)</b>	<b>200.00</b>	<b>200.00</b>
<b>Unsecured, considered good</b>		
Employees loans and advances	0.42	0.47
Security deposit	14.40	9.31
Unexpired discount on commercial paper	0.63	2.56
Prepaid expenses	2.08	1.05
Open access advances	56.81	43.25
Receivables from sale of investment	5.00	5.00
Service tax credit	0.24	0.32
Advance income tax	45.00	-
Advance to trade payables	16.87	4.20
Other advances/ receivables *	27.34	20.98
<b>Unsecured, considered doubtful</b>		
Advance to trade payables	0.94	2.03
<b>Gross total</b>	<b>169.73</b>	<b>89.17</b>
Less: Provision for doubtful advances to trade payable	0.94	2.03
<b>Sub total (ii)</b>	<b>168.79</b>	<b>87.14</b>
<b>Grand Total (i) +(ii)</b>	<b>368.79</b>	<b>287.14</b>

\* includes ₹20.48 crore deposited with GUVNL and ₹6.45 crore deposited with Commissioner of custom (refer Note No. 31 (d)(i))

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

**Note No. 20- OTHER CURRENT ASSETS**

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
<b>Secured, considered good</b>		
Current maturities of long term loan financing (refer note no. 14)	407.04	599.13
<b>Sub total (i)</b>	<b>407.04</b>	<b>599.13</b>
<b>Unsecured, considered good</b>		
a) Interest accrued and due on		
- Loan financing	21.74	14.23
- deferment of payments by debtors	-	0.72
b) Interest accrued but not due on:		
- Fixed deposits	1.00	1.53
- Debentures	0.56	0.50
- Loan financing	37.00	21.78
- Others	0.05	0.03
c) Demurrage recoverable	-	0.35
<b>Sub total (ii)</b>	<b>60.35</b>	<b>39.14</b>
<b>Grand Total (i) +(ii)</b>	<b>467.39</b>	<b>638.27</b>

**Note No. 21- REVENUE FROM OPERATIONS**

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Sale of electricity	12,565.22	12,896.15
Sale of coal	-	17.64
Rebate on purchase of power	104.92	111.73
Service charges	24.27	16.41
Interest income from		
(i) Loan financing	908.14	729.61
(ii) Debentures	12.03	12.00
<b>Other operating income</b>		
(i) Dividend income on non-current unquoted trade investment in equity shares	2.88	4.40
(ii) Profit on sale of Investment in non-current unquoted trade investment (equity shares)	206.93	-
(iii) Profit on sale of investments in current unquoted non- trade investment (mutual funds)	0.02	0.43
(iv) Interest on fixed deposits	1.86	1.34
(v) Fee based income	49.98	50.07
(vi) Sale of services (Consultancy)	5.48	0.65
(vii) Surcharge on sale of power (Refer note no. 31(f))	103.63	60.75
<b>Total</b>	<b>13,985.36</b>	<b>13,901.18</b>

**Note No. 22- OTHER INCOME**

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Interest income on FDR's	5.81	25.57
Interest on debtors	0.13	0.81
Interest - others	0.07	0.01
Dividend		
- from current investments-non trade	27.81	10.07
Profit from sale of investment		
- on current investments-non trade (net)	16.30	0.08
Foreign currency fluctuation (net)	2.58	1.23
Miscellaneous income	0.20	0.24
<b>Total</b>	<b>52.90</b>	<b>38.01</b>

**Note No. 23- PURCHASE**

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Purchases of electricity	12,356.16	12,695.44
Purchase of coal	-	16.63
<b>Total</b>	<b>12,356.16</b>	<b>12,712.07</b>

**Note No. 24- EMPLOYEE BENEFITS EXPENSE**
**a) Employee benefits expense**

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Salaries and wages	32.95	27.72
Contribution to provident fund	1.31	1.15
Gratuity	0.61	0.37
Staff welfare expenses	2.40	1.88
Employee compensation expense (ESOP)	(0.35)	(0.06)
<b>Total</b>	<b>36.92</b>	<b>31.06</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 31.03.2016		As at 31.03.2015	
	Number of shares (Nos)	Weighted average exercise price (₹)	Number of shares (Nos)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	65,813	51.92	80,471	54.16
Forfeited/ surrendered during the year	44,813	64.20	14,658	64.20
Outstanding at the end of the year	21,000	25.73	65,813	51.92
Exercisable at the end of the year	21,000	25.73	65,813	51.92
Weighted average remaining contractual life (in years)	-	0.00	0.30	-

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

Particulars	As at 31.03.2016	As at 31.03.2015
Range of exercise prices (₹)	25.73	10 to 64.20
Number of options outstanding	21,000	65,813
Weighted average remaining contractual life of options (in years)	-	0.30
Weighted average exercise price (₹)	25.73	51.92

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

- a) Effect on profit & loss:-

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Employee compensation cost pertaining to ESOP Plan during the year	(0.10)	(0.06)

- b) Effect on financial position:-

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015
Liability for employee stock options outstanding as at the year end	0.12	0.22

- (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 31.03.2016		As at 31.03.2015	
	Growth options	Founder member options	Growth options	Founder member options
Outstanding at the beginning of the year	1,140,000	-	1,140,000	-
Less: Forfeited during the year	1,140,000	-	-	-
Outstanding as at the end of the year	-	-	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 31.03.2016	Year ended 31.03.2015
Profit as reported for the year	430.25	256.26
Add: Employee stock compensation under intrinsic value method	(0.35)	(0.06)
Less: Employee stock compensation under fair value method	(1.47)	(0.13)
<b>Pro forma profit</b>	<b>431.37</b>	<b>256.33</b>

- ii) Earnings per share (₹)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
<b>Basic</b>		
- As reported	14.54	8.66
- As pro forma	14.57	8.66
<b>Diluted</b>		
- As reported	14.54	8.66
- As pro forma	14.57	8.66

- 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)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Present value of obligation	3.55	2.92	0.38	0.49	2.40	1.81
Fair value of plan assets	-	-	-	-	0.69	0.71
<b>Net asset / (liability) recognized in Balance Sheet</b>	<b>(3.55)</b>	<b>(2.92)</b>	<b>(0.38)</b>	<b>(0.49)</b>	<b>(1.71)</b>	<b>(1.10)</b>

- 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)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Present value of obligation as at the beginning of the year	2.92	2.49	0.49	0.38	1.81	1.47
Interest cost	0.22	0.21	0.03	0.03	0.15	0.13
Current service cost	0.55	0.49	0.02	0.05	0.37	0.30
Benefits paid	(0.43)	(0.36)	(0.02)	(0.03)	(0.07)	(0.14)
Actuarial (gain)/loss on obligation	0.29	0.09	(0.14)	0.06	0.14	0.05
<b>Present value of obligation as at the end of year</b>	<b>3.55</b>	<b>2.92</b>	<b>0.38</b>	<b>0.49</b>	<b>2.40</b>	<b>1.81</b>

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

(₹ in crore)

Particulars	Gratuity (Funded) As at 31.03.2016	Gratuity (Funded) As at 31.03.2015
	Fair value of plan assets as at the beginning of the year	0.71
Expected return on plan assets	0.05	0.06
Actuarial gain/(loss) on obligation	-	0.05
Benefits paid	(0.07)	(0.12)
<b>Fair value of plan assets as at the end of the year</b>	<b>0.69</b>	<b>0.71</b>

- 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 31.03.2016	Gratuity (Funded) As at 31.03.2015
Administered by ICICI Prudential Life Insurance	91.30%	91.55%
Bank balance	8.70%	8.45%

- 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)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Current service cost	0.55	0.49	0.02	0.05	0.37	0.30
Interest cost	0.22	0.21	0.03	0.03	0.15	0.13
Expected return on plan assets	-	-	-	-	(0.05)	(0.06)
Net actuarial (gain)/ loss recognized in the year	0.29	0.09	(0.14)	0.06	0.14	-
<b>Expenses recognized in the statement of profit and loss</b>	<b>1.06</b>	<b>0.79</b>	<b>(0.09)</b>	<b>0.14</b>	<b>0.61</b>	<b>0.37</b>

The Group expects to contribute ₹0.49 crore to gratuity, ₹0.58 crore to Post Employment Medical benefit and ₹0.07 crore to leave encashment in 2016-17

- 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	0.02	0.01
II	Increase/(decrease) on present value of defined benefit obligations as at year end.	0.05	0.06

- 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)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Discounting rate	8.00%	8.00%	8.00%	8.00%	8.00%	8.00%
Future salary increase	6.00%	5.50%	6.00%	5.50%	6.00%	5.50%
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	18.64 to 22.73	21.96 to 24.77	6.32 to 22.73	21.96 to 24.77	18.64 to 22.73	21.96 to 24.77

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

(₹ in crore)

Particulars	31.03.2016	31.03.2015	31.03.2014	31.03.2013
Experience adjustments on present value of gratuity obligation	(0.13)	(0.05)	(0.14)	(0.09)
Experience adjustments on plan assets of gratuity	(0.005)	0.052	0.001	0.020
Experience adjustments on present value of leave encashment obligation	(0.33)	(0.08)	(0.11)	0.17

- ix) Demographic assumptions

Particulars	Leave encashment (Unfunded)		Post-employment medical benefits (Unfunded)		Gratuity (Funded)	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Retirement age	60/62 years	60/62 years	60/62 years	60/62 years	60/62 years	60/62 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 31.03.2016	Year ended 31.03.2015
Provident fund	1.31	1.15

#### Note No. 25- FINANCE COSTS

a) Finance cost

(₹ in crore)		
Particulars	Year ended 31.03.2016	Year ended 31.03.2015
<b>a) Interest cost on:</b>		
- Infrastructure bonds	21.85	20.41
- Debentures	38.21	11.22
- Rupee term loans from banks	336.37	316.33
- Rupee term loans from financial institutions	24.14	0.36
Commercial paper	65.23	36.59
- External commercial borrowings from financial institutions	14.81	14.37
- Interest on payment of income tax	1.24	1.14
- Others	0.79	0.69
<b>b) Other borrowing cost</b>		
- Other charges on external commercial borrowings from financial institutions	6.09	0.24
- Rupee term loans from banks	1.18	0.52
- Amortisation of foreign currency translation	22.87	16.26
<b>Total</b>	<b>532.78</b>	<b>418.13</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-PROVISIONS AND CONTINGENCIES

(₹ in crore)		
Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Contingent provision against standard assets	12.35	38.89
Provision for non-performing assets	56.09	13.92
Provision for contingencies	26.75	-
<b>Total</b>	<b>95.19</b>	<b>52.81</b>

#### Note No. 27-OTHER EXPENSES

a) Other expenses

(₹ in crore)		
Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Rent	4.29	3.20
Repairs to building	1.08	3.05
Repairs to machinery - Wind mill	1.75	1.65
Insurance	0.20	0.16

(₹ in crore)

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Rates and taxes	1.75	1.66
Auditors' remuneration	0.51	0.43
Provision for diminution in value of investments	0.06	(0.50)
Legal & professional charges	7.45	6.71
Consultancy expenses	10.23	4.20
Advertisement	0.37	0.22
Communication	0.97	1.03
Business development	1.95	1.94
Travelling and conveyance expenses	4.16	3.76
Printing & stationery	0.37	0.47
Fees & expenses to directors	1.16	0.79
Repair & Maintenance - Others	1.56	1.08
Bank charges	2.47	3.91
EDP expenses	0.17	0.20
Books & periodicals	0.04	0.03
Water & electricity expenses	1.11	0.92
Donation	0.06	0.04
Provision for doubtful debts / advances	0.12	0.03
Security expenses	0.43	0.37
Property tax	0.08	0.08
Other general expenses	1.92	4.74
Corporate social responsibilities Expenses (CSR)	1.37	0.44
<b>Total</b>	<b>45.63</b>	<b>40.61</b>

b) The Group has taken a warehouse/ office premise on operating lease. The disclosures as per AS-19 are given as under:-

a) ₹4.29 crore has been debited to the statement of profit and loss (Previous year ₹3.20 crore).

b) Details of future lease payments

(₹ in crore)		
Particulars	As at 31.03.2016	As at 31.03.2015
Year up to 1 year	6.06	3.31
Years later than 1 year and not later than 5 years	5.45	6.03
Years later than 5 years	NIL	NIL

#### Note No. 28- EXCEPTIONAL ITEMS

(₹ in crore)		
Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Loss on sale of fixed assets (net)	0.02	(0.03)
Provision for diminution in value of long term investments	(37.55)	(33.21)
Provision for diminution in value of long term investments	(6.52)	-
Excess provision written back	6.52	0.77
<b>Total</b>	<b>(37.53)</b>	<b>(32.47)</b>

**Note No. 29- PRIOR PERIOD ITEMS**

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
Legal & professional charges	-	0.09
Application fee/ Misc Income	-	(0.39)
Others	(0.01)	0.02
<b>Total</b>	<b>(0.01)</b>	<b>(0.28)</b>

**Note No 30- EARNINGS PER EQUITY SHARE**

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
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)	430.25	256.26
Basic earnings per share (Amount in ₹)	14.54	8.66
Diluted earnings per share (Amount in ₹)	14.54	8.66
Face value per share (Amount in ₹)	10.00	10.00

**Note No. 31 - 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":

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
<b>Segment revenue</b>		
Power	12,800.80	13,087.18
Investment	1,181.86	797.85
Unallocated	55.60	54.93
<b>Revenue from operations</b>	<b>14,038.26</b>	<b>13,939.96</b>

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
<b>Segment profit/(loss) before tax</b>		
Power	298.47	269.63
Investment	530.24	306.35
Unallocated	8.59	0.98
<b>Total profit before tax</b>	<b>837.30</b>	<b>576.96</b>
Less: Tax Expenses	250.92	183.59
<b>Profit after tax</b>	<b>586.38</b>	<b>393.37</b>
Less: Provision for investment in Associates	-	(67.26)
Less: Minority interest	(156.13)	(69.85)
<b>Net profit after tax</b>	<b>430.25</b>	<b>256.26</b>

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
<b>Segment assets</b>		
Power	3,888.78	2,803.95
Investment	8,709.31	6,712.61
Unallocated	914.80	1,152.94
<b>Total assets</b>	<b>13,512.89</b>	<b>10,669.50</b>

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
<b>Segment liabilities</b>		
Power	2,093.19	1,657.09
Investment	6,998.81	5,237.33
Unallocated	304.76	117.78
<b>Total liabilities</b>	<b>9,396.76</b>	<b>7,012.20</b>

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
<b>Capital expenditure during the Year</b>		
Power	348.63	1.61
Investment	0.48	1.01
Unallocated	-	0.01
<b>Total capital expenditure</b>	<b>349.11</b>	<b>2.63</b>

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
<b>Depreciation/amortization during the Year</b>		
Power trading	7.81	6.46
Investment	2.28	1.96
Unallocated	-	0.03
<b>Total depreciation/amortization during the Year</b>	<b>10.09</b>	<b>8.45</b>

Particulars	(₹ in crore)	
	Year ended 31.03.2016	Year ended 31.03.2015
<b>Non cash expenses (other than depreciation /amortisation) during the year</b>		
Power trading	0.12	0.06
Investment	95.19	100.18
Unallocated	37.61	52.60
<b>Total</b>	<b>132.92</b>	<b>152.84</b>

**c) Commitments:**

Particulars	(₹ in crore)	
	As at 31.03.2016	As at 31.03.2015
Loan Financing	272.53	186.90
Share of estimated amount of contracts remaining to be executed on capital account and not provided for of Group/ associate companies.	30.47	30.47

d) Details of contingent liabilities:

i) Claims against the Group not acknowledged as debt:

(₹ in crore)

Particulars	As at 31.03.2016	As at 31.03.2015	Remarks
Claims of suppliers	187.33	165.91	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	29.84	108.15	
Custom Duty	17.16	17.16	
Estimated management fee/ other expense	23.94	10.67	Group share in estimated management fee/ other expense/ interest on term loan of Associate Companies.

ii) Bank guarantees :

(₹ in crore)

As at 31.03.2016	As at 31.03.2015
1009.31	990.60

\*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 section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

(₹ in crore)

Name of Related Party	Influence	Nature of Transaction	Year ended 31.03.2016	Year ended 31.03.2015
NTPC Limited.	Significant Influence	Director sitting fees to nominee directors	0.03	0.03
		Professional charges	0.24	0.000
Power Grid Corporation of India Limited.	Significant Influence	Director sitting fees to nominee directors	0.01	0.02
		Club membership fee	0.00	0.0009
		Services received (wheeling charges)	0.03	0.04
Power Finance Corporation Limited	Significant Influence	Director sitting fees to nominee directors	0.02	0.01
		Pledging of shares (Refer note no.13 b)		
NHPC Limited	Significant Influence	Director sitting fees to nominee directors	0.06	0.02
		Electricity traded through IEX	184.58	116.12
		Services charges (IEX) (excluding service tax of ₹0.39 crore, Previous year ₹0.17 crore)	2.89	1.39
RS India Wind Energy Private Limited	Associate	Provision for diminution in investment in equity	-	47.37
Krishna Godavari Power Utilities Limited	Associate	Provision for diminution in investment in equity	37.55	-
RS India Global Energy Limited	Associate	Provision for diminution in investment in equity	-	19.89

**Key Management Personnel**

(₹ in crore)

Name	Position	Nature of Transaction	Year ended 31.03.2016	Year ended 31.03.2015
Mr. Deepak Amitabh	Chairman & Managing Director	Directors remuneration	1.00	0.98
Dr. Rajib Kumar Mishra *	Director	Directors remuneration	0.76	0.06
Mr. Ajit Kumar **	Director	Directors remuneration	0.66	0.00
Mr. Arun Kumar ***	Director	Directors remuneration	0.63	0.00
Mr. Rajender Mohan Malla ****	Managing Director	Directors remuneration	0.30	0.69
Mr. Ashok Haldia*****	Managing Director	Directors remuneration	0.83	0.73
Mr. Pawan Singh	Director	Directors remuneration	0.71	0.69

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

\*\* Became director w.e.f. 2nd April 2015

\*\*\* Became director w.e.f. 16th June 2015

\*\*\*\* Ceased to be a director w.e.f. 15 May, 2015

\*\*\*\*\*Became director 07 July, 2015

**Investment balances outstanding at the balance sheet date without considering provision for diminution**

(₹ in crore)

Name of the company	Relationship	As at 31.03.2016	As at 31.03.2015
Krishna Godavari Power Utilities Limited	Associate	37.55	37.55
R S India Wind Energy Private Limited	Associate	47.37	47.37
Varam Bio Energy Private Limited	Associate	-	-
R S India Global Energy Limited	Associate	22.89	22.89

**Investment in debentures at the balance sheet date without considering provision for diminution**

(₹ in crore)

Name of the company	Relationship	As at 31.03.2016	As at 31.03.2015
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 31.03.2016	As at 31.03.2015
R. S India Wind Energy Private Limited	Associates	47.37	47.37
RS India Global Energy Limited	Associates	22.89	22.89
Krishna Godavari Power Utilities Limited	Associates	37.55	-

**Balance Outstanding**

(₹ in crore)

Name of the company	Relationship	Nature	As at 31.03.2016	As at 31.03.2015
NHPC Limited	Significant Influence	Balance payable	2.27	4.62

- 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 ₹103.63 crore (previous year, ₹60.75 crore) from customers on amounts overdue on sale of power which has been included in "Revenue from operations". Correspondingly surcharge expense of ₹33.72 crore (previous year, ₹3.32 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) i) During the previous year, based on an independent investigation into the affairs of an associate Group (Associate), PFS had concluded that in earlier years, the Associate and its promoters had misrepresented various facts to it and induced it to make investments aggregating ₹61.12 crore in the Associate. PFS had 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 group had fully provided for the diminution in value of investment held in this Associate in FY 2014-15.
- ii) PEL had contributed equity of Rs. 23.40 crore constituting 48% in RS India Global Energy Limited (Rs. 21.60 crore in FY 2008-09 and Rs. 1.80 crore in FY 2009-10). PEL came to know that RSIGEL and its promoters had made several misrepresentations and induced it to invest money as equity in RSIGEL (even project has also not come up). On prudent basis, the group had made 100% provision for diminution in value of investment in FY 2014-15 without considering the underlying value of investment. The Group is taking suitable steps under law to safeguard its investments and recover the same including enforcing its rights as shareholder and is contemplating other legal recourses i.e. filing criminal case.
- j) Due to the financial statements for the year ended March 31, 2016 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, in FY 2014-15 the group has accounted for a provision of ₹67.26 Crore for diminution in value of investments without considering underlying value of these investments. (i(i) and i(ii) above).
- k) 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 ₹31.02 Crore (gross of tax) is remaining to be amortised in 'Foreign Exchange Monetary Item Translation Difference Account' as at March 31, 2016.
- l) The Group invested ₹37.55 Crore as 49% of equity into 60 MW-Thermal -imported coal based project. The project is about 90% complete and the further progress on the project has stopped due to paucity of funds. One of the lenders has carried out the valuation of the assets of the project and based on the valuation report the Group has made full provision for diminution in value of investment in the said project, even though the efforts are on to revive the project. But for this provision the PAT of the Group would have been ₹467.80 crore for the year.
- m) 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%	1,045.52	60%	234.66
2. PTC Energy Limited	100%	131.01	100%	(3.86)
Minority interest in all subsidiaries	40%	696.71	40%	156.13
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

n) 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

For and on behalf of the Board of Directors

Sd/-  
(Bhuvnesh Maheshwari)  
Partner  
M.No.088155

Sd/-  
(Arun Kumar)  
Director & CFO  
DIN 01853255

Sd/-  
(Deepak Amitabh)  
Chairman & Managing Director  
DIN 01061535

Sd/-  
(Rajiv Maheshwari)  
Company Secretary

Date: May 18, 2016  
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 17th Annual General Meeting of the Company to be held on 28th day, the September 2016 at 12:30 P.M. 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 2016		
2.	Declaration of dividend for FY 2015-16		
3.	Re-appointment of Shri Ravi P. Singh (DIN 05240974) who retires by rotation		
4.	Re-appointment of Smt. Jyoti Arora (DIN 00353071) who retires by rotation		
5.	Re-appointment of M/s K.G. Somani & Co. as Statutory Auditors of the Company		
<b>Special Business</b>			
6.	Appointment of Shri K. Biswal (DIN03318539) as nominee director of NTPC		
7.	Appointment of Shri Jayant Kumar (DIN03010235) as nominee director of NHPC		

Signed this ..... day of ..... 2016

Affix  
Revenue  
Stamp

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 17th 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**

**17<sup>th</sup> Annual General Meeting 28th September 2016**

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 17<sup>th</sup> Annual General Meeting of the Company to be held on 28th September, 2016 at 12:30 p.m. at Dr. SR KVS Auditorium (Dr. Sarvepalli Radhakrishnan Auditorium), Kendriya Vidyalaya 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)

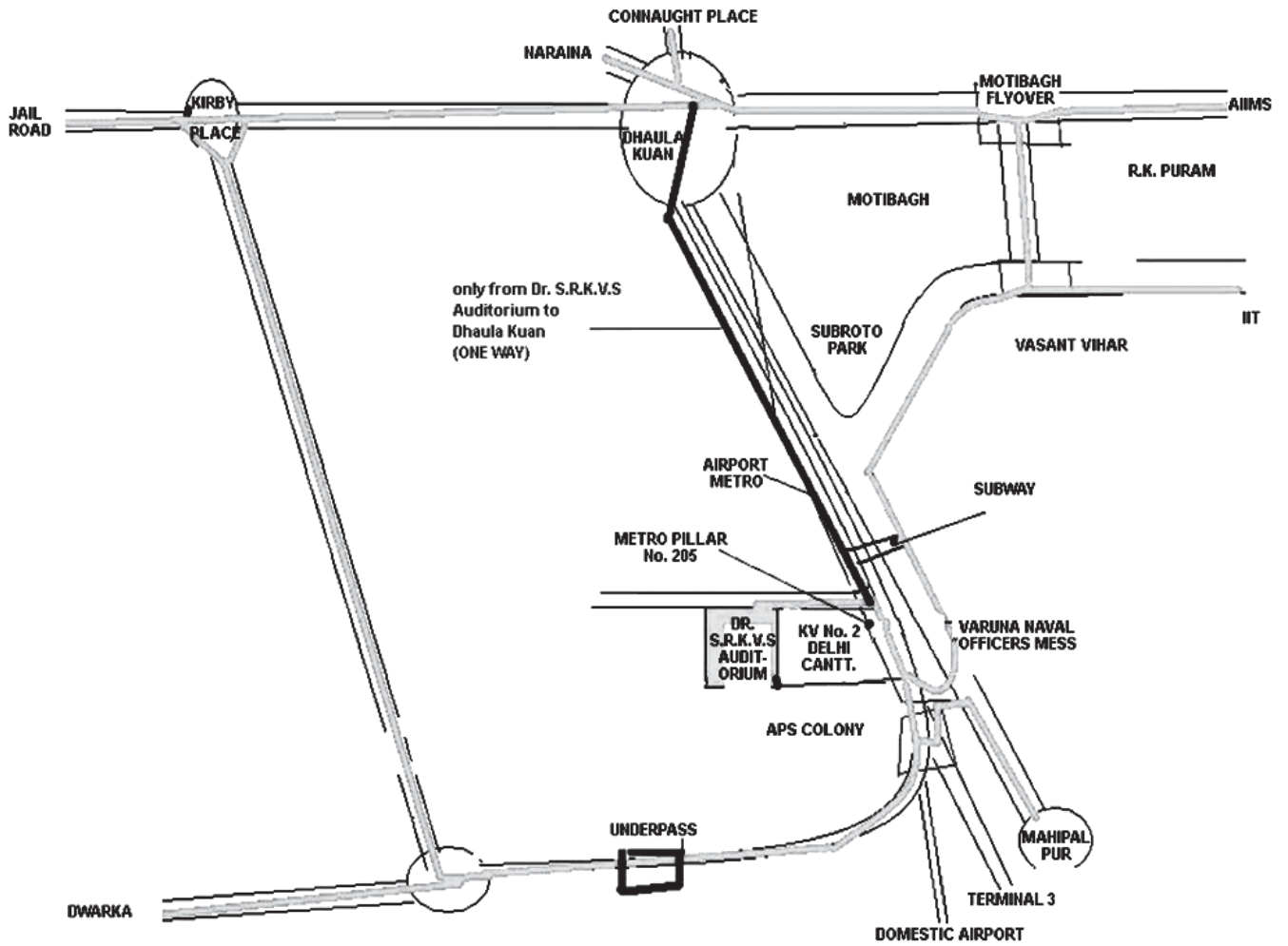
Yours faithfully

.....  
(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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